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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
FLEMING FAMILY FOUNDATION

A Employer identification number
26-6214365

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 1558 DEPT EA4E86

B Telephone number (see instructions)
(866) 398-5072

City or town, state or province, country, and ZIP or foreign postal code
COLUMBUS, OH 43216

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 32,381,479

J Accounting method ☐ Cash ☐ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	759,037	759,037		
	5a	Gross rents	2,137	2,137	2,137	
	b	Net rental income or (loss) 2,137				
	6a	Net gain or (loss) from sale of assets not on line 10	943,323			
	b	Gross sales price for all assets on line 6a 5,864,538				
	7	Capital gain net income (from Part IV, line 2)		943,323		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,704,497	1,704,497	2,137	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	209,767	104,884		104,884
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	550	275	0	275
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	46,418	3,228		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	256,735	108,387	0	105,159
	25	Contributions, gifts, grants paid	1,715,000			1,715,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,971,735	108,387	0	1,820,159
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-267,238			
	b	**Net investment income** (if negative, enter -0-)		1,596,110		
	c	**Adjusted net income** (if negative, enter -0-)			2,137	

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	63		
2	Savings and temporary cash investments	503,482	974,404	974,404
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	17,700,132	16,650,315	26,492,424
c	Investments—corporate bonds (attach schedule)	4,728,470	5,070,214	4,911,364
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	6	6	3,287
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	22,932,153	22,694,939	32,381,479
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	22,932,153	22,694,939	
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			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	22,932,153	22,694,939	
31	**Total liabilities and net assets/fund balances** (see instructions)	22,932,153	22,694,939	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	22,932,153
2	Enter amount from Part I, line 27a	2	-267,238
3	Other increases not included in line 2 (itemize) ▶	3	39,788
4	Add lines 1, 2, and 3	4	22,704,703
5	Decreases not included in line 2 (itemize) ▶	5	9,764
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,694,939

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	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	943,323
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	996,822	32,561,022	0 030614
2013	1,391,875	29,744,312	0 046795
2012	1,280,195	26,852,086	0 047676
2011	1,439,221	18,851,894	0 076344
2010	1,389,027	25,459,647	0 054558

2	**Total** of line 1, column (d).	2	0 255987
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 051197
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	32,999,751
5	Multiply line 4 by line 3.	5	1,689,488
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	15,961
7	Add lines 5 and 6.	7	1,705,449
8	Enter qualifying distributions from Part XII, line 4.	8	1,820,159

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	15,961
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	15,961
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	15,961
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 30,000		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	30,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
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	14,039
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 14,039 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶HUNTINGTON NATIONAL BANK Telephone no ▶(866) 398-5072

Located at ▶127 W SPRING STREET TITUSVILLE PA ZIP+4 ▶16354

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . . . . ▶ | 15 |

			Yes	No
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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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)?		1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		1c		No
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 ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
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.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

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

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
HUNTINGTON NATIONAL BANK PO BOX 1558 DEPT EA4E86 COLUMBUS, OH 43216	TRUSTEE 15	209,767		

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

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

Total number of other employees paid over $50,000. ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	32,726,443
b	Average of monthly cash balances	1b	775,842
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	33,502,285
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	33,502,285
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	502,534
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,999,751
6	**Minimum investment return.** Enter 5% of line 5	6	1,649,988

Part XI Distributable Amount

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

1	Minimum investment return from Part X, line 6			1	1,649,988
2a	Tax on investment income for 2015 from Part VI, line 5	2a	15,961		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	15,961
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,634,027
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	1,634,027
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	1,634,027

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,820,159
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,820,159
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	15,961
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,804,198

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					1,634,027
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only.				1,110,121	
b Total for prior years 2013 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2015					
a From 2010.	0				
b From 2011.	0				
c From 2012.	0				
d From 2013.	0				
e From 2014.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,820,159					
a Applied to 2014, but not more than line 2a				1,110,121	
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.					710,038
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:**					
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 instructions				0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					923,989
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 (see instructions) . . .		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. . . .	0				
b Excess from 2012. . . .	0				
c Excess from 2013. . . .	0				
d Excess from 2014. . . .	0				
e Excess from 2015. . . .	0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

LYNNETTE PEDENSKY
127 W SPRING STREET
TITUSVILLE,PA 16354
(866) 398-5072

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

WRITTEN REQUEST SHOULD INCLUDE THE PURPOSE FOR WHICH THE GRANT WILL BE USED AND A COPY OF THE ORGANIZATIONS IRS EXEMPTION LETTER

