



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.

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

, 2013, and ending

, 20

Name of foundation

FLEMING FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

PO BOX 1558 DEPT EA4E86

City or town, state or province, country, and ZIP or foreign postal code

COLUMBUS, OH 43216

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col. (c), line
16) ▶ \$ 32,351,728.J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

A Employer identification number

26-6214365

B Telephone number (see instructions)

866-398-5072

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	626,644.	618,517.		STMT 1
5a Gross rents	4,066.	4,066.	4,066.	
b Net rental income or (loss)	4,066.			
6a Net gain or (loss) from sale of assets not on line 10	1,011,446.			
b Gross sales price for all assets on line 6a	4,373,727.			
7 Capital gain net income (from Part IV, line 2)		1,011,446.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,642,156.	1,634,029.	4,066.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	169,269.	84,634.		84,634.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 5	550.	275.	NONE	275.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	13,344.	7,101.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 7	22,386.			22,386.
24 Total operating and administrative expenses. Add lines 13 through 23	205,549.	92,010.	NONE	107,295.
25 Contributions, gifts, grants paid	1,300,000.			1,300,000.
26 Total expenses and disbursements Add lines 24 and 25	1,505,549.	92,010.	NONE	1,407,295.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	136,607.			
b Net investment income (if negative, enter -0-)		1,542,019.		
c Adjusted net income (if negative, enter -0-)			4,066.	

JSA For Paperwork Reduction Act Notice, see instructions.
3E1410 1 000

DAG612 L734 05/08/2014 05:59:46

Form 990-PF (2013)

9

P 24

ENVELOPE POSTMARK DATE MAY 14 2014

SCANNED MAY 29 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	22,394,901.	22,531,508.	32,351,728.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	22,394,901.	22,531,508.	32,351,728.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	22,394,901.	22,531,508.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	22,394,901.	22,531,508.	
	31	Total liabilities and net assets/fund balances (see instructions)	22,394,901.	22,531,508.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	22,394,901.
2	Enter amount from Part I, line 27a	2	136,607.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	22,531,508.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,531,508.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,373,727.		3,362,281.	1,011,446.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			1,011,446.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,011,446.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	1,280,195.	26,852,086.	0.047676
2011	1,439,221.	18,851,894.	0.076344
2010	1,389,027.	25,459,647.	0.054558
2009	446,948.	22,120,633.	0.020205
2008	642,637.	24,641,902.	0.026079
2 Total of line 1, column (d)			2 0.224862
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.044972
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 29,744,312.
5 Multiply line 4 by line 3			5 1,337,661.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 15,420.
7 Add lines 5 and 6			7 1,353,081.
8 Enter qualifying distributions from Part XII, line 4			8 1,407,295.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	15,420.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	15,420.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	15,420.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,172.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	8,172.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	7,248.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ NONE Refunded ☒		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ☐ FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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

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?	13	X	
Website address N/A				
14	The books are in care of HUNTINGTON NATIONAL BANK Telephone no (866) 398-5072			
	Located at 127 W SPRING STREET, TITUSVILLE, PA ZIP+4 16354			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 			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		☐
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?		
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?	☐ Yes	☒ No
If "Yes," list the years 		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		169,269.		

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	28,965,059.
b	Average of monthly cash balances	1b	1,232,212.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	30,197,271.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	30,197,271.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	452,959.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	29,744,312.
6	Minimum investment return. Enter 5% of line 5	6	1,487,216.

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

1	Minimum investment return from Part X, line 6	1	1,487,216.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,420.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,420.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,471,796.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,471,796.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,471,796.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,407,295.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,407,295.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	15,420.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,391,875.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,471,796.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			443,001.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>1,407,295.</u>				
a Applied to 2012, but not more than line 2a			443,001.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				964,294.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				507,502.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year

Prior 3 years

(e) Total

(a) 2013

(b) 2012

(c) 2011

(d) 2010

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

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

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

c "Support" alternative test - enter

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

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

(3) Largest amount of support from an exempt organization.

(4) Gross investment income

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

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

N/A

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 21				1,300,000.
Total			▶ 3a	1,300,000.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2013)

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

**Sign
Here**

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

Signature of officer or trustee

05/08/2014

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

RONALD SHOEMAKER

Preparer's signature

Date _____

~~05/08/2014~~

Check ☐	if
self-employed	

PTIN	
------	--

P00021964

Firm's name	▶ ERNST & YOUNG U.S. LLP
-------------	--------------------------

Firm's EIN	▶ 34-6565596
------------	--------------

Firm's address	▶ 1100 HUNTINGTON CTR, 41 S HIGH COLUMBUS, OH 4
----------------	---

Phone no 419-321-6096

Form **990-PF** (2013)

RENT AND ROYALTY INCOME

Taxpayer's Name FLEMING FAMILY FOUNDATION	Identifying Number 26-6214365
---	---

DESCRIPTION OF PROPERTY

OZ GAS, LTD

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	1,455.
---------------	--------

OTHER INCOME:

OTHER EXPENSES:

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100	101	102	103	104	105	106	107	108	109	110	111	112	113	114	115	116	117	118	119	120	121	122	123	124	125	126	127	128	129	130	131	132	133	134	135	136	137	138	139	140	141	142	143	144	145	146	147	148	149	150	151	152	153	154	155	156	157	158	159	160	161	162	163	164	165	166	167	168	169	170	171	172	173	174	175	176	177	178	179	180	181	182	183	184	185	186	187	188	189	190	191	192	193	194	195	196	197	198	199	200	201	202	203	204	205	206	207	208	209	210	211	212	213	214	215	216	217	218	219	220	221	222	223	224	225	226	227	228	229	230	231	232	233	234	235	236	237	238	239	240	241	242	243	244	245	246	247	248	249	250	251	252	253	254	255	256	257	258	259	260	261	262	263	264	265	266	267	268	269	270	271	272	273	274	275	276	277	278	279	280	281	282	283	284	285	286	287	288	289	290	291	292	293	294	295	296	297	298	299	300	301	302	303	304	305	306	307	308	309	310	311	312	313	314	315	316	317	318	319	320	321	322	323	324	325	326	327	328	329	330	331	332	333	334	335	336	337	338	339	340	341	342	343	344	345	346	347	348	349	350	351	352	353	354	355	356	357	358	359	360	361	362	363	364	365	366	367	368	369	370	371	372	373	374	375	376	377	378	379	380	381	382	383	384	385	386	387	388	389	390	391	392	393	394	395	396	397	398	399	400	401	402	403	404	405	406	407	408	409	410	411	412	413	414	415	416	417	418	419	420	421	422	423	424	425	426	427	428	429	430	431	432	433	434	435	436	437	438	439	440	441	442	443	444	445	446	447	448	449	450	451	452	453	454	455	456	457	458	459	460	461	462	463	464	465	466
---	---	---	---	---	---	---	---	---	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----	-----

[illegible][illegible][illegible][illegible]

[illegible][illegible]

DEPRECIATION (SHOWN BELOW)		
----------------------------	--	--

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES**TOTAL RENT OR ROYALTY INCOME (LOSS)**

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others**Net Rent or Royalty Income (Loss)****Deductible Rental Loss (if Applicable)**

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

RENT AND ROYALTY INCOME

Taxpayer's Name FLEMING FAMILY FOUNDATION	Identifying Number 26-6214365
---	---

DESCRIPTION OF PROPERTY

BELDEN & BLAKE CORP.

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	2,611.	
---------------	--------	--

OTHER INCOME:

TOTAL GROSS INCOME	2,611.
------------------------------	--------

OTHER EXPENSES:

DEPRECIATION (SHOWN BELOW)		
-----------------------------------	--	--

LESS: Beneficiary's Portion

[illegible]

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION		
---------------------	--	--

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES		
--------------------------	--	--

TOTAL RENT OR ROYALTY INCOME (LOSS)Less Amount to

1000

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)	2,611.
-----------------------------------	--------

Deductible Rental Loss (if Applicable)**SCHEDULE FOR DEPRECIATION CLAIMED**[illegible]

