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ENVELOPE POSTMARK DATE AUG 13 2015
SCANNED AUG 31 2015

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

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation FLEMING FAMILY FOUNDATION		A Employer identification number 26-6214365
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1558 DEPT EA4E86		B Telephone number (see instructions) 866-398-5072
City or town, state or province, country, and ZIP or foreign postal code COLUMBUS, OH 43216		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 34,329,360.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

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	792,657.	792,657.		STMT 1
	5a Gross rents	4,146.	4,146.	4,146.	
	b Net rental income or (loss)	4,146.			
	6a Net gain or (loss) from sale of assets not on line 10	735,527.			
	b Gross sales price for all assets on line 6a	3,504,281.			
	7 Capital gain, net income (from Part IV, line 2)		735,527.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,419.			STMT 6
	12 Total. Add lines 1 through 11	1,535,749.	1,532,330.	4,146.	
	13 Compensation of officers, directors, trustees, etc.	189,257.	94,628.		94,628.
	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 7	550.	275.	NONE	275.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 8	42,416.	6,848.		
	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 9	139.	69.		69.
	24 Total operating and administrative expenses. Add lines 13 through 23.	232,362.	101,820.	NONE	94,972.
	25 Contributions, gifts, grants paid	901,850.			901,850.
	26 Total expenses and disbursements. Add lines 24 and 25	1,134,212.	101,820.	NONE	996,822.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	401,537.			
	b Net investment income (if negative, enter -0-)		1,430,510.		
	c Adjusted net income (if negative, enter -0-)			4,146.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			63.	63.
	2	Savings and temporary cash investments		503,482.		503,482.
	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 ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule)		17,700,132.		29,123,717.
	c	Investments - corporate bonds (attach schedule)		4,728,470.		4,702,092.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	22,531,508.	6.		6.
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)	22,531,508.	22,932,153.		34,329,360.
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 (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	22,531,508.	22,932,153.		
	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)	22,531,508.	22,932,153.		
	31	Total liabilities and net assets/fund balances (see instructions)	22,531,508.	22,932,153.		

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	22,531,508.
2	Enter amount from Part I, line 27a	2	401,537.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	26,308.
4	Add lines 1, 2, and 3	4	22,959,353.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	27,200.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,932,153.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,504,281.		2,768,754.	735,527.		
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			735,527.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	735,527.	
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) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

(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	1,391,875.	29,744,312.	0.046795
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
2 Total of line 1, column (d)			2 0.245578
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 0.049116
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 32,561,022.
5 Multiply line 4 by line 3			5 1,599,267.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,305.
7 Add lines 5 and 6			7 1,613,572.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 996,822.

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	28,610.
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	28,610.
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	28,610.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 15,420.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c 12,900.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	28,320.
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	290.
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 ☐ NONE ☐ Refunded ☐ 11		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 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 <u>N/A</u>	13	X	
14	The books are in care of <u>HUNTINGTON NATIONAL BANK</u> Telephone no <u>(866) 398-5072</u> Located at <u>127 W SPRING STREET, TITUSVILLE, PA</u> ZIP+4 <u>16354</u>			
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 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 <u> </u>	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes	☒ No
If "Yes," list the years <u> </u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u> </u>		
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 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)	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)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		189,257.		

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**

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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** (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	

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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	32,573,982.
b	Average of monthly cash balances	1b	482,893.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	33,056,875.
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	33,056,875.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	495,853.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,561,022.
6	Minimum investment return. Enter 5% of line 5	6	1,628,051.

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	1,628,051.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	28,610.
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	28,610.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,599,441.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,599,441.
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	1,599,441.

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	996,822.
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	996,822.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	996,822.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,599,441.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			507,502.	
b Total for prior years 20 <u>12</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>996,822.</u>				
a Applied to 2013, but not more than line 2a			507,502.	
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 2014 distributable amount				489,320.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2014 . (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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,110,121.
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)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	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 2014, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
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 13

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 23				901,850.
Total			3a	901,850.
b Approved for future payment				
Total			3b	

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
		14	792,657.	
		16	4,146.	
		18	735,527.	
		14	3,419.	
			1,535,749.	

13 Total Add line 12, columns (b), (d), and (e) **13** 1,535,749.
(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1,545.

OTHER INCOME

TOTAL GROSS INCOME	1,545.
------------------------------	--------

OTHER EXPENSES:

DEPRECIATION (SHOWN BELOW)

LESS. Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES

TOTAL RENT OR ROYALTY INCOME (LOSS)	1,545.
--	---------------

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)	1,545.
--	---------------

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

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

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

2,410.

OTHER INCOME

TOTAL GROSS INCOME

2,410.

OTHER EXPENSES

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS. Beneficiary's Portion

DEPLETION

LESS. Beneficiary's Portion

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

2,410.

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others**Net Rent or Royalty Income (Loss)**

2,410.

