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Return of Private Foundation

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

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation FLEMING FOUNDATION		A Employer identification number 23-2585510
Number and street (or P O box number if mail is not delivered to street address) 7661 BERYL ROAD		B Telephone number (610) 966-2010
City or town, state or province, country, and ZIP or foreign postal code ZIONSVILLE, PA 18092		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,763,980.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	148,649.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	245,414.	245,414.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	316,606.			
	b Gross sales price for all assets on line 6a	22,541,134.			
	7 Capital gain net income (from Part IV, line 2)		316,606.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	710,669.	562,020.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	8,715.	8,715.		0.
	c Other professional fees	79,451.	79,451.		0.
	17 Interest				
	18 Taxes	19,562.	7,852.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	107,728.	96,018.		0.
	25 Contributions, gifts, grants paid	420,735.			420,735.
26 Total expenses and disbursements. Add lines 24 and 25	528,463.	96,018.		420,735.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	182,206.				
b Net investment income (if negative, enter -0-)		466,002.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	420,419.	720,939.	720,939.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	7,586,297.	8,853,933.	8,043,041.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe STATEMENT 7)	1,382,320.	<807,262.>	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,389,036.	8,763,980.	8,763,980.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,389,036.	8,763,980.	
	30 Total net assets or fund balances	9,389,036.	8,763,980.	
	31 Total liabilities and net assets/fund balances	9,389,036.	8,763,980.	

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	9,389,036.
2 Enter amount from Part I, line 27a	2	182,206.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,571,242.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	807,262.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,763,980.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 22,541,134.		22,224,528.	316,606.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			316,606.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	316,606.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	370,839.	8,596,823.	.043137
2012	382,063.	7,468,573.	.051156
2011	357,825.	7,813,065.	.045798
2010	317,697.	7,201,653.	.044114
2009	411,470.	6,377,308.	.064521

2 Total of line 1, column (d)	2	.248726
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	.049745
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	9,074,714.
5 Multiply line 4 by line 3	5	451,422.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,660.
7 Add lines 5 and 6	7	456,082.
8 Enter qualifying distributions from Part XII, line 4	8	420,735.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,320.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,320.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,320.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	8,585.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,585.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	735.	
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► RICHARD FLEMING Telephone no. ► (610) 966-2010 Located at ► 7661 BERYL ROAD, ZIONSVILLE, PA ZIP+4 ► 18092			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2014 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 2014.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

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

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

N/A

7b

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

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

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

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

Part IX-B Summary of Program-Related Investments

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

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

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,777,496.
b	Average of monthly cash balances	1b	435,412.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	9,212,908.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,212,908.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,194.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,074,714.
6	Minimum investment return. Enter 5% of line 5	6	453,736.

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	453,736.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,320.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,320.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	444,416.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	444,416.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	444,416.

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	420,735.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	420,735.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	420,735.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				444,416.
2 Undistributed Income, if any, as of the end of 2014				
a Enter amount for 2013 only			420,706.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 420,735.				
a Applied to 2013, but not more than line 2a			420,706.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				29.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				444,387.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLENTOWN AREA ECUMENICAL FOOD BANK 534 CHEW STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
ALLENTOWN RESCUE MISSION 355 HAMILTON ST ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 2500	2,500.
ALLENTOWN SYMPHONY ASSOCIATION 23 N. 6TH STREET ALLENTOWN, PA 18101	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	450.
ALZHEIMERS ASSOCIATION 399 MARKET ST - SUITE 102 PHILADELPHIA, PA 19106	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1500	1,000.
ALZHEIMERS DISEASE RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 20871	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1000	1,000.
Total	SEE CONTINUATION SHEET(S)			420,735.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	245,414.	0.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14		
8 Gain or (loss) from sales of assets other than inventory			18	316,606.	0.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		562,020.	0.
13 Total. Add line 12, columns (b), (d), and (e)				562,020.	562,020.

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

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

[illegible]

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

<p>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?</p>		Yes	No
<p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p>			
(1) Cash			X
(2) Other assets			X
<p>b Other transactions:</p>			
(1) Sales of assets to a noncharitable exempt organization			X
(2) Purchases of assets from a noncharitable exempt organization			X
(3) Rental of facilities, equipment, or other assets			X
(4) Reimbursement arrangements			X
(5) Loans or loan guarantees			X
(6) Performance of services or membership or fundraising solicitations			X
<p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p>			X
<p>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.</p>			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?


☐ Yes ☒ No


b If "Yes," complete the following schedule.


