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EXTENDED TO AUGUST 15, 2016

Return of Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2015 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) 7953 CROW ROAD	Room/suite	B Telephone number 6107370888
City or town, state or province, country, and ZIP or foreign postal code ZIONSVILLE, PA 18092		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,120,390.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	398,599.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	231,754.	231,754.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<34,090.>			
	b Gross sales price for all assets on line 6a	7,558,104.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	596,263.	231,754.			
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	50,403.	50,403.		0.
	17 Interest				
	18 Taxes	17,207.	7,152.		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	76,325.	66,270.		0.
	25 Contributions, gifts, grants paid	445,130.			445,130.
26 Total expenses and disbursements. Add lines 24 and 25	521,455.	66,270.		445,130.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	74,808.				
b Net investment income (if negative, enter -0-)		165,484.			
c Adjusted net income (if negative, enter -0-)			N/A		

523501
11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2015)

07230415 756436 FLEMINGFDN

2015.03030 FLEMING FOUNDATION

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	720,939.	308,171.	308,171.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	8,853,933.	0.	7,812,219.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	<807,262.>	<718,398.>	0.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,763,980.	8,120,390.	8,120,390.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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 ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,763,980.	8,120,390.	
	30 Total net assets or fund balances	8,763,980.	8,120,390.	
	31 Total liabilities and net assets/fund balances	8,763,980.	8,120,390.	

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	8,763,980.
2 Enter amount from Part I, line 27a	2	74,808.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,838,788.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	718,398.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,120,390.

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 7,558,104.		7,592,194.	<34,090.>

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			<34,090.>

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	<34,090.>
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))
2014	420,735.	9,074,714.	.046363
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

2 Total of line 1, column (d)	2	.230568
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	.046114
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	8,473,506.
5 Multiply line 4 by line 3	5	390,747.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,655.
7 Add lines 5 and 6	7	392,402.
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	445,130.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,655.
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	1,655.
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	1,655.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	9,320.	
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	9,320.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,665.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 7,665. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► N/A		
14 The books are in care of ► 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 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
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	
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2015 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 2015)	N/A	
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 2015?	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

5c

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

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

☐ Yes ☒ No

6b

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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

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

N/A

7c

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 (DECEASED 12/24/2015)	TRUSTEE			
7661 BERYL ROAD				
ZIONSVILLE, PA 18092	10.00	0.	0.	0.
KATHLEEN ARNOLD	TRUSTEE			
7953 CROW ROAD				
ZIONSVILLE, PA 18092	10.00	0.	0.	0.
ROBERT L GORMAN	TRUSTEE			
55 COVE ROAD				
MOORESTOWN, NJ 08057	10.00	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.

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,078,191.
b	Average of monthly cash balances	1b	524,353.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,602,544.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,602,544.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	129,038.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,473,506.
6	Minimum investment return. Enter 5% of line 5	6	423,675.

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	423,675.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,655.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,655.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	422,020.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	422,020.
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	422,020.

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	445,130.
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	445,130.
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	1,655.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	443,475.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				422,020.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			444,387.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 445,130.				
a Applied to 2014, but not more than line 2a			444,387.	
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 2015 distributable amount				743.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				421,277.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

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

	4942(i)(3) or		4942(j)(5)
--	---------------	--	------------

(4) Gross investment income

[illegible]

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).)

RICHARD FLEMING (DECEASED 12/24/2015)

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

NONE

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

Check here ☒ 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:

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

c Any submission deadlines:

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

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

Recipient	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				
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.
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.
AMERICAN CANCER SOCIETY PO BOX 1337 BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1200	200.
Total SEE CONTINUATION SHEET(S)			3a	445,130.
b Approved for future payment				
NONE				
Total			3b	0.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN HEART ASSOCIATION PO BOX 2763 HARRISBURG, PA 17105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;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	250.
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	1,000.
DISABLED AMERICAN VETERANS CHARITABLE SERVICE TRUST 3725 ALEXANDRIA PIKE COLD SPRING, KY 41076	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	500.
Total from continuation sheets				437,930.

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT, OR 97502	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	300.
EQUI-LIBRIUM PO BOX 305 SCIOTA, PA 18354	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	1,000.
FEEDING AMERICA 35 E. WACKER DRIVE - SUITE 2000 CHICAGO, IL 60601	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 500	500.
FLINT HILL FARM EDUCATIONAL CENTER INC	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,000.
GOOD SHEPARD REHAB HOSPITAL 850 SOUTH 5TH STREET ALLENTOWN, PA 18105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 1500	100,500.
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	272,600.
MACUNGIE AMBULANCE CORPS 5550 NORTH WALNUT STREET MACUNGIE, PA 18062	N/A	PUBLIC CHARITY		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	1,230.
NE PA LIONS EYE BANK 2346 JACKSONVILLE ROAD BETHLEHEM, PA 18107	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 150	150.
SAMARITAN'S PURSE	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000.
SECOND HARVEST FOOD BANK OF LV & NE PA 2045 HARVEST WAY ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 750	1,000.
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.
SUSAN KOMEN 3-DAY	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	250.
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 TREXLETTOWN, 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	100.
THE SALVATION ARMY 144 NORTH 8TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 15100	15,000.
UNITED STATES OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS, CO 80909	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 100	800.
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				

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	231,754.	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	<34,090.>	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.		197,664.	0.
13 Total. Add line 12, columns (b), (d), and (e)				197,664.	0.

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

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

[illegible]

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?

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

[illegible]

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

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

**Sign
Here**

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

Signature of officer or trustee

Date 5/3/16




 Title

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

ROBERT L. GORMAN

Preparer's signature

Rout Gen

Date _____

5/1/16

Check ☐ self-employed

PTIN

P00145960

Firm's name ► GORMAN & GORMAN, PC

Firm's address ► 901 SPRUCE STREET
PHILADELPHIA, PA 19107

Firm's EIN ▶ 23-2219882

Phone no. 215 627-4440

Form 990-PF (2015)

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

2015

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) (2015)

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 (DECEASED 12/24/2015) 7661 BERYL ROAD ZIONSVILLE, PA 18092	\$ 398,599.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

FLEMING FOUNDATION**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	2967 SHARES - AIR PRODUCTS AND CHEMICALS COMMON STOCK VALUED AT \$134.344 PER SHARE	\$ 398,599.	09/17/15
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

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

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-9685	P	VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - XXX-9685	P	VARIOUS	VARIOUS
c	WELLS FARGO ADVISORS - XXX-9685	P	VARIOUS	VARIOUS
d	WELLS FARGO ADVISORS - XXX-9683	P	VARIOUS	VARIOUS
e	WELLS FARGO ADVISORS - XXX-9677	P	VARIOUS	VARIOUS
f	WELLS FARGO ADVISORS - XXX-9677	P	VARIOUS	VARIOUS
g	WELLS FARGO ADVISORS - XXX-9673	P	VARIOUS	VARIOUS
h	WELLS FARGO ADVISORS - XXX-9673	P	VARIOUS	VARIOUS
i	WELLS FARGO ADVISORS - XXX-7759	P	VARIOUS	VARIOUS
j	WELLS FARGO ADVISORS - XXX-7759	P	VARIOUS	VARIOUS
k	WELLS FARGO ADVISORS - XXX-6049	P	VARIOUS	VARIOUS
l	WELLS FARGO ADVISORS - XXX-6049	P	VARIOUS	VARIOUS
m	WELLS FARGO ADVISORS - XXX-6049	P	VARIOUS	VARIOUS
n	WELLS FARGO ADVISORS - XXX-1442	P	VARIOUS	VARIOUS
o	TATA MOTORS - TENDER	P	04/13/15	05/01/15

(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	503,433.	497,717.	5,716.
b	1,506.	976.	530.
c	40,303.	18,129.	22,174.
d	8,992.	11,002.	<2,010.>
e	169,711.	157,364.	12,347.
f	110,543.	82,701.	27,842.
g	56,844.	103,421.	<46,577.>
h	121,901.	130,079.	<8,178.>
i	681,211.	727,362.	<46,151.>
j	235,604.	201,803.	33,801.
k	158,248.	184,835.	<26,587.>
l	208,306.	186,810.	21,496.
m	13,987.	7,659.	6,328.
n	5,234,105.	5,282,336.	<48,231.>
o	60.		60.

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			5,716.
b			530.
c			22,174.
d			<2,010.>
e			12,347.
f			27,842.
g			<46,577.>
h			<8,178.>
i			<46,151.>
j			33,801.
k			<26,587.>
l			21,496.
m			6,328.
n			<48,231.>
o			60.

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 CAPITAL GAINS DIVIDENDS				
b				
c				
d				
e				
f				
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 13,350.			13,350.
b			
c			
d			
e			
f			
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			13,350.
b			
c			
d			
e			
f			
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	<34,090.>
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

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	9,725.	0.	9,725.	9,725.		
WELLS FARGO ADVISORS - A/C #6469	27,377.	0.	27,377.	27,377.		
WELLS FARGO ADVISORS - A/C #7759	79,555.	754.	78,801.	78,801.		
WELLS FARGO ADVISORS - A/C #9673	71,390.	2,160.	69,230.	69,230.		
WELLS FARGO ADVISORS - A/C #9677	9,702.	110.	9,592.	9,592.		
WELLS FARGO ADVISORS - A/C #9683	14,544.	10,326.	4,218.	4,218.		
WELLS FARGO ADVISORS - A/C #9685	32,811.	0.	32,811.	32,811.		
TO PART I, LINE 4	245,104.	13,350.	231,754.	231,754.		

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	50,403.	50,403.			0.
TO FORM 990-PF, PG 1, LN 16C	50,403.	50,403.			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 WITHHELD ON DIVIDENDS	7,152.	7,152.			0.
FEDERAL EXCISE TAXES PAID IN 2015 FOR 2014	735.	0.			0.
FEDERAL EXCISE TAXES PAID IN 2015 FOR 2015	9,320.	0.			0.
TO FORM 990-PF, PG 1, LN 18	17,207.	7,152.			0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	5
DESCRIPTION	AMOUNT				
UNREALIZED DEPRECIATION IN INVESTMENTS	718,398.				
TOTAL TO FORM 990-PF, PART III, LINE 5	718,398.				

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MARKETABLE SECURITIES	FMV	0.	7,812,219.	
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	7,812,219.	

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
UNREALIZED GAINS (LOSSES)	<807,262.>	<718,398.>	0.	
TO FORM 990-PF, PART II, LINE 15	<807,262.>	<718,398.>	0.	

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Proceeds from Broker and Barter Exchange Transactions

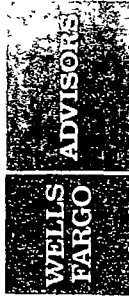
Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ISHARES MSCI EAFE INDEX CUSIP 464287465	7403 00000	12/23/2014	02/03/2015	463,381.27	458,422.63		0.00	4,958.64	
	466 00000	12/31/2014	02/03/2015	29,168.68	28,514.49		0.00	654.19	
Subtotals	7869.00000			\$492,549.95	\$486,937.12		\$0.00	\$5,612.83	
SOUTH32 LTD ADR W/I SPONSORED CUSIP 84473L105	0 80000	05/29/2015	05/29/2015	6.61	7.20		0.00	-0.59	Cash in Lieu
TALISMAN ENERGY INC CUSIP 87425E103	1404 00000	02/03/2015	03/03/2015	10,876.17	10,772.89		0.00	103.28	
Totals				\$503,432.73	\$497,717.21		\$0.00	\$5,715.52	



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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount (Box 1i)	Additional Information
MANULIFE FINL CORP CUSIP 56501R106	90.00000	11/29/2011	02/03/2015	1,505.67	961.20		0.00	544.47	
PARAGON OFFSHORE LTD CUSIP G6S01W108	0.64101	12/27/2013	09/18/2015	0.16	8.74		0.00	-8.58	
	0.49313	07/14/2014	09/18/2015	0.14	5.86		0.00	-5.72	
Subtotals	1.13414			\$0.30	\$14.60		\$0.00	(\$14.30)	
Totals				\$1,505.97	\$975.80		\$0.00	\$530.17	

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Proceeds from Broker and Barter Exchange Transactions continued