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,715,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	759,037	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	2,137	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	943,323	
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)				1,704,497	

13 Total. Add line 12, columns (b), (d), and (e) 13 1,704,497

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	**1a(1)**		No
(2) Other assets.	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		No
(4) Reimbursement arrangements.	**1b(4)**		No
(5) Loans or loan guarantees.	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

******	2016-10-18	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JOSEPH B HULL		2016-10-18		P00135850

Firm's name ▶ ERNST & YOUNG US LLP

Firm's EIN ▶ 34-6565596

Firm's address ▶ 800 YARD STREET SUITE 200 GRANDVIEW HEIGHTS, OH 43212

Phone no (614) 232-7290

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
550 AT&T INC		2008-07-31	2015-02-12
230 AMERICAN EXPRESS COMPANY		2010-01-21	2015-06-04
525 APACHE CORP		2015-02-17	2015-06-04
1250 APACHE CORP		2015-02-12	2015-07-13
350 APPLE COMPUTER		2010-01-05	2015-02-12
210 APPLE COMPUTER		2010-01-21	2015-06-04
83 149 ARTISAN INTERNATIONAL VALUE FUND - INVES		2013-09-20	2015-07-13
500 BB&T CORP COM		2013-09-20	2015-09-14
200 BCE INC		2013-04-29	2015-06-04
1000 BP AMOCO P L C ADR SPONSORED		2014-03-05	2015-02-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,948		17,281	1,667
18,239		9,824	8,415
30,527		34,603	-4,076
65,624		83,108	-17,484
44,411		10,752	33,659
27,144		6,332	20,812
3,000		3,091	-91
18,255		17,595	660
8,810		9,200	-390
41,199		48,979	-7,780

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,667
			8,415
			-4,076
			-17,484
			33,659
			20,812
			-91
			660
			-390
			-7,780

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1000 BP AMOCO P L C ADR SPONSORED			2015-02-17
1000 BAXALTA INC			2015-09-14
1000 BAXTER INTERNATIONAL INC			2015-09-14
1200 BORG-WARNER AUTOMOTIVE INC			2015-08-27
1100 BORG-WARNER AUTOMOTIVE INC			2015-09-14
600 BORG-WARNER AUTOMOTIVE INC		2013-09-20	2015-09-14
840 CATERPILLAR INC			2015-10-12
1000 CENTURYTEL INC		2010-01-21	2015-06-04
100 THE CHEMOURS COMPANY			2015-07-13
200 THE CHEMOURS COMPANY		2012-10-08	2015-07-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
41,589		50,443	-8,854
36,614		32,243	4,371
35,749		37,836	-2,087
52,912		73,074	-20,162
47,098		64,413	-17,315
25,690		30,467	-4,777
59,118		71,738	-12,620
32,739		35,189	-2,450
1,141		1,364	-223
2,282		2,435	-153

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8,854
			4,371
			-2,087
			-20,162
			-17,315
			-4,777
			-12,620
			-2,450
			-223
			-153

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
40 CHEVRONTEXACO CORP		2013-09-20	2015-09-14
100 CHEVRONTEXACO CORP		2015-02-12	2015-09-14
1000 COCA-COLA CO			2015-02-12
400 COCA-COLA CO		2011-03-09	2015-02-17
1600 COCA-COLA CO		2011-03-09	2015-06-04
400 COMCAST CORP CL A		2010-01-05	2015-09-14
225 CONOCOPHILLIPS		2010-08-13	2015-09-14
600 DOVER CORP			2015-01-14
500 DUPONT DE NEMOURS CO			2015-08-27
1000 DUPONT DE NEMOURS CO		2012-10-08	2015-09-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,012		5,018	-2,006
7,531		11,024	-3,493
42,359		39,250	3,109
16,684		13,120	3,564
64,799		52,480	12,319
22,384		6,660	15,724
10,507		9,453	1,054
41,015		48,251	-7,236
25,960		26,866	-906
47,889		47,951	-62

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-2,006
			-3,493
			3,109
			3,564
			12,319
			15,724
			1,054
			-7,236
			-906
			-62