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	218.	218.
AT&T INC	15,272.	15,272.
ABBOTT LABORATORIES 2%	1,386.	1,386.
ABBVIE INC	2,950.	2,950.
AMERICAN EXPRESS COMPANY	882.	882.
AMGEN INC.	3,599.	3,599.
ANALOG DEVICES	5,454.	5,454.
APPLE COMPUTER	14,858.	14,858.
APPLE INC 2.4% 05/03/2023	7,200.	7,200.
ARTISAN INTERNATIONAL VALUE FUND - INVES	3,854.	3,854.
BB&T CORP COM	475.	475.
BCE INC	443.	443.
BP AMOCO P L C ADR SPONSORED	3,423.	3,423.
BAXTER INTERNATIONAL INC	1,530.	1,530.
BORG-WARNER AUTOMOTIVE INC	784.	784.
BRISTOL-MYERS SQUIBB CO	10,944.	10,944.
CVS CORP	1,815.	1,815.
CAPITAL ONE FINANCIAL CORP W/1	150.	150.
CARDINAL HEALTH INC	5,138.	5,138.
CATERPILLAR INC.	1,620.	1,620.
CENTURYTEL INC	2,160.	2,160.
CHEVRONTXACO CORP	6,631.	6,631.
CHUBB CORP	1,564.	1,564.
CHURCH & DWIGHT CO INC	3,596.	3,596.
COACH INC W/1 RT/SH	135.	135.
COCA-COLA CO 2%	3,660.	3,660.
COLGATE PALMOLIVE CO	7,208.	7,208.
COMCAST CORP CL A	6,656.	6,656.
CONOCOPHILLIPS	10,167.	10,167.
COSTCO WHOLESALE CORP	2,112.	2,112.
DEERE & COMPANY	2,893.	2,893.
DOVER CORP.	705.	705.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DOW CHEMICAL CO 2%	1,080.	1,080.
DR PEPPER SNAPPLE GROUP 2% 01/15/2020	2,889.	2,889.
DUPONT DE NEMOURS CO 2%	2,670.	2,670.
DU PONT E I DE NEMOURS & CO 2.8% 02/15/2	2,738.	2,738.
E.M.C. CORP	4,279.	4,279.
EASTMAN CHEMICAL CO	2,835.	2,835.
EATON VANCE FLOATING-RATE FUND CLASS I	614.	614.
EMERSON ELECTRIC CO 2%	6,821.	6,821.
EXXON MOBIL CORP COM	7,965.	7,965.
FFCB 2.2% 08/27/2021-2013	3,899.	3,899.
FEDERATED TOTAL RETURN BOND FUND #328	4,942.	4,942.
FIDELITY ADVISOR NEW INSIGHTS FUND - CL	571.	571.
FRANKLIN RES INC	4,122.	4,122.
FREEMPORT MCMORAN COPPER & GOLD	5,188.	5,188.
GENERAL DYNAMICS CORP	308.	308.
GENUINE PARTS COMPANY	775.	775.
GOLDMAN SACHS GROUP INC	2,030.	2,030.
HALLIBURTON CO 2%	144.	144.
HOME DEPOT INC.	12,784.	12,784.
HONEYWELL INTL INC COM	3,688.	3,688.
HUNTINGTON DIVIDEND CAPTURE FUND I	343.	343.
HUNTINGTON INTL EQUITY FUND I	777.	777.
HUNTINGTON SITUS FUND I	1,988.	1,988.
ILLINOIS TOOL WORKS INC COM	5,322.	5,322.
INTEL CORP.	180.	180.
INTERNATIONAL BUSINESS MACHINES CORP	7,969.	7,969.
INTERNATIONAL PAPER CO	8,500.	8,500.
ISHARES MSCI EMERGING MARKETS ETF	7,603.	7,603.
ISHARES MSCI EAFE ETF	1,757.	1,757.
ISHARES RUSSELL MID-CAP VALUE ETF	6,669.	6,669.
ISHARES RUSSELL MID-CAP GROWTH ETF	6,179.	6,179.
ISHARES RUSSELL MID-CAP ETF	4,968.	4,968.
ISHARES S & P MIDCAP 400	8,001.	8,001.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES RUSSELL 2000 GROWTH INDEX FUND	4,052.	4,052.
ISHARES S & P SMALLCAP 600	7,003.	7,003.
ISHARES U.S. PREFERRED STOCK ETF	54,342.	54,342.
J P MORGAN CHASE & CO	6,088.	6,088.
JOHNSON & JOHNSON CO 2%	11,040.	11,040.
JOHNSON CONTROLS INC	154.	154.
KLA-TENCOR CORP	45,351.	45,351.
MARATHON OIL CORP	2,635.	2,635.
MARATHON PETROLEUM CORP	4,206.	4,206.
MATTEL INC 2.35% 05/06/2019	3,149.	3,149.
MCDONALDS CORP	9,184.	9,184.
MICROSOFT CORP	348.	348.
HUNTINGTON FIXED INC FUND I	2,920.	2,920.
HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT	312.	312.
MONSANTO CO NEW	1,872.	1,872.
NATIONAL RETAIL PROPERTIES I (REIT)	2,125.	2,125.
NEXTERA ENERGY INC	4,626.	4,626.
NIKE INC CL B	3,936.	3,936.
OCCIDENTAL PETROLEUM CORP	1,152.	1,152.
ORACLE CORP	5,088.	5,088.
OPPENHEIMER DEVELOPING MARKETS FUND - CL	663.	663.
PIMCO LOW DURATION INSTITUTIONAL	21,464.	21,464.
PIMCO TOTAL RETURN FUND INSTL CLASS	17,016.	17,016.
PACKAGING CORP OF AMERICA	1,560.	1,560.
PARKER HANNIFIN CORP	1,242.	1,242.
PEPSICO INC 2%	9,234.	9,234.
PFIZER INC 2%	11,856.	11,856.
PHILIP MORRIS INTL INC	16,620.	16,620.
PHILLIPS 66	2,835.	2,835.
PIMCO INCOME FUND - INSTITUTIONAL CLASS	9,846.	9,846.
PRAXAIR INC	3,250.	3,250.
PROCTER & GAMBLE CO	1,839.	1,839.
PROCTER & GAMBLE CO 3.1% 08/15/2023	5,012.	5,012.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
QUALCOMM INC	9,541.	9,541.
QUESTAR CORP COM	3,750.	3,750.
RIDGEWORTH MID CAP VALUE EQUITY FUND - C	4,823.	4,823.
ROYAL DUTCH SHELL PLC -ADR	10,044.	10,044.
SPDR BARCLAYS HIGH YIELD BOND ETF	12,554.	12,554.
SCHLUMBERGER LTD.	5,676.	5,676.
SEMPRA ENERGY CORP	3,915.	3,915.
SMUCKER J M CO NEW	1,982.	1,982.
TARGET CORP	8,740.	8,740.
TEMPLETON GLOBAL BOND FUND CLASS A	2,815.	2,815.
FRANKLIN TEMPLETON GLOBAL BOND FUND - AD	29,613.	29,613.
TEXAS INSTRUMENTS INC.	7,764.	7,764.
THERMO ELECTRON CORP W/1 RT/SH	210.	210.
THORNBURG INTERNATIONAL VALUE - I SHARES	21,232.	21,232.
3M CO COM	9,063.	9,063.
TRACTOR SUPPLY COMPANY	448.	448.
TRAVELERS COS INC	12,720.	12,720.
US BANCORP DEL NEW	1,400.	1,400.
UNION PACIFIC CORP 2%	7,401.	7,401.
UNITED PARCEL SVC INC	4,422.	4,422.
US BANCORP SERIES MTN 1.95% 11/15/2018-	140.	140.
UNITED TECHNOLOGIES CORP 2%	7,434.	7,434.
UNITEDHEALTH GROUP INC	787.	787.
V F CORP W/1 RT/SH	5,374.	5,374.
VALERO ENERGY	2,310.	2,310.
VANGUARD INFLATION PROTECTED SECURITIES	2,259.	2,259.
VANGUARD INTERMEDIATE-TERM CORPORATE FUN	9,164.	9,164.
VANGUARD FTSE EMERGING MARKETS ETF	6,104.	6,104.
VANGUARD REIT FUND	22,162.	22,162.
VANGUARD SMALL CAP INDEX - ADMIRAL SHARE	409.	409.
VERIZON COMMUNICATIONS	10,379.	10,379.
VIACOM INC CLASS B	744.	744.
WAL-MART STORES, INC.	7,640.	7,640.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WELLS FARGO & CO NEW	8,175.	8,175.
WHOLE FOODS MARKET INC	1,608.	1,608.
ACCENTURE PLC CL A	3,374.	3,374.
EVEREST RE GROUP LTD	1,568.	1,568.
NOBLE CORP PLC	1,200.	1,200.
PARTNERRE LTD	3,283.	3,283.
ACE LIMITED	8,330.	8,330.
-----	-----	-----
TOTAL	792,657.	792,657.
=====	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====DESCRIPTION
-----REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

3,419.
=====

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	1,573.	1,573.
FEDERAL TAX PAYMENT - PRIOR YE	20,148.	
FEDERAL ESTIMATES - PRINCIPAL	15,420.	
FOREIGN TAXES ON QUALIFIED FOR	4,255.	4,255.
FOREIGN TAXES ON NONQUALIFIED	1,020.	1,020.
	-----	-----
TOTALS	42,416.	6,848.
	=====	=====

FLEMING FAMILY FOUNDATION

26-6214365

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	139.	69.	69.
TOTALS	139.	69.	69.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
RETURN OF CAPITAL	21,735.
ACCRETION	4,573.

TOTAL	26,308.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	3.
2014 INCOME POSTED IN 2015	27,197.

TOTAL	27,200.
	=====

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 189,257.

COMPENSATION EXPLANATION:

TRUSTEE FEES

TOTAL COMPENSATION:

189,257.

=====

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

STATEMENT 13

=====

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 3,400.

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.

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:

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 30,000.

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 74,000.

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 50,000.

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 25,000.

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 121,000.

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.

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

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:
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 20,000.

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 15,000.

STATEMENT 18

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 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 20,250.

FLEMING FAMILY FOUNDATION

26-6214365

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

RECIPIENT NAME:

NEW HORIZONS SERVICE DOGS, INC.

ADDRESS:

1590 LAUREN PARK CT
ORANGE CITY, FL 32763

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

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 30,000.

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.