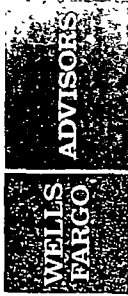
Long Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description (Box 1a) CUSIP	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
AXA-ADR CUSIP 054536107	174 00000	03/16/2009	02/03/2015	4,211 58	1,784 51		0 00	2,427 07	
BROOKFIELD ASSET MANGMNT CLASS A CUSIP 112585104	136 00000	03/22/2006	02/03/2015	7,120 80	3,270 79		0 00	3,850 01	
CANADIAN NATLRY CO CUSIP 136375102	10 00000	03/22/2006	02/03/2015	684 99	233 13		0 00	451 86	
NOVARTIS AG SPON ADR CUSIP 66987V109	110 00000	03/22/2006	02/03/2015	10,641 31	6,188 60		0 00	4,452 71	
POTASH CORP OF SASKATCHEWAN INC CUSIP 73755L107	144 00000	03/22/2006	02/03/2015	5,348 63	1,377 12		0 00	3,971 51	
YARA INTERNATIONAL ASA CUSIP 984851204	20 00000	03/22/2006	02/03/2015	1,033 98	321 00		0 00	712 98	
ALLEGION PLC CUSIP G0176J109	50 00000	03/22/2006	02/03/2015	2,739 94	1,265 14		0 00	1,474 80	Original Basis 1,306 75
INGERSOLL-RAND PLC SHARES CUSIP G47791101	42 00000 15 00000	07/16/2002 03/22/2006	02/03/2015 02/03/2015	2,816 04 1,005 73	655 84 492 22		0 00 0 00	2,160 20 513 51	Original Basis 508 33
Subtotals	57.00000			\$3,821.77	\$1,148.06		\$0.00	\$2,673.71	
PARTNERRE LTD CUSIP G6852T105	41 00000	03/22/2006	02/03/2015	4,699 73	2,530 56		0 00	2,169 17	



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Proceeds from Broker and Barter Exchange Transactions continued

Long Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code	Adjustments	Gain/Loss Amount	Additional Information
PARAGON OFFSHORE LTD CUSIP G6S01W108	0.31384 0.55202 0.86586	01/22/2004 03/22/2006	09/18/2015 09/18/2015	0.08 0.14 \$0.22	2.11 7.66 \$9.77		0.00 0.00 \$0.00	-2.03 -7.52 (\$9.55)	
Totals				\$40,302.95	\$18,128.68		\$0.00	\$22,174.27	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount. For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss or Cost columns. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss. Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

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FLEMING FOUNDATION
CC

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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
BRANDES INVT TR *	283 39200	12/08/2014	09/28/2015	1,711 68	2,476 85		0.00	-765 17	
EMERGING MKTS VALUE FD	236 17500	12/08/2014	09/28/2015	1,426 50	2,064 17		0.00	-637 67	
CUSIP 105262752	3 64400	01/02/2015	09/28/2015	22 01	29 52		0.00	-7 51	
	0 42100	04/01/2015	09/28/2015	2 54	3 21		0.00	-0 67	
	2 32800	07/01/2015	09/28/2015	14 07	17 90		0.00	-3 83	
Subtotals	525.96000			\$3,176.80	\$4,591.65		\$0.00	(\$1,414.85)	
MATTHEWS INTL FD *	242 39200	12/12/2014	09/28/2015	3,948 56	4,350 94		0.00	-402 38	
ASIAN GRWOTH & INCOME FD	110 51300	12/12/2014	09/28/2015	1,800 25	1,983 71		0.00	-183 46	
CUSIP 577130206	4 06700	06/19/2015	09/28/2015	66 26	75 61		0.00	-9 35	
Subtotals	356.97200			\$5,815.07	\$6,410.26		\$0.00	(\$595.19)	
Totals				\$8,991.87	\$11,001.91		\$0.00	(\$2,010.04)	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount
For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss or Cost columns. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss
Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A



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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount (Box 1i)	Additional Information
ALLSCRIPTS HEALTHCARE SOLUTIONS INC CUSIP 01988P108	318 00000	10/06/2014	06/18/2015	4,563 38	4,359 72		0 00	203 66	
ALSTOM SA-UNSPON ADR CUSIP 021244207	888 00000	03/07/2014	03/05/2015	2,820 59	2,388 16		0 00	432 43	
BEST BUY CO INC CUSIP 086516101	50 00000 16 00000	01/16/2014 01/31/2014	01/09/2015 01/09/2015	1,875 93 600 31	1,359 57 379 18		0 00 0 00	516 36 221 13	
Subtotals	66.00000			\$2,476.24	\$1,738.75		\$0.00	\$737.49	
DSW INC CLASS A CUSIP 23334L102	136 00000 48 00000 89 00000	06/26/2014 06/26/2014 06/30/2014	03/24/2015 04/27/2015 04/27/2015	5,117 88 1,853 24 3,436 24	3,755 88 1,325 60 2,490 05		0 00 0 00 0 00	1,362 00 527 64 946 19	
Subtotals	273.00000			\$10,407.36	\$7,571.53		\$0.00	\$2,835.83	
FIRST SOLAR INC CUSIP 336433107	51 00000 47 00000	01/07/2015 01/07/2015	10/30/2015 12/22/2015	2,884 36 3,030 97	2,132 96 1,965 66		0 00 0 00	751 40 1,065 31	
Subtotals	98.00000			\$5,915.33	\$4,098.62		\$0.00	\$1,816.71	
FIRSTENERGY CORP CUSIP 337932107	90 00000	03/19/2014	01/20/2015	3,649 58	2,863 50		0 00	786 08	
GOODYEAR TIRE & RUBBER CUSIP 382550101	34 00000	08/28/2014	06/04/2015	1,075 64	875 72		0 00	199 92	





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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
IMPALA PLATINUM SPON ADR CUSIP: 452553308	80 00000	01/27/2015	03/27/2015	399 08	538 70		0 00	-139 62	
	605 00000	01/27/2015	03/30/2015	2,883 25	4,073 88		0 00	-1,190 63	
	60 00000	01/27/2015	04/02/2015	291 29	404 02		0 00	-112 73	
Subtotals	745.00000			\$3,573.62	\$5,016.60		\$0.00	(\$1,442.98)	
INFOBLOX INC CUSIP: 45672H104	161 00000	07/25/2014	01/22/2015	3,107 23	1,973 40		0 00	1,133 83	
	56 00000	07/25/2014	06/17/2015	1,522 06	686 40		0 00	835 66	
Subtotals	217.00000			\$4,629.29	\$2,659.80		\$0.00	\$1,969.49	
IPSEN S A SPONSORED ADR CUSIP: 462629205	125 00000	08/15/2014	07/21/2015	1,923 01	1,342 69		0 00	580 32	
	176 00000	08/15/2014	07/29/2015	2,763 00	1,890 49		0 00	872 51	
	125 00000	08/15/2014	07/31/2015	2,057 75	1,342 68		0 00	715 07	
	37 00000	08/15/2014	07/31/2015	597 72	397 43		0 00	200 29	
Subtotals	463.00000			\$7,341.48	\$4,973.29		\$0.00	\$2,368.19	
ISHARES ETF RUSSELL 2000 VALUE CUSIP: 464287630	600 00000	12/26/2014	01/27/2015	59,818 37	61,444 51		0 00	-1,626 14	
KBR INC CUSIP: 48242W106	280 00000	01/27/2015	03/03/2015	4,469 24	4,664 80		0 00	-195 56	
	320 00000	01/27/2015	08/24/2015	5,412 20	5,331 20		0 00	81 00	
Subtotals	600.00000			\$9,881.44	\$9,996.00		\$0.00	(\$114.56)	
MAGNACHIP SEMICONDUCTOR CORP CUSIP: 55933J203	408 00000	06/02/2014	02/13/2015	2,796 59	4,971 72		0 00	-2,175 13	
	327 00000	08/25/2014	02/13/2015	2,241 40	3,896 07		0 00	-1,654 67	
Subtotals	735.00000			\$5,037.99	\$8,867.79		\$0.00	(\$3,829.80)	

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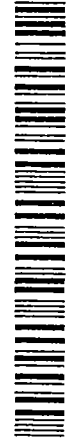
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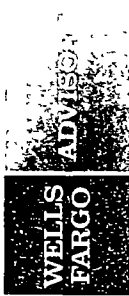
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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 4d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
MANPOWERGROUP INC CUSIP 56418H100	27 00000	11/20/2014	03/27/2015	2,280 86	1,795 98		0 00	484 88	
	29 00000	11/20/2014	06/29/2015	2,618 65	1,929 01		0 00	689 64	
Subtotals	56.00000			\$4,899.51	\$3,724.99		\$0.00	\$1,174.52	
MURRAY & ROBERTS HLDGS LTD-SPONSORED ADR CUSIP 626805204	1910 00000	01/27/2015	03/04/2015	2,646 06	3,240 47		0 00	-594 41	
OLD REPUBLIC INTL CORP CUSIP 680223104	123 00000	12/15/2014	10/26/2015	2,163 56	1,734 07		0 00	429 49	
	227 00000	12/15/2014	12/01/2015	4,309 50	3,200 27		0 00	1,109 23	
	89 00000	12/29/2014	12/01/2015	1,689 64	1,315 41		0 00	374 23	
Subtotals	439.00000			\$8,162.70	\$6,249.75		\$0.00	\$1,912.95	
PEABODY ENERGY CORP CUSIP 704549104	1020 00000	01/27/2015	02/13/2015	7,489 13	6,247 60		0 00	1,241 53	
REMY INTERNATIONAL INC CUSIP 75971M108	248 00000	06/17/2015	07/13/2015	7,216 66	5,288 62		0 00	1,928 04	
SILVER STANDARD RES INC CUSIP 82823L106	162 00000	01/27/2015	08/31/2015	1,051 62	1,084 43		0 00	-29 81	
	425 00000	01/27/2015	09/18/2015	2,984 18	2,844 95		0 00	139 23	
	538 00000	01/27/2015	10/23/2015	4,043 68	3,601 37		0 00	442 31	
Subtotals	1125.00000			\$8,082.48	\$7,530.75		\$0.00	\$551.73	
SUPERIOR ENERGY SVCS INC CUSIP 868157108	183 00000	01/27/2015	05/01/2015	4,811 84	3,621 98		0 00	1,189 86	





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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
TATE & LYLE PLC SPONSORED ADR CUSIP 876570607	60 00000	02/19/2015	08/27/2015	1,934.14	2,176.50		0.00	-242.36	
TYSON FOODS INC CL A CUSIP 902494103	62 00000	12/18/2014	12/09/2015	3,277.88	2,429.50		0.00	848.38	
Totals				\$169,710.71	\$157,364.15		\$0.00	\$12,346.56	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
AEON N V ORD AMER REG CUSIP 007924103	377 00000	05/10/2013	05/28/2015	2,902.42	2,466.48		0.00	435.94	
	40 00000	05/14/2013	05/28/2015	307.95	260.33		0.00	47.62	
	347 00000	05/15/2013	05/28/2015	2,671.47	2,249.29		0.00	422.18	
	269 00000	05/17/2013	05/28/2015	2,073.95	1,712.50		0.00	361.45	
	91 00000	05/17/2013	05/28/2015	700.59	579.33		0.00	121.26	
Subtotals	1124.00000			\$8,656.38	\$7,267.93		\$0.00	\$1,388.45	
AGRIUM INC CUSIP 008916108	25 00000	07/01/2013	02/26/2015	2,864.22	2,178.43		0.00	685.79	
	27 00000	07/02/2013	02/26/2015	3,093.36	2,365.07		0.00	728.29	
	21 00000	07/09/2013	02/26/2015	2,405.95	1,924.98		0.00	480.97	
Subtotals	73.00000			\$8,363.53	\$6,468.48		\$0.00	\$1,895.05	
ALSTOM SA-UNSPON ADR CUSIP 021244207	253 00000	06/03/2013	03/05/2015	803.61	947.02		0.00	-143.41	
	459 00000	06/21/2013	03/05/2015	1,457.94	1,532.82		0.00	-74.88	
Subtotals	712.00000			\$2,261.55	\$2,479.84		\$0.00	(\$218.29)	
CBIZ INC CUSIP 124805102	83 00000	02/18/2011	10/02/2015	842.86	582.36		0.00	260.50	
	98 00000	05/08/2012	10/02/2015	995.19	582.17		0.00	413.02	
Subtotals	181.00000			\$1,838.05	\$1,164.53		\$0.00	\$673.52	
CRESUD S A SPONSORED ADR CUSIP 226406106	199 00000	12/27/2013	11/20/2015	2,228.77	1,993.83		0.00	234.94	
DEAN FOODS CO NEW CUSIP 242370203	134 00000	11/07/2013	01/21/2015	2,555.38	2,594.00		0.00	-37.62	
	25 00000	11/07/2013	02/04/2015	435.50	483.95		0.00	-48.45	
	43 00000	11/26/2013	02/04/2015	749.07	781.84		0.00	-32.77	
	139 00000	11/26/2013	05/19/2015	2,613.15	2,527.32		0.00	85.83	
	10 00000	11/26/2013	11/23/2015	183.44	181.82		0.00	6.62	