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

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

Sign Here







Signature of officer or trustee
Date
Title

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

☒ Yes
 ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Robert Gorman	<i>Robert Gorman</i>	5/11/15		P00145960
	Firm's name ▶ GORMAN & GORMAN, PC				Firm's EIN ▶ 23-2219882
	Firm's address ▶ 901 SPRUCE STREET PHILADELPHIA, PA 19107				Phone no. 215 627-4440

Form **990-PF** (2014)

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

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

OMB No 1545-0047

2014

Name of the organization

FLEMING FOUNDATION

Employer identification number

23-2585510

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization	Employer identification number
FLEMING FOUNDATION	23-2585510

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RICHARD FLEMING 7661 BERYL ROAD ZIONSVILLE, PA 18092	\$ 148,649.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

23-2585510

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1150 SHARES - AIR PRODUCTS AND CHEMICALS COMMON STOCK VALUED AT \$129.26 PER SHARE	\$ 148,649.	07/18/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization

Employer identification number

FLEMING FOUNDATION

23-2585510

Part III

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

Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
WELLS FARGO ADVISORS - A/C #1442	20,930.	0.	20,930.	20,930.		
WELLS FARGO ADVISORS - A/C #3435	15,519.	0.	15,519.	15,519.		
WELLS FARGO ADVISORS - A/C #4114	13,502.	0.	13,502.	13,502.		
WELLS FARGO ADVISORS - A/C #6469	29,997.	0.	29,997.	29,997.		
WELLS FARGO ADVISORS - A/C #7759	95,280.	458.	94,822.	94,822.		
WELLS FARGO ADVISORS - A/C #9673	16,424.	0.	16,424.	16,424.		
WELLS FARGO ADVISORS - A/C #9677	8,331.	0.	8,331.	8,331.		
WELLS FARGO ADVISORS - A/C #9683	47,713.	28,288.	19,425.	19,425.		
WELLS FARGO ADVISORS - A/C #9685	26,464.	0.	26,464.	26,464.		
TO PART I, LINE 4	274,160.	28,746.	245,414.	245,414.		

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

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	79,451.	79,451.			0.
TO FORM 990-PF, PG 1, LN 16C	79,451.	79,451.			0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITTHELD ON DIVIDENDS	7,852.	7,852.			0.
FEDERAL EXCISE TAXES PAID IN 2014 FOR 2013	3,125.	0.			0.
FEDERAL EXCISE TAXES PAID IN 2014 FOR 2014	8,585.	0.			0.
TO FORM 990-PF, PG 1, LN 18	19,562.	7,852.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	5
DESCRIPTION	AMOUNT				
UNREALIZED DEPRECIATION IN INVESTMENTS	807,262.				
TOTAL TO FORM 990-PF, PART III, LINE 5	807,262.				

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES	FMV	8,853,933.	8,043,041.	
TOTAL TO FORM 990-PF, PART II, LINE 13		8,853,933.	8,043,041.	

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
UNREALIZED GAINS (LOSSES)	1,382,320.	<807,262.>	0.	
TO FORM 990-PF, PART II, LINE 15	1,382,320.	<807,262.>	0.	

FLEMING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO ADVISORS - #XXX-3435	P	VARIOUS	
b	WELLS FARGO ADVISORS - #XXX-4114	P	VARIOUS	
c	WELLS FARGO ADVISORS - #XXX-4114	P	VARIOUS	
d	WELLS FARGO ADVISORS - #XXX-4114	P	VARIOUS	
e	WELLS FARGO ADVISORS - #XXX-6049	P	VARIOUS	
f	WELLS FARGO ADVISORS - #XXX-6049	P	VARIOUS	
g	WELLS FARGO ADVISORS - #XXX-6049	P	VARIOUS	
h	WELLS FARGO ADVISORS - #XXX-7759	P	VARIOUS	
i	WELLS FARGO ADVISORS - #XXX-7759	P	VARIOUS	
j	WELLS FARGO ADVISORS - #XXX-7759	P	VARIOUS	
k	WELLS FARGO ADVISORS - #XXX-9677	P	VARIOUS	
l	WELLS FARGO ADVISORS - #XXX-9677	P	VARIOUS	
m	WELLS FARGO ADVISORS - #XXX-9677	P	VARIOUS	
n	WELLS FARGO ADVISORS - #XXX-9683	P	VARIOUS	
o	WELLS FARGO ADVISORS - #XXX-9683	P	VARIOUS	

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,732,441.		12,869,119.	<136,678.>
b 409,998.		357,623.	52,375.
c 360,339.		225,219.	135,120.
d 457,252.		279,998.	177,254.
e 159,580.		213,389.	<53,809.>
f 160,095.		166,074.	<5,979.>
g 8,375.		5,640.	2,735.
h 422,284.		459,100.	<36,816.>
i 366,467.		305,699.	60,768.
j 8,801.		2,656.	6,145.
k 185,710.		194,940.	<9,230.>
l 152,561.		124,281.	28,280.
m 8,016.		7,935.	81.
n 873,571.		905,469.	<31,898.>
o 487,292.		319,184.	168,108.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<136,678.>
b			52,375.
c			135,120.
d			177,254.
e			<53,809.>
f			<5,979.>
g			2,735.
h			<36,816.>
i			60,768.
j			6,145.
k			<9,230.>
l			28,280.
m			81.
n			<31,898.>
o			168,108.