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 EASTMAN CHEMICAL CO		2014-02-20	2015-01-14
450 EASTMAN CHEMICAL CO			2015-01-14
2871 362 EATON VANCE ATLANTA CAPITAL SMID-CAP FUN		2013-09-20	2015-02-12
107 143 EATON VANCE ATLANTA CAPITAL SMID-CAP FUN		2013-09-20	2015-07-13
150 EXXON MOBIL CORP COM		2007-05-17	2015-09-14
100000 FFCB 2 2% 08/27/2021-2013		2013-10-07	2015-10-23
100000 FFCB 2 2% 08/27/2021-2013		2013-10-07	2015-10-23
6340 336 FIDELITY ADVISOR NEW INSIGHTS FUND - CL		2011-04-11	2015-02-17
360 FISERV INC		2010-01-05	2015-02-12
640 FISERV INC		2010-01-05	2015-09-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,010		8,249	-1,239
31,544		27,223	4,321
75,000		65,496	9,504
3,000		2,444	556
10,785		12,259	-1,474
100,000		96,683	3,317
100,000		96,683	3,317
174,930		133,084	41,846
28,133		8,878	19,255
54,713		15,782	38,931

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,239
			4,321
			9,504
			556
			-1,474
			3,317
			3,317
			41,846
			19,255
			38,931

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
800 FRANKLIN RES INC		2008-07-31	2015-02-12
850 FRANKLIN RES INC		2008-03-28	2015-06-04
500 FRANKLIN RES INC			2015-09-14
2900 FREEPORT MCMORAN COPPER & GOLD		2009-09-24	2015-02-12
1100 FREEPORT MCMORAN COPPER & GOLD			2015-02-17
200 FREEPORT MCMORAN COPPER & GOLD		2014-02-20	2015-02-17
340 GILEAD SCIENCES INC			2015-02-12
170 GOLDMAN SACHS GROUP INC		2013-09-20	2015-02-12
50 GOLDMAN SACHS GROUP INC		2013-09-17	2015-06-04
230 GOOGLE INC CL C			2015-02-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
42,848		26,787	16,061
42,661		28,151	14,510
19,620		16,683	2,937
55,157		100,147	-44,990
22,671		36,608	-13,937
4,122		6,760	-2,638
33,931		16,985	16,946
32,225		28,180	4,045
10,428		8,341	2,087
124,637		53,785	70,852

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			16,061
			14,510
			2,937
			-44,990
			-13,937
			-2,638
			16,946
			4,045
			2,087
			70,852

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
160 GOOGLE INC CL C			2015-02-17
549 GOOGLE INC CL C		2008-04-09	2015-05-11
200 GOOGLE INC CL C			2015-09-14
300 HALLIBURTON CO		2014-05-30	2015-10-12
100 HOME DEPOT INC		2008-08-26	2015-06-04
400 HOME DEPOT INC		2009-04-20	2015-09-14
250 ILLINOIS TOOL WORKS INC COM		2010-01-05	2015-09-14
800 ILLINOIS TOOL WORKS INC COM		2010-01-21	2015-10-12
250 INTERNATIONAL BUSINESS MACHINES CORP		2009-09-24	2015-02-12
400 INTERNATIONAL PAPER CO		2009-09-24	2015-02-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
86,774		32,199	54,575
291		126	165
124,152		41,980	82,172
11,628		19,395	-7,767
11,126		2,694	8,432
45,983		10,180	35,803
20,705		12,105	8,600
69,897		38,143	31,754
39,697		30,230	9,467
22,657		8,530	14,127

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			54,575
			165
			82,172
			-7,767
			8,432
			35,803
			8,600
			31,754
			9,467
			14,127

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
575 INTERNATIONAL PAPER CO		2009-09-25	2015-06-04
925 INTERNATIONAL PAPER CO		2009-09-25	2015-08-27
460 ISHARES MSCI EMERGING MARKETS ETF		2009-09-24	2015-02-12
4500 ISHARES MSCI EMERGING MARKETS ETF		2009-09-24	2015-09-14
875 MARATHON OIL CORP		2015-02-12	2015-09-14
1950 MARATHON OIL CORP			2015-09-14
1700 MARATHON OIL CORP			2015-10-12
200 MARATHON PETROLEUM CORP			2015-02-12
670 MCDONALDS CORP		2009-04-20	2015-02-12
2130 MCDONALDS CORP		2009-04-20	2015-09-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
29,319		12,316	17,003
39,775		19,812	19,963
18,308		17,555	753
149,262		171,736	-22,474
13,116		25,058	-11,942
29,230		67,003	-37,773
32,028		53,921	-21,893
20,060		16,988	3,072
63,181		37,104	26,077
207,053		117,958	89,095

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			17,003
			19,963
			753
			-22,474
			-11,942
			-37,773
			-21,893
			3,072
			26,077
			89,095