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
JEFFERIES TR/J ALERIAN MLP ETF	242.	
AT&T INC	14,940.	14,940.
ABBOTT LABORATORIES %	623.	623.
ABBVIE INC	1,960.	1,960.
AMERICAN EXPRESS COMPANY	774.	774.
AMGEN INC.	1,774.	1,774.
ANADARKO PETE	243.	243.
ANALOG DEVICES	3,026.	3,026.
APACHE CORP	366.	366.
APPLE COMPUTER	13,835.	13,835.
APPLE INC 2.4% 05/03/2023	600.	600.
ARTISAN INTERNATIONAL VALUE FUND - INVES	3,793.	3,793.
BB&T CORP COM	115.	115.
BCE INC	224.	224.
BORG-WARNER AUTOMOTIVE INC	75.	75.
BRISTOL-MYERS SQUIBB CO	10,640.	10,640.
BROADCOM CORP	825.	
CVS CORP	489.	489.
CARDINAL HEALTH INC	4,389.	4,389.
CATERPILLAR INC.	1,960.	1,960.
CENTURYTEL INC	2,862.	2,862.
CHEVRONTXACO CORP	5,523.	5,523.
CHUBB CORP	44.	44.
CHURCH & DWIGHT CO INC	2,548.	2,548.
COACH INC W/1 RT/SH	360.	360.
COCA-COLA CO %	3,248.	3,248.
COLGATE PALMOLIVE CO	6,254.	6,254.
COMCAST CORP CL A	5,718.	5,718.
CONOCOPHILLIPS	8,910.	8,910.
COSTCO WHOLESALE CORP	1,025.	1,025.
DEERE & COMPANY	946.	946.
DOW CHEMICAL CO %	576.	576.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DUPONT DE NEMOURS CO 2%	2,314.	2,314.
E.M.C. CORP	1,990.	1,990.
EASTMAN CHEMICAL CO	1,590.	1,590.
EATON VANCE FLOATING-RATE FUND CLASS I	111.	111.
EMERSON ELECTRIC CO 2%	6,267.	6,267.
EXXON MOBIL CORP COM	7,257.	7,257.
FEDERATED TOTAL RETURN BOND FUND #328	2,713.	2,713.
FRANKLIN RES INC	2,552.	2,552.
FREEMPORT MCMORAN COPPER & GOLD	8,938.	8,938.
GENERAL DYNAMICS CORP	924.	924.
GENUINE PARTS COMPANY	618.	618.
GOLDMAN SACHS GROUP INC	635.	635.
H J HEINZ COMPANY	773.	773.
HOME DEPOT INC.	10,608.	10,608.
HONEYWELL INTL INC COM	2,527.	2,527.
HUNTINGTON MID CORP AMERICA FD I	3,886.	3,886.
HUNTINGTON DIVIDEND CAPTURE FUND I	8,794.	8,779.
HUNTINGTON INTL EQUITY FUND I	12,254.	12,254.
HUNTINGTON DISCIPLINED EQUITY FD TR III	5,872.	5,872.
HUNTINGTON SITUS FUND I	9,822.	9,822.
ILLINOIS TOOL WORKS INC COM	3,599.	3,599.
INTEL CORP.	720.	720.
INTERNATIONAL BUSINESS MACHINES CORP	6,938.	6,938.
INTERNATIONAL PAPER CO	7,500.	7,500.
ISHARES MSCI EMERGING MARKETS ETF	7,652.	7,652.
ISHARES MSCI EAFE ETF	1,342.	1,342.
ISHARES RUSSELL MID-CAP VALUE ETF	6,985.	6,985.
ISHARES RUSSELL MID-CAP GROWTH ETF	5,255.	5,255.
ISHARES RUSSELL MID-CAP ETF	4,957.	4,957.
ISHARES S & P MIDCAP 400	5,702.	5,702.
ISHARES RUSSELL 2000 VALUE	3,457.	3,457.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	3,589.	3,589.
ISHARES S & P SMALLCAP 600	4,371.	4,371.

DAG612 L734 05/08/2014 05:59:46

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES U.S. PREFERRED STOCK ETF	36,362.	36,362.
J P MORGAN CHASE & CO	5,168.	5,168.
JOHNSON & JOHNSON CO 2%	10,360.	10,360.
JOHNSON CONTROLS INC	399.	399.
KLA-TENCOR CORP	2,910.	2,910.
MARATHON OIL CORP	1,166.	1,166.
MARATHON PETROLEUM CORP	2,230.	2,230.
MCDONALDS CORP	8,736.	8,736.
MICROSOFT CORP	148.	148.
HUNTINGTON FIXED INC FUND I	14,277.	14,277.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	747.	747.
MONSANTO CO NEW	1,212.	1,212.
NATIONAL RETAIL PROPERTIES I (REIT)	3,905.	3,128.
NEXTERA ENERGY INC	3,709.	3,709.
NIKE INC CL B	2,399.	2,399.
ORACLE CORP	2,544.	2,544.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	479.	479.
PIMCO LOW DURATION INSTITUTIONAL	11,224.	11,224.
PIMCO TOTAL RETURN FUND INSTL CLASS	11,137.	11,137.
PACKAGING CORP OF AMERICA	400.	400.
PARKER HANNIFIN CORP	1,068.	1,068.
PEPSICO INC 2%	7,514.	7,514.
PFIZER INC 2%	10,944.	10,944.
PHILIP MORRIS INTL INC	14,658.	14,658.
PHILLIPS 66	1,991.	1,991.
PRAXAIR INC	2,460.	2,460.
PROCTER & GAMBLE CO	1,538.	1,538.
QUALCOMM INC	7,255.	7,255.
QUESTAR CORP COM	3,207.	3,207.
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	8,633.	8,633.
ROYAL DUTCH SHELL PLC -ADR	9,612.	9,612.
SPDR BARCLAYS HIGH YIELD BOND ETF	12,356.	12,356.
SCHLUMBERGER LTD.	4,486.	4,486.

DAG612 L734 05/08/2014 05:59:46

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SEMPRA ENERGY CORP	3,183.	3,183.
SMUCKER J M CO NEW	232.	232.
TARGET CORP	7,268.	7,268.
TEMPLETON GLOBAL BOND FUND CLASS A	18,856.	18,856.
TEXAS INSTRUMENTS INC.	5,778.	5,778.
THORNBURG INTERNATIONAL VALUE - I SHARES	20,957.	20,957.
3M CO COM	6,731.	6,731.
TRAVELERS COS INC	9,408.	9,408.
US BANCORP DEL NEW	856.	856.
UNION PACIFIC CORP 2%	5,863.	5,863.
UNITED PARCEL SVC INC	3,209.	3,209.
UNITED TECHNOLOGIES CORP 2%	6,914.	6,914.
UNITEDHEALTH GROUP INC	316.	316.
V F CORP W/1 RT/SH	3,770.	3,770.
VALERO ENERGY	1,870.	1,870.
VANGUARD INTERMEDIATE-TERM CORPORATE FUN	8,680.	8,680.
VANGUARD INFLATION PROTECTED SECURITIES	225.	225.
VANGUARD FTSE EMERGING MARKETS ETF	6,085.	6,085.
VANGUARD SMALL-CAP INDEX FUND - SIGNAL S	348.	348.
VANGUARD REIT FUND	20,933.	14,665.
VERIZON COMMUNICATIONS	9,858.	9,858.
WAL-MART STORES, INC.	5,640.	5,640.
WELLS FARGO & CO NEW	6,785.	6,785.
WHOLE FOODS MARKET INC	915.	915.
ACCENTURE PLC CL A	4,443.	4,443.
EVEREST RE GROUP LTD	1,444.	1,444.
NOBLE CORP PLC	800.	800.
PARTNERRE LTD	2,944.	2,944.
ACE LIMITED	4,381.	4,381.
NOBLE CORP	1,299.	1,299.
	-----	-----
TOTAL	626,644.	618,517.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	550.	275.		275.
TOTALS	550.	275.	NONE	275.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	34.	34.
FEDERAL ESTIMATES - PRINCIPAL	6,243.	
FOREIGN TAXES ON QUALIFIED FOR	6,093.	6,093.
FOREIGN TAXES ON NONQUALIFIED	974.	974.
	-----	-----
TOTALS	13,344.	7,101.
	=====	=====

FLEMING FAMILY FOUNDATION

26-6214365

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	18,400.	18,400.
OTHER NON-ALLOCABLE EXPENSE -	3,986.	3,986.
TOTALS	----- 22,386. =====	----- 22,386. =====

FLEMING FAMILY FOUNDATION

26-6214365

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

HUNTINGTON NATIONAL BANK

ADDRESS:

127 W SPRING STREET

TITUSVILLE, PA 16354

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 15

COMPENSATION 169,269.

COMPENSATION EXPLANATION:

TRUSTEE FEES

TOTAL COMPENSATION: 169,269.

=====

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

26-6214365

RECIPIENT NAME:

LYNNETTE PEDENSKY

ADDRESS:

127 W SPRING STREET

TITUSVILLE, PA 16354

RECIPIENT'S PHONE NUMBER: 866-398-5072

FORM, INFORMATION AND MATERIALS:

WRITTEN REQUEST SHOULD INCLUDE THE PURPOSE

FOR WHICH THE GRANT WILL BE USED AND A COPY OF
THE ORGANIZATIONS IRS EXEMPTION LETTER.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

FLEMING FAMILY FOUNDATION

26-6214365

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

=====

RECIPIENT NAME:

CASTING FOR CATS

ADDRESS:

PO BOX 650

ISLAMORADA, FL 33036

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

ISLAMORADA FISHING & CONSERVATION

TRUST

ADDRESS:

PO BOX 22

ISLAMORADA, FL 33036

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINACIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

FRIENDS OF DRAKE WELL, INC

ADDRESS:

205 MUSEUM LANE

TITUSVILLE, PA 16354

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINACIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

STATEMENT 10

FLEMING FAMILY FOUNDATION

26-6214365

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

=====

RECIPIENT NAME:

THE BILLFISH FOUNDATION

ADDRESS:

5100 N. FEDERAL HIGHWAY, SUITE 200

FORT LAUDERDALE, FL 33308

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINACIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

PALM BEACH COUNTY FISHING
FOUNDATION

ADDRESS:

201 FIFTH STREET

WEST PALM BEACH, FL 33401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINACIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

TITUSVILLE AREA UNITED WAY

ADDRESS:

208 W SPRING

TITUSVILLE, PA 16354

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINACIAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 17,000.

STATEMENT 11

RECIPIENT NAME:
THE BUSCH WILDLIFE SANCTUARY
ADDRESS:
2500 JUPITER PARK DRIVE
JUPITER, FL 33458
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 35,500.

RECIPIENT NAME:
TOWN OF PALM BEACH SHORES
ADDRESS:
247 EDWARDS LANE
PALM BEACH SHORES, FL 33404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 88,500.

RECIPIENT NAME:
EVERGLADES GOLDEN RETRIEVER RESCUE
ADDRESS:
1003 LEISURE LANE
BOYNTON BEACH, FL 33437
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
LOGGERHEAD MARINE LIFE CENTER
ADDRESS:
14200 US HIGHWAY ONE
JUNO BEACH, FL 33408
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 98,000.

RECIPIENT NAME:
PEGGY ADAMS ANIMAL RESCUE LEAGUE
PALM BEACHES, INC.
ADDRESS:
3200 N MILITARY TRAI
WEST PALM BEACH, FL 33409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
INTERNATIONAL GAME FISH ASSN
ADDRESS:
300 GULF STREAM WAY
DANIA BEACH, FL 33004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINACIAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 120,000.