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FLEMING FOUNDATION
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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
DEAN FOODS CO NEW CUSIP 242370203	161 00000	12/23/2013	11/23/2015	3,034 00	2,735 48		0 00	298 52	
Subtotals	512.00000			\$9,576.54	\$9,304.41		\$0.00	\$272.13	
IMPAX LABORATORIES INC CUSIP 45256B101	57 00000	07/17/2013	01/08/2015	1,996 27	1,153 17		0 00	843 10	
	3 00000	07/18/2013	01/08/2015	105 07	60 65		0 00	44 42	
	27 00000	07/18/2013	03/19/2015	1,262 65	545 82		0 00	716 83	
	36 00000	08/07/2013	03/19/2015	1,683 55	748 17		0 00	935 38	
Subtotals	123.00000			\$5,047.54	\$2,507.81		\$0.00	\$2,539.73	
INGRAM MICRO INC CL A CUSIP 457153104	88 00000	02/18/2011	09/30/2015	2,387 39	1,804 88		0 00	582 51	
	22 00000	05/27/2011	09/30/2015	596 85	410 20		0 00	186 65	
	49 00000	05/27/2011	11/25/2015	1,518 48	913 62		0 00	604 86	
Subtotals	159.00000			\$4,502.72	\$3,128.70		\$0.00	\$1,374.02	
INGREDION INCORPORATED CUSIP 457187102	53 00000	08/26/2013	10/26/2015	4,932 13	3,335 76		0 00	1,596 37	
	60 00000	08/26/2013	12/08/2015	5,817 50	3,776 33		0 00	2,041 17	
Subtotals	113.00000			\$10,749.63	\$7,112.09		\$0.00	\$3,637.54	
KB FINANCIAL GROUP INC ADR CUSIP 48241A105	35 00000	12/05/2012	10/08/2015	1,045 71	1,155 57		0 00	-109 86	
	73 00000	02/06/2013	10/08/2015	2,181 07	2,526 30		0 00	-345 23	
	82 00000	05/22/2013	10/08/2015	2,449 97	2,744 99		0 00	-295 02	
Subtotals	190.00000			\$5,676.75	\$6,426.86		\$0.00	(\$750.11)	
SKYWEST INC CUSIP 830879102	98 00000	08/12/2011	10/12/2015	1,854 31	1,237 64		0 00	616 67	
	67 00000	11/09/2011	10/12/2015	1,267 74	786 58		0 00	481 16	
	105 00000	04/27/2012	10/12/2015	1,986 78	911 79		0 00	1,074 99	
	55 00000	04/27/2012	12/02/2015	1,165 82	477 59		0 00	688 23	

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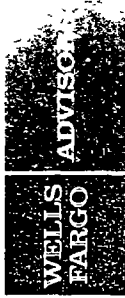
FLEMING FOUNDATION
TRDW SMID

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
SKYWEST INC CUSIP 830879102	103.00000	05/04/2012	12/02/2015	2,183.27	921.01		0.00	1,262.26	
	4.00000	06/25/2012	12/02/2015	84.79	26.93		0.00	57.86	
Subtotals	432.00000			\$8,542.71	\$4,361.54		\$0.00	\$4,181.17	
SYKES ENTERPRISES INC CUSIP 871237103	45.00000	06/20/2013	08/12/2015	1,129.92	706.27		0.00	423.65	
	5.00000	06/20/2013	08/13/2015	150.00	94.16		0.00	55.84	
	55.00000	06/27/2013	08/13/2015	1,375.09	880.77		0.00	494.32	
	75.00000	06/27/2013	08/21/2015	1,864.30	1,201.05		0.00	663.25	
	33.00000	03/27/2014	08/21/2015	820.30	651.19		0.00	169.11	
	140.00000	03/27/2014	09/29/2015	3,510.57	2,762.61		0.00	747.96	
	44.00000	03/27/2014	09/30/2015	1,112.75	868.24		0.00	244.51	
	19.00000	03/28/2014	09/30/2015	480.51	375.25		0.00	105.26	
Subtotals	417.00000			\$10,443.44	\$7,539.54		\$0.00	\$2,903.90	
TNT EXPRESS NV ADR CUSIP 87262N109	653.00000	01/23/2013	04/08/2015	5,403.48	4,780.16		0.00	623.32	
TECH DATA CORP CUSIP 878237106	30.00000	10/19/2012	09/16/2015	2,126.00	1,326.12		0.00	799.88	
	3.00000	10/23/2012	09/16/2015	212.61	131.81		0.00	80.80	
	48.00000	10/23/2012	10/16/2015	3,468.29	2,108.94		0.00	1,359.35	
	34.00000	02/13/2013	10/16/2015	2,456.71	1,775.88		0.00	680.83	
	8.00000	03/26/2013	10/16/2015	578.05	363.52		0.00	214.53	
Subtotals	123.00000			\$8,841.66	\$5,706.27		\$0.00	\$3,135.39	
BUNGE LTD CUSIP G16962105	27.00000	02/08/2013	01/21/2015	2,457.07	1,986.47		0.00	470.60	
	30.00000	02/26/2013	02/10/2015	2,714.58	2,171.66		0.00	542.92	
	8.00000	03/08/2013	02/10/2015	723.90	602.98		0.00	120.92	
Subtotals	65.00000			\$5,895.55	\$4,761.11		\$0.00	\$1,134.44	



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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ENDURANCE SPECIALTY HLDG CUSIP G30397106	15 00000	06/03/2011	01/27/2015	924 87	597 91		0 00	326 96	
	10 00000	06/08/2011	01/27/2015	616 58	404 82		0 00	211 76	
	20 00000	06/09/2011	01/27/2015	1,233 18	812 68		0 00	420 50	
	15 00000	06/09/2011	08/04/2015	1,036 02	609 51		0 00	426 51	
	22 00000	12/09/2011	08/04/2015	1,519 50	814 00		0 00	705 50	
Subtotals	82.00000			\$5,330.15	\$3,238.92		\$0.00	\$2,091.23	
FRESH DEL MONTE PRODUCE INC CUSIP G36738105	35 00000	11/07/2013	03/26/2015	1,337 04	944 61		0 00	392 43	
	29 00000	11/07/2013	11/05/2015	1,296 20	782 67		0 00	513 53	
	16 00000	04/11/2014	11/05/2015	715 15	424 30		0 00	290 85	
	87 00000	04/11/2014	11/06/2015	3,836 44	2,307 13		0 00	1,529 31	
Subtotals	167.00000			\$7,184.83	\$4,458.71		\$0.00	\$2,726.12	
Totals				\$110,543.28	\$82,700.73		\$0.00	\$27,842.55	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount.
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2015 Year-End Account Summary

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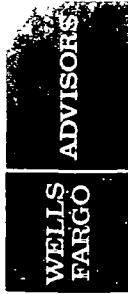
FLEMING FOUNDATION
UNMANAGED

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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
KINDER MORGAN INC DEL CUSIP 494568101	700 00000	07/29/2015	12/29/2015	10,469 57	24,294 65		0 00	-13,825 08	
	400 00000	07/29/2015	12/29/2015	5,982 62	13,883 93		0 00	-7,901 31	
	300 00000	07/29/2015	12/29/2015	4,486 97	10,419 52		0 00	-5,932 55	
Subtotals	1400 00000			\$20,939.16	\$48,598.10		\$0.00	(\$27,658.94)	
MEDLEY MANAGEMENT INC-A CUSIP 58503T106	1097 00000	07/29/2015	12/29/2015	6,902 26	10,530 93		0 00	-3,628 67	
	1000 00000	07/29/2015	12/29/2015	6,291 95	9,613 00		0 00	-3,321 05	
	700 00000	07/29/2015	12/29/2015	4,404 36	6,756 02		0 00	-2,351 66	
	700 00000	07/29/2015	12/29/2015	4,404 36	6,752 27		0 00	-2,347 91	
	653 00000	07/29/2015	12/29/2015	4,108 65	6,183 19		0 00	-2,074 54	
	347 00000	07/29/2015	12/29/2015	2,183 31	3,431 17		0 00	-1,247 86	
	200 00000	07/29/2015	12/29/2015	1,258 39	1,921 96		0 00	-663 57	
	100 00000	07/29/2015	12/29/2015	632 54	969 00		0 00	-336 46	
	100 00000	07/29/2015	12/29/2015	632 54	968 00		0 00	-335 46	
	100 00000	07/29/2015	12/29/2015	632 54	962 98		0 00	-330 44	
	100 00000	07/29/2015	12/29/2015	632 53	961 98		0 00	-329 45	
	100 00000	07/29/2015	12/29/2015	632 53	959 98		0 00	-327 45	
	100 00000	07/29/2015	12/29/2015	632 53	956 98		0 00	-324 45	
	100 00000	07/29/2015	12/29/2015	632 53	955 98		0 00	-323 45	
	100 00000	07/29/2015	12/29/2015	632 53	951 98		0 00	-319 45	
	100 00000	07/29/2015	12/29/2015	632 53	950 98		0 00	-318 45	
	61 00000	07/29/2015	12/29/2015	385 84	586 21		0 00	-200 37	
	39 00000	07/29/2015	12/29/2015	246 70	375 18		0 00	-128 48	



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FLEMING FOUNDATION
UNMANAGED

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
MEDLEY MANAGEMENT INC-A CUSIP 58503T106	3 00000	07/29/2015	12/29/2015	18 88	28 71		0 00	-9 83	
Subtotals	5700.00000			\$35,897.50	\$54,816.50		\$0.00	(\$18,919.00)	
RMR GRP INC/THE CUSIP 74967R106	0 52000	12/15/2015	12/15/2015	7 07	6 18		0 00	0 89	Cash in Lieu
Totals				\$56,843.73	\$103,420.78		\$0.00	(\$46,577.05)	

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FLEMING FOUNDATION
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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
VANGUARD WHITEHALL FDS HIGH DIVIDEND YIELD CUSIP 921946406	1960 00000	07/10/2014	09/28/2015	121,900.76	130,079.40		0.00	-8,178.64	
Totals				\$121,900.76	\$130,079.40		\$0.00	(\$8,178.64)	

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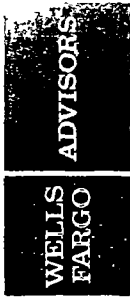
FLEMING FOUNDATION
FED ACV

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Proceeds from Broker and Baiter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
BP PLC SPONS ADR CUSIP 055622104	1376 00000	02/02/2015	12/24/2015	44,276 25	54,228 16		0 00	-9,951 91	
	339 00000	06/25/2015	12/24/2015	10,908 18	14,243 60		0 00	-3,335 42	
Subtotals	1715 00000			\$55,184.43	\$68,471.76		\$0.00	(\$13,287.33)	
CARE CAP PPTYS INC CUSIP 141624106	1 50000	11/04/2014	08/26/2015	46 67	53 37		0 00	-6 70	
	1 75000	02/02/2015	08/26/2015	54 45	71 50		0 00	-17 05	
Subtotals	3.25000			\$101.12	\$124.87		\$0.00	(\$23.75)	
ISHARES SELECT ETF DIVIDEND CUSIP 464287168	5818 00000	12/23/2014	02/02/2015	460,892 35	468,835 12		0 00	-7,942 77	
	448 00000	12/31/2014	02/02/2015	35,489 83	36,046 08		0 00	-556 25	
Subtotals	6266 00000			\$496,382.18	\$504,881.20		\$0.00	(\$8,499.02)	
KINDER MORGAN INC DEL CUSIP 494568101	3 00000	08/18/2014	02/02/2015	123 69	123 30		0 00	0 39	
	640 00000	09/25/2015	12/08/2015	9,965 00	18,884 10		0 00	-8,919 10	
Subtotals	643 00000			\$10,088.69	\$19,007.40		\$0.00	(\$8,918.71)	
KRAFT FOODS GROUP CHG CUSIP 50076Q106	341 00000	07/14/2014	07/06/2015	26,128 92	20,502 42		0 00	5,626 50	Merger
	20 00000	11/04/2014	07/06/2015	1,475 12	1,145 12		0 00	330 00	Merger
	2 00000	02/02/2015	07/06/2015	163 92	130 92		0 00	33 00	Merger
Subtotals	363 00000			\$27,767.96	\$21,778.46		\$0.00	\$5,989.50	