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1250 NATIONAL RETAIL PROPERTIES I (REIT)			2015-02-12
250 NEXTERA ENERGY INC			2015-02-12
280 ORACLE CORP		2008-03-28	2015-06-04
500 PACKAGING CORP OF AMERICA		2014-02-20	2015-10-12
150 PARKER HANNIFIN CORP		2010-01-21	2015-06-04
650 PHILIP MORRIS INTL INC			2015-02-12
800 PHILIP MORRIS INTL INC			2015-06-04
2950 PHILIP MORRIS INTL INC			2015-09-14
800 PROCTER & GAMBLE CO			2015-08-27
175 QUESTAR CORP COM		2013-04-29	2015-02-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
50,522		39,782	10,740
26,299		20,077	6,222
12,211		5,488	6,723
34,236		36,132	-1,896
17,904		9,181	8,723
54,033		32,321	21,712
65,376		41,974	23,402
233,164		119,296	113,868
56,943		49,857	7,086
4,240		4,426	-186

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,740
			6,222
			6,723
			-1,896
			8,723
			21,712
			23,402
			113,868
			7,086
			-186

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
3225 QUESTAR CORP COM			2015-09-14
6000 RIDGEWORTH MID CAP VALUE EQUITY FUND - C		2011-03-30	2015-02-17
210 ROYAL DUTCH SHELL PLC -ADR		2010-01-05	2015-09-14
175 SEMPRA ENERGY CORP			2015-02-12
300 TARGET CORP		2009-04-20	2015-02-12
10849 739 FRANKLIN TEMPLETON GLOBAL BOND FUND - AD			2015-03-30
28626 514 THORNBURG INTERNATIONAL VALUE - I SHARES			2015-02-12
2665 241 THORNBURG INTERNATIONAL VALUE - I SHARES		2011-03-30	2015-02-17
1589 825 THORNBURG INTERNATIONAL VALUE - I SHARES			2015-06-05
80 3M CO COM		2009-09-25	2015-06-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
59,568		68,451	-8,883
83,520		76,140	7,380
10,425		13,087	-2,662
18,712		14,127	4,585
22,914		11,962	10,952
133,560		137,959	-4,399
826,447		773,788	52,659
77,718		79,584	-1,866
50,000		46,696	3,304
12,655		5,918	6,737

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-8,883
			7,380
			-2,662
			4,585
			10,952
			-4,399
			52,659
			-1,866
			3,304
			6,737

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
200 3M CO COM		2009-09-24	2015-09-14
200 TRAVELERS COS INC		2009-02-27	2015-02-12
600 TRAVELERS COS INC			2015-02-17
100 TRAVELERS COS INC		2009-02-25	2015-06-04
500 TRAVELERS COS INC		2009-02-27	2015-09-14
370 US BANCORP DEL NEW		2014-05-30	2015-06-04
500 US BANCORP DEL NEW		2013-09-20	2015-09-14
250 US BANCORP DEL NEW		2014-09-23	2015-09-14
250 UNITED PARCEL SVC INC			2015-02-12
675 UNITED PARCEL SVC INC			2015-06-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
28,059		14,806	13,253
21,570		7,394	14,176
64,871		25,006	39,865
10,015		3,883	6,132
49,581		18,484	31,097
16,054		15,633	421
20,356		18,940	1,416
10,178		10,780	-602
25,225		21,525	3,700
67,465		58,053	9,412

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			13,253
			14,176
			39,865
			6,132
			31,097
			421
			1,416
			-602
			3,700
			9,412

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4820 VANGUARD FTSE EMERGING MARKETS ETF		2009-09-24	2015-09-14
200 VERIZON COMMUNICATIONS		2009-04-20	2015-02-12
600 VIACOM INC CLASS B		2014-09-23	2015-02-12
900 VIACOM INC CLASS B			2015-06-04
325 WAL-MART STORES, INC		2008-04-09	2015-02-12
375 WHOLE FOODS MARKET INC		2015-06-04	2015-08-27
1400 WHOLE FOODS MARKET INC			2015-08-27
2200 WHOLE FOODS MARKET INC			2015-09-14
500 WHOLE FOODS MARKET INC		2015-02-12	2015-09-14
490 EVEREST RE GROUP LTD			2015-02-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
163,019		183,024	-20,005
9,934		5,926	4,008
40,564		47,106	-6,542
61,111		77,303	-16,192
27,797		17,660	10,137
12,495		15,249	-2,754
46,646		64,838	-18,192
70,245		108,695	-38,450
15,965		28,380	-12,415
89,619		58,326	31,293