FLEMING FAMILY FOUNDATION

26-6214365

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

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:

BIG DOG RANCH RESCUE

ADDRESS:

1090 JUPITER PARK DR, STE 201

JUPITER, FL 33458

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANIMAL CARE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

SOUTHEASTERN GUIDE DOGS

ADDRESS:

4210 77TH ST EAST

PALMETTO, FL 34221

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COST OF ONE VETERAN SERVICE DOG TEAM

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
TITUSVILLE AREA FOOD BANK
ADDRESS:
134 W CENTRAL AVE
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
TITUSVILLE AREA HOSPITAL FOUNDATION
ADDRESS:
406 W OAK ST
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF CR UNITS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 13,850.

RECIPIENT NAME:
TITUSVILLE AREA SENIOR CITIZENS CORP
ADDRESS:
714 EAST MAIN ST
TITUSVILLE, PA 16354
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF COPIER, PAPER & SUPPLIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,850.

FLEMING FAMILY FOUNDATION

26-6214365

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

RECIPIENT NAME:

TITUSVILLE LEISURE SERVICES

ADDRESS:

714 E MAIN ST

TITUSVILLE, PA 16354

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE OF COMPUTER & COPIER

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

WEST PALM BEACH WATERFRONT

WARRIORS

ADDRESS:

307 ALHAMBRA PLACE

WEST PALM BEACH, FL 33405

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

GREATER TITUSVILLE DEVELOPMENT

FOUNDATION

ADDRESS:

110 W SPRING ST, PO BOX 425

TITUSVILLE, PA 16354

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

DEFRAY START UP COSTS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID:

901,850.

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STATEMENT 23

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
OZ GAS, LTD	1,545.			1,545.
BELDEN & BLAKE CORP.	2,410.			2,410.
MISCELLANEOUS MINERA	191.			191.
	-----	-----	-----	-----
TOTALS	4,146.			4,146.
	=====	=====	=====	=====



HUNTINGTON

Asset Details

Run on 7/9/2015 9:42:06 AM

AS of 12/31/2014

Combined Portfolios

Settlement Date Basis

Administrator: LYNETTE PEDENSKY @ 866-398-5072

Investment Officer: JOE SNIEZEK @ 724-598-8407

Investment Authority: Sole

Investment Objective: GROWTH

Lot Select Method: MLMG

Sort By: CUSIP

Account:

██████████
 FLEMING FAMILY FOUNDATION SUB DATED
 5/16/2007, HUNTINGTON
 NATIONAL BANK, SUCCESSOR TRUSTEE

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Unrealized Value Gain/Loss	% of Portfolio	Est. Yield Income	Pricing Date
	CASH			10.93	10.93	11		0.00	
AMLP	001620866 JEFFERIES TR/J ALERIAN MLP ETF	300.000000	17.520	5,352.00	5,352.00	5,256	0.05	339 6.45	12/31/2014
I	00206R102 AT&T INC	2,000.000000	33.590	59,544.00	59,544.00	67,180	0.63	3,760 5.60	12/31/2014
ABT	002824100 ABBOTT LABORATORIES	800.000000	45.020	29,930.57	29,930.57	36,016	0.34	768 2.13	12/31/2014
ABV	00287Y109 ABBVIE INC	900.000000	65.440	41,128.37	41,128.37	58,896	0.55	1,764 3.00	12/31/2014
AXP	025816109 AMERICAN EXPRESS	900.000000	93.040	38,443.59	38,443.59	83,736	0.78	936 1.12	12/31/2014
AMGN	031162100 AMGEN INC	600.000000	159.290	69,034.14	69,034.14	95,574	0.90	1,896 1.98	12/31/2014
ADI	032654105 ANALOG DEVICES INC	1,350.000000	55.520	61,751.64	61,751.64	74,952	0.70	1,998 2.67	12/31/2014
AAPL	037833100 APPLE INC	2,450.000000	110.380	64,888.30	64,888.30	270,431	2.53	4,606 1.70	12/31/2014
	037833AK6	100.000.000000	97.200	91,856.93	91,856.93	97,200	0.91	2,400 2.47	12/31/2014

AssetDetail

APPLE INC 2.4%
05/03/2023

ARTKX	04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	<u>1,368.238000</u>	34.210	50,000.00	50,000.00	46,807	3,193-	0.44	748	1.60	12/31/2014
BCE	055348760 BCE INC	<u>200.000000</u>	45.860	9,199.60	9,199.60	9,172	28-	0.09	434	4.73	12/31/2014
BP	055622104 BP PLC SPONS ADR	<u>1,000.000000</u>	38.120	50,443.00	50,443.00	38,120	12,323-	0.36	2,400	6.30	12/31/2014
BWA	099724106 BORG-WARNER INC	<u>1,200.000000</u>	54.950	73,074.00	73,074.00	65,940	7,134-	0.62	624	0.95	12/31/2014
BMY	110122108 BRISTOL-MYERS SQUIBB CO	<u>2,200.000000</u>	59.030	52,642.92	52,642.92	129,866	77,223	1.22	3,256	2.51	12/31/2014
CVS	126650100 CVS HEALTH CORPORATION	<u>800.000000</u>	96.310	54,893.93	54,893.93	77,048	22,154	0.72	1,120	1.45	12/31/2014
CAH	14149Y108 CARDINAL HEALTH INC	<u>600.000000</u>	80.730	33,591.47	33,591.47	48,438	14,847	0.45	822	1.70	12/31/2014
CTL	156700106 CENTURYLINK INC	<u>1,000.000000</u>	39.580	35,189.00	35,189.00	39,580	4,391	0.37	2,160	5.46	12/31/2014
CVX	166764100 CHEVRON CORPORATION	<u>575.000000</u>	112.180	45,419.19	45,419.19	64,504	19,084	0.60	2,461	3.82	12/31/2014
CB	171232101 CHUBB CORP W/1 RT/SH	<u>500.000000</u>	103.470	45,951.00	45,951.00	51,735	5,784	0.48	1,000	1.93	12/31/2014
CHD	171340102 CHURCH & DWIGHT CO INC W/1 RT/SH	<u>1,000.000000</u>	78.810	60,500.90	60,500.90	78,810	18,309	0.74	1,240	1.57	12/31/2014
CSCO	17275R102 CISCO SYSTEMS	<u>300.000000</u>	27.815	8,148.00	8,148.00	8,345	197	0.08	228	2.73	12/31/2014

AssetDetail

<u>KO</u>	191216100 COCA COLA CO	<u>2,000.000000</u>	42.220	65,600.00	65,600.00	84,440	18,840	0.79	2,440	2.89	12/31/2014
<u>CL</u>	194162103 COLGATE PALMOLIVE	<u>1,100.000000</u>	69.190	44,450.00	44,450.00	76,109	31,659	0.71	1,584	2.08	12/31/2014
<u>CMCSA</u>	20030N101 COMCAST CORP CL A	<u>2,250.000000</u>	58.010	36,967.50	36,967.50	130,523	93,555	1.22	2,025	1.55	12/31/2014
<u>COP</u>	20825C104 CONOCOPHILLIPS	<u>750.000000</u>	69.060	52,556.35	52,556.35	51,795	761-	0.49	2,190	4.23	12/31/2014
<u>STZ</u>	21036P108 CONSTELLATION BRANDS INC CL A	<u>800.000000</u>	98.170	57,224.85	57,224.85	78,536	21,311	0.74	0.00	12/31/2014	
<u>COST</u>	22160K105 COSTCO WHOLESALE CORP	<u>600.000000</u>	141.750	69,489.57	69,489.57	85,050	15,560	0.80	852	1.00	12/31/2014
<u>DE</u>	244199105 DEERE & CO W/1 RT/SH	<u>800.000000</u>	88.470	69,114.78	69,114.78	70,776	1,661	0.66	1,920	2.71	12/31/2014
<u>DOV</u>	260003108 DOVER CORP	<u>600.000000</u>	71.720	48,251.20	48,251.20	43,032	5,219-	0.40	960	2.23	12/31/2014
<u>DOW</u>	260543103 DOW CHEMICAL	<u>800.000000</u>	45.610	26,857.70	26,857.70	36,488	9,630	0.34	1,344	3.68	12/31/2014
<u>DD</u>	263534109 DU PONT E I DE NEMOURS & CO	<u>500.000000</u>	73.940	28,229.97	28,229.97	36,970	8,740	0.35	940	2.54	12/31/2014
	263534CK3 DU PONT E I DE NEMOURS & CO 2.8% 02/15/2023	<u>100,000.000000</u>	98.364	94,795.81	94,795.81	98,364	3,568	0.92	2,800	2.85	12/31/2014
<u>EMC</u>	268648102 EMC CORP/MASS	<u>2,300.000000</u>	29.740	42,033.79	42,033.79	68,402	26,368	0.64	1,058	1.55	12/31/2014
<u>EMN</u>	277432100 EASTMAN CHEMICAL CO	<u>550.000000</u>	75.860	35,472.25	35,472.25	41,723	6,251	0.39	880	2.11	12/31/2014
<u>EISMX</u>	277902698	<u>1,094.571000</u>	25.200	25,000.00	25,000.00	27,583	2,583	0.26	0.00	12/31/2014	