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FLEMING FOUNDATION
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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ROYAL DUTCH SHELL PLC ADR B CUSIP 780259107	881 00000	02/02/2015	12/24/2015	41,151 06	57,425 52		0 00	-16,274 46	
SANOFLADR CUSIP 80105N105	4 00000	01/06/2015	02/02/2015	185 52	180 23		0 00	5 29	
SENIOR HOUSING PROP TR REIT CUSIP 81721M109	528 00000 529 00000	02/02/2015 02/02/2015	06/09/2015 06/10/2015	9,775 90 9,534 62	12,031 56 12,054 32		0 00 0 00	-2,255 66 -2,519 70	Original Basis Original Basis
Subtotals	1057.00000			\$19,310.52	\$24,085.88		\$0.00	(\$4,775.36)	
TALEN ENERGY CORP W/I CUSIP 87422J105	0 13438 45 33136	07/14/2014 07/14/2014	06/01/2015 06/09/2015	2 51 840 03	2 47 833 16		0 00 0 00	0 04 6 87	Cash in Lieu
Subtotals	45.46574			\$842.54	\$835.63		\$0.00	\$6.91	
TOTAL S.A. SPONS ADR CUSIP 89151E109	326 00000	02/02/2015	08/26/2015	13,538 03	17,372 76		0 00	-3,834 73	
WILLIAMS COMPANIES INC CUSIP 969457100	299 00000	02/02/2015	06/25/2015	16,658 52	13,197 86		0 00	3,460 66	
Totals				\$681,210.57	\$727,361.57		\$0.00	(\$46,151.00)	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ALTRIA GROUP INC CUSIP 02209S103	195 00000	12/05/2011	01/16/2015	10,280 62	5,511 72		0 00	4,768 90	
	8 00000	12/05/2011	02/02/2015	426 63	226 13		0 00	200 50	
Subtotals	203.00000			\$10,707.25	\$5,737.85		\$0.00	\$4,969.40	
AMERICAN ELECTRIC POWER INC CUSIP 025537101	2 00000	05/22/2012	02/02/2015	126 54	76 16		0 00	50 38	
BCE INC CUSIP 05534B760	5 00000	12/05/2011	02/02/2015	232 79	197 02		0 00	35 77	
CARE CAP PPTYS INC CUSIP 141624106	50 75000	09/13/2013	08/26/2015	1,578 89	1,614 94		0 00	-36 05	
	0 25000	09/17/2013	08/26/2015	7 77	8 15		0 00	-0 38	
	28 00000	01/08/2014	08/26/2015	871 11	841 73		0 00	29 38	
	31 25000	04/29/2014	08/26/2015	972 22	1,066 37		0 00	-94 15	
	36 50000	07/14/2014	08/26/2015	1,135 56	1,214 68		0 00	-79 12	
Subtotals	146.75000			\$4,565.55	\$4,745.87		\$0.00	(\$180.32)	
CHEVRON CORPORATION CUSIP 166764100	10 00000	12/05/2011	02/02/2015	1,042 78	1,027 70		0 00	15 08	
CONOCOPHILLIPS CUSIP 20825C104	1 00000	12/05/2011	01/06/2015	63 34	56 12		0 00	7 22	
	120 00000	05/04/2012	01/06/2015	7,601 25	6,371 76		0 00	1,229 49	
	98 00000	05/22/2012	01/06/2015	6,207 69	5,125 39		0 00	1,082 30	
	24 00000	06/25/2012	01/06/2015	1,520 25	1,258 54		0 00	261 71	
	57 00000	08/10/2012	01/06/2015	3,610 59	3,249 15		0 00	361 44	
	118 00000	06/04/2013	01/06/2015	7,474 58	7,311 98		0 00	162 60	
	4 00000	09/17/2013	01/06/2015	253 37	278 76		0 00	-25 39	
	5 00000	12/27/2013	01/06/2015	316 73	351 50		0 00	-34 77	
Subtotals	427.00000			\$27,047.80	\$24,003.20		\$0.00	\$3,044.60	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
DOMINION RES INC VA NEW CUSIP 25746U109	6 00000	12/05/2011	02/02/2015	466 07	302 68		0 00	163 39	
KIMBERLY-CLARK CORP CUSIP 494368103	4 00000	12/05/2011	02/02/2015	436 35	270 01		0 00	166 34	
KINDER MORGAN INC DEL CUSIP 49456B101	467 00000	08/18/2014	12/08/2015	7,271 33	19,193 18		0 00	-11,921 85	
KRAFT HEINZ CO CUSIP 500754106	132 00000	10/11/2012	09/25/2015	9,667 00	6,135 68		0 00	3,531 32	
KRAFT FOODS GROUP CHG CUSIP 50076Q106	210 00000	10/11/2012	07/06/2015	13,226 30	9,761 30		0 00	3,465 00	Merger
	289 00000	10/12/2012	07/06/2015	18,206 34	13,437 84		0 00	4,768 50	Merger
	225 00000	12/05/2012	07/06/2015	14,107 61	10,395 11		0 00	3,712 50	Merger
	236 00000	05/07/2013	07/06/2015	16,692 09	12,798 09		0 00	3,894 00	Merger
	17 00000	09/17/2013	07/06/2015	1,214 42	933 92		0 00	280 50	Merger
	5 00000	12/27/2013	07/06/2015	351 25	268 75		0 00	82 50	Merger
Subtotals	982.00000			\$63,798.01	\$47,595.01		\$0.00	\$16,203.00	
PPL CORPORATION CUSIP 69351T106	4 00000	12/05/2011	02/02/2015	142 74	118 83		0 00	23 91	
PEPSICO INCORPORATED CUSIP 713448108	2 00000	12/05/2011	02/02/2015	188 58	128 53		0 00	60 05	
PROCTER & GAMBLE CO CUSIP 742718109	1 00000	12/05/2011	02/02/2015	84 47	64 57		0 00	19 90	
REYNOLDS AMERICAN INC CUSIP 761713106	498 00000	12/05/2011	09/25/2015	21,464 16	10,292 78		0 00	11,171 38	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ROYAL DUTCH SHELL PLC ADR B CUSIP: 780259107	6 00000 25 00000	06/25/2012 09/17/2013	12/24/2015 12/24/2015	280 25 1,167 74	402 25 1,708 90		0 00 0 00	-122 00 -541 16	
Subtotals	31.00000			\$1,447.99	\$2,111.15		\$0.00	(\$663.16)	
TALEN ENERGY CORP W/I CUSIP: 87422J105	0 28352 0 00332 0 07272 0 00406 95 64418 1 12083 24 53373 1 36990	12/05/2011 06/25/2012 02/19/2013 12/27/2013 12/05/2011 06/25/2012 02/19/2013 12/27/2013	06/01/2015 06/01/2015 06/01/2015 06/01/2015 06/09/2015 06/09/2015 06/09/2015 06/09/2015	5 30 0 06 1 36 0 08 1,772 32 20 76 454 62 25 38	4 63 0 05 1 22 0 07 1,560 44 16 85 410 94 22 41		0 00 0 00 0 00 0 00 0 00 0 00 0 00 0 00	0 67 0 01 0 14 0 01 211 88 3 91 43 68 2 97	Cash in Lieu Cash in Lieu Cash in Lieu Cash in Lieu
Subtotals	123.03226			\$2,279.88	\$2,016.61		\$0.00	\$263.27	
TOTAL S.A. SPONS ADR CUSIP: 89151E109	583 00000 6 00000 197 00000 113 00000 899.00000	12/05/2011 06/25/2012 08/10/2012 10/24/2012	08/26/2015 08/26/2015 08/26/2015 08/26/2015	24,210 60 249 16 8,180 94 4,692 62 \$37,333.32	30,167 91 252 96 9,635 84 5,674 97 \$45,731.68		0 00 0 00 0 00 0 00 \$0.00	-5,957 31 -3 80 -1,454 90 -982 35 (\$8,398.36)	
WILLIAMS COMPANIES INC CUSIP: 969457100	552 00000 166 00000 131 00000 849.00000	12/05/2013 01/08/2014 04/29/2014	06/25/2015 06/25/2015 06/25/2015	30,754 16 9,248 53 7,298 54 \$47,301.23	20,034 17 6,496 64 5,523 46 \$32,054.27		0 00 0 00 0 00 \$0.00	10,719 99 2,751 89 1,775 08 \$15,246.96	
Subtotals	849.00000			\$47,301.23	\$32,054.27		\$0.00	\$15,246.96	
Totals				\$235,603.84	\$201,802.78		\$0.00	\$33,801.06	



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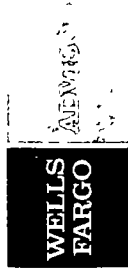
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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
AU OPTRONICS CORP-ADR CUSIP 002255107	41 00000	01/20/2015	10/05/2015	126 70	237 12		0 00	-110 42	
	23 00000	01/20/2015	10/05/2015	71 08	133 06		0 00	-61 98	
	62 00000	01/21/2015	10/05/2015	191 60	348 89		0 00	-157 29	
	33 00000	01/23/2015	10/05/2015	101 98	187 60		0 00	-85 62	
	115 00000	01/26/2015	10/05/2015	355 41	680 95		0 00	-325 54	
	37 00000	01/26/2015	10/05/2015	114 35	219 12		0 00	-104 77	
	58 00000	01/27/2015	10/05/2015	179 25	340 09		0 00	-160 84	
	30 00000	01/28/2015	10/05/2015	92 72	176 07		0 00	-83 35	
	137 00000	01/28/2015	10/07/2015	423 34	804 00		0 00	-380 66	
	6 00000	01/28/2015	10/07/2015	18 54	35 52		0 00	-16 98	
	116 00000	01/29/2015	10/07/2015	358 45	674 32		0 00	-315 87	
	314 00000	01/29/2015	10/21/2015	937 18	1,825 31		0 00	-888 13	
	10 00000	01/29/2015	10/21/2015	29 84	57 76		0 00	-27 92	
	237 00000	01/30/2015	10/21/2015	707 37	1,324 93		0 00	-617 56	
	477 00000	01/30/2015	10/22/2015	1,421 85	2,666 62		0 00	-1,244 77	
	193 00000	02/02/2015	10/22/2015	575 31	1,041 78		0 00	-466 47	
	185 00000	02/02/2015	10/28/2015	551 49	998 59		0 00	-447 10	
	311 00000	02/03/2015	10/28/2015	927 10	1,707 61		0 00	-780 51	
	109 00000	02/04/2015	10/28/2015	324 93	599 76		0 00	-274 83	
	21 00000	02/05/2015	10/28/2015	62 60	116 11		0 00	-53 51	
	35 00000	02/06/2015	10/28/2015	104 35	194 44		0 00	-90 09	
	137 00000	02/06/2015	11/02/2015	406 88	761 09		0 00	-354 21	
	130 00000	02/09/2015	11/02/2015	386 10	719 24		0 00	-333 14	





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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
AU OPTRONICS CORP-ADR CUSIP 002255107	52 00000	02/09/2015	11/04/2015	154 44	287 69		0 00	-133 25	
	217 00000	02/10/2015	11/04/2015	644 53	1,172.28		0 00	-527 75	
Subtotals	3086.00000			\$9,267.39	\$17,309.95		\$0.00	(\$8,042.56)	
BARCLAYS PLC ADR CUSIP 06738E204	200 00000	07/14/2014	05/08/2015	3,201.55	2,885 12		0 00	316 43	
BEACH ENERGY LTD UNSPONSORED ADR CUSIP 073333106	55 00000	01/23/2015	08/13/2015	686.36	836 55		0 00	-150.19	
	14 00000	01/23/2015	08/14/2015	170 51	212 94		0 00	-42 43	
	24 00000	01/23/2015	08/17/2015	286 24	365 04		0 00	-78 80	
	24 00000	01/23/2015	08/18/2015	271 98	365 04		0 00	-93 06	
	7 00000	01/23/2015	08/20/2015	75 62	106 47		0 00	-30 85	
	6 00000	01/23/2015	08/21/2015	62 28	91 26		0 00	-28 98	
	14 00000	01/23/2015	08/25/2015	136 68	212 94		0 00	-76 26	
	8 00000	01/23/2015	08/26/2015	75 24	121 68		0 00	-46 44	
	8 00000	01/23/2015	08/27/2015	75 74	121 68		0 00	-45 94	
	8 00000	01/23/2015	08/28/2015	80 79	121 68		0 00	-40 89	
	13 00000	01/23/2015	08/31/2015	126 35	197 73		0 00	-71 38	
	9 00000	01/23/2015	09/01/2015	84 23	136 89		0 00	-52 66	
	10 00000	01/23/2015	09/02/2015	87 26	152 10		0 00	-64 84	
	10 00000	01/23/2015	09/03/2015	86 90	152 10		0 00	-65 20	
	10 00000	01/23/2015	09/04/2015	85 43	152 10		0 00	-66 67	
	21 00000	01/23/2015	09/08/2015	173 45	319 41		0 00	-145 96	
	23 00000	01/23/2015	09/09/2015	196 53	349 83		0 00	-153 30	
	11 00000	01/23/2015	09/10/2015	91 85	167 31		0 00	-75 46	
	10 00000	01/23/2015	09/11/2015	81 57	152 10		0 00	-70 53	
	2 00000	01/23/2015	09/14/2015	15 60	30 42		0 00	-14 82	
	13 00000	01/23/2015	09/28/2015	93 65	197 73		0 00	-104 08	