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-20,005
			4,008
			-6,542
			-16,192
			10,137
			-2,754
			-18,192
			-38,450
			-12,415
			31,293

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
225 PARTNERRE LTD			2015-02-12
150 ACE LIMITED		2014-05-30	2015-06-04
450 CHECK POINT SOFTWARE TECH LT		2011-01-03	2015-02-12
1100 CHECK POINT SOFTWARE TECH LT		2011-01-03	2015-09-14
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
26,959		20,903	6,056
15,864		15,557	307
35,153		21,257	13,896
86,348		51,960	34,388
			98,112

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,056
			307
			13,896
			34,388

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CASTING FOR CATS PO BOX 650 ISLAMORADA, FL 33036	NONE	PC	FINANCIAL SUPPORT	100,000
ISLAMORADA FISHING & CONSERVATION TRUST PO BOX 22 ISLAMORADA, FL 33036	NONE	PC	FOR 2015 REDGHOST STALK	3,400
FRIENDS OF DRAKE WELL INC 205 MUSEUM LANE TITUSVILLE, PA 16354	NONE	PC	DEVELOPMENTAL SUPPORT OF	30,000
THE BILLFISH FOUNDATION 5100 N FEDERAL HIGHWAY SUITE 200 FORT LAUDERDALE, FL 33308	NONE	PC	SMART KIDS PROGRAM	30,000
PALM BEACH COUNTY FISHING FOUNDATION 201 FIFTH STREET WEST PALM BEACH, FL 33401	NONE	PC	2015 KIDS FISHING DAY	30,000
TITUSVILLE AREA UNITED WAY 208 W SPRING TITUSVILLE, PA 16354	NONE	PC	SUPPORT OF VARIOUS PROGRAMS	10,000
THE BUSCH WILDLIFE SANCTUARY 2500 JUPITER PARK DRIVE JUPITER, FL 33458	NONE	PC	PANTHER & BOBCAT HABITATS &	30,000
TOWN OF PALM BEACH SHORES 247 EDWARDS LANE PALM BEACH SHORES, FL 33404	NONE	PC	POLICE, FIRE & AMBULANCE	229,500
EVERGLADES GOLDEN RETRIEVER RESCUE 1003 LEISURE LANE BOYNTON BEACH, FL 33437	NONE	PC	FINACIAL SUPPORT	67,100
LOGGERHEAD MARINE LIFE CENTER 14200 US HIGHWAY ONE JUNO BEACH, FL 33408	NONE	PC	ULTRASOUND MACHINE & HEAT	54,500
PEGGY ADAMS ANIMAL RESCUE LEAGUE PALM BEACHES INC 3200 N MILITARY TRAI WEST PALM BEACH, FL 33409	NONE	PC	CARE, FOOD & MEDICAL FOR	15,000
INTERNATIONAL GAME FISH ASSN 300 GULF STREAM WAY DANIA BEACH, FL 33004	NONE	PC	GREAT MARLIN	125,000
YWCA 201 N FRANKLIN TITUSVILLE, PA 16354	NONE	PC	SUPPORT OF VARIOUS PROGRAMS	16,500
AMERICAN BOXER CHARITABLE FND PO BOX 8667 SPOKANE, WA 99203	NONE	PC	FOR HEALTH RESEARCH PROJECT	15,000
STEPHENS COLLEGE 1200 EAST BROADWAY COLUMBIA, MO 65215	NONE	PC	GRAPHIC DESIGH EQUIPMENT &	50,000
Total . . . . ▶ **3a**				1,715,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SOUTHEAST FLORIDA HONOR FLIGHT PO BOX 494488 PORT CHARLOTTE,FL 33949	NONE	PC	FOR WWII VETRANS TO TRAVEL	20,000
PAWS 4 LIBERTY 8939 PALOMINO DR LAKE WORTH,FL 33467	NONE	PC	TRANSPORT VAN & OUTSIDE	51,000
TITUSVILLE TOY SHOP 115 SAINT JOHN ST TITUSVILLE,PA 16354	NONE	PC	GENERAL SUPPORT	10,000