=====

RECIPIENT NAME:

YWCA

ADDRESS:

201 N. FRANKLIN

TITUSVILLE, PA 16354

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

AMERICAN BOXER CHARITABLE FND

ADDRESS:

PO BOX 8667

SPOKANE, WA 99203

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

STEPHENS COLLEGE

ADDRESS:

1200 EAST BROADWAY

COLUMBIA, MO 65215

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
SOUTHEAST FLORIDA HONOR FLIGHT
ADDRESS:
PO BOX 494488
PORT CHARLOTTE, FL 33949
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 40,000.

RECIPIENT NAME:
ZOOLOGICAL SOCIETY OF THE PALM
BEACHES
ADDRESS:
1301 SUMMIT BLVD
WEST PALM BEACH, FL 33405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

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

RECIPIENT NAME:
 TITUSVILLE AREA HEALTH CENTER
 FOUNDATION
 ADDRESS:
 406 WEST OAK STREET
 TITUSVILLE, PA 16354
 RELATIONSHIP:
 NONE
 PURPOSE OF GRANT:
 GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 50,000.

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

RECIPIENT NAME:
 PALM BEACH COUNTY FOOD BANK
 ADDRESS:
 525 GATOR DRIVE
 LANTANA, FL 33462
 RELATIONSHIP:
 NONE
 PURPOSE OF GRANT:
 GENERAL SUPPORT
 FOUNDATION STATUS OF RECIPIENT:
 PC
 AMOUNT OF GRANT PAID 24,902.

=====

RECIPIENT NAME:

NEW HORIZONS SERVICE DOGS, INC.

ADDRESS:

1590 LAUREN PARK CT

ORANGE CITY, FL 32763

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 45,000.

RECIPIENT NAME:

HAVEN HORSE RANCH

ADDRESS:

7333 COUNTY ROAD 208

ST AUGUSTINE, FL 32092

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

100 PLUS ANIMAL RESCUE INC.

ADDRESS:

2023 NE 15TH AVENUE

WILTON MANORS, FL 33409

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
BOYNTON HEAT SPORTS ASSOCIATION
ADDRESS:
7094 DAVIT CIRCLE
LAKE WORTH, FL 33467
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 14,598.

RECIPIENT NAME:
BOYS TOWN CENTRAL FLORIDA
ADDRESS:
975 OKLAHOMA STREET
OVIEDO, FL 32765
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
HEROS ON THE WATER
ADDRESS:
101-C N. GREENVILLE AVE, #55
ALLEN, TX 75002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
PAWS 4 READING AND CARING, INC.
ADDRESS:
42393 MURRAY STREET
HYDETOWN, PA 16328
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
PURE THOUGHTS
ADDRESS:
19181 CAPET CREEK
LOXAHATCHEE, FL 33470
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
QUANTUM HOUSE INC.
ADDRESS:
901 45TH STREET
WEST PALM BEACH, FL 33407
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
SAVE A PET FLORIDA, INC.
ADDRESS:
PO BOX 2444
PALM BEACH, FL 33480
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SNOOK AND GAMEFISH FOUNDATION INC.
ADDRESS:
28401 COCO PALM DRIVE
PUNTA GORDA, FL 33982
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 94,000.

RECIPIENT NAME:
TARHEEL WEIMARANER RESCUE INC.
ADDRESS:
3046 DODSWORTH DRIVE
CRAMERTON, NC 28032
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

THE NATURE CONSERVANCY
FLORIDA CHAPTER

ADDRESS:

255 ALHAMBRA CIRCLE, SUITE 520
CORAL GABLES, FL 33134

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

THE SCHOOL DISTRICT OF
PALM BEACH COUNTY

ADDRESS:

3378 FOREST HILL BLVD
WEST PALM BEACH, FL 3406

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

TITUSVILLE LIONS FOUNDATION

ADDRESS:

PO BOX 351
TITUSVILLE, PA 16354

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID:

1,300,000.

=====

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
OZ GAS, LTD	1,455.			1,455.
BELDEN & BLAKE CORP.	2,611.			2,611.
	-----	-----	-----	-----
TOTALS	4,066.			4,066.
	=====	=====	=====	=====

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

Huntington Wealth Advisors

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION
ACCOUNT NUMBER: [REDACTED]

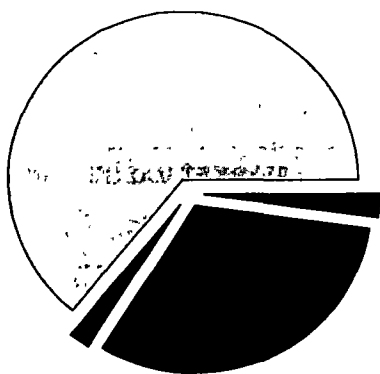


JEFF MASLANICH
THOMSON REUTERS
24481 S DETROIT ROAD SUITE 400
WESTLAKE, OH 44145

ADMINISTRATOR: LYNETTE PEDENSKY
866-398-5072
LYNETTE.PEDENSKY
@HUNTINGTON.COM

INVESTMENT OFFICER: JOE SNIEZEK
724-598-8407
joe.snizek
@huntington.com

ASSET ALLOCATION SUMMARY



	MARKET VALUE	PERCENT
EQUITY INVESTMENTS	14,464,036.95	64.1%
FIXED INCOME	460,309.00	2.0%
MUTUAL FUNDS	7,152,410.17	31.8%
REAL ESTATE	6.00	0.0%
SHORT TERM INVESTMENTS	472,735.88	2.1%
Total	22,549,498.00	100.0%

ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	22,553,474.13	19,666,989.88
DIVIDENDS/INTEREST	64,450.54	425,000.05
OTHER CASH RECEIPTS	398,598.04	924,977.83
DISBURSEMENTS AND FEES	849,827.60	2,369,462.41
RECEIPTS/DISTRIBUTIONS IN KIND	0.00	1,100.00
REALIZED GAIN/LOSS	25,220.13	797,556.10
CHANGE IN MARKET VALUE	357,582.76	3,103,336.55
ENDING MARKET VALUE	22,549,498.00	22,549,498.00

FOR YOUR INFORMATION

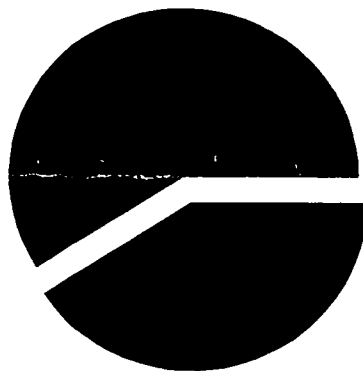
DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
SHORT TERM INVESTMENTS				
MONEY MARKET FUNDS				
608993853				
HUNTINGTON CONSERVATIVE DEPOSIT	472,735.88	1.00	236.36	0.05
ACCOUNT	472,735.88	1.00	19.70	
** TOTAL MONEY MARKET FUNDS	SUB-TOTAL			
	472,735.88		236.36	0.05
	472,735.88		19.70	
* TOTAL SHORT TERM INVESTMENTS				
	472,735.88		236.36	0.05
	472,735.88		19.70	

BOND QUALITY SUMMARY**S & P QUALITY RATING****MARKET VALUE****PERCENT**

AA+

271,863.00

59.1%



BBB+

188,446.00

40.9%

Total

460,309.00

100.0%

BOND MATURITY SUMMARY**YEARS TO MATURITY****PAR VALUE****PERCENT**

5-10 YEARS

500,000.00

100.0%

Total

500,000.00

100.0%

AVERAGE TIME TO MATURITY: 7.7 YEARS

CURRENT YIELD: 2.39%

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

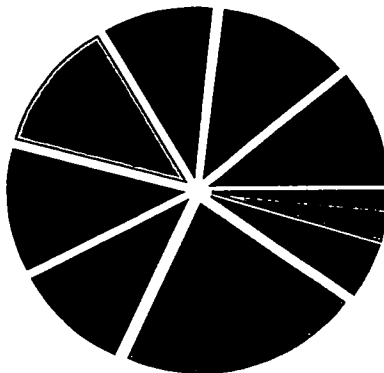
ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	YIELD CURRENT/ MATURITY
FIXED INCOME						
U.S. GOVT AGENCIES						
FFCB						
3133EAP51						
FFCB 2 2% 08/27/2021-2013	AA+	100,000.000	92,021.00	92.02	2,200.00	2.39
			95,650.00	95.65	757.78	3.39
*** TOTAL FFCB		SUB-TOTAL	92,021.00		2,200.00	2.39
			95,650.00		757.78	
** TOTAL U. S. GOVT AGENCIES		SUB-TOTAL	92,021.00		2,200.00	2.39
			95,650.00		757.78	
CORPORATE OBLIGATIONS						
CORPORATE BONDS						
037833AK6						
APPLE INC 2 4% 05/03/2023	AA+	200,000.000	179,842.00	89.92	4,800.00	2.67
			182,113.17	91.06	773.33	3.69
26138EAQ2						
DR PEPPER SNAPPLE GROUP 2%	BBB+	200,000.000	188,446.00	94.22	4,000.00	2.12
01/15/2020			192,830.00	96.42	1,844.44	3.05
*** TOTAL CORPORATE BONDS		SUB-TOTAL	368,288.00		8,800.00	2.39
			374,943.17		2,617.77	
** TOTAL CORPORATE OBLIGATIONS		SUB-TOTAL	368,288.00		8,800.00	2.39
			374,943.17		2,617.77	
* TOTAL FIXED INCOME			460,309.00		11,000.00	2.39
			470,593.17		3,375.55	