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
BEACH ENERGY LTD UNSPONSORED ADR CUSIP 073333106	13 00000	01/23/2015	09/29/2015	85 91	197 73		0 00	-111.82	
	11 00000	01/23/2015	09/30/2015	71 56	167 31		0 00	-95 75	
	19 00000	01/23/2015	10/01/2015	125 55	288 99		0 00	-163 44	
	20 00000	01/23/2015	10/02/2015	126 05	304 20		0 00	-178 15	
	13 00000	01/23/2015	10/05/2015	86 49	197 73		0 00	-111 24	
	12 00000	01/23/2015	10/06/2015	82 32	182 52		0 00	-100 20	
	22 00000	01/23/2015	10/07/2015	163 21	334 62		0 00	-171 41	
	14 00000	01/23/2015	10/08/2015	104 95	212 94		0 00	-107 99	
	58 00000	01/23/2015	10/09/2015	490 03	882 18		0 00	-392 15	
	56 00000	01/23/2015	10/12/2015	492 37	851 76		0 00	-359 39	
	4 00000	01/23/2015	10/13/2015	35 20	60 84		0 00	-25 64	
Subtotals	542.00000			\$4,907.90	\$8,243.82		\$0.00	(\$3,335.92)	
CAPGEMINI SA - ADR CUSIP 139098107	13 00000	07/14/2014	02/27/2015	524 38	463 34		0 00	61 04	
	9 00000	07/14/2014	03/03/2015	367 09	320 77		0 00	46 32	
	6 00000	07/14/2014	03/05/2015	242 25	213 84		0 00	28 41	
Subtotals	28.00000			\$1,133.72	\$997.95		\$0.00	\$135.77	
CENTRICA PLC-SP ADR CUSIP 15639K300	55 00000	01/23/2015	08/26/2015	805 94	901 62		0 00	-95 68	
	25 00000	01/23/2015	08/27/2015	369 40	409 83		0 00	-40 43	
	124 00000	01/23/2015	08/28/2015	1,832 94	2,032 75		0 00	-199 81	
	31 00000	01/23/2015	09/01/2015	452 33	508 19		0 00	-55 86	
	27 00000	01/23/2015	09/02/2015	389 44	442 62		0 00	-53 18	
	55 00000	01/23/2015	09/03/2015	794 80	901 62		0 00	-106 82	
	14 00000	01/23/2015	09/04/2015	200 23	229 51		0 00	-29 28	
	27 00000	01/23/2015	09/08/2015	391 02	442 62		0 00	-51 60	
	17 00000	01/23/2015	09/09/2015	248 63	278 69		0 00	-30 06	





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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
CENTRICA PLC-SP ADR CUSIP 15639K300	3 00000	01/23/2015	09/10/2015	43 52	49 18		0 00	-5 66	
	7 00000	01/23/2015	09/14/2015	98 29	114 76		0 00	-16 47	
	56 00000	01/23/2015	09/15/2015	783 21	918 01		0 00	-134 80	
	25 00000	01/23/2015	09/16/2015	359 74	409 83		0 00	-50 09	
	48 00000	01/23/2015	09/17/2015	689 81	786 87		0 00	-97 06	
Subtotals	514.00000			\$7,459.30	\$8,426.10		\$0.00	(\$966.80)	
CHEUNG KONG HLDINGS ADR (HONG KONG) CUSIP 166744201	71 00000	10/20/2014	01/23/2015	1,331 58	1,191 50		0 00	140 08	
CHINA PETROLEUM & CHEM CORP CUSIP 16941R108	17 00000	01/23/2015	05/29/2015	1,491 52	1,396 55		0 00	94 97	
COMPANHIA PARANAENSE DE ENERGIA-COPEL SPONSORED CUSIP 20441B407	3 00000	01/23/2015	06/01/2015	31 36	37 05		0 00	-5 69	
	3 00000	01/23/2015	06/02/2015	31 69	37 05		0 00	-5 36	
	5 00000	01/23/2015	06/03/2015	53 49	61 75		0 00	-8 26	
	2 00000	01/23/2015	06/04/2015	21 26	24 70		0 00	-3 44	
	10 00000	01/23/2015	06/05/2015	103 83	123 50		0 00	-19 67	
	1 00000	01/23/2015	06/05/2015	10 37	12 35		0 00	-1 98	
	10 00000	01/23/2015	06/08/2015	105 14	123 50		0 00	-18 36	
	10 00000	01/23/2015	06/09/2015	106 93	123 50		0 00	-16 57	
	9 00000	01/23/2015	06/10/2015	96 19	111 15		0 00	-14 96	
	12 00000	01/23/2015	06/11/2015	126 82	148 20		0 00	-21 38	
	5 00000	01/23/2015	06/11/2015	52 28	61 75		0 00	-9 47	
	7 00000	01/23/2015	06/12/2015	73 49	86 45		0 00	-12 96	
	10 00000	01/23/2015	06/15/2015	104 74	123 50		0 00	-18 76	

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
COMPANHIA PARANAENSE DE ENERGIA-COPEL SPONSORED CUSIP 20441B407	20 00000 01/23/2015 06/16/2015			215 56	247 00		0 00	-31 44	
	10 00000 01/23/2015 06/17/2015			109 47	123 50		0 00	-14 03	
	33 00000 01/23/2015 06/18/2015			366 48	407 55		0 00	-41 07	
	33 00000 01/23/2015 06/19/2015			358 44	407 55		0 00	-49 11	
Subtotals	183.00000			\$1,967.54	\$2,260.05		\$0.00	(\$292.51)	
DEUTSCHE BOERSE AG-UNSPO ADR CUSIP 251542106	168 00000 07/14/2014 05/14/2015			1,368 88	1,232 28		0 00	136 60	
ENN ENERGY HLDGS LTD ADR CUSIP 26876F102	0 75000 10/14/2015 10/14/2015			17 15	0 00		0 00	17 15	Cash in Lieu
GOLDEN AGRI-RESOURCES LTD-UNSPON ADR CUSIP 380787200	1 00000 01/23/2015 02/18/2015			31 64	32 23		0 00	-0 59	
	30 00000 01/23/2015 02/25/2015			903 72	966 86		0 00	-63 14	
	30 00000 01/23/2015 02/26/2015			895 33	966 86		0 00	-71 53	
	38 00000 01/23/2015 03/03/2015			1,147 03	1,224 68		0 00	-77 65	
	51 00000 01/23/2015 03/04/2015			1,572 14	1,643 65		0 00	-71 51	
	30 00000 01/23/2015 03/05/2015			899 86	966 85		0 00	-66 99	
	42 00000 01/23/2015 03/06/2015			1,262 39	1,353 59		0 00	-91 20	
	35 00000 01/23/2015 03/09/2015			1,030 64	1,127 99		0 00	-97 35	
Subtotals	257.00000			\$7,742.75	\$8,282.71		\$0.00	(\$539.96)	
HSBC HOLDINGS PLC-SPON ADR CUSIP 404280406	67 00000 01/23/2015 05/21/2015			3,222 24	3,141 63		0 00	80 61	
	48 00000 01/23/2015 05/22/2015			2,308 87	2,250 72		0 00	58 15	
	145 00000 01/23/2015 05/26/2015			6,915 56	6,799 05		0 00	116 51	
Subtotals	260.00000			\$12,446.67	\$12,191.40		\$0.00	\$255.27	





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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount (Box 1i)	Additional Information
NORSK HYDRO A S ADR SPONSORED CUSIP 656531605	186 00000 101 00000 371 00000	04/23/2015 04/23/2015 10/30/2015	10/28/2015 10/30/2015 10/30/2015	663 07 357 32 1,312 54	953 70 517 86 1,831 74		0 00 0 00 0 00	-290 63 -160 54 -519 20	
Subtotals	3675.00000			\$13,095.49	\$19,684.21		\$0.00	(\$6,588.72)	
OPEN TEXT CORP CUSIP 683715106	20 00000	07/10/2014	01/23/2015	1,174 97	959 78		0 00	215 19	
PT BANK RAKYAT INDONESIA UNSPONSORED ADR-TO PUR CUSIP 69366X100	60 00000	10/01/2014	01/23/2015	1,131 87	1,054 56		0 00	77 31	
PERSIMMON PLC-UNSPON ADR CUSIP 715318101	20 00000 20 00000 20 00000 6 00000 66.00000	04/23/2014 04/24/2014 04/28/2014 04/29/2014	01/23/2015 01/23/2015 01/23/2015 01/23/2015	916 77 916 78 916 78 275 04 \$3,025.37	891 19 888 88 879 86 264 46 \$2,924.39		0 00 0 00 0 00 0 00 \$0.00	25 58 27 90 36 92 10 58 \$100.98	
SASOL LTD SPONS ADR CUSIP 803866300	31 00000 10 00000 16 00000 30 00000 20 00000 22 00000 24 00000 20 00000 23 00000 10 00000 10 00000	01/23/2015 01/23/2015 01/23/2015 01/23/2015 01/23/2015 01/23/2015 01/23/2015 01/23/2015 01/23/2015 01/23/2015 01/23/2015	09/29/2015 09/30/2015 10/01/2015 10/02/2015 10/05/2015 10/06/2015 10/07/2015 10/08/2015 10/09/2015 10/12/2015 10/13/2015	839 22 278 19 462 86 865 74 616 69 691 52 768 26 656 50 784 97 333 30 328 05	1,093 77 352 83 564 53 1,058 48 705 66 776 22 846 79 705 66 811 50 352 83 352 83		0 00 0 00 0 00 0 00 0 00 0 00 0 00 0 00 0 00 0 00 0 00	-254 55 -74 64 -101 67 -192 74 -88 97 -84 70 -78 53 -49 16 -26 53 -19 53 -24 78	

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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
SASOL LTD SPONS ADR CUSIP 803866300	16 00000	01/23/2015	10/14/2015	522.13	564.52		0.00	-42.39	
	9 00000	01/23/2015	10/15/2015	291.70	317.55		0.00	-25.85	
Subtotals	241.00000			\$7,439.13	\$8,503.17		\$0.00	(\$1,064.04)	
SMURFIT KAPPA GROUP ADR CUSIP 83272W106	10 00000	05/07/2014	01/23/2015	241.94	232.52		0.00	9.42	
	82 00000	05/15/2014	01/23/2015	1,983.95	1,876.06		0.00	107.89	
Subtotals	92.00000			\$2,225.89	\$2,108.58		\$0.00	\$117.31	
STATOIL ASA CUSIP 85771P102	122 00000	01/23/2015	03/20/2015	2,160.71	2,154.51		0.00	6.20	
	357 00000	01/23/2015	03/25/2015	6,434.77	6,304.59		0.00	130.18	
	478 00000	01/23/2015	05/26/2015	9,018.26	8,441.42		0.00	576.84	
Subtotals	957.00000			\$17,613.74	\$16,900.52		\$0.00	\$713.22	
SUMITOMO METAL MINING CO LTD-UNSPONSORED ADR CUSIP 86563T104	181 00000	02/23/2015	11/16/2015	1,954.85	2,763.78		0.00	-808.93	
	38 00000	02/23/2015	11/18/2015	412.65	580.24		0.00	-167.59	
	172 00000	02/24/2015	11/18/2015	1,867.81	2,645.02		0.00	-777.21	
Subtotals	391.00000			\$4,235.31	\$5,989.04		\$0.00	(\$1,753.73)	
TECHNIP-SA-ADR CUSIP 878546209	230 00000	01/23/2015	12/21/2015	2,805.01	3,337.06		0.00	-532.05	
	233 00000	01/23/2015	12/22/2015	2,859.14	3,380.59		0.00	-521.45	
	108 00000	01/23/2015	12/23/2015	1,388.76	1,566.97		0.00	-178.21	
	3 00000	01/23/2015	12/24/2015	38.45	43.52		0.00	-5.07	
Subtotals	574.00000			\$7,091.36	\$8,328.14		\$0.00	(\$1,236.78)	
TELENOR ASA-ADS CUSIP 87944W105	36 00000	01/23/2015	05/19/2015	2,570.68	2,372.40		0.00	198.28	
	22 00000	01/23/2015	05/21/2015	1,530.16	1,449.80		0.00	80.36	
	12 00000	01/23/2015	05/22/2015	830.49	790.80		0.00	39.69	
	17 00000	01/23/2015	05/26/2015	1,148.88	1,120.30		0.00	28.58	