PALM BEACH COUNTY FOOD BANK 525 GATOR DRIVE LANTANA,FL 33462	NONE	PC	GENERAL SUPPORT	25,000
NEW HORIZONS SERVICE DOGS INC 1590 LAUREN PARK CT ORANGE CITY,FL 32763	NONE	PC	TRAIN SERVICE DOGS FOR	25,000
HAVEN HORSE RANCH 7333 COUNTY ROAD 208 ST AUGUSTINE,FL 32092	NONE	PC	THERAPEUTIC RIDING FOR	45,000
HEROS ON THE WATER 101-C N GREENVILLE AVE 55 ALLEN,TX 75002	NONE	PC	GENERAL SUPPORT	25,000
QUANTUM HOUSE INC 901 45TH STREET WEST PALM BEACH,FL 33407	NONE	PC	FAMILY CARE PROGRAM	25,000
SNOOK AND GAMEFISH FOUNDATION INC 28401 COCO PALM DRIVE PUNTA GORDA,FL 33982	NONE	PC	ENHANCEMENTS FOR FAMILY OF	88,000
TARHEEL WEIMARANER RESCUE INC 3046 DODSWORTH DRIVE CRAMERTON,NC 28032	NONE	PC	CARE, FOOD & MEDICAL FOR	50,000
THE NATURE CONSERVANCY FLORIDA CHAPTER 255 ALHAMBRA CIRCLE SUITE 520 CORAL GABLES,FL 33134	NONE	PC	CORAL & SPONGE RESTORATION	35,000
BIG DOG RANCH RESCUE 1090 JUPITER PARK DR STE 201 JUPITER,FL 33458	NONE	PC	ANIMAL CARE	100,000
SOUTHEASTERN GUIDE DOGS 4210 77TH ST EAST PALMETTO,FL 34221	NONE	PC	BUY 2 TRAINING VANS FOR SE	90,000
TITUSVILLE AREA FOOD BANK 134 W CENTRAL AVE TITUSVILLE,PA 16354	NONE	PC	GENERAL SUPPORT	2,000
TITUSVILLE AREA HOSPITAL FOUNDATION 406 W OAK ST TITUSVILLE,PA 16354	NONE	PC	PURCHASE OF IV PUMPS	90,000
Total . . . . ▶ **3a**				1,715,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
TITUSVILLE AREA SENIOR CITIZENS CORP 714 EAST MAIN ST TITUSVILLE, PA 16354	NONE	PC	CONGREGATE MEAL & FLAT	10,000
WEST PALM BEACH WATERFRONT WARRIORS 307 ALHAMBRA PLACE WEST PALM BEACH, FL 33405	NONE	PC	GENERAL SUPPORT	20,000
GREATER TITUSVILLE DEVELOPMENT FOUNDATION 110 W SPRING ST PO BOX 425 TITUSVILLE, PA 16354	NONE	PC	AMPITHEATRE	48,000
BENSON MEMORIAL LIBRARY 213 N FRANKLIN ST TITUSVILLE, PA 16354	NONE	PC	BURGLAR ALARM & AIR	15,000
GENESIS ASSISTANCE DOGS INC PO BOX 3101 WEST PALM BEACH, FL 334023101	NONE	PC	TRAINING & PLACEMENT COSTS	10,000
LAKE WORTH LAGOON ENVIROMENTAL DEFENSE FUND PO BOX 14932 NORTH PALM BEACH, FL 33408	NONE	PC	2015 GIFT	20,000
MORSELIFE APHASIA CENTER 4920 LORING DR WEST PALM BEACH, FL 33417	NONE	PC	FOR THE APHASIA PROGRAM &	35,000
SEAGULL SERVICES 3879 BYRON DR WEST PALM BEACH, FL 33404	NONE	PC	SUPPORT PROGRAMS FOR	25,000
STAR OF THE SEA FOUNDATION INC 5640 MALONEY AVE KEY WEST, FL 33040	NONE	PC	SOS HEALTH PRODUCE & FOOD	10,000
PAWSITIVE ACTION FOUNDATION INC 5701 LEON TYSON RD SAINT CLOUD, FL 34771	NONE	PC	COST TO TRAIN ONE SERVICE	20,000
INTERNATIONAL WOMEN'S FISHING ASSOCIATION PO BOX 31507 PALM BEACH GARDENS, FL 33420	NONE	PC	SPONSORSHIP	15,000
Total . . . . ▶ **3a**				1,715,000

TY 2015 Accounting Fees Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC	550	275		275