AssetDetail

EATON VANCE
ATLANTA
CAPITAL SMID-
CAP FUND -
CLASS I

EIBLX 277911491 1,635.769000 8.910 15,000.00 15,000.00 14,575 425- 0.14 563 3.86 12/31/2014

EATON VANCE
FLOATING-RATE
FUND CLASS I

EBAY 278642103 1,100.000000 56.120 55,304.33 55,304.33 61,732 6,428 0.58 0.00 12/31/2014

EBAY INC

EMR 291011104 1,000.000000 61.730 47,133.55 47,133.55 61,730 14,596 0.58 1,880 3.05 12/31/2014

EMERSON
ELECTRIC CO

ESRX 30219G108 1,000.000000 84.670 54,884.82 54,884.82 84,670 29,785 0.79 0.00 12/31/2014

EXPRESS
SCRIPTS
HOLDING CO

XOM 30231G102 600.000000 92.450 41,165.34 41,165.34 55,470 14,305 0.52 1,656 2.99 12/31/2014

EXXON MOBIL
CORP

FB 30303M102 850.000000 78.020 58,472.59 58,472.59 66,317 7,844 0.62 0.00 12/31/2014

FACEBOOK INC-A

3133EAP51 100,000.000000 98.266 96,091.12 96,091.12 98,266 2,175 0.92 2,200 2.24 12/31/2014
FFCB 2.2%
08/27/2021-
2013

FTRBX 31428Q101 1,836.547000 11.040 20,000.00 20,000.00 20,275 275 0.19 742 3.66 12/31/2014

FEDERATED
TOTAL RETURN
BOND FUND -
INSTITUTIONAL
SHARES

FINSX 316071604 6,340.336000 27.150 133,083.65 133,083.65 172,140 39,056 1.61 418 0.24 12/31/2014

FIDELITY
ADVISOR NEW
INSIGHTS FUND
- CLASS I

BEN 354613101 2,250.000000 55.370 68,449.23 68,449.23 124,583 56,133 1.17 1,350 1.08 12/31/2014

FRANKLIN RES
INC

<u>FCX</u>	35671D857 FREEMPORT- MCMORAN INC W/1 RT/SH	<u>1,300.000000</u>	23.360	43,368.14	43,368.14	30,368	13,000--	0.28	1,625	5.35	12/31/2014
<u>GILD</u>	375558103 GILEAD SCIENCES INC	<u>1,000.000000</u>	94.260	44,238.94	44,238.94	94,260	50,021	0.88	0.00	12/31/2014	
<u>GS</u>	38141G104 GOLDMAN SACHS GROUP INC	<u>400.000000</u>	193.830	64,486.00	64,486.00	77,532	13,046	0.73	960	1.24	12/31/2014
<u>GOOGL</u>	38259P508 GOOGLE INC -CL A	<u>160.000000</u>	530.660	32,114.38	32,114.38	84,906	52,791	0.80	0.00	12/31/2014	
<u>GOOG</u>	38259P706 GOOGLE INC CL C	<u>160.000000</u>	526.400	32,198.50	32,198.50	84,224	52,026	0.79	0.00	12/31/2014	
<u>HAL</u>	40621G101 HALLIBURTON CO	<u>300.000000</u>	39.330	19,395.00	19,395.00	11,799	7,596--	0.11	216	1.83	12/31/2014
<u>HD</u>	43707G102 HOME DEPOT INC	<u>2,000.000000</u>	104.970	48,613.18	48,613.18	209,940	161,327	1.97	3,760	1.79	12/31/2014
<u>HON</u>	43851G106 HONEYWELL INTERNATIONAL INC	<u>700.000000</u>	99.920	55,213.98	55,213.98	69,944	14,730	0.66	1,449	2.07	12/31/2014
<u>ITW</u>	452308109 ILLINOIS TOOL WORKS	<u>800.000000</u>	94.700	38,143.20	38,143.20	75,760	37,617	0.71	1,552	2.05	12/31/2014
<u>IBM</u>	459200101 IBM CORP	<u>625.000000</u>	160.440	78,113.23	78,113.23	100,275	22,162	0.94	2,750	2.74	12/31/2014
<u>IP</u>	46014G103 INTERNATIONAL PAPER CO	<u>1,500.000000</u>	53.580	32,127.66	32,127.66	80,370	48,242	0.75	2,400	2.99	12/31/2014
<u>EEM</u>	464287234 ISHARES MSCI EMERGING MARKETS ETF	<u>2,575.000000</u>	39.290	98,926.95	98,926.95	101,172	2,245	0.95	2,256	2.23	12/31/2014
<u>EFA</u>	464287465 ISHARES MSCI EAFE ETF	<u>725.000000</u>	60.840	39,367.50	39,367.50	44,109	4,742	0.41	1,639	3.72	12/31/2014

<u>IJH</u>	464287507 ISHARES CORE S&P MID-CAP ETF	<u>3,300.000000</u>	144.800	243,161.71	243,161.71	477,840	234,678	4.48	6,409	1.34	12/31/2014
<u>IJR</u>	464287804 ISHARES CORE S&P SMALL-CAP ETF	<u>4,000.000000</u>	114.060	222,776.30	222,776.30	456,240	233,464	4.27	5,604	1.23	12/31/2014
<u>PFF</u>	464288687 ISHARES U.S. PREFERRED STOCK ETF	<u>5,000.000000</u>	39.440	196,089.10	196,089.10	197,200	1,111	1.85	12,455	6.32	12/31/2014
<u>JPM</u>	46625H100 JP MORGAN CHASE & CO	<u>1,000.000000</u>	62.580	46,133.20	46,133.20	62,580	16,447	0.59	1,600	2.56	12/31/2014
<u>JNJ</u>	478160104 JOHNSON & JOHNSON	<u>1,000.000000</u>	104.570	60,728.20	60,728.20	104,570	43,842	0.98	2,800	2.68	12/31/2014
<u>KLAC</u>	482480100 KLA-TENCOR CORP	<u>1,000.000000</u>	70.320	62,460.60	62,460.60	70,320	7,859	0.66	2,000	2.84	12/31/2014
<u>MRO</u>	565849106 MARATHON OIL CORP	<u>1,700.000000</u>	28.290	53,920.81	53,920.81	48,093	5,828--	0.45	1,428	2.97	12/31/2014
<u>MPC</u>	56585A102 MARATHON PETROLEUM CORP	<u>800.000000</u>	90.260	67,975.68	67,975.68	72,208	4,232	0.68	1,600	2.22	12/31/2014
	577081A75 MATTEL INC 2.35% 05/06/2019	<u>100,000.000000</u>	99.646	100,556.24	100,556.24	99,646	910--	0.93	2,350	2.36	12/31/2014
<u>MSFT</u>	594918104 MICROSOFT CORP	<u>600.000000</u>	46.450	24,227.58	24,227.58	27,870	3,642	0.26	744	2.67	12/31/2014
<u>HCDA</u>	608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT			270,146.69	270,146.69	270,147		2.53	135	0.05	01/01/1901
<u>MON</u>	61166W101	<u>300.000000</u>	119.470	32,660.75	32,660.75	35,841	3,180	0.34	588	1.64	12/31/2014