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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
TELENOR ASA-ADS CUSIP 87944W105	19 00000	01/23/2015	05/27/2015	1,285.52	1,252.10		0.00	33.42	
	19 00000	01/23/2015	05/28/2015	1,273.53	1,252.10		0.00	21.43	
Subtotals	125.00000			\$8,639.26	\$8,237.50		\$0.00	\$401.76	
VALE S.A. ADR CUSIP 91912E105	1023 00000	01/23/2015	02/19/2015	7,972.81	8,182.89		0.00	-210.08	
RENAISSANCE RE HOLDING LTD CUSIP G7496G103	9 00000	07/14/2014	02/20/2015	916.97	964.70		0.00	-47.73	
TATA MTRS LTD RTS ADR EXP 04/27/15 CUSIP N/A	9 00000	04/13/2015	05/01/2015	60.58	0.00		0.00	0.00	Tender
Totals				\$158,248.15	\$184,834.82		\$0.00	(\$26,647.25)	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
BAE SYSTEMS PLACE CUSIP 05523R107	108 00000	05/21/2012	01/23/2015	3,391.13	1,871.64		0.00	1,519.49	
BANCO BRADESCO SA SPONS ADR CUSIP 059460303	113 00000 639 00000 352 00000 44 40000 315 60000 1464.00000	05/21/2012 05/21/2012 05/21/2012 05/21/2012 09/05/2013	09/29/2015 10/19/2015 10/23/2015 10/28/2015 10/28/2015	590.31 3,597.50 1,982.78 253.09 1,799.05 \$8,222.73	1,188.70 6,721.89 3,702.82 467.06 3,184.90 \$15,265.37		0.00	-598.39 -3,124.39 -1,720.04 -213.97 -1,385.85 (\$7,042.64)	
Subtotals							\$0.00		
BARCLAYS PLC ADR CUSIP 06738E204	64 00000 35 00000 220 00000 111 00000 430.00000	09/12/2012 09/12/2012 09/14/2012 10/04/2013	01/23/2015 05/08/2015 05/08/2015 05/08/2015	935.67 560.26 3,521.69 1,776.86 \$6,794.48	885.92 484.48 3,263.72 1,332.48 \$5,966.60		0.00	49.75 75.78 257.97 444.38 \$827.88	
Subtotals							\$0.00		
BOC HONG KONG HOLDINGS SPONS ADR CUSIP 096813209	20 00000 25 00000 15 00000 60.00000	11/12/2013 11/15/2013 11/19/2013	01/23/2015 01/23/2015 01/23/2015	1,376.07 1,720.08 1,032.06 \$4,128.21	1,293.64 1,639.13 1,001.80 \$3,934.57		0.00	82.43 80.95 30.26 \$193.64	
Subtotals							\$0.00		
CAPGEMINI SA - ADR CUSIP 139098107	26 00000 76 00000 77 00000 21 00000 25 00000 3 00000 228.00000	05/21/2012 05/21/2012 05/21/2012 05/21/2012 05/21/2012 05/21/2012	01/23/2015 02/19/2015 02/20/2015 02/23/2015 02/24/2015 02/27/2015	934.55 2,952.76 2,957.27 823.06 993.00 121.01 \$8,781.65	465.40 1,360.40 1,378.30 375.90 447.50 53.70 \$4,081.20		0.00	469.15 1,592.36 1,578.97 447.16 545.50 67.31 \$4,700.45	
Subtotals							\$0.00		



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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
CHINA CONSTRUCTION BANK CORP - UNSPON ADR CUSIP 168919108	279.00000	07/25/2013	01/23/2015	4,678.73	4,156.27		0.00	522.46	
CHINA MOBILE LTD SPONS ADR CUSIP 16941M109	100.00000 9.00000	11/18/2013 11/21/2013	01/23/2015 01/23/2015	6,698.83 602.90	5,334.69 471.98		0.00 0.00	1,364.14 130.92	
Subtotals	109.00000			\$7,301.73	\$5,806.67		\$0.00	\$1,495.06	
CHINA PETROLEUM & CHEM CORP CUSIP 16941R108	82.87769 15.12231 36.67625 45.32375 6.00000 4.00000	05/21/2012 08/06/2012 08/06/2012 08/07/2012 09/05/2013 09/05/2013	03/23/2015 03/23/2015 05/27/2015 05/27/2015 05/27/2015 05/29/2015	6,377.43 1,163.67 3,361.11 4,153.60 549.86 350.94	5,896.32 1,091.00 2,645.99 3,322.98 461.46 307.64		0.00 0.00 0.00 0.00 0.00 0.00	481.11 72.67 715.12 830.62 88.40 43.30	
Subtotals	190.00000			\$15,956.61	\$13,725.39		\$0.00	\$2,231.22	
COMPANHIA PARANAENSE DE ENERGIA-COPEL SPONSORED CUSIP 20441B407	114.00000 137.00000 98.00000 165.00000 122.00000 11.00000 22.00000 44.00000 4.00000 11.00000	12/27/2013 12/27/2013 12/27/2013 12/27/2013 12/27/2013 12/27/2013 12/27/2013 12/27/2013 12/27/2013 12/27/2013	02/19/2015 02/23/2015 02/24/2015 02/25/2015 02/27/2015 04/14/2015 04/15/2015 04/16/2015 04/16/2015 04/17/2015	1,293.30 1,519.96 1,099.08 1,877.47 1,454.36 127.99 255.81 513.54 46.54 126.88	1,499.81 1,802.40 1,289.31 2,170.78 1,605.06 144.72 289.44 578.88 52.63 289.44		0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	-206.51 -282.44 -190.23 -293.31 -150.70 -16.73 -33.63 -65.34 -6.09 -17.84	
Subtotals	22.00000	12/27/2013	04/20/2015	253.14	289.44		0.00	-36.30	

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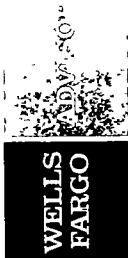
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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
COMPANHIA PARANAENSE DE ENERGIA-COPEL SPONSORED CUSIP 20441B407	3 00000	12/27/2013	04/21/2015	34 47	39 47		0 00	-5 00	
	42 00000	12/27/2013	04/22/2015	487 24	552 56		0 00	-65 32	
	76 00000	12/27/2013	04/23/2015	889 40	999 87		0 00	-110 47	
	5 00000	12/27/2013	04/23/2015	58 01	65 79		0 00	-7 78	
	14 00000	12/27/2013	04/24/2015	161 42	184 19		0 00	-22 77	
	7 00000	12/27/2013	04/24/2015	81 44	92 10		0 00	-10 66	
	7 00000	12/27/2013	04/27/2015	81 20	92 10		0 00	-10 90	
	15 00000	12/27/2013	04/28/2015	175 29	197 34		0 00	-22 05	
	3 00000	12/27/2013	04/28/2015	35 06	39 47		0 00	-4 41	
	2 00000	12/27/2013	04/29/2015	23 21	26 32		0 00	-3 11	
	6 00000	12/27/2013	04/30/2015	65 54	78 94		0 00	-13 40	
	9 00000	12/27/2013	05/01/2015	98 41	118 41		0 00	-20 00	
	39 00000	12/27/2013	05/04/2015	435 73	513 09		0 00	-77 36	
	5 00000	12/27/2013	05/04/2015	55 37	65 78		0 00	-10 41	
	33 00000	12/27/2013	05/05/2015	376 17	434 15		0 00	-57 98	
	3 00000	12/27/2013	05/05/2015	34 17	39 47		0 00	-5 30	
	14 00000	12/27/2013	05/06/2015	160 59	184 19		0 00	-23 60	
	9 00000	12/27/2013	05/07/2015	102 67	118 41		0 00	-15 74	
	16 00000	12/27/2013	05/08/2015	185 44	210 50		0 00	-25 06	
	5 00000	12/27/2013	05/11/2015	57 96	65 78		0 00	-7 82	
	21 00000	12/27/2013	05/12/2015	241 52	276 27		0 00	-34 75	
	5 00000	12/27/2013	05/13/2015	55 96	65 78		0 00	-9 82	
	2 00000	12/27/2013	05/14/2015	22 33	26 32		0 00	-3 99	
	34 00000	12/27/2013	05/15/2015	394 43	447 29		0 00	-52 86	
	8 00000	12/27/2013	05/18/2015	90 71	105 25		0 00	-14 54	
	8 00000	12/27/2013	05/19/2015	92 02	105 25		0 00	-13 23	
	2 00000	12/27/2013	05/19/2015	22 83	26 32		0 00	-3 49	





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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
COMPANHIA PARANAENSE DE ENERGIA-COPEL SPONSORED CUSIP 20441B407	1 00000	12/27/2013	05/19/2015	11 50	13 16		0.00	-1 66	
	18 00000	12/27/2013	05/20/2015	206 55	236 79		0.00	-30 24	
	3 00000	12/27/2013	05/21/2015	33 26	39 47		0.00	-6 21	
	4 00000	12/27/2013	05/22/2015	43 58	52 62		0.00	-9 04	
	1 00000	12/27/2013	05/22/2015	10 82	13 16		0.00	-2 34	
	4 00000	12/27/2013	05/26/2015	42 69	52 62		0.00	-9 93	
	11 00000	12/27/2013	05/27/2015	117 16	144 71		0.00	-27 55	
	12 00000	12/27/2013	05/28/2015	127 52	157 85		0.00	-30 33	
	3 00000	12/27/2013	05/29/2015	31 00	39 46		0.00	-8 46	
Subtotals	1200.00000			\$13,710.74	\$15,787.44		\$0.00	(\$2,076.70)	
DEUTSCHE BOERSE AG-UNSP ADR CUSIP 251542106	52 00000	06/06/2012	01/23/2015	386 09	246 09		0.00	140 00	
	72 00000	06/08/2012	01/23/2015	534 59	347 34		0.00	187 25	
	468 00000	06/08/2012	05/13/2015	3 846 00	2 257 67		0.00	1 588 33	
	91 00000	06/11/2012	05/13/2015	747 84	440 63		0.00	307 21	
	144 00000	06/11/2012	05/14/2015	1 173 32	697 24		0.00	476 08	
	245 00000	06/12/2012	05/14/2015	1 996 27	1 181 37		0.00	814 90	
Subtotals	1072.00000			\$8,684.11	\$5,170.34		\$0.00	\$3,513.77	
HSBC HOLDINGS PLC-SPON ADR CUSIP 404280406	20 00000	09/13/2012	05/13/2015	961 90	909 71		0.00	52 19	
	145 00000	09/14/2012	05/13/2015	6 973 84	6 873 51		0.00	100 33	
	5 00000	09/18/2012	05/13/2015	240 47	232 96		0.00	7 51	
	7 00000	09/26/2012	05/13/2015	336 68	324 78		0.00	11 90	
	38 00000	09/26/2012	05/19/2015	1 819 63	1 763 07		0.00	56 56	
	4 00000	10/09/2012	05/19/2015	191 54	189 48		0.00	2 06	
	70 00000	10/09/2012	05/21/2015	3 366 50	3 315 77		0.00	50 73	
Subtotals	289.00000			\$13,890.56	\$13,609.28		\$0.00	\$281.28	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold (Box 1b)	Date Acquired (Box 1c)	Date Sold or Disposed (Box 1d)	Proceeds (Box 1e)	Cost or Other Basis (Box 1f)	Code (Box 1g)	Adjustments (Box 1h)	Gain/Loss Amount	Additional Information
HITACHI LTD ADR 10 COM CUSIP 433578507	27 00000	05/21/2012	01/23/2015	2,065 32	1,586 25		0 00	479 07	
	45 00000	05/21/2012	04/16/2015	3,037 42	2,643 75		0 00	393 67	
	42 00000	05/21/2012	04/20/2015	2,806 39	2,467 50		0 00	338 89	
	60 00000	05/21/2012	06/23/2015	4,056 01	3,525 00		0 00	531 01	
	15 00000	09/05/2013	06/23/2015	1,014 01	908 54		0 00	105 47	
	20 00000	09/05/2013	06/24/2015	1,362 20	1,211 38		0 00	150 82	
Subtotals	209.00000			\$14,341.35	\$12,342.42		\$0.00	\$1,998.93	
KOC HOLDING AS-UNSPON ADR CUSIP 49989A109	74 00000	05/21/2012	01/23/2015	1,989 82	1,172 33		0 00	817 49	
	133 00000	05/21/2012	11/18/2015	2,977 50	2,107 02		0 00	870 48	
	131 00000	05/21/2012	11/19/2015	2,948 64	2,075 34		0 00	873 30	
	42 00000	05/21/2012	11/20/2015	946 01	665 37		0 00	280 64	
Subtotals	380.00000			\$8,861.97	\$6,020.06		\$0.00	\$2,841.91	
KOMATSU LTD SPON ADR NEW CUSIP 500458401	175 00000	05/21/2012	08/14/2015	3,205 80	4,131 75		0 00	-925 95	
	75 00000	05/21/2012	08/18/2015	1,357 33	1,770 75		0 00	-413 42	
	36 00000	09/12/2012	08/18/2015	651 52	735 83		0 00	-84 31	
	38 00000	09/12/2012	08/20/2015	668 66	776 70		0 00	-108 04	
	71 00000	07/14/2014	08/20/2015	1,249 34	1,628 39		0 00	-379 05	
	1 00000	07/14/2014	08/24/2015	16 73	22 93		0 00	-6 20	
Subtotals	396.00000			\$7,149.38	\$9,086.35		\$0.00	(\$1,916.97)	
MARKS & SPENCER PLC-ADR CUSIP 570912105	83 00000	05/21/2012	01/23/2015	1,180 65	884 78		0 00	295 87	
MIZUHO FINANCIAL GRP ADR CUSIP 60687Y109	1328 00000	05/21/2012	06/22/2015	5,639 12	3,784 67		0 00	1,854 45	
	563 00000	05/21/2012	06/26/2015	2,505 64	1,604 50		0 00	901 14	
	862 00000	05/21/2012	07/01/2015	3,697 31	2,456 61		0 00	1,240 70	