TY 2015 Investments Corporate Bonds Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Name of Bond	End of Year Book Value	End of Year Fair Market Value
APPLE INC 2.4% 05/03/2023	278,064	292,311
DR PEPPER SNAPPLE GROUP 2% 01/	194,700	195,432
DU PONT E I DE NEMOURS & CO 2.	190,653	190,044
FEDERATED TOTAL RETURN BOND FU	125,000	118,032
ISHARES U.S. PREFERRED STOCK E	694,214	679,875
MATTEL INC 2.35% 05/06/2019	301,298	297,459
PIMCO LOW DURATION FUND - INST	587,477	560,670
PIMCO TOTAL RETURN FUND- INSTI	409,241	375,800
PIMCO INCOME FUND - INSTITUTIO	315,000	293,337
PROCTER & GAMBLE 3.1% 8/15/23	297,311	312,762
FRANKLIN TEMPLETON GLOBAL BOND	314,841	281,816
VANGUARD INFLATION PROTECTED S	150,000	143,937
VANGUARD INTERMEDIATE TERM INV	250,000	246,170
FFCB 2.2% 08/27/2021-2013		
EATON VANCE FLOATING RD FD	15,000	13,757
EMERSON ELEC CO 2.625% 12/1/21	100,292	99,314
FHLMC 1.25% 8/1/19	49,986	49,444
FEDERATED INSTL HIGH YIELD BD	50,000	45,970
FEDERATED MORTGAGE FD	40,000	39,506
IBM CORP 2.875% 11/9/22	49,853	49,620

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JP MORGAN CHASE 3.25% 9/23/22	99,999	100,577
LORD ABBET SHT DURATION INC FD	60,000	58,192
PRUDENTIAL TOTAL RET FD CL Z	50,000	47,961
ROCKWELL AUTOMATION 2.05% 3/1/	99,686	99,135
SPDR BARCLAYS HIGH YIELD BD	196,268	169,550
SYSCO CORP 2.6% 10/1/20	50,672	50,079
US BANCORP MTN 1.95% 11/15/18	100,659	100,614

TY 2015 Investments Corporate Stock Schedule

Name: FLEMING FAMILY FOUNDATION
EIN: 26-6214365

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JEFFERIES TR/J ALERIAN MLP	25,553	18,075
ATT INC	219,848	266,678
ABBOTT LABORATORIES	98,757	114,970
ABBVIE INC	89,426	121,442
ALPHABET INC	127,756	459,026
ALTRIA GROUP	214,613	237,206
AMERICAN EXPRESS	47,114	62,943
AMGEN INC	163,671	259,728
ANADARKO PETROLEUM	143,117	80,157
ANALOG DEVICES INC	189,289	231,238
ANTHEM INC	36,312	31,374
APPLE INC	201,231	788,397
ARTISAN INTERNATIONAL	146,909	126,038
BLACKROCK IN	183,358	171,963
BOEING	152,744	150,374
BRISTOL MYERS SQUIBB	188,737	522,804
BROADCOM CORP	116,900	142,815
CVS HEALTH	161,283	224,382
CAPITAL ONE	84,821	73,624
CARDINAL HEALTH	170,387	366,007
CATEPILLAR INC	81,134	64,970
CHEVRON	159,353	138,089
CHUBB CORP	90,991	132,640
CHUCH & DWIGHT CO INC	176,197	254,640
CISCO SYSTEMS	113,013	105,905
COLGATE PALMOLIVE	206,373	339,762
COMCAST CORP	120,215	409,118
CONOCOPHILLIPS	187,136	176,722
CONSTELLATION BRANDS	160,953	313,368
COSTCO	187,206	274,550

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DEERE & CO	147,467	129,278
WALT DISNEY	224,907	225,922
DOMINION RESOURCES	36,560	33,820
DOW CHEMICAL	54,787	72,844
EMC CORP	180,805	255,516
EOG RESOURCES	42,985	35,395
EASTMAN CHEMICAL	90,165	101,265
EATON VANCE ATLANTA	425,289	746,929
EBAY INC	74,047	97,554
EMERSON ELECTRIC	172,956	186,537
EXPRESS SCRIPTS	124,400	174,820
EXXON MOBIL	216,429	218,260
FACEBOOK	100,339	146,524
FISERV INC	86,309	320,110
FRANKLIN RES INC	176,657	224,602
GILEAD SCIENCES	115,885	307,112
GOLDMAN SACHS	123,782	140,579
GRAINGER W W INC	35,874	30,389
HOME DEPOT	152,047	833,175
HONEYWELL INTERNATIONAL	174,066	239,765
ILLINOIS TOOL WORKS	96,840	185,360
IBM CORP	199,034	223,633
INTERNATIONAL PAPER CO	76,769	135,720
ISHARES MSCI EMERGING	98,927	82,889
ISHARES MSCI EAFE	39,368	42,572
ISHARES CORE & SP MID CAP	243,162	459,756
ISHARES CORE SP SMALL CAP	222,776	440,440
ISHARES RUSSELL MID CAP VALUE	143,865	343,300
ISHARES RUSSELL MID CAP GROWTH	235,197	606,672
ISHARES RUSSELL MID CAP ETF	138,544	288,324