AssetDetail

Page 7 of 11

MONSANTO CO									
<u>NEE</u>	65339F101 NEXTERA ENERGY INC	<u>600.000000</u>	106.290	45,467.83	45,467.83	63,774	18,306	0.60	1,740 2.73 12/31/2014
<u>NKE</u>	654106103 NIKE INC CL B	<u>2,000.000000</u>	96.150	55,790.96	55,790.96	192,300	136,509	1.80	2,240 1.16 12/31/2014
<u>OXY</u>	674599105 OCCIDENTAL PETROLEUM CORP	<u>600.000000</u>	80.610	55,132.43	55,132.43	48,366	6,766--	0.45	1,728 3.57 12/31/2014
<u>ORCL</u>	68389X105 ORACLE CORPORATION	<u>3,600.000000</u>	44.970	69,827.60	69,827.60	161,892	92,064	1.52	1,728 1.07 12/31/2014
<u>ODVYX</u>	683974505 OPPENHEIMER DEVELOPING MARKETS FUND - CLASS Y	<u>2,350.000000</u>	35.060	64,789.50	64,789.50	82,391	17,602	0.77	526 0.64 12/31/2014
<u>PTTRX</u>	693390700 PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	<u>15,583.965000</u>	10.660	169,295.30	169,295.30	166,125	3,170--	1.56	3,600 2.17 12/31/2014
<u>PKG</u>	695156109 PACKAGING CORP OF AMERICA	<u>500.000000</u>	78.050	36,131.97	36,131.97	39,025	2,893	0.37	800 2.05 12/31/2014
<u>PH</u>	701094104 PARKER HANNIFIN CORP	<u>600.000000</u>	128.950	36,724.80	36,724.80	77,370	40,645	0.72	1,512 1.95 12/31/2014
<u>PEP</u>	713448108 PEPSICO INC	<u>800.000000</u>	94.560	55,734.50	55,734.50	75,648	19,914	0.71	2,096 2.77 12/31/2014
<u>PFE</u>	717081103 PFIZER INC	<u>2,900.000000</u>	31.150	50,276.10	50,276.10	90,335	40,059	0.85	3,248 3.60 12/31/2014
<u>PM</u>	718172109 PHILIP MORRIS INTL INC	<u>800.000000</u>	81.450	41,974.05	41,974.05	65,160	23,186	0.61	3,200 4.91 12/31/2014
<u>PIMIX</u>	72201F490 PIMCO INCOME FUND - INSTITUTIONAL CLASS	<u>8,037.393000</u>	12.330	100,000.00	100,000.00	99,101	899--	0.93	5,353 5.40 12/31/2014

<u>PX</u>	74005P104 PRAXAIR INC	<u>400.000000</u>	129.560	45,329.65	51,824	6,494	0.49	1,040	2.01	12/31/2014
<u>PG</u>	742718109 PROCTER & GAMBLE CO	<u>800.000000</u>	91.090	49,857.28	72,872	23,015	0.68	2,059	2.83	12/31/2014
	742718EB1 PROCTER & GAMBLE CO 3.1% 08/15/2023	<u>100,000.000000</u>	102.945	99,103.50	102,945	3,842	0.96	3,100	3.01	12/31/2014
<u>QCOM</u>	747525103 QUALCOMM INC	<u>1,000.000000</u>	74.330	67,172.33	74,330	7,158	0.70	1,680	2.26	12/31/2014
<u>STR</u>	748356102 QUESTAR CORP	<u>1,600.000000</u>	25.280	36,551.58	40,448	3,896	0.38	1,216	3.01	12/31/2014
<u>SMVTX</u>	76628R615 RIDGEWORTH MID CAP VALUE EQUITY FUND - CLASS I	<u>6,000.000000</u>	13.690	76,140.00	82,140	6,000	0.77	738	0.90	12/31/2014
<u>JNK</u>	78464A417 SPDR BARCLAYS HIGH YIELD BOND ETF	<u>5,000.000000</u>	38.610	196,267.60	193,050	3,218-	1.81	11,570	5.99	12/31/2014
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>1,100.000000</u>	85.410	52,795.16	93,951	41,156	0.88	1,760	1.87	12/31/2014
<u>SRE</u>	816851109 SEMPRA ENERGY	<u>600.000000</u>	111.360	44,660.44	66,816	22,156	0.63	1,584	2.37	12/31/2014
<u>SJM</u>	832696405 SMUCKER (J.M.) CO THE-NEW COM WI	<u>600.000000</u>	100.980	60,838.00	60,588	250-	0.57	1,536	2.54	12/31/2014
<u>TGT</u>	87612E106 TARGET CORP	<u>1,200.000000</u>	75.910	37,659.00	91,092	53,433	0.85	2,496	2.74	12/31/2014
<u>TGBAX</u>	880208400 FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	<u>10,849.739000</u>	12.410	140,618.52	134,645	5,973-	1.26	4,589	3.41	12/31/2014
<u>TXN</u>	882508104	<u>1,300.000000</u>	53.465	58,928.50	69,505	10,576	0.65	1,768	2.54	12/31/2014

<https://advantage.huntington.com/advantage/Reports/AssetDetailResult.aspx?REPORTACTION=&Title=Asset Details&TIME...> 7/9/2015

AssetDetail

<u>VFC</u>	918204108 V F CORP	<u>1,600.000000</u>	74.900	73,526.62	119,840	46,313	1.12	2,048	1.71	12/31/2014
<u>VLO</u>	91913V100 VALERO ENERGY CORP	<u>2,200.000000</u>	49.500	38,181.34	108,900	70,719	1.02	2,420	2.22	12/31/2014
<u>VAIPX</u>	922031737 VANGUARD INFLATION PROTECTED SECURITIES FUND - ADMIRAL SHARES	<u>1,899.979000</u>	25.870	50,000.00	49,152	848-	0.46	1,104	2.25	12/31/2014
<u>VNQ</u>	922908553 VANGUARD REIT FUND	<u>2,500.000000</u>	81.000	122,515.00	202,500	79,985	1.89	7,298	3.60	12/31/2014
<u>VSMAX</u>	922908686 VANGUARD SMALL CAP INDEX - ADMIRAL SHARES	<u>510.642000</u>	55.870	25,000.00	28,530	3,530	0.27	409	1.43	12/31/2014
<u>VZ</u>	92343V104 VERIZON COMMUNICATIONS	<u>600.000000</u>	46.780	29,417.96	28,068	1,350-	0.26	1,320	4.70	12/31/2014
<u>VIAB</u>	92553P201 VIACOM INC CLASS B	<u>900.000000</u>	75.250	77,303.33	67,725	9,578-	0.63	1,188	1.75	12/31/2014
<u>WFC</u>	949746101 WELLS FARGO & CO	<u>1,700.000000</u>	54.820	54,742.87	93,194	38,451	0.87	2,380	2.55	12/31/2014
<u>WFM</u>	966837106 WHOLE FOODS MARKET INC	<u>1,400.000000</u>	50.420	64,838.33	70,588	5,750	0.66	728	1.03	12/31/2014
<u>ACT</u>	G0083B108 ACTAVIS PLC	<u>600.000000</u>	257.410	86,406.00	154,446	68,040	1.45		0.00	12/31/2014
<u>ACE</u>	H0023R105 ACE LIMITED	<u>1,000.000000</u>	114.880	93,094.79	114,880	21,785	1.08	2,600	2.26	12/31/2014
Total Portfolio			7,580,810.64	7,580,810.64	10,675,137	3,094,326	100.00	224,922	2.11	