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

FLEMING FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a WELLS FARGO ADVISORS - #XXX-9683		P	VARIOUS	
b WELLS FARGO ADVISORS - #XXX-9685		P	VARIOUS	
c WELLS FARGO ADVISORS - #XXX-9685		P	VARIOUS	
d WELLS FARGO ADVISORS - #XXX-9685		P	VARIOUS	
e WELLS FARGO ADVISORS - #XXX-1442		P	VARIOUS	
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 163,900.		60,477.	103,423.
b 378,577.		512,688.	<134,111.>
c 77,303.		109,489.	<32,186.>
d 137,077.		100,830.	36,247.
e 4,962,749.		5,004,718.	<41,969.>
f 28,746.			28,746.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			103,423.
b			<134,111.>
c			<32,186.>
d			36,247.
e			<41,969.>
f			28,746.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	316,606.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN CANCER SOCIETY PO BOX 1337 BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1200	200.
AMERICAN HEART ASSOCIATION PO BOX 2763 HARRISBURG, PA 17105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 200	1,000.
AMERICAN RED CROSS OF THE GLV 2200 AVENUE A BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1500	1,500.
ANIMAL RESCUE LEAGUE OF BERKS COUNTY PO BOX 69 MOHNTON, PA 19540	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 250	200.
BACH CHOIR OF BETHLEHEM 423 HECKEWELDER PLACE BETHLEHEM, PA 18018	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	5,750.
CANCER SUPPORT COMMUNITY OF GLV 210 E. BROAD STREET - SUITE 202 FALLS CHURCH, VA 22046	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 300 ;LISTTOTAL 750	500.
CANINE PARTNERS FOR LIFE PO BOX 170 COCHRANVILLE, PA 19330	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1000	1,000.
CENTER FOR VISION LOSS 845 WEST WYOMING STREET ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 170	150.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 300	150.
DAVINCI SCIENCE CENTER 3145 HAMILTON BLVD BYPASS ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,750.
Total from continuation sheets				413,285.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DISABLED AMERICAN VETERANS CHARITABLE SERVICE TRUST 3725 ALEXANDRIA PIKE COLD SPRING, KY 41076	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	500.
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT, OR 97502	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	300.
EQUI-LIBRIUM PO BOX 305 SCIOTA, PA 18354	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	5,000.
FEEDING AMERICA 35 E. WACKER DRIVE - SUITE 2000 CHICAGO, IL 60601	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	500.
GOOD SHEPARD REHAB HOSPITAL 850 SOUTH 5TH STREET ALLENTOWN, PA 18105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1500	100,000.
GUIDE DOG FOUNDATION FOR THE BLIND 371 EAST JERICHO TURNPIKE SMITHTOWN, PA 11787	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	500.
LEHIGH COUNTY SENIOR CITIZENS CENTER 1633 ELM STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 250	200.
LEHIGH VALLEY HOSPITAL 1247 S. CEDAR CREST BLVD - SUITE 200 ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1000	221,000.
MACUNGIE AMBULANCE CORPS 5550 NORTH WALNUT STREET MACUNGIE, PA 18062	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 250	250.
MEALS ON WHEELS OF LEHIGH COUNTY 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1000	1,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MISCELLANEOUS ORGANIZED CHARITIES VARIOUS VARIOUS	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,535.
NE PA LIONS EYE BANK 2346 JACKSONVILLE ROAD BETHLEHEM, PA 18107	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 150	150.
PARALYZED VETERANS OF AMERICA PO BOX 96010 WASHINGTON, DC 20077	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 300	300.
SECOND HARVEST FOOD BANK OF LV & NE PA 2045 HARVEST WAY ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 750	750.
SIXTH STREET SHELTER 219 NORTH 6TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	500.
SMILE TRAIN PO BOX 96231 WASHINGTON, DC 20090	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 250	250.
SPECIAL OLYMPICS 4076 MARKET STREET CAMP HILL, PA 17011	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 150	150.
ST THOMAS MORE 1040 FLEXER AVENUE ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 250	20,000.
SUSQUEHANNA SERVICE DOGS 124 PINE STREET HARRISBURG, PA 17101	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 200	200.
THE ANIMAL ORPHANAGE 421 COOPER ROAD VOORHEES, NJ 08043	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	200.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CAT SHACK INC PO BOX 950 TREXLERTOWN, PA 18187	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1625	1,500.
THE LEUKEMIA AND LYMPHOMA SOCIETY #2 INTERNATIONAL PLAZA PHILADELPHIA, PA 19113	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 100	150.
THE SALVATION ARMY 144 NORTH 8TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 15100	15,150.
UNITED STATES OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 100	500.
UNITED WAY OF GREATER LEHIGH VALLEY 2200 AVENUE A - THIRD FLOOR BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 15060	15,000.
UPPER MILFORD WESTERN DISTRICT FIRE CO 4093 MAIN ROAD WEST EMMAUS, PA 18049	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	500.
VALLEY YOUTH HOUSE 829 W. LINDEN STREET ALLENTOWN, PA 18101	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 16150	15,000.
Total from continuation sheets				