EQUITY DIVERSIFICATION SUMMARY

INDUSTRY CODE	MARKET VALUE	PERCENT
CONSUMER DISCRETIONARY	1,616,971.00	11.2%
CONSUMER STAPLES	1,744,931.25	12.1%
ENERGY	1,460,664.00	10.1%
FINANCIALS	1,819,747.50	12.6%
HEALTH CARE	1,677,447.50	11.6%
INDUSTRIALS	1,535,440.50	10.6%
INFORMATION TECHNOLOGY	3,176,505.80	21.9%
MATERIALS	757,834.50	5.2%
TELECOMMUNICATION SERVICES	430,353.00	3.0%
UTILITIES	244,141.90	1.7%
Total	14,464,036.95	100.0%



DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: 0000000000

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
099724106 BORG-WARNER INC	BWA	600 000	33,546 00 30,466.66	55 91 50 78	300.00	0 89
20030N101 COMCAST CORP CL A	CMCSA	5,400 000	280,611.00 89,907 30	51 97 16 65	4,212.00 1,053 00	1 50
372460105 GENUINE PARTS CO W/1 RT/SH	GPC	600 000	49,914 00 46,875.90	83 19 78 13	1,290 00 322 50	2.58
437076102 HOME DEPOT INC	HD	4,800 000	395,232.00 116,307.51	82 34 24 23	7,488 00	1 89
580135101 MCDONALDS CORP	MCD	2,800 000	271,684 00 155,062.12	97 03 55.38	9,072 00	3.34
654106103 NIKE INC CL B	NKE	2,100 000	165,144 00 107,192 93	78.64 51 04	2,016.00 504.00	1.22
87612E106 TARGET CORP	TGT	3,400.000	215,118.00 104,804.76	63.27 30.82	5,848 00	2 72
918204108 V F CORP W/1 RT/SH	VFC	3,300.000	205,722.00 136,797.75	62 34 41.45	3,465 00	1.68
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	1,616,971.00 787,414.93		33,691.00 1,879.50	2.08
CONSUMER STAPLES						
126650100 CVS CAREMARK CORP	CVS	1,025.000	73,359.25 58,970.62	71.57 57 53	1,127.50	1.54
171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	2,000 000	132,560.00 115,696.12	66.28 57.85	2,240 00	1.69
191216100 COCA COLA CO	KO	1,000 000	41,310.00 39,249 90	41.31 39 25	1,120.00	2 71
194162103 COLGATE PALMOLIVE	CL	4,000 000	260,840 00 161,922.50	65 21 40 48	5,440.00	2.09
21036P108 CONSTELLATION BRANDS INC CL A	STZ	1,000 000	70,380.00 57,987.00	70 38 57 99		

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: 455555555

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CONSUMER STAPLES						
22160K105 COSTCO WHOLESALERS CORP	COST	1,100 000	130,922.00 117,716.38	119.02 107 01	1,364.00	1 04
713448108 PEPSICO INC	PEP	3,000 000	248,820.00 193,541.45	82.94 64 51	6,810.00 1,702 50	2 74
718172109 PHILIP MORRIS INTL INC	PM	3,600.000	313,668 00 151,616 30	87 13 42 12	13,536 00 3,384 00	4.32
832696405 SMUCKER (J.M) CO THE-NEW COM WI	SJM	300.000	31,086 00 32,152 02	103 62 107 17	696 00	2.24
931142103 WAL-MART STORES INC	WMT	4,000.000	314,760.00 210,712 54	78.69 52 68	7,520 00 1,880 00	2.39
966837106 WHOLE FOODS MARKET INC	WFM	2,200.000	127,226 00 108,694 83	57.83 49.41	1,056 00	0.83
** TOTAL CONSUMER STAPLES		SUB- TOTAL	1,744,931.25 1,248,259.66		40,909.50 6,966.50	2.34
ENERGY						
032511107 ANADARKO PETROLEUM CORP W/1 RT/SH	APC	1,000.000	79,320.00 94,268.00	79.32 94.27	720 00	0.91
166764100 CHEVRON CORPORATION	CVX	1,000.000	124,910.00 118,952.00	124.91 118.95	4,000.00	3.20
20825C104 CONOCOPHILLIPS	COP	3,000.000	211,950.00 126,035 78	70 65 42.01	8,280 00	3.91
30231G102 EXXON MOBIL CORP	XOM	2,350 000	237,820 00 187,522.30	101 20 79.80	5,922 00	2 49
565849106 MARATHON OIL CORP	MRO	950.000	33,535 00 33,294 36	35.30 35.05	722.00	2 15
56585A102 MARATHON PETROLEUM CORP	MPC	1,600 000	146,768 00 102,920.29	91.73 64 33	2,688 00	1.83
718546104 PHILLIPS 66	PSX	1,500 000	115,695 00 39,741.22	77 13 26 49	2,340.00	2.02
780259206 ROYAL DUTCH SHELL PLC -ADR	RDS/A	2,700.000	192,429.00 168,262 65	71 27 62 32	8,262.00	4 29

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ENERGY						
806857108 SCHLUMBERGER LTD	SLB	2,700 000	243,297 00 119,541 46	90 11 44.27	3,375.00 843.75	1 39
G65431101 NOBLE CORP PLC	NE_US	2,000.000	74,940 00 72,141 64	37 47 36.07	1,520.00	2 03
** TOTAL ENERGY		SUB- TOTAL	1,460,664.00 1,062,679.70		37,829.00 843.75	2.59
FINANCIALS						
054937107 BB&T CORP	BBT	500 000	18,660.00 17,595 00	37.32 35.19	460.00	2 47
171232101 CHUBB CORP W/1 RT/SH	CB	500 000	48,315 00 45,040 00	96.63 90.08	880.00 220.00	1 82
354613101 FRANKLIN RES INC	BEN	6,450 000	372,358 50 194,897.04	57 73 30 22	3,096.00 774.00	0 83
38141G104 GOLDMAN SACHS GROUP INC	GS	600 000	106,356 00 95,816 17	177 26 159.69	1,320.00	1 24
46625H100 JP MORGAN CHASE & CO	JPM	3,000 000	175,440.00 135,870.00	58.48 45.29	4,560.00	2.60
637417106 NATIONAL RETAIL PROPERTIES INC COMMON STOCK	NNN	2,750 000	83,407.50 89,706.01	30.33 32.62	4,455 00	5 34
89417E109 TRAVELERS COS INC	TRV	3,200.000	289,728.00 118,297 92	90.54 36 97	6,400.00	2.21
902973304 U S BANCORP	USB	500.000	20,200.00 18,940 00	40.40 37.88	460.00 115.00	2.28
949746101 WELLS FARGO & CO	WFC	4,500.000	204,300.00 128,408.40	45 40 28 54	5,400.00	2 64
G3223R108 EVEREST RE GROUP LTD	RE	725 000	113,005.75 84,041 75	155.87 115.92	2,175 00	1 92
G6852T105 PARTNERRE LTD	PRE	1,225.000	129,151.75 97,922 40	105.43 79 94	3,136 00	2 43
H0023R105 ACE LIMITED	ACE	2,500.000	258,825.00 156,220.75	103 53 62.49	6,300.00	2 43
** TOTAL FINANCIALS		SUB- TOTAL	1,819,747.50 1,182,755.44		38,642.00 1,109.00	2.12

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: 8611111111111111

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
HEALTH CARE						
002824100 ABBOTT LABORATORIES	ABT	1,000.000	38,330.00 34,490.38	38.33 34.49	880.00	2.30
00287Y109 ABBVIE INC	ABBV	1,000.000	52,810.00 39,759.55	52.81 39.76	1,600.00	3.03
031162100 AMGEN INC	AMGN	1,000.000	114,080.00 94,636.81	114.08 94.64	2,440.00	2.14
071813109 BAXTER INTERNATIONAL INC W/1 RT/SH	BAX	500.000	34,775.00 36,034.50	69.55 72.07	980.00 245.00	2.82
110122108 BRISTOL-MYERS SQUIBB CO	BMJ	5,400.000	287,010.00 136,094.04	53.15 25.20	7,776.00 1,944.00	2.71
14149Y108 CARDINAL HEALTH INC	CAH	3,500.000	233,835.00 136,795.40	66.81 39.08	4,235.00 1,058.75	1.81
30219G108 EXPRESS SCRIPTS HOLDING CO	ESRX	500.000	35,120.00 31,219.95	70.24 62.44		
375558103 GILEAD SCIENCES INC	GILD	2,375.000	178,362.50 88,631.13	75.10 37.32		
478160104 JOHNSON & JOHNSON	JNJ	3,000.000	274,770.00 182,424.90	91.59 60.81	7,920.00	2.88
717081103 PFIZER INC	PFE	8,500.000	260,355.00 147,363.60	30.63 17.34	8,840.00	3.40
G0083B108 ACTAVIS PLC	ACT	1,000.000	168,000.00 144,010.00	168.00 144.01		
** TOTAL HEALTH CARE			SUB- TOTAL			
			1,677,447.50 1,071,460.26		34,671.00 3,247.75	2.07
INDUSTRIALS						
149123101 CATERPILLAR INC	CAT	900.000	81,729.00 77,238.69	90.81 85.82	2,160.00	2.64
244199105 DEERE & CO W/1 RT/SH	DE	375.000	34,248.75 32,873.74	91.33 87.66	765.00 191.25	2.23
291011104 EMERSON ELECTRIC CO	EMR	2,900.000	203,522.00 125,822.01	70.18 43.39	4,988.00	2.45