HUNTINGTON
Asset Details

Run on 7/9/2015 9:43:15 AM

As of 12/31/2014

Combined Portfolios

Settlement Date Basis

Administrator: LYNETTE PEDENSKY @ 866-398-5072

Investment Officer: JOE SNIEZEK @ 724-598-8407

Investment Authority: Joint with Individual

Investment Objective: GROWTH

Lot Select Method: MLMG

Sort By: CUSIP

Account:

FLEMING FAMILY FOUNDATION DATED
5/16/2007 HUNTINGTON NATIONAL
BANK, SUCCESSOR CO-TRUSTEE

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Unrealized Value Gain/Loss	% of Portfolio	Est. Yield Income	Price Date
	CASH			52.28	52.28	52		0.00	
I	00206R102 AT&T INC	6,300.000000	33.590	177,584.50	177,584.50	211,617	0.89	11,844	12/31/201
ABI	002824100 ABBOTT LABORATORIES	1,000.000000	45.020	34,490.38	34,490.38	45,020	0.19	960	12/31/201
ABBV	00287Y109 ABBVIE INC	1,000.000000	65.440	39,759.55	39,759.55	65,440	0.28	1,960	12/31/201
AMGN	031162100 AMGEN INC	1,000.000000	159.290	94,636.81	94,636.81	159,290	0.67	3,160	12/31/201
ADI	032654105 ANALOG DEVICES INC	2,830.000000	55.520	127,537.70	127,537.70	157,122	0.66	4,188	12/31/201
AAPL	037833100 APPLE INC	5,600.000000	110.380	153,425.74	153,425.74	618,128	2.61	10,528	12/31/201
037833AK6	APPLE INC 2.4% 05/03/2023	200,000.000000	97.200	183,713.85	183,713.85	194,400	0.82	4,800	12/31/201
ARIKX	04314H881 ARTISAN INTERNATIONAL VALUE FUND - INVESTOR CLASS	2,689.618000	34.210	100,000.00	100,000.00	92,012	0.39	1,471	12/31/201

AssetDetail

<u>BBT</u>	054937107 BB&T CORP	<u>500.000000</u>	38.890	17,595.00	17,595.00	19,445	1,850	0.08	480	2.47	12/31/201.
<u>BP</u>	055622104 BP PLC SPONS ADR	<u>1,000.000000</u>	38.120	48,978.50	48,978.50	38,120	10,859-	0.16	2,400	6.30	12/31/201.
<u>BAX</u>	071813109 BAXTER INTERNATIONAL INC w/1 RT/SH	<u>1,000.000000</u>	73.290	70,079.40	70,079.40	73,290	3,211	0.31	2,080	2.84	12/31/201.
<u>BWA</u>	099724106 BORG-WARNER INC	<u>1,200.000000</u>	54.950	64,817.16	64,817.16	65,940	1,123	0.28	624	0.95	12/31/201.
<u>BMV</u>	110122108 BRISTOL-MYERS SQUIBB CO	<u>5,400.000000</u>	59.030	136,094.04	136,094.04	318,762	182,668	1.35	7,992	2.51	12/31/201.
<u>CVS</u>	126650100 CVS HEALTH CORPORATION	<u>1,025.000000</u>	96.310	58,970.62	58,970.62	98,718	39,747	0.42	1,435	1.45	12/31/201.
<u>COF</u>	14040H105 CAPITAL ONE FINANCIAL CORP	<u>500.000000</u>	82.550	41,510.00	41,510.00	41,275	235-	0.17	600	1.45	12/31/201.
<u>CAH</u>	14149Y108 CARDINAL HEALTH INC	<u>3,500.000000</u>	80.730	136,795.40	136,795.40	282,555	145,760	1.19	4,795	1.70	12/31/201.
<u>CAT</u>	149123101 CATERPILLAR INC	<u>450.000000</u>	91.530	38,777.23	38,777.23	41,189	2,411	0.17	1,260	3.06	12/31/201.
<u>CVX</u>	166764100 CHEVRON CORPORATION	<u>1,000.000000</u>	112.180	118,952.00	118,952.00	112,180	6,772-	0.47	4,280	3.82	12/31/201.
<u>CB</u>	171232101 CHUBB CORP w/1 RT/SH	<u>500.000000</u>	103.470	45,040.00	45,040.00	51,735	6,695	0.22	1,000	1.93	12/31/201.
<u>CHD</u>	171340102 CHURCH & DWIGHT CO INC w/1 RT/SH	<u>2,000.000000</u>	78.810	115,696.12	115,696.12	157,620	41,924	0.67	2,480	1.57	12/31/201.
<u>KO</u>	191216100 COCA COLA CO	<u>1,000.000000</u>	42.220	39,249.90	39,249.90	42,220	2,970	0.18	1,220	2.89	12/31/201.

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CL	194162103 COLGATE PALMOLIVE	4,000.000000	69.190	161,922.50	161,922.50	276,760	114,838	1.17	5,760	2.08	12/31/201.
CMCSA	20030N101 COMCAST CORP CL A	5,400.000000	58.010	89,907.30	89,907.30	313,254	223,347	1.32	4,860	1.55	12/31/201.
COP	20825C104 CONOCOPHILLIPS	3,000.000000	69.060	126,035.78	126,035.78	207,180	81,144	0.88	8,760	4.23	12/31/201.
STZ	21036P108 CONSTELLATION BRANDS INC CL A	1,000.000000	98.170	57,987.00	57,987.00	98,170	40,183	0.42	0.00	12/31/201.	
COST	22160K105 COSTCO WHOLESALE CORP	1,100.000000	141.750	117,716.38	117,716.38	155,925	38,209	0.66	1,562	1.00	12/31/201.
DE	244199105 DEERE & CO W/1 RT/SH	750.000000	88.470	65,490.75	65,490.75	66,353	862	0.28	1,800	2.71	12/31/201.
	26138EAQ2 DR PEPPER SNAPPLE GROUP 2% 01/15/2020	200,000.000000	97.694	193,608.16	193,608.16	195,388	1,780	0.83	4,000	2.05	12/31/201.
DD	263534109 DU PONT E I DE NEMOURS & CO	1,000.000000	73.940	50,385.00	50,385.00	73,940	23,555	0.31	1,880	2.54	12/31/201.
	263534CK3 DU PONT E I DE NEMOURS & CO 2.8% 02/15/2023	100,000.000000	98.364	94,795.81	94,795.81	98,364	3,568	0.42	2,800	2.85	12/31/201.
EMC	268648102 EMC CORP/MASS	7,650.000000	29.740	138,771.00	138,771.00	227,511	88,740	0.96	3,519	1.55	12/31/201.
EMN	277432100 EASTMAN CHEMICAL CO	1,500.000000	75.860	90,165.47	90,165.47	113,790	23,625	0.48	2,400	2.11	12/31/201.
EISMX	277902698 EATON VANCE ATLANTA CAPITAL SMID- CAP FUND -	30,700.625000	25.200	468,228.81	468,228.81	773,656	305,427	3.27	0.00	12/31/201.	