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES RUSSELL 2000 GROWTH	260,631	571,048
JP MORGAN	193,929	277,326
JOHNSON & JOHNSON	243,153	410,880
KLA TENCOR	179,980	223,654
THE KROGER CO	233,328	266,039
LOCKHEED MARTIN	70,600	71,660
MARATHON PETROLEUM	153,908	228,096
METLIFE INC	116,851	109,678
MICROSOFT CORP	105,586	138,700
MOLSON COORS BREWING	51,210	70,910
MONDELEZ INTERNATIONAL	51,000	53,494
MONSANTO CO	141,105	139,406
NEXTERA ENERGY	98,393	139,732
NIKE	162,984	512,500
NUCOR CORP	33,832	33,046
OCCIDENTAL PETROLEUM	136,381	108,176
ORACLE CORP	195,633	376,990
OPPENHEIMER DEVELOPING	64,790	70,477
PARKER HANNIFIN	27,544	43,641
PACKAGING CORP OF AMERICA	47,296	56,745
PAYPAL	109,094	128,510
PEPSICO	249,276	379,696
PFIZER	197,640	367,992
PHILLIPS 66	139,914	230,676
PRAXAIR INC	171,183	158,720
PRUDENTIAL FINANCIAL	36,355	34,192
QUALCOMM	315,394	324,903
QUESTAR CORP	36,552	31,168
ROYAL DUTCH	155,176	114,017
SCHLUMBERGER LTD	172,337	265,050

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEMPRA ENERGY	93,469	124,563
SMUCKER	215,396	247,913
STARBUCKS	205,645	222,111
STERICYCLE INC	70,362	56,682
TARGET CORP	130,501	312,223
TEXAS INSTRUMENTS	229,698	396,276
THERMO FISHER	153,615	177,313
THORNBURG INTERNATIONAL	141,728	142,015
3M COMPANY	175,416	357,017
TRACTOR SUPPLY	65,910	85,500
TRAVELERS COS IN	127,367	383,724
US BANCORP	30,927	35,416
UNION PACIFIC	123,306	320,620
UNITED PARCEL SERVICE	59,329	76,984
UNITED TECHNOLOGIES CORP	195,918	302,621
UNITEDHEALTH	40,539	70,584
VF CORP	210,324	305,025
VALERO ENERGY	101,890	222,737
VANGUARD REIT	372,665	597,975
VANGUARD SMALL CAP	25,000	27,090
VERIZON	140,608	214,923
VODAPHONE GROUP	37,770	32,260
WAL MART	193,052	225,278
WELLS FARGO & CO	183,151	337,032
ALLERGAN PLC	230,416	500,000
ACCENTURE PLC	92,607	180,785
PARTNERRE LTD	77,020	139,740
ACE LIMITED	233,759	391,448
CHECK POINT SOFTWARE	47,237	81,380

TY 2015 Investments - Other Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OIL & GAS INTEREST 50% INTERES	AT COST	1	1
OIL & GAS INTEREST 50% INTERES	AT COST	1	1
OIL & GAS INTEREST 50% INTERES	AT COST	1	1
OIL & GAS INTEREST 50% INTERES	AT COST	1	1
OIL & GAS INTEREST OZ GAS LTD	AT COST	1	1,797
OIL & GAS INTEREST BELDEN & BL	AT COST	1	1,486

TY 2015 Other Decreases Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Description	Amount
ACCRUED INTEREST PD	370
2015 INCOME POSTED IN 2016	9,394

TY 2015 Other Increases Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Description	Amount
ROUNDING	7
2014 INCOME POSTED IN 2015	27,197
RETURN OF CAPITAL	12,493
DEPOSIT FROM PNC BANK DELL, INC.	91

TY 2015 Taxes Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,524	1,524		0
FEDERAL TAX PAYMENT - PRIOR YE	13,190	0		0
FEDERAL ESTIMATES - PRINCIPAL	30,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	1,119	1,119		0
FOREIGN TAXES ON NONQUALIFIED	585	585		0