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INDUSTRIALS						
438516106 HONEYWELL INTERNATIONAL INC	HON	1,275 000	116,496 75 83,672 03	91 37 65 63	2,295 00	1 97
452308109 ILLINOIS TOOL WORKS	ITW	2,250 000	189,180.00 108,945.00	84.08 48 42	3,780 00 945.00	2 00
88579Y101 3M COMPANY	MMM	2,000.000	280,500.00 148,059 39	140.25 74.03	6,840 00	2.44
907818108 UNION PACIFIC CORP	UNP	1,500.000	252,000.00 90,669.15	168 00 60 45	4,740.00 1,185.00	1 88
911312106 UNITED PARCEL SERVICE CL B	UPS	1,050 000	110,334.00 80,854.41	105.08 77 00	2,604 00	2.36
913017109 UNITED TECHNOLOGIES CORP	UTX	2,350 000	267,430.00 146,726 95	113.80 62.44	5,546.00	2 07
** TOTAL INDUSTRIALS		SUB-TOTAL	1,535,440.50 894,861.37		33,718.00 2,321.25	2.20
INFORMATION TECHNOLOGY						
032654105 ANALOG DEVICES INC	ADI	1,700.000	86,581.00 69,704.41	50.93 41.00	2,312 00	2 67
037833100 APPLE INC	AAPL	800.000	448,816.00 153,425 74	561.02 191.78	9,760.00	2 17
111320107 BROADCOM CORP CL A	BRCM	1,000.000	29,645 00 34,068.60	29 65 34 07	440.00	1 48
268648102 EMC CORP/MASS	EMC	7,650.000	192,397.50 138,771.00	25.15 18.14	3,060.00	1.59
278642103 EBAY INC	EBAY	1,700.000	93,270 50 83,452 00	54.87 49.09		
337738108 FISERV INC	FISV	4,500 000	265,725 00 110,968 87	59 05 24 66		
38259P508 GOOGLE INC-CL A	GOOG	430.000	481,905.30 191,533.16	1,120 71 445 43		
459200101 IBM CORP	IBM	1,250 000	234,462 50 151,151 12	187.57 120 92	4,750 00	2 03

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
INFORMATION TECHNOLOGY						
482480100 KLA-TENCOR CORP	KLAC	1,700 000	109,582.00 83,163.82	64.46 48.92	3,060.00	2.79
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	7,000 000	267,820.00 131,293.00	38.26 18.76	3,360.00	1.25
747525103 QUALCOMM INC W 1 RT P/S EXP 9/25/2015	QCOM	5,000 000	371,250.00 212,872.51	74.25 42.57	7,000.00	1.89
882508104 TEXAS INSTRUMENTS INC	TXN	5,400 000	237,114.00 139,972.32	43.91 25.92	6,480.00	2.73
G1151C101 ACCENTURE PLC CL A	ACN	2,000 000	164,440.00 107,060.00	82.22 53.53	3,720.00	2.26
M22465104 CHECK POINT SOFTWARE TECH	CHKP	3,000 000	193,497.00 141,710.10	64.50 47.24		
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	3,176,505.80 1,749,146.65		43,942.00 0.00	1.38
MATERIALS						
263534109 DU PONT E I DE NEMOURS & CO	DD	1,000 000	64,970.00 50,385.00	64.97 50.39	1,800.00	2.77
277432100 EASTMAN CHEMICAL CO	EMN	1,500 000	121,050.00 90,165.47	80.70 60.11	2,100.00 525.00	1.73
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	2,900.000	109,446.00 100,146.57	37.74 34.53	3,625.00	3.31
460146103 INTERNATIONAL PAPER CO	IP	4,500.000	220,635.00 97,353.00	49.03 21.63	6,300.00	2.86
61166W101 MONSANTO CO	MON	800.000	93,240.00 75,874.94	116.55 94.84	1,376.00	1.48
695156109 PACKAGING CORP OF AMERICA	PKG	600 000	37,968.00 27,739.38	63.28 46.23	960.00 240.00	2.53
74005P104 PRAXAIR INC	PX	850 000	110,525.50 92,573.65	130.03 108.91	2,040.00	1.85
** TOTAL MATERIALS		SUB-TOTAL	757,834.50 534,238.01		18,201.00 765.00	2.40

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	6,300 000	221,508 00 177,584 50	35 16 28 19	11,592.00	5 23
92343V104 VERIZON COMMUNICATIONS	VZ	4,250 000	208,845.00 117,115.81	49.14 27 56	9,010 00	4.31
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	430,353.00 294,700.31		20,602.00 0.00	4.79
UTILITIES						
65339F101 NEXTERA ENERGY INC	NEE	995 000	85,191 90 73,002 53	85 62 73 37	2,626 80	3.08
748356102 QUESTAR CORP	STR	3,400.000	78,166 00 72,876 52	22 99 21 43	2,448 00	3.13
816851109 SEMPRA ENERGY	SRE	900 000	80,784 00 62,934 62	89 76 69 93	2,268 00 567 00	2 81
** TOTAL UTILITIES		SUB-TOTAL	244,141.90 208,813.67		7,342.80 567.00	3.01
* TOTAL EQUITY INVESTMENTS			14,464,036.95 9,034,330.00		309,548.30 17,699.75	2.14
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
31428Q101 FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	FTRBX	8,783.693	95,654 42 100,000 00	10 89 11 38	3,276 32 273.03	3.43
464288687 ISHARES U S PREFERRED STOCK ETF	PFF	12,500.000	460,375.00 498,125 00	36 83 39.85	30,400.00 7,675.99	6.60
607999109 HUNTINGTON FIXED INCOME SECURITIES FUND I	HFIF1	8,688 888	186,202.87 190,460 42	21 43 21 92	5,449.67 454.14	2 93
693390304 PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	PTLDX	56,863.066	587,395 47 587,476 91	10 33 10 33	11,258.89 938.24	1 92
693390700 PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	PTTRX	21,734 845	232,345 49 239,945 83	10 69 11 04	5,998 82 499.90	2 58
880208103 FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	TPINX	24,366 099	320,170 54 314,840 50	13 14 12 92	11,695 73	3 65

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: ~~0000000000~~

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-FIXED INCOME						
922031810 VANGUARD INTERMEDIATE TERM INVESTMENT GRADE FUND - ADMIRAL SHARES	VFIDX	25,536.261	246,935.64 250,000.00	9.67 9.79	8,375.89 697.99	3.39
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB- TOTAL	2,129,079.43 2,180,848.66		76,455.32 10,539.29	3.59
MUTUAL FUNDS-EQUITY						
04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	ARTKX	2,689.618	98,897.25 100,000.00	36.77 37.18	2,482.52	2.51
277902698 EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	EISMX	30,700.625	757,998.43 468,228.81	24.69 15.25		
444998108 HUNTINGTON INTERNATIONAL EQUITY FUND I	HIF1	8,922.350	118,488.81 96,985.94	13.28 10.87	2,870.32 239.19	2.42
44632P934 HUNTINGTON DISCIPLINED EQUITY FD TR III	HDE3	32,863.941	360,846.07 292,634.50	10.98 8.90	3,450.71	0.96
446990103 HUNTINGTON SITUS FUND I	HSSF1	9,146.527	262,962.65 149,454.25	28.75 16.34	2,045.16 170.43	0.78
464287234 ISHARES MSCI EMERGING MARKETS ETF	EEM	4,960.000	207,303.20 189,291.46	41.80 38.16	4,255.68	2.05
464287473 ISHARES RUSSELL MID-CAP VALUE ETF	IWS	4,800.000	315,408.00 129,550.56	65.71 26.99	5,390.40	1.71
464287481 ISHARES RUSSELL MID-CAP GROWTH ETF	IWP	6,300.000	531,468.00 208,262.88	84.36 33.06	4,227.30	0.80
464287499 ISHARES RUSSELL MID-CAP ETF	IWR	1,500.000	224,970.00 90,123.60	149.98 60.08	2,956.50	1.31
464287648 ISHARES RUSSELL 2000 GROWTH ETF	IWO	3,703.000	501,793.53 208,067.62	135.51 56.19	3,588.21	0.72
885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	TGVIX	35,000.000	1,122,100.00 964,100.00	32.06 27.55	14,350.00	1.28
922042858 VANGUARD FTSE EMERGING MARKETS ETF	VWO	4,820.000	198,294.80 183,024.08	41.14 37.97	5,422.50	2.73

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
922908553 VANGUARD REIT FUND	VNQ	5,000 000	322,800.00 250,150 00	64.56 50.03	13,955.00	4 32
** TOTAL MUTUAL FUNDS-EQUITY		SUB-TOTAL	5,023,330.74 3,329,873.70		64,994.30 409.62	1.29
* TOTAL MUTUAL FUNDS			7,152,410.17 5,510,722.36		141,449.62 10,948.91	1.98
REAL ESTATE						
MINERAL AND ROYALTY INTERESTS						
OG0000827 OIL & GAS INTEREST OZ GAS LTD TRIUMP TWP WARREN CTY		1 000	1.00 1.00	1 00		
OG0000835 OIL & GAS INTEREST BELDEN & BLAKE CORP DEERFIELD TWP WARREN CTY		1.000	1 00 1 00	1.00		
** TOTAL MINERAL AND ROYALTY INTERESTS		SUB-TOTAL	2.00 2.00		0.00 0.00	0.00
MISCELLANEOUS						
OG0000595 OIL & GAS INTEREST 50% INTERST IN 100 ACRES OGM LEASE DEERFIELD TWP WRN CNTY BK-RE VL-1986 PG-9 DOC#2010-1306		1 000	1.00 0 99	1.00 0.99		
OG0000603 OIL & GAS INTEREST 50% INTEREST 145 125 ACRES OGM LEASE TRIUMPH TWP WRN CNTY BK-RE VL-1986 PG-86 DOC #2010-1305		1 000	1.00 0.99	1 00 0.99		
OG0000611 OIL & GAS INTEREST 50% INTEREST 306.544 ACRES OGM LEASE TRIUMPH TWP WRN CNTY BK-RE VL-1986 PG-86 DOC #2010-1305		1.000	1 00 0 99	1.00 0.99		
OG0000629 OIL & GAS INTEREST 50% INTEREST IN 477 OGM LEASE DEERFIELD TWP WRN CNTY BK-RE VL-1986 PG-9 DOC#2010-1306		1 000	1 00 0 99	1 00 0.99		
** TOTAL MISCELLANEOUS		SUB-TOTAL	4.00 3.96		0.00 0.00	0.00
* TOTAL REAL ESTATE			6.00 5.96		0.00 0.00	0.00
GRAND TOTAL ASSETS			22,549,498.00 15,488,387.37		462,234.28 32,043.91	2.05