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Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
MIZUHO FINANCIAL GRP ADR CUSIP 60687Y109	141 00000	05/21/2012	07/09/2015	583 73	401 84		0 00	181 89	
	233 00000	05/21/2012	07/13/2015	998 80	664 03		0 00	334 77	
	373 00000	05/21/2012	08/19/2015	1,551 75	1,063 00		0 00	488 75	
Subtotals	3500.00000			\$14,976.35	\$9,974.65		\$0.00	\$5,001.70	
SAGE GROUP PLC ADR ADR NEW CUSIP 78663S201	29 00000	05/21/2012	01/20/2015	827 69	493 08		0 00	334 61	
	29 00000	05/21/2012	01/21/2015	826 65	493 08		0 00	333 57	
	39 00000	05/21/2012	01/22/2015	1,126 05	663 11		0 00	462 94	
	87 00000	05/21/2012	01/23/2015	2,489 05	1,479 23		0 00	1,009 82	
	70 00000	05/21/2012	01/26/2015	2,010 87	1,190 19		0 00	820 68	
	35 00000	05/21/2012	01/27/2015	1,026 94	595 09		0 00	431 85	
	27 00000	05/21/2012	01/28/2015	782 34	459 07		0 00	323 27	
	27 00000	05/21/2012	01/29/2015	781 29	459 07		0 00	322 22	
	4 00000	05/21/2012	01/30/2015	115 34	68 00		0 00	47 34	
Subtotals	347.00000			\$9,986.22	\$5,899.92		\$0.00	\$4,086.30	
- SIEMENS A G - ADR CUSIP 826197501	31 00000	07/26/2012	06/23/2015	3,362 49	2,440 96		0 00	921 53	
	30 00000	07/26/2012	06/25/2015	3,191 06	2,362 22		0 00	828 84	
	29 00000	07/26/2012	08/17/2015	3,045 99	2,283 48		0 00	762 51	
	25 00000	07/26/2012	08/18/2015	2,606 56	1,968 50		0 00	638 06	
	4 00000	07/14/2014	08/18/2015	417 05	510 12		0 00	-93 07	
	28 00000	07/14/2014	08/19/2015	2,861 36	3,570 84		0 00	-709 48	
Subtotals	147.00000			\$15,484.51	\$13,136.12		\$0.00	\$2,348.39	
TAIWAN SEMICONDUCTOR MFG CO LTD ADR CUSIP 874039100	61 00000	05/21/2012	01/23/2015	1,468 24	879 94		0 00	588 30	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
TATA MOTORS LIMITED SPONSORED ADR CUSIP 876568502	56 00000	05/21/2012	01/23/2015	2,800 50	1,335 60		0 00	1,464 90	
	23 00000	05/21/2012	08/12/2015	631 52	548 55		0 00	82 97	
	26 00000	05/21/2012	08/14/2015	703 29	620 10		0 00	83 19	
	67 00000	05/21/2012	08/24/2015	1,552 11	1,597 93		0 00	-45 82	
	49 00000	09/05/2013	08/24/2015	1,135 13	1,176 49		0 00	-41 36	
Subtotals	221.00000			\$6,822.55	\$5,278.67		\$0.00	\$1,543.88	
TEVA PHARMACEUTICAL ADR INDS LTD CUSIP 881624209	66 00000	05/21/2012	01/23/2015	3,890 27	2,562 78		0 00	1,327 49	
VOLKSWAGEN AG-SPONS ADR PFD CUSIP 928662402	36 00000	04/03/2013	01/23/2015	1,648 76	1,453 46		0 00	195 30	
	54 00000	04/03/2013	09/24/2015	1,358 44	2,180 18		0 00	-821 74	
	28 00000	04/05/2013	09/24/2015	704 39	1,126 02		0 00	-421 63	
	52 00000	04/05/2013	09/30/2015	1,117 04	2,091 18		0 00	-974 14	
	5 00000	04/08/2013	09/30/2015	107 40	203 40		0 00	-96 00	
	106 00000	04/09/2013	09/30/2015	2,277 05	4,207 75		0 00	-1,930 70	
	19 00000	02/03/2014	09/30/2015	408 15	947 15		0 00	-539 00	
	68 00000	07/14/2014	09/30/2015	1,460 76	3,455 08		0 00	-1,994 32	
	39 00000	09/22/2014	09/30/2015	837 79	1,735 31		0 00	-897 52	
Subtotals	407.00000			\$9,919.78	\$17,399.53		\$0.00	(\$7,479.75)	
ZURICH INSURANCE GROUP ADR CUSIP 989825104	159 00000	05/21/2012	01/23/2015	5,346 26	3,111 29		0 00	2,234 97	Original Basis 3,397 83
	74 00000	05/21/2012	12/21/2015	1,869 88	1,448 02		0 00	421 86	Original Basis 1,581 38
	74 00000	05/21/2012	12/22/2015	1,868 09	1,448 02		0 00	420 07	Original Basis 1,581 38
	34 00000	05/21/2012	12/23/2015	869 65	665 31		0 00	204 34	Original Basis 726 58
Subtotals	341.00000			\$9,953.88	\$6,672.64		\$0.00	\$3,281.24	



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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
RENAISSANCE RE HOLDING LTD CUSIP G7496G103	61 000000 15 000000	05/21/2012 05/21/2012	02/17/2015 02/20/2015	6,296 75 1,528 28	4,700 05 1,155 75		0 00 0 00	1,596 70 372 53	
Subtotals	76.000000			\$7,825.03	\$5,855.80		\$0.00	\$1,969.23	
ISRAEL CHEMICALS LIMITED CUSIP M5920A109	12 000000 12 000000 10 000000 36 000000 46 000000 45 000000 38 000000 14 000000	12/05/2014 12/05/2014 12/05/2014 12/05/2014 12/05/2014 12/05/2014 12/18/2014 12/18/2014	12/17/2015 12/18/2015 12/21/2015 12/22/2015 12/23/2015 12/24/2015 12/24/2015 12/28/2015	51 11 50 65 41 27 146 96 191 60 196 60 166 03 61 15	80 47 80 47 67 06 241 41 308 46 301 75 279 06 102 81		0 00 0 00 0 00 0 00 0 00 0 00 0 00 0 00	-29 36 -29 82 -25 79 -94 45 -116 86 -105 15 -113 03 -41 66	
Subtotals	213.000000			\$905.37	\$1,461.49		\$0.00	(\$556.12)	
Totals				\$208,306.23	\$186,809.92		\$0.00	\$21,496.31	

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Proceeds from Broker and Barter Exchange Transactions, continued

Long Term Gains or Losses (Box 2) For Noncovered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis	Code	Adjustments	Gain/Loss Amount	Additional Information
AXIS CAPITAL HLDGS LTD CUSIP G0692U109	74 00000	10/16/2009	01/23/2015	3,649.67	2,235.47		0.00	1,414.20	
	75 00000	10/16/2009	05/20/2015	4,207.85	2,265.67		0.00	1,942.18	
	21 00000	02/04/2010	05/20/2015	1,178.21	597.45		0.00	580.76	
	31 00000	02/04/2010	05/27/2015	1,705.63	881.94		0.00	823.69	
	59 00000	02/04/2010	05/28/2015	3,245.36	1,678.52		0.00	1,566.84	
Subtotals	260.00000			\$13,986.72	\$7,659.05		\$0.00	\$6,327.67	
Totals				\$13,986.72	\$7,659.05		\$0.00	\$6,327.67	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount.

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



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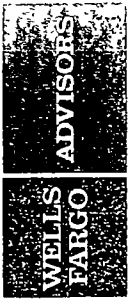
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Proceeds from Broker and Barter Exchange Transactions

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
FIRST TRUST CONSUMERETF	3481 00000	12/29/2014	01/20/2015	119,275.92	125,324.35		0.00	-6,048.43	
DISCRETIONARY ALPHADEX	962 00000	12/30/2014	01/20/2015	32,962.78	34,617.58		0.00	-1,654.80	
CUSIP 33734X101	1423 00000	12/30/2014	01/21/2015	48,942.86	51,206.65		0.00	-2,263.79	
	219 00000	03/02/2015	06/29/2015	8,029.49	8,148.12		0.00	-118.63	
	3301 00000	03/02/2015	07/09/2015	119,742.89	122,817.00		0.00	-3,074.11	
	3332 00000	03/03/2015	07/09/2015	120,867.40	123,593.88		0.00	-2,726.48	
	180 00000	06/01/2015	07/09/2015	6,529.46	6,621.70		0.00	-92.24	
Subtotals	12898.00000			\$456,350.80	\$472,329.28		\$0.00	(\$16,978.48)	
FIRST TRUST CONSUMERETF	189 00000	08/11/2014	02/02/2015	8,021.17	7,208.97		0.00	812.20	
STAPLES ALPHADEX FUND	112 00000	08/11/2014	02/17/2015	4,972.12	4,271.99		0.00	700.13	
CUSIP 33734X119	103 00000	08/11/2014	03/02/2015	4,667.87	3,928.70		0.00	739.17	
	1145 00000	08/11/2014	03/16/2015	50,902.21	43,673.36		0.00	7,228.85	
	69 00000	09/02/2014	03/16/2015	3,067.46	2,725.16		0.00	342.30	
	354 00000	09/29/2014	03/16/2015	15,737.45	13,771.52		0.00	1,965.93	
	590 00000	10/13/2014	03/16/2015	26,229.09	22,865.33		0.00	3,363.76	
	1385 00000	10/20/2014	03/16/2015	61,571.69	53,525.82		0.00	8,045.87	
	877 00000	10/20/2014	03/17/2015	38,871.16	33,893.24		0.00	4,977.92	
	557 00000	01/20/2015	03/17/2015	24,687.85	23,907.72		0.00	780.13	
	660 00000	01/21/2015	03/17/2015	29,253.11	28,691.59		0.00	561.52	
Subtotals	6041.00000			\$267,981.18	\$238,463.40		\$0.00	\$29,517.78	





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Proceeds from Broker and Barter Exchange Transactions continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
FIRST TRUST ENERGY ETF	11776.00000	03/30/2015	07/09/2015	224,083.74	249,226.09		0.00	-25,142.35	
ALPHADEX FUND	517.00000	06/29/2015	07/09/2015	9,837.92	10,315.18		0.00	-477.26	
CUSIP 33734X127									
Subtotals	12293.00000			\$233,921.66	\$259,541.27		\$0.00	(\$25,619.61)	
FIRST TRUST FINANCIAL ALPHADEX FUND	4468.00000	12/08/2014	01/20/2015	100,433.95	105,026.15		0.00	-4,592.20	
CUSIP 33734X135	2273.00000	12/09/2014	01/20/2015	51,093.64	53,071.83		0.00	-1,978.19	
	2205.00000	12/09/2014	01/21/2015	49,490.80	51,484.10		0.00	-1,993.30	
	233.00000	05/26/2015	06/29/2015	5,531.79	5,579.80		0.00	-48.01	
	10206.00000	05/26/2015	07/09/2015	242,976.91	244,409.20		0.00	-1,432.29	
	255.00000	06/01/2015	07/09/2015	6,070.86	6,120.05		0.00	-49.19	
Subtotals	19640.00000			\$455,597.95	\$465,691.13		\$0.00	(\$10,093.18)	
FIRST TRST HLTH CAREETF	3664.00000	06/29/2015	07/09/2015	249,020.65	252,900.64		0.00	-3,879.99	
ALPHADEX FUND									
CUSIP 33734X143									
FIRST TRUST TECHNLOGY ETF	69.00000	07/07/2014	02/02/2015	2,287.89	2,280.35		0.00	7.54	
ALPHADEX FUND	1378.00000	07/28/2014	02/02/2015	45,691.54	44,667.59		0.00	1,023.95	
CUSIP 33734X176	83.00000	09/02/2014	02/02/2015	2,752.10	2,783.07		0.00	-30.97	
	421.00000	09/29/2014	02/02/2015	13,959.46	13,663.68		0.00	295.78	
	958.00000	10/13/2014	02/02/2015	31,765.23	28,300.85		0.00	3,464.38	
	1732.00000	10/20/2014	02/02/2015	57,429.44	52,173.22		0.00	5,256.22	
	1328.00000	10/20/2014	02/03/2015	44,718.48	40,003.47		0.00	4,715.01	
	1729.00000	01/21/2015	02/03/2015	58,221.58	58,223.38		0.00	-1.80	
Subtotals	7698.00000			\$256,825.72	\$242,095.61		\$0.00	\$14,730.11	