CLASS I

<u>EBAY</u>	278642103 EBAY INC	2,450.000000	56.120	127,835.95	127,835.95	137,494	9,658	0.58	0.00	12/31/201.
<u>EMR</u>	291011104 EMERSON ELECTRIC CO	2,900.000000	61.730	125,822.01	125,822.01	179,017	53,195	0.76	5,452 3.05	12/31/201.
<u>ESRX</u>	30219G108 EXPRESS SCRIPTS HOLDING CO	1,000.000000	84.670	69,514.90	69,514.90	84,670	15,155	0.36	0.00	12/31/201.
<u>XOM</u>	30231G102 EXXON MOBIL CORP	2,350.000000	92.450	187,522.30	187,522.30	217,258	29,735	0.92	6,486 2.99	12/31/201.
	3133EAP51 FFCB 2.2% 08/27/2021- 2013	100,000.000000	98.266	96,091.12	96,091.12	98,266	2,175	0.42	2,200 2.24	12/31/201.
<u>FTRBX</u>	31428Q101 FEDERATED TOTAL RETURN BOND FUND - INSTITUTIONAL SHARES	8,783.693000	11.040	100,000.00	100,000.00	96,972	3,028	0.41	3,549 3.66	12/31/201.
<u>FISV</u>	337738108 FISERV INC	4,500.000000	70.970	110,968.87	110,968.87	319,365	208,396	1.35	0.00	12/31/201.
<u>BEN</u>	354613101 FRANKLIN RES INC	6,000.000000	55.370	179,829.42	179,829.42	332,220	152,391	1.40	3,600 1.08	12/31/201.
<u>FCX</u>	35671D857 FREEPORT- MCNORAN INC w/1 RT/SH	2,900.000000	23.360	100,146.57	100,146.57	67,744	32,403	0.29	3,625 5.35	12/31/201.
<u>GILD</u>	375558103 GILEAD SCIENCES INC	2,375.000000	94.260	88,631.13	88,631.13	223,868	135,236	0.95	0.00	12/31/201.
<u>GS</u>	38141G104 GOLDMAN SACHS GROUP INC	600.000000	193.830	95,816.17	95,816.17	116,298	20,482	0.49	1,440 1.24	12/31/201.
<u>GOOGL</u>	38259P508 GOOGLE INC -CL A	430.000000	530.660	95,641.32	95,641.32	228,184	132,542	0.96	0.00	12/31/201.

AssetDetail

<u>GOOG</u>	38259P706 GOOGLE INC CL C	<u>430.000000</u>	526.400	95,891.84	95,891.84	226,352	130,460	0.96	1	0.00	12/31/201.
<u>HD</u>	437076102 HOME DEPOT INC	<u>4,800.000000</u>	104.970	116,307.51	116,307.51	503,856	387,548	2.13	9,024	1.79	12/31/201.
<u>HON</u>	438516106 HONEYWELL INTERNATIONAL INC	<u>1,275.000000</u>	99.920	83,672.03	83,672.03	127,398	43,726	0.54	2,639	2.07	12/31/201.
<u>ITW</u>	452308109 ILLINOIS TOOL WORKS	<u>2,250.000000</u>	94.700	108,945.00	108,945.00	213,075	104,130	0.90	4,365	2.05	12/31/201.
<u>IBM</u>	459200101 IBM CORP	<u>1,250.000000</u>	160.440	151,151.12	151,151.12	200,550	49,399	0.85	5,500	2.74	12/31/201.
<u>IP</u>	460146103 INTERNATIONAL PAPER CO	<u>4,000.000000</u>	53.580	85,298.79	85,298.79	214,320	129,021	0.91	6,400	2.99	12/31/201.
<u>EEM</u>	464287234 ISHARES MSCI EMERGING MARKETS ETF	<u>4,960.000000</u>	39.290	189,291.46	189,291.46	194,878	5,587	0.82	4,345	2.23	12/31/201.
<u>IWS</u>	464287473 ISHARES RUSSELL MID- CAP VALUE ETF	<u>5,000.000000</u>	73.760	143,864.56	143,864.56	368,800	224,935	1.56	6,800	1.84	12/31/201.
<u>IWP</u>	464287481 ISHARES RUSSELL MID- CAP GROWTH ETF	<u>6,600.000000</u>	93.230	235,196.88	235,196.88	615,318	380,121	2.60	6,316	1.03	12/31/201.
<u>IWR</u>	464287499 ISHARES RUSSELL MID- CAP ETF	<u>1,800.000000</u>	167.040	138,543.60	138,543.60	300,672	162,128	1.27	4,360	1.45	12/31/201.
<u>IWO</u>	464287648 ISHARES RUSSELL 2000 GROWTH ETF	<u>4,100.000000</u>	142.380	260,631.39	260,631.39	583,758	323,127	2.47	4,235	0.73	12/31/201.
<u>PFF</u>	464288687 ISHARES U.S.	<u>12,500.000000</u>	39.440	498,125.00	498,125.00	493,000	5,125-	2.08	31,138	6.32	12/31/201.

AssetDetail

PREFERRED
STOCK ETF

<u>JPM</u>	46625H100 JP MORGAN CHASE & CO	<u>3,000.000000</u>	62.580	135,870.00	135,870.00	187,740	51,870	0.79	4,800	2.56	12/31/201.
<u>JNJ</u>	478160104 JOHNSON & JOHNSON	<u>3,000.000000</u>	104.570	182,424.90	182,424.90	313,710	131,285	1.33	8,400	2.68	12/31/201.
<u>KLAC</u>	482480100 KLA-TENCOR CORP	<u>2,225.000000</u>	70.320	117,519.19	117,519.19	156,462	38,943	0.66	4,450	2.84	12/31/201.
<u>MRO</u>	565849106 MARATHON OIL CORP	<u>1,950.000000</u>	28.290	67,002.86	67,002.86	55,166	11,837-	0.23	1,638	2.97	12/31/201.
<u>MPC</u>	56585A102 MARATHON PETROLEUM CORP	<u>1,600.000000</u>	90.260	102,920.29	102,920.29	144,416	41,496	0.61	3,200	2.22	12/31/201.
	577081AZ5 MATEL INC 2.35% 05/06/2019	<u>200,000.000000</u>	99.646	201,112.48	201,112.48	199,292	1,820-	0.84	4,700	2.36	12/31/201.
<u>MCD</u>	580135101 MCDONALDS CORP	<u>2,800.000000</u>	93.700	155,062.12	155,062.12	262,360	107,298	1.11	9,520	3.63	12/31/201.
<u>HCDA</u>	608993853 HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT			233,334.93	233,334.93	233,335		0.99	117	0.05	01/01/190
<u>MON</u>	61166W101 MONSANTO CO	<u>800.000000</u>	119.470	75,874.94	75,874.94	95,576	19,701	0.40	1,568	1.64	12/31/201.
<u>NNN</u>	637417106 NATIONAL RETAIL PROPERTIES INC COMMON STOCK	<u>1,250.000000</u>	39.370	39,781.88	39,781.88	49,213	9,431	0.21	2,100	4.27	12/31/201.
<u>NEE</u>	65339F101 NEXTERA ENERGY INC	<u>995.000000</u>	106.290	73,002.53	73,002.53	105,759	32,756	0.45	2,886	2.73	12/31/201.
<u>NKE</u>	654106103	<u>2,100.000000</u>	96.150	107,192.93	107,192.93	201,915	94,722	0.85	2,352	1.16	12/31/201.