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION

ACCOUNT NUMBER: 0000000000

TRANSACTION SUMMARY

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	0.00	0.00	15,849,946.26	3,804.90	20,945.46	15,644,063.20
RECEIPTS						
INTEREST					961.66	
DIVIDENDS	25,220.13	64,450.54		33,177.42	425,961.71	
OTHER RECEIPTS		398,598.04		6,941.65	918,036.18	
TOTAL RECEIPTS	25,220.13	463,048.58	0.00	40,119.07	1,343,036.23	0.00
DISBURSEMENTS						
CASH DISTRIBUTIONS	2,043.00	438,902.31		23,165.00	1,303,986.34	
FEES	5,318.14	5,318.14		59,663.69	59,663.64	
OTHER DISBURSEMENTS	398,246.01			916,391.28	6,592.46	
TOTAL DISBURSEMENTS	405,607.15	444,220.45	0.00	999,219.97	1,370,242.44	0.00
ASSETS PURCHASED						
BUYS				2,418,493.82		2,418,493.82
TOTAL ASSETS PURCHASED	0.00	0.00	0.00	2,418,493.82	0.00	2,418,493.82
ASSETS SOLD/MATURED						
SALES				3,400,679.33		2,636,300.65
TOTAL ASSETS SOLD/MATURED	0.00	0.00	0.00	3,400,679.33	0.00	2,636,300.65
CASH MANAGEMENT						
DEPOSITS				26,889.51	6,260.75	20,628.76
WITHDRAWALS	380,387.02	18,828.13	361,558.89			
TOTAL CASH MANAGEMENT	380,387.02	18,828.13	361,558.89	26,889.51	6,260.75	20,628.76
IN KIND TRANSACTIONS						
RECEIPTS IN KIND						144,010.00
DISTS IN KIND						102,654.93
TOTAL IN KIND TRANSACTIONS	0.00	0.00	0.00	0.00	0.00	41,355.07
ADJUSTMENTS						
ACCRETION						147.17
TOTAL ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	147.17
ENDING BALANCE	0.00	0.00	15,488,387.37	0.00	0.00	15,488,387.37

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

Huntington Wealth Advisors

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: [REDACTED]

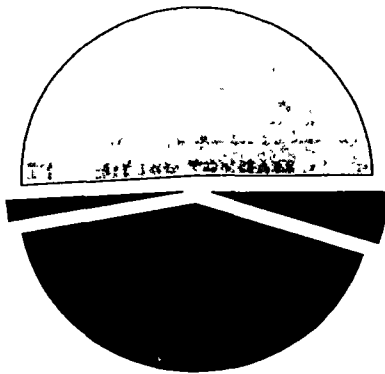


JEFF MASLANICH
THOMSON REUTERS
24481 S DETROIT ROAD SUITE 400
WESTLAKE, OH 44145

ADMINISTRATOR: LYNETTE PEDENSKY
866-398-5072
LYNETTE.PEDENSKY
@HUNTINGTON.COM

INVESTMENT OFFICER: JOE SNIEZEK
724-598-8407
joe.snizek
@huntington.com

ASSET ALLOCATION SUMMARY



EQUITY INVESTMENTS

MARKET VALUE PERCENT

4,981,779.35 50.8%



FIXED INCOME

181,942.00 1.9%



MUTUAL FUNDS

4,138,314.16 42.2%



SHORT TERM INVESTMENTS

500,194.20 5.1%

Total

9,802,229.71 100.0%

ACCOUNT SUMMARY

	THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	9,599,812.43	8,038,625.59
DIVIDENDS/INTEREST	33,046.37	177,208.99
OTHER CASH RECEIPTS	0.00	992,347.72
DISBURSEMENTS AND FEES	4,527.30	1,042,262.39
RECEIPTS/DISTRIBUTIONS IN KIND	0.00	660.00
REALIZED GAIN/LOSS	100,444.33	165,860.46
CHANGE IN MARKET VALUE	73,453.88	1,469,789.34
ENDING MARKET VALUE	9,802,229.71	9,802,229.71

FOR YOUR INFORMATION

DECEMBER 01, 2013 TO DECEMBER 31, 2013

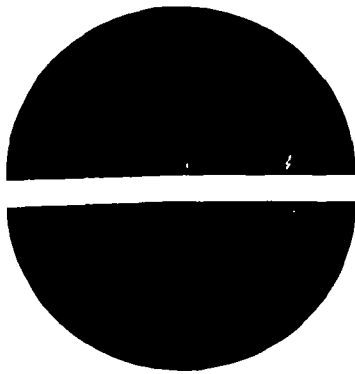
ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: 991200010

PORTFOLIO DETAIL

DESCRIPTION	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SHORT TERM INVESTMENTS				
MONEY MARKET FUNDS				
608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	500,194.20 500,194.20	1.00 1.00	250.10	0.05
** TOTAL MONEY MARKET FUNDS	SUB- TOTAL			
	500,194.20 500,194.20		250.10	0.05
* TOTAL SHORT TERM INVESTMENTS				
	500,194.20 500,194.20		250.10	0.05

BOND QUALITY SUMMARY



S & P QUALITY RATING

MARKET VALUE

PERCENT



TREASURY / AGENCY

92,021.00

50.6%



AA+

89,921.00

49.4%

Total

181,942.00

100.0%

BOND MATURITY SUMMARY



YEARS TO MATURITY

PAR VALUE

PERCENT



5-10 YEARS

200,000.00

100.0%

Total

200,000.00

100.0%

AVERAGE TIME TO MATURITY: 8.5 YEARS

CURRENT YIELD: 2.53%

DECEMBER 01, 2013 TO DECEMBER 31, 2013

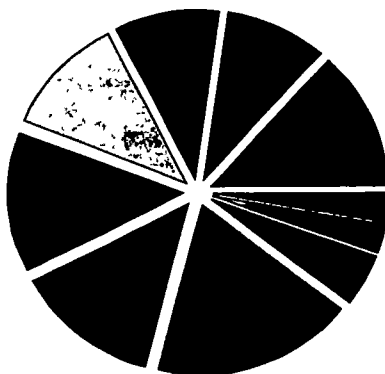
ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	YIELD CURRENT/ MATURITY
FIXED INCOME						
U. S. GOVT AGENCIES						
FFCB						
3133EAP51						
FFCB 2 2% 08/27/2021-2013	AA+	100,000.000	92,021.00	92.02	2,200.00	2.39
			95,650.00	95.65		3.39
*** TOTAL FFCB		SUB-TOTAL	92,021.00		2,200.00	2.39
			95,650.00			
** TOTAL U. S. GOVT AGENCIES		SUB-TOTAL	92,021.00		2,200.00	2.39
			95,650.00			
CORPORATE OBLIGATIONS						
CORPORATE BONDS						
037833AK6						
APPLE INC 2.4% 05/03/2023	AA+	100,000.000	89,921.00	89.92	2,400.00	2.67
			91,056.59	91.06		3.69
*** TOTAL CORPORATE BONDS		SUB-TOTAL	89,921.00		2,400.00	2.67
			91,056.59			
** TOTAL CORPORATE OBLIGATIONS		SUB-TOTAL	89,921.00		2,400.00	2.67
			91,056.59			
* TOTAL FIXED INCOME			181,942.00		4,600.00	2.53
			186,706.59			

EQUITY DIVERSIFICATION SUMMARY



INDUSTRY CODE

MARKET VALUE

PERCENT

CONSUMER DISCRETIONARY

664,613.25

13.3%

CONSUMER STAPLES

471,905.50

9.5%

ENERGY

488,965.25

9.8%

FINANCIALS

570,151.50

11.4%

HEALTH CARE

663,529.00

13.3%

INDUSTRIALS

665,360.00

13.4%

INFORMATION TECHNOLOGY

926,761.85

18.6%

MATERIALS

248,169.00

5.0%

TELECOMMUNICATION SERVICES

140,312.00

2.8%

UTILITIES

142,012.00

2.9%

Total

4,981,779.35

100.0%

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EQUITY INVESTMENTS						
CONSUMER DISCRETIONARY						
189754104 COACH INC W/1 RT/SH	COH	400.000	22,452.00 22,767.70	56.13 56.92	540.00	2.41
20030N101 COMCAST CORP CL A	CMCSA	2,250.000	116,921.25 36,967.50	51.97 16.43	1,755.00	1.50
372460105 GENUINE PARTS CO W/1 RT/SH	GPC	200.000	16,638.00 15,076.80	83.19 75.38	430.00	2.58
437076102 HOME DEPOT INC	HD	2,000.000	164,680.00 48,613.18	82.34 24.31	3,120.00	1.89
478366107 JOHNSON CTLS INC	JCI	700.000	35,910.00 19,312.93	51.30 27.59	616.00	1.72
654106103 NIKE INC CL B	NKE	2,000.000	157,280.00 55,790.96	78.64 27.90	1,920.00	1.22
87612E106 TARGET CORP	TGT	1,200.000	75,924.00 37,659.00	63.27 31.38	2,064.00	2.72
918204108 V F CORP W/1 RT/SH	VFC	1,200.000	74,808.00 49,700.62	62.34 41.42	1,260.00	1.68
** TOTAL CONSUMER DISCRETIONARY		SUB-TOTAL	664,613.25 285,888.69		11,705.00	1.76
CONSUMER STAPLES						
126650100 CVS CAREMARK CORP	CVS	300.000	21,471.00 17,807.93	71.57 59.36	330.00	1.54
171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	CHD	750.000	49,710.00 43,474.40	66.28 57.97	840.00	1.69
191216100 COCA COLA CO	KO	2,000.000	82,620.00 65,600.00	41.31 32.80	2,240.00	2.71
194162103 COLGATE PALMOLIVE	CL	1,000.000	65,210.00 38,240.00	65.21 38.24	1,360.00	2.09
21036P108 CONSTELLATION BRANDS INC CL A	STZ	300.000	21,114.00 16,079.85	70.38 53.60		