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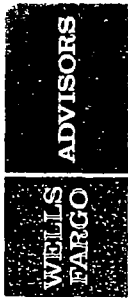
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Proceeds from Broker and Barter Exchange Transactions, Continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
FIRST TRUST ETF UTILITIES ALPHADEX FUND CUSIP 33734X184	411 00000 2785 00000 3623 00000	12/29/2014 12/29/2014 12/30/2014	02/02/2015 02/17/2015 02/17/2015	10,318.01 68,223.16 88,751.37	10,561.27 71,564.74 92,043.77		0.00 0.00 0.00	-243.26 -3,341.58 -3,292.40	
	145 00000	12/30/2014	02/18/2015	3,557.97	3,683.78		0.00	-125.81	
	1399 00000	12/31/2014	02/18/2015	34,328.31	35,489.41		0.00	-1,161.10	
	1961 00000	01/20/2015	02/18/2015	48,118.53	49,595.65		0.00	-1,477.12	
Subtotals	10324.00000			\$253,297.35	\$262,938.62		\$0.00	(\$9,641.27)	
FIRST TR JAPAN ETF ALPHADEX FUND CUSIP 33737J158	92 00000 740 00000 2212 00000	03/02/2015 03/02/2015 03/02/2015	03/30/2015 06/01/2015 07/09/2015	4,642.23 38,222.82 107,456.98	4,541.12 36,526.40 109,184.32		0.00 0.00 0.00	101.11 1,696.42 -1,727.34	
	775 00000	06/29/2015	07/09/2015	37,648.81	39,013.50		0.00	-1,364.69	
Subtotals	3819.00000			\$187,970.84	\$189,265.34		\$0.00	(\$1,294.50)	
FIRST TR EMERGING ETF MARKETS ALPHADEX FUND CUSIP 33737J182	355 00000 4399 00000 8837 00000	02/02/2015 02/02/2015 02/02/2015	03/02/2015 06/01/2015 07/09/2015	7,958.95 106,199.59 191,229.15	7,638.22 94,649.33 190,106.73		0.00 0.00 0.00	320.73 11,550.26 1,122.42	Original Basis 190,137.77
	167 00000	02/17/2015	07/09/2015	3,613.81	3,740.22		0.00	-126.41	Original Basis 3,740.80
	186 00000	05/26/2015	07/09/2015	4,024.96	4,640.01		0.00	-615.05	Original Basis 4,640.68
	3813 00000	06/29/2015	07/09/2015	82,511.82	85,754.37		0.00	-3,242.55	
Subtotals	17757.00000			\$395,538.28	\$386,528.88		\$0.00	\$9,009.40	
FIRST TR CANADA ETF ALPHADEX FUND CUSIP 33737J208	3796 00000	06/01/2015	06/29/2015	112,807.83	115,264.78		0.00	-2,456.95	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
FIRST TR UNITED ETF KINGDOM ALPHADEX FUND CUSIP 33737J224	3521 00000 2563 00000 840 00000	03/02/2015 06/01/2015 06/29/2015	03/30/2015 07/09/2015 07/09/2015	143,327.76 107,925.94 35,371.75	150,336.49 114,141.92 36,964.79		0.00 0.00 0.00	-7,008.73 -6,215.98 -1,593.04	
Subtotals	6924.00000			\$286,625.45	\$301,443.20		\$0.00	(\$14,817.75)	
FIRST TR SWITZERLAND ETF ALPHADEX FUND CUSIP 33737J232	2725 00000	06/01/2015	06/29/2015	111,288.31	114,406.40		0.00	-3,118.09	
FIRST TR EXCHANGE ETF TRADED ALPHADEX FD II CUSIP 33737J505	295 00000 8879 00000 229 00000 143 00000	12/01/2014 12/01/2014 12/08/2014 12/29/2014	01/20/2015 02/02/2015 02/02/2015 02/02/2015	9,051.31 275,504.84 7,105.59 4,437.13	9,621.96 289,604.56 7,468.26 4,484.64		0.00 0.00 0.00 0.00	-570.65 -14,099.72 -362.67 -47.51	
Subtotals	9546.00000			\$296,098.87	\$311,179.42		\$0.00	(\$15,080.55)	
FIRST TR ENHANCED ETF SHORT MATURITY CUSIP 33739Q408	1293 00000 2004 00000 1672 00000 139 00000 503 00000 1163 00000 1859 00000 1728 00000 3072 00000 1244 00000	11/03/2014 01/20/2015 01/21/2015 01/21/2015 01/21/2015 02/02/2015 02/02/2015 02/03/2015 02/03/2015 02/03/2015	03/02/2015 03/02/2015 03/02/2015 03/16/2015 05/26/2015 05/26/2015 06/01/2015 06/01/2015 06/29/2015 07/09/2015	77,591.50 120,257.82 100,334.88 8,346.81 30,204.59 69,836.87 111,668.07 103,799.06 184,350.40 74,563.99	77,679.62 120,280.08 100,336.72 8,341.39 30,185.03 69,826.52 111,614.36 103,766.40 184,473.60 74,702.20		0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	-88.12 -22.26 -1.84 5.42 19.56 10.35 53.71 32.66 -123.20 -138.21	
Subtotals	14677.00000			\$880,963.99	\$881,205.92		\$0.00	(\$251.93)	



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Proceeds from Broker and Barter Exchange Transactions, continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
HITACHI LTD ADR 10 COM CUSIP 433578507	23 00000 17 00000	07/14/2014 07/14/2014	06/24/2015 06/30/2015	1,566 53 1,116 93	1,725 58 1,275 42		0.00 0.00	-159 05 -158 49	
Subtotals	40.00000			\$2,683.46	\$3,001.00		\$0.00	(\$317.54)	
KOBE STEEL LTD SPONS ADR CUSIP 499892107	341 00000 235 00000	05/12/2015 05/15/2015	12/21/2015 12/21/2015	1,802 59 1,242 26	3,129 29 2,178 55		0.00 0.00	-1,326 70 -936 29	
	78 00000	05/15/2015	12/22/2015	408 19	723 09		0.00	-314 90	
	284 00000	05/19/2015	12/22/2015	1,486 27	2,650 04		0.00	-1,163 77	
	7 00000	05/19/2015	12/24/2015	37 10	65 31		0.00	-28 21	
Subtotals	945.00000			\$4,976.41	\$8,746.28		\$0.00	(\$3,769.87)	
KOC HOLDING AS-UNSPON ADR CUSIP 49989A109	92 00000 3 00000	03/23/2015 03/23/2015	11/20/2015 11/23/2015	2,072 24 67 32	2,150 74 70 13		0.00 0.00	-78 50 -2 81	
	32 00000	03/24/2015	11/23/2015	718 19	748 87		0.00	-30 68	
Subtotals	127.00000			\$2,857.75	\$2,969.74		\$0.00	(\$111.99)	
METHANEX CORP CUSIP 59151K108	81 00000 55 00000	01/23/2015 01/23/2015	08/14/2015 08/24/2015	3,573 53 2,142 97	3,761 69 2,554 23		0.00 0.00	-188 16 -411 26	
	41 00000	01/23/2015	08/26/2015	1,521 92	1,904 05		0.00	-382 13	
Subtotals	177.00000			\$7,238.42	\$8,219.97		\$0.00	(\$981.55)	
MITSUMI & CO LTD ADR CUSIP 606827202	31 00000	01/23/2015	12/21/2015	7,248 28	8,275 14		0.00	-1,026 86	
MIZUHO FINANCIAL GRP ADR CUSIP 60687Y109	105 00000 528 00000	01/23/2015 01/23/2015	08/19/2015 08/27/2015	436 83 2,124 32	350 30 1,761 46		0.00 0.00	86 53 362 86	
	293 00000	01/23/2015	09/02/2015	1,160 14	977 48		0.00	182 66	
	79 00000	01/23/2015	09/09/2015	312 83	263 56		0.00	49 27	
	97 00000	01/23/2015	09/14/2015	377 32	323 60		0.00	53 72	

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Proceeds from Broker and Barter Exchange Transactions; continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information	
MIZUHO FINANCIAL GRP ADR CUSIP 60687Y109	59 00000 448 00000 1609 00000	01/23/2015 01/23/2015	09/17/2015 09/30/2015	230 86 1,642 83 \$6,285.13	196 83 1,494 55 \$5,367.78		0 00 0 00 \$0.00	34 03 148 28 \$917.35		
NORSK HYDRO A S ADR SPONSORED CUSIP 656531605	70 00000 197 00000 153 00000 5 00000 255 00000 6 00000 251 00000 8 00000 192 00000 51 00000 275 00000 25 00000 31 00000 36 00000 273 00000 213 00000 1 00000 344 00000 230 00000 276 00000 33 00000 80 00000 12 00000	03/23/2015 03/24/2015 03/24/2015 03/25/2015 03/25/2015 03/25/2015 03/27/2015 03/30/2015 03/30/2015 03/31/2015 03/31/2015 03/31/2015 04/01/2015 04/01/2015 04/07/2015 04/08/2015 04/09/2015 04/09/2015 04/10/2015 04/13/2015 04/14/2015 04/14/2015 04/15/2015	08/28/2015 08/28/2015 08/31/2015 08/31/2015 09/02/2015 09/03/2015 09/03/2015 09/03/2015 09/08/2015 09/08/2015 09/09/2015 09/11/2015 09/11/2015 10/21/2015 10/21/2015 10/21/2015 10/21/2015 10/26/2015 10/26/2015 10/26/2015 10/26/2015 10/28/2015 10/28/2015	239 54 674.14 514 77 16 83 843 57 20 14 842 53 26 86 664 62 176 55 1,009 01 88 59 109 86 136 38 1,034 24 806 94 3 79 1,256 88 840 36 1,008 43 1,020 58 285 18 42 77	375 79 1,069 66 830 74 27 21 1,387 56 32 64 1,330 07 42 88 1,029 00 270 42 1,458 14 132 55 165 18 191 82 1,485 50 1,174 08 5 49 1,885 90 1,261 14 1,520 90 185 70 450 16 68 38			0 00 0 00	-136 25 -395 52 -315 97 -10 38 -543 99 -12 50 -487 54 -16 02 -364 38 -93 87 -449 13 -43 96 -55 32 -55 44 -451 26 -367 14 -1 70 -629 02 -420 78 -512 47 -65 12 -164 98 -25 61	



2015 Year-End Account Summary

As of Date: 02/18/16

Account Number: 8078-1442

FLEMING FOUNDATION
F-SQ GL

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

Proceeds from Broker and Barter Exchange Transactions continued

Short Term Gains or Losses (Box 2) For Covered Securities (Box 5)

Description CUSIP (Box 1a)	Quantity Sold	Date Acquired (Box 1b)	Date Sold or Disposed (Box 1c)	Proceeds (Box 1d)	Cost or Other Basis (Box 1e)	Code (Box 1f)	Adjustments (Box 1g)	Gain/Loss Amount	Additional Information
ISHARES MSCI ETF EMERGING MARKETS CUSIP 464287234	109 00000 149 00000 6741 00000 69 00000 75 00000	12/26/2014 12/26/2014 12/26/2014 12/29/2014 12/31/2014	01/20/2015 01/21/2015 02/02/2015 02/02/2015 02/02/2015	4,298.85 5,967.75 266,986.90 2,732.84 2,970.49	4,307.68 5,888.48 266,404.32 2,711.01 2,952.00		0.00 0.00 0.00 0.00 0.00	-8.83 79.27 582.58 21.83 18.49	
Subtotals	7143.00000			\$282,956.83	\$282,263.49		\$0.00	\$693.34	
PIMCO ETF TRUST ETF ENHANCED SHORT MATURITY CUSIP 72201R833	1227 00000 1230 00000 807 00000 240 00000 1507 00000	02/17/2015 02/18/2015 03/16/2015 03/17/2015 03/17/2015	03/02/2015 03/02/2015 03/30/2015 03/30/2015 05/26/2015	124,010.60 124,313.82 81,650.75 24,282.76 152,611.08	124,037.43 124,402.20 81,652.26 24,278.40 152,448.12		0.00 0.00 0.00 0.00 0.00	-26.83 -88.38 -1.51 4.36 162.96	
Subtotals	5011.00000			\$506,869.01	\$506,818.41		\$0.00	\$50.60	
Totals				\$5,234,104.72	\$5,282,335.79		\$0.00	(\$48,231.07)	

The Code column will reflect W for wash sale, C for collectibles, or D for market discount. For some tax lots complete data is not available. Therefore, you may see N/A in the Proceeds, Gain/Loss or Cost columns. In these situations, you should determine the actual cost or proceeds and calculate the Gain/Loss. Please note that the totals will include any available cost or proceeds, even if the Gain/Loss is marked N/A.