NIKE INC CL B										
<u>ORCL</u>	68389X105 ORACLE CORPORATION	<u>7,000.000000</u>	44.970	131,293.00	131,293.00	314,790	183,497	1.33	3,360	1.07 12/31/201.
<u>PTLDX</u>	693390304 PIMCO LOW DURATION FUND - INSTITUTIONAL CLASS	<u>56,863.066000</u>	10.040	587,476.91	587,476.91	570,905	16,572-	2.41	9,155	1.60 12/31/201.
<u>PTTRX</u>	693390700 PIMCO TOTAL RETURN FUND - INSTITUTIONAL CLASS	<u>21,734.845000</u>	10.660	239,945.83	239,945.83	231,693	8,252-	0.98	5,021	2.17 12/31/201.
<u>PKG</u>	695156109 PACKAGING CORP OF AMERICA	<u>900.000000</u>	78.050	47,296.38	47,296.38	70,245	22,949	0.30	1,440	2.05 12/31/201.
<u>PEP</u>	713448108 PEPSICO INC	<u>3,000.000000</u>	94.560	193,541.45	193,541.45	283,680	90,139	1.20	7,860	2.77 12/31/201.
<u>PFE</u>	717081103 PFIZER INC	<u>8,500.000000</u>	31.150	147,363.60	147,363.60	264,775	117,411	1.12	9,520	3.60 12/31/201.
<u>PM</u>	718172109 PHILIP MORRIS INTL INC	<u>3,600.000000</u>	81.450	151,616.30	151,616.30	293,220	141,604	1.24	14,400	4.91 12/31/201.
<u>PSX</u>	718546104 PHILLIPS 66	<u>1,500.000000</u>	71.700	39,741.22	39,741.22	107,550	67,809	0.45	3,000	2.79 12/31/201.
<u>PIMIX</u>	72201F490 PIMCO INCOME FUND - INSTITUTIONAL CLASS	<u>15,748.032000</u>	12.330	200,000.00	200,000.00	194,173	5,827-	0.82	10,488	5.40 12/31/201.
<u>PX</u>	74005P104 PRAXAIR INC	<u>850.000000</u>	129.560	92,573.65	92,573.65	110,126	17,552	0.47	2,210	2.01 12/31/201.
	742718EB1 PROCTER & GAMBLE CO 3.1% 08/15/2023	<u>200,000.000000</u>	102.945	198,207.00	198,207.00	205,890	7,683	0.87	6,200	3.01 12/31/201.
<u>QCOM</u>	747525103 QUALCOMM INC	<u>5,000.000000</u>	74.330	212,872.51	212,872.51	371,650	158,777	1.57	8,400	2.26 12/31/201.

AssetDetail

<u>STR</u>	748356102 QUESTAR CORP	<u>3,400.000000</u>	25.280	72,876.52	72,876.52	85,952	13,075	0.36	2,584	3.01	12/31/201.
<u>RDS/A</u>	780259206 ROYAL DUTCH SHELL PLC -ADR	<u>2,700.000000</u>	66.950	168,262.65	168,262.65	180,765	12,502	0.76	8,629	4.77	12/31/201.
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>2,700.000000</u>	85.410	119,541.46	119,541.46	230,607	111,066	0.98	4,320	1.87	12/31/201.
<u>SRE</u>	816851109 SEMPRA ENERGY	<u>900.000000</u>	111.360	62,934.62	62,934.62	100,224	37,289	0.42	2,376	2.37	12/31/201.
<u>SJM</u>	832696405 SMUCKER (J.M.) CO THE-NEW COM WT	<u>600.000000</u>	100.980	61,903.02	61,903.02	60,588	1,315-	0.26	1,536	2.54	12/31/201.
<u>TGT</u>	87612E106 TARGET CORP	<u>3,400.000000</u>	75.910	104,804.76	104,804.76	258,094	153,289	1.09	7,072	2.74	12/31/201.
<u>TGBX</u>	880208400 FRANKLIN TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS	<u>24,442.007000</u>	12.410	314,840.50	314,840.50	303,325	11,515-	1.28	10,339	3.41	12/31/201.
<u>TXN</u>	882508104 TEXAS INSTRUMENTS INC	<u>5,400.000000</u>	53.465	139,972.32	139,972.32	288,711	148,739	1.22	7,344	2.54	12/31/201.
<u>TGVX</u>	885215566 THORNBURG INTERNATIONAL VALUE - I SHARES	<u>28,626.514000</u>	27.410	773,787.71	773,787.71	784,653	10,865	3.32	12,395	1.58	12/31/201.
<u>MMM</u>	88579Y101 3M COMPANY	<u>2,000.000000</u>	164.320	148,059.39	148,059.39	328,640	180,581	1.39	8,200	2.50	12/31/201.
<u>TRV</u>	89417E109 TRAVELERS COS INC	<u>3,200.000000</u>	105.850	118,297.92	118,297.92	338,720	220,422	1.43	7,040	2.08	12/31/201.
<u>USB</u>	902973304 U S BANCORP	<u>750.000000</u>	44.950	29,720.00	29,720.00	33,713	3,993	0.14	735	2.18	12/31/201.
<u>UNP</u>	907818108 UNION PACIFIC	<u>3,000.000000</u>	119.130	90,669.15	90,669.15	357,390	266,721	1.51	6,000	1.68	12/31/201.

<https://advantage.huntington.com/advantage/Reports/AssetDetailResult.aspx?REPORTACTION=&Title=Asset Details&TIME...> 7/9/2015

AssetDetail

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<u>WFC</u>	949746101 WELLS FARGO & CO	4,500.000000	54.820	128,408.40	128,408.40	246,690	118,282	1.04	6,300	2.55	12/31/201.
<u>WFM</u>	966837106 WHOLE FOODS MARKET INC	2,200.000000	50.420	108,694.83	108,694.83	110,924	2,229	0.47	1,144	1.03	12/31/201.
<u>ACT</u>	G0083B108 ACTAVIS PLC	1,000.000000	257.410	144,010.00	144,010.00	257,410	113,400	1.09	0.00	0.00	12/31/201.
<u>ACN</u>	G1151C101 ACCENTURE PLC CL A	1,730.000000	89.310	92,606.90	92,606.90	154,506	61,899	0.66	3,529	2.28	12/31/201.
<u>RE</u>	G3223R108 EVEREST RE GROUP LTD	490.000000	170.300	58,325.58	58,325.58	83,447	25,121	0.35	1,862	2.23	12/31/201.
<u>PRE</u>	G6852T105 PARTNERRE LTD	1,225.000000	114.130	97,922.40	97,922.40	139,809	41,887	0.59	3,283	2.35	12/31/201.
<u>ACE</u>	H0023R105 ACE LIMITED	2,500.000000	114.880	156,220.75	156,220.75	287,200	130,979	1.22	6,500	2.26	12/31/201.
<u>CHKP</u>	M22465104 CHECK POINT SOFTWARE TECH	2,550.000000	78.570	120,453.58	120,453.58	200,354	79,900	0.85	0.00	0.00	12/31/201.
	OG00000595 OIL & GAS INTEREST 50% INTEREST IN 100 ACRES OGM LEASE DEERFIELD TWP WRN CNTY BK-RE VL-1986 PG-9 DOC#2010-1306	1.000000	1.000	0.99	0.99	1			0.00	01/01/190	
	OG00000603 OIL & GAS INTEREST 50% INTEREST 145.125 ACRES OGM LEASE TRIUMPH TWP WRN CNTY BK-RE VL-1986 PG-86 DOC #2010-1305	1.000000	1.000	0.99	0.99	1			0.00	01/01/190	
	OG00000611 OIL & GAS	1.000000	1.000	0.99	0.99	1			0.00	01/01/190	

INTEREST 50%
INTEREST
306.544 ACRES
OGM LEASE
TRIUMPH
TWP WRN CNTY
BK-RE VL-1986
PG-86 DOC
#2010-1305

1.000000 1.000 0.99 0.99 1 0.00 01/01/190

OG0000629
OIL & GAS
INTEREST 50%
INTEREST IN
477 OGM LEASE
DEERFIELD TWP
WRN CNTY BK-RE
VL-1986 PG-9
DOC#2010-1306

1.000000

1.00 1.00 1 0.00 01/01/190

OG0000827
OIL & GAS
INTEREST OZ
GAS LTD TRIUMPH
TWP WARREN CTY

1.000000

1.00 1.00 1 0.00 01/01/190

OG0000835
OIL & GAS
INTEREST
BELDEN & BLAKE
CORP DEERFIELD
TWP WARREN
CTY

Total Portfolio	15,351,341.94	15,351,341.94	23,654,223	8,302,881	100.00	507,267	2.14
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