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CONSUMER STAPLES						
22160K105 COSTCO WHOLESALERS CORP	COST	100.000	11,902.00 11,829.00	119.02 118.29	124.00	1.04
713448108 PEPSICO INC	PEP	700.000	58,058.00 47,894.00	82.94 68.42	1,589.00	2.74
718172109 PHILIP MORRIS INTL INC	PM	600.000	52,278.00 25,930.05	87.13 43.22	2,256.00	4.32
742718109 PROCTER & GAMBLE CO	PG	650.000	52,916.50 37,757.53	81.41 58.09	1,563.90	2.96
832696405 SMUCKER (J M) CO THE-NEW COM WI	SJM	100.000	10,362.00 10,806.00	103.62 108.06	232.00	2.24
966837106 WHOLE FOODS MARKET INC	WFM	800.000	46,264.00 39,001.35	57.83 48.75	384.00	0.83
** TOTAL CONSUMER STAPLES		SUB-TOTAL	471,905.50 354,420.11		10,918.90	2.31
ENERGY						
032511107 ANADARKO PETROLEUM CORP W/1 RT/SH	APC	200.000	15,864.00 17,883.75	79.32 89.42	144.00	0.91
166764100 CHEVRON CORPORATION	CVX	575.000	71,823.25 45,419.19	124.91 78.99	2,300.00	3.20
20825C104 CONOCOPHILLIPS	COP	300.000	21,195.00 17,261.85	70.65 57.54	828.00	3.91
30231G102 EXXON MOBIL CORP	XOM	600.000	60,720.00 41,165.34	101.20 68.61	1,512.00	2.49
565849106 MARATHON OIL CORP	MRO	1,300.000	45,890.00 39,564.81	35.30 30.43	988.00	2.15
56585A102 MARATHON PETROLEUM CORP	MPC	300.000	27,519.00 22,292.68	91.73 74.31	504.00	1.83
806857108 SCHLUMBERGER LTD	SLB	1,000.000	90,110.00 43,680.16	90.11 43.68	1,250.00	1.39
91913Y100 VALERO ENERGY CORP	VLO	2,200.000	110,880.00 38,181.34	50.40 17.36	1,980.00	1.79

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ENERGY						
G65431101 NOBLE CORP PLC	NE_US	1,200.000	44,964.00 42,929.61	37.47 35.77	912.00	2.03
** TOTAL ENERGY		SUB- TOTAL	488,965.25 308,378.73		10,418.00	2.13
FINANCIALS						
025816109 AMERICAN EXPRESS	AXP	900.000	81,657.00 38,443.59	90.73 42.72	828.00	1.01
171232101 CHUBB CORP W/1 RT/SH	CB	100.000	9,663.00 8,879.00	96.63 88.79	176.00	1.82
354613101 FRANKLIN RES INC	BEN	2,250.000	129,892.50 68,449.23	57.73 30.42	1,080.00	0.83
38141G104 GOLDMAN SACHS GROUP INC	GS	100.000	17,726.00 16,681.00	177.26 166.81	220.00	1.24
46625H100 JP MORGAN CHASE & CO	JPM	800.000	46,784.00 35,031.20	58.48 43.79	1,216.00	2.60
89417E109 TRAVELERS COS INC	TRV	1,600.000	144,864.00 63,836.10	90.54 39.90	3,200.00	2.21
902973304 U S BANCORP	USB	600.000	24,240.00 21,209.75	40.40 35.35	552.00	2.28
949746101 WELLS FARGO & CO	WFC	1,400.000	63,560.00 39,508.87	45.40 28.22	1,680.00	2.64
H0023R105 ACE LIMITED	ACE	500.000	51,765.00 41,575.79	103.53 83.15	1,260.00	2.43
** TOTAL FINANCIALS		SUB- TOTAL	570,151.50 333,614.53		10,212.00	1.79
HEALTH CARE						
002824100 ABBOTT LABORATORIES	ABT	300.000	11,499.00 10,280.57	38.33 34.27	264.00	2.30
00287Y109 ABBVIE INC	ABBV	600.000	31,686.00 25,038.37	52.81 41.73	960.00	3.03

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HEALTH CARE						
031162100 AMGEN INC	AMGN	300.000	34,224.00 33,553.15	114.08 111.84	732.00	2.14
110122108 BRISTOL-MYERS SQUIBB CO	BMJ	2,200.000	116,930.00 52,642.92	53.15 23.93	3,168.00	2.71
14149Y108 CARDINAL HEALTH INC	CAH	300.000	20,043.00 12,299.97	66.81 41.00	363.00	1.81
30219G108 EXPRESS SCRIPTS HOLDING CO	ESRX	1,000.000	70,240.00 54,884.82	70.24 54.88		
375558103 GILEAD SCIENCES INC	GILD	1,000.000	75,100.00 44,238.94	75.10 44.24		
478160104 JOHNSON & JOHNSON	JNJ	1,000.000	91,590.00 60,728.20	91.59 60.73	2,640.00	2.88
717081103 PFIZER INC	PFE	2,900.000	88,827.00 50,276.10	30.63 17.34	3,016.00	3.40
91324P102 UNITEDHEALTH GROUP INC	UNH	300.000	22,590.00 17,279.85	75.30 57.60	336.00	1.49
G0083B108 ACTAVIS PLC	ACT	600.000	100,800.00 86,406.00	168.00 144.01		
** TOTAL HEALTH CARE			SUB- TOTAL 663,529.00 447,628.89		11,479.00	1.73

INDUSTRIALS						
149123101 CATERPILLAR INC	CAT	300.000	27,243.00 25,592.67	90.81 85.31	720.00	2.64
244199105 DEERE & CO W/1 RT/SH	DE	300.000	27,399.00 25,282.78	91.33 84.28	612.00	2.23
291011104 EMERSON ELECTRIC CO	EMR	900.000	63,162.00 40,749.55	70.18 45.28	1,548.00	2.45
369550108 GENERAL DYNAMICS CORP	GD	550.000	52,552.50 38,279.73	95.55 69.60	1,232.00	2.34
438516106 HONEYWELL INTERNATIONAL INC	HON	400.000	36,548.00 26,993.98	91.37 67.48	720.00	1.97

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: ~~637334123~~

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INDUSTRIALS						
452308109 ILLINOIS TOOL WORKS	ITW	800.000	67,264.00 38,143.20	84.08 47.68	1,344.00	2.00
701094104 PARKER HANNIFIN CORP	PH	600.000	77,184.00 36,724.80	128.64 61.21	1,080.00	1.40
88579Y101 3M COMPANY	MMM	650.000	91,162.50 48,080.50	140.25 73.97	2,223.00	2.44
907818108 UNION PACIFIC CORP	UNP	550.000	92,400.00 32,637.00	168.00 59.34	1,738.00	1.88
911312106 UNITED PARCEL SERVICE CL B	UPS	375.000	39,405.00 29,181.23	105.08 77.82	930.00	2.36
913017109 UNITED TECHNOLOGIES CORP	UTX	800.000	91,040.00 49,191.12	113.80 61.49	1,888.00	2.07
** TOTAL INDUSTRIALS		SUB-TOTAL	665,360.00 390,856.56		14,035.00	2.11
INFORMATION TECHNOLOGY						
032654105 ANALOG DEVICES INC	ADI	700.000	35,651.00 28,070.65	50.93 40.10	952.00	2.67
037833100 APPLE INC	AAPL	350.000	196,357.00 64,888.30	561.02 185.40	4,270.00	2.17
111320107 BROADCOM CORP CL A	BRCM	800.000	23,716.00 27,483.98	29.65 34.35	352.00	1.48
268648102 EMC CORP/MASS	EMC	2,300.000	57,845.00 42,033.79	25.15 18.28	920.00	1.59
278642103 EBAY INC	EBAY	800.000	43,892.00 38,774.93	54.87 48.47		
38259P508 GOOGLE INC-CL A	GOOG	160.000	179,313.60 64,312.88	1,120.71 401.96		
458140100 INTEL CORP	INTC	800.000	20,764.00 18,046.80	25.96 22.56	720.00	3.47
459200101 IBM CORP	IBM	625.000	117,231.25 78,113.23	187.57 124.98	2,375.00	2.03

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB
ACCOUNT NUMBER: [REDACTED]

