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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
FLEMING FAMILY FOUNDATION

A Employer identification number
26-6214365

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

Room/suite

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 ▶ ☐

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)*▶$ 33,795,165

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	740,991	740,991		
	5a	Gross rents	1,042	1,042	1,042	
	b	Net rental income or (loss) 1,042				
	6a	Net gain or (loss) from sale of assets not on line 10	332,701			
	b	Gross sales price for all assets on line 6a 2,141,119				
	7	Capital gain net income (from Part IV, line 2)		332,701		
	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	1,074,734	1,074,734	1,042	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	203,178	101,589		101,589
	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)	8,731	2,375		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	212,459	104,239	0	101,864
	25	Contributions, gifts, grants paid	1,252,500			1,252,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,464,959	104,239	0	1,354,364
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-390,225			
	b	**Net investment income** (if negative, enter -0-)		970,495		
	c	**Adjusted net income**(if negative, enter -0-)			1,042	

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		515	515
2	Savings and temporary cash investments	974,404	699,370	699,370
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)	16,650,315	16,460,422	27,925,881
c	Investments—corporate bonds (attach schedule)	5,070,214	5,312,203	5,169,399
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	6		0
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)	22,694,939	22,472,510	33,795,165
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	22,694,939	22,472,510	
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)	22,694,939	22,472,510	
31	**Total liabilities and net assets/fund balances** (see instructions)	22,694,939	22,472,510	

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	22,694,939
2	Enter amount from Part I, line 27a	2	-390,225
3	Other increases not included in line 2 (itemize) ▶	3	175,315
4	Add lines 1, 2, and 3	4	22,480,029
5	Decreases not included in line 2 (itemize) ▶	5	7,519
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	22,472,510

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	332,701
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))
2015	1,804,198	32,999,751	0 054673
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

2 **Total** of line 1, column (d)	2	0 256102
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 05122
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	31,481,975
5 Multiply line 4 by line 3	5	1,612,507
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,705
7 Add lines 5 and 6	7	1,622,212
8 Enter qualifying distributions from Part XII, line 4	8	1,354,364

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 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	19,410
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	19,410
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	19,410
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 15,914		
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	15,914
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	1
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	3,497
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 0	**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 2016 or the taxable year beginning in 2016 (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 2016, 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 2016?.		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?.	☐ 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 2016 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 2016).*		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 2016?		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	Title, and average hours per week **(b)** 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	203,178		

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	Title, and average hours per week **(b)** 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**	31,221,790
b	Average of monthly cash balances	**1b**	739,606
c	Fair market value of all other assets (see instructions)	**1c**	0
d	**Total** (add lines 1a, b, and c)	**1d**	31,961,396
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**	31,961,396
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	**4**	479,421
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	31,481,975
6	**Minimum investment return.** Enter 5% of line 5	**6**	1,574,099

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**	1,574,099
2a	Tax on investment income for 2016 from Part VI, line 5	**2a**	19,410		
b	Income tax for 2016 (This does not include the tax from Part VI)	**2b**			
c	Add lines 2a and 2b			**2c**	19,410
3	Distributable amount before adjustments Subtract line 2c from line 1			**3**	1,554,689
4	Recoveries of amounts treated as qualifying distributions			**4**	152,500
5	Add lines 3 and 4			**5**	1,707,189
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**	1,707,189

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**	1,354,364
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**	1,354,364
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**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	1,354,364

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,707,189
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			923,989	
b Total for prior years 2014 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011. 0				
b From 2012. 0				
c From 2013. 0				
d From 2014. 0				
e From 2015. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 1,354,364				
a Applied to 2015, but not more than line 2a			923,989	
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 2016 distributable amount.				430,375
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(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 2015 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 2017				1,276,814
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 2011 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012. . . . 0				
b Excess from 2013. . . . 0				
c Excess from 2014. . . . 0				
d Excess from 2015. . . . 0				
e Excess from 2016. . . . 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 2016, 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) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(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**				1,252,500
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	740,991	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	1,042	
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	332,701	
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). .				1,074,734	

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,074,734

(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

******	2017-05-09	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JOSEPH B HULL		2017-05-09		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)
1000 JEFFERIES TR/J ALERIAN MLP ETF			2016-03-02
500 JEFFERIES TR/J ALERIAN MLP ETF		2015-06-04	2016-03-02
800 ABBOTT LABORATORIES			2016-03-15
28 ADVANSIX INC			2016-10-21
6 ADVANSIX