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
INFORMATION TECHNOLOGY						
482480100 KLA-TENCOR CORP	KLAC	200.000	12,892.00 10,454.00	64.46 52.27	360.00	2.79
594918104 MICROSOFT CORP	MSFT	200.000	7,482.00 6,466.00	37.41 32.33	224.00	2.99
68389X105 ORACLE CORPORATION FORMERLY ORACLE SYS CORP W/1 RT/SH	ORCL	3,600.000	137,736.00 69,827.60	38.26 19.40	1,728.00	1.25
747525103 QUALCOMM INC W 1 RT P/S EXP 9/25/2015	QCOM	600.000	44,550.00 37,134.94	74.25 61.89	840.00	1.89
G1151C101 ACCENTURE PLC CL A	ACN	600.000	49,332.00 43,398.85	82.22 72.33	1,116.00	2.26
** TOTAL INFORMATION TECHNOLOGY		SUB-TOTAL	926,761.85 529,005.95		13,857.00	1.50
MATERIALS						
260543103 DOW CHEMICAL	DOW	600.000	26,640.00 17,441.70	44.40 29.07	768.00	2.88
263534109 DU PONT E I DE NEMOURS & CO	DD	300.000	19,491.00 15,125.97	64.97 50.42	540.00	2.77
277432100 EASTMAN CHEMICAL CO	EMN	450.000	36,315.00 27,223.25	80.70 60.50	630.00	1.73
35671D857 FREEPORT-MCMORAN C & G W/1 RT/SH	FCX	1,100.000	41,514.00 36,608.14	37.74 33.28	1,375.00	3.31
460146103 INTERNATIONAL PAPER CO	IP	1,500.000	73,545.00 32,593.65	49.03 21.73	2,100.00	2.86
61166W101 MONSANTO CO	MON	100.000	11,655.00 10,520.75	116.55 105.21	172.00	1.48
74005P104 PRAXAIR INC	PX	300.000	39,009.00 32,499.65	130.03 108.33	720.00	1.85
** TOTAL MATERIALS		SUB-TOTAL	248,169.00 172,013.11		6,305.00	2.54
TELECOMMUNICATION SERVICES						

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TELECOMMUNICATION SERVICES						
00206R102 AT&T INC	T	2,000.000	70,320.00 59,544.00	35.16 29.77	3,680.00	5.23
05534B760 BCE INC	BCE	200.000	8,658.00 9,199.60	43.29 46.00	447.40	5.17
156700106 CENTURYLINK INC	CTL	1,000.000	31,850.00 35,189.00	31.85 35.19	2,160.00	6.78
92343V104 VERIZON COMMUNICATIONS	VZ	600.000	29,484.00 29,417.96	49.14 49.03	1,272.00	4.31
** TOTAL TELECOMMUNICATION SERVICES		SUB-TOTAL	140,312.00 133,350.56		7,559.40	5.39
UTILITIES						
65339F101 NEXTERA ENERGY INC	NEE	600.000	51,372.00 45,467.83	85.62 75.78	1,584.00	3.08
748356102 QUESTAR CORP	STR	1,600.000	36,784.00 36,551.58	22.99 22.84	1,152.00	3.13
816851109 SEMPRA ENERGY	SRE	600.000	53,856.00 44,660.44	89.76 74.43	1,512.00	2.81
** TOTAL UTILITIES		SUB-TOTAL	142,012.00 126,679.85		4,248.00	2.99
* TOTAL EQUITY INVESTMENTS			4,981,779.35 3,081,836.98		100,737.30	2.02
MUTUAL FUNDS						
MUTUAL FUNDS-FIXED INCOME						
277911491 EATON VANCE FLOATING-RATE FUND CLASS I	EIBLX	1,635.769	15,032.72 15,000.00	9.19 9.17	587.24	3.91
31428Q101 FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	FTRBX	1,836.547	20,000.00 20,000.00	10.89 10.89	685.03	3.43
464288687 ISHARES U.S. PREFERRED STOCK ETF	PFF	5,000.000	184,150.00 196,089.10	36.83 39.22	12,160.00	6.60
607999109 HUNTINGTON FIXED INCOME SECURITIES FUND I	HFIF1	3,760.254	80,582.24 81,710.32	21.43 21.73	2,358.43	2.93

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUNDS-FIXED INCOME						
693390700 PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	PTTRX	20,146.009	215,360.84 219,538.78	10.69 10.90	5,560.30	2.58
78464A417 SPDR BARCLAYS HIGH YIELD BOND ETF	JNK	5,000.000	202,800.00 196,267.60	40.56 39.25	12,270.00	6.05
880208103 FRANKLIN TEMPLETON GLOBAL BOND FUND - CLASS A	TPINX	10,816.044	142,122.82 140,618.52	13.14 13.00	5,191.70	3.65
922031869 VANGUARD INFLATION PROTECTED SECURITIES FUND - INVESTOR SHARES	VIPSX	1,132.931	14,705.44 15,000.00	12.98 13.24	244.71	1.66
** TOTAL MUTUAL FUNDS-FIXED INCOME		SUB- TOTAL	874,754.06 884,224.32		39,057.41	4.46
MUTUAL FUNDS-EQUITY						
00162Q866 JEFFERIES TR/J ALERIAN MLP ETF	AMLPP	300.000	5,337.00 5,352.00	17.79 17.84	320.40	6.00
04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	ARTKX	1,368.238	50,310.11 50,000.00	36.77 36.54	1,262.88	2.51
277902698 EATON VANCE ATLANTA CAPITAL SMID-CAP FUND - CLASS I	EISMX	1,094.571	27,024.96 25,000.00	24.69 22.84		
316071604 FIDELITY ADVISOR NEW INSIGHTS FUND - CLASS I	FINSX	7,874.601	210,724.32 165,287.87	26.76 20.99	165.37	0.08
444995104 HUNTINGTON DIVIDEND CAPTURE FUND I	HDCF1	16,013.326	171,983.12 140,917.27	10.74 8.80	6,462.98	3.76
444998108 HUNTINGTON INTERNATIONAL EQUITY FUND I	HIF1	20,474.514	271,901.55 228,644.01	13.28 11.17	6,586.65	2.42
44632P934 HUNTINGTON DISCIPLINED EQUITY FD TR III	HDE3	22,911.206	251,565.04 207,000.32	10.98 9.03	2,405.68	0.96
446990103 HUNTINGTON SITUS FUND I	HSSF1	19,526.724	561,393.32 407,272.21	28.75 20.86	4,366.18	0.78
464287234 ISHARES MSCI EMERGING MARKETS ETF	EEM	2,575.000	107,622.13 98,926.95	41.80 38.42	2,209.35	2.05

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	ESTIMATED ANNUAL INCOME	CURRENT YIELD
MUTUAL FUNDS-EQUITY						
464287465 ISHARES MSCI EAFE ETF	EFA	725 000	48,643 88 39,367 50	67.10 54 30	1,234 68	2 54
464287507 ISHARES CORE S&P MID-CAP ETF	IJH	3,300 000	441,573 00 243,161 71	133 81 73 69	5,702 40	1 29
464287804 ISHARES CORE S&P SMALL-CAP ETF	IJR	4,000 000	436,520 00 222,776 30	109 13 55.69	4,372.00	1.00
683974505 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	ODVYX	2,350 000	88,266 00 64,789 50	37 56 27.57	383.05	0.43
76628R615 RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I	SMVTX	6,000 000	81,780 00 76,140 00	13.63 12 69	1,014.00	1 24
885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	TGVIX	10,000 000	320,600 00 268,007 50	32.06 26.80	4,100.00	1 28
922908421 VANGUARD SMALL-CAP INDEX FUND - SIGNAL SHARES	VSISX	566 765	26,915 67 25,000.00	47 49 44 11	351.96	1 31
922908553 VANGUARD REIT FUND	VNQ	2,500.000	161,400 00 122,515 00	64 56 49 01	6,977.50	4.32
** TOTAL MUTUAL FUNDS-EQUITY		SUB- TOTAL	3,263,560.10 2,390,158.14		47,915.08	1.47
* TOTAL MUTUAL FUNDS			4,138,314.16 3,274,382.46		86,972.49	2.10
GRAND TOTAL ASSETS			9,802,229.71 7,043,120.23		192,559.89	1.96

DECEMBER 01, 2013 TO DECEMBER 31, 2013

ACCOUNT NAME: FLEMING FAMILY FOUNDATION SUB

ACCOUNT NUMBER: [REDACTED]

TRANSACTION SUMMARY

	CURRENT PERIOD			YEAR TO DATE		
	PRINCIPAL CASH	INCOME CASH	COST	PRINCIPAL CASH	INCOME CASH	COST
BEGINNING BALANCE	0.00	0.00	6,914,156.83	0.00	10,852.26	6,715,235.70
RECEIPTS						
INTEREST					4,190.56	
DIVIDENDS	100,444.33	33,046.37		103,388.09	181,399.55	
OTHER RECEIPTS				662,347.72	330,000.00	
TOTAL RECEIPTS	100,444.33	33,046.37	0.00	765,735.81	507,209.99	0.00
DISBURSEMENTS						
CASH DISTRIBUTIONS					33.56	
FEES	2,263.65	2,263.65		24,970.69	24,970.66	
OTHER DISBURSEMENTS				330,000.00	662,287.48	
TOTAL DISBURSEMENTS	2,263.65	2,263.65	0.00	354,970.69	687,291.70	0.00
ASSETS PURCHASED						
BUYS				936,534.21		936,534.21
TOTAL ASSETS PURCHASED	0.00	0.00	0.00	936,534.21	0.00	936,534.21
ASSETS SOLD/MATURED						
SALES				613,595.99		551,123.62
MATURITIES				234,140.00		234,140.00
TOTAL ASSETS SOLD/MATURED	0.00	0.00	0.00	847,735.99	0.00	785,263.62
CASH MANAGEMENT						
DEPOSITS	98,180.68	30,782.72	128,963.40	321,966.90	169,230.45	152,736.45
TOTAL CASH MANAGEMENT	98,180.68	30,782.72	128,963.40	321,966.90	169,230.45	152,736.45
IN KIND TRANSACTIONS						
RECEIPTS IN KIND						86,406.00
DISTS IN KIND						62,602.10
TOTAL IN KIND TRANSACTIONS	0.00	0.00	0.00	0.00	0.00	23,803.90
ADJUSTMENTS						
ACCRETION						73.59
TOTAL ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	73.59
ENDING BALANCE	0.00	0.00	7,043,120.23	0.00	0.00	7,043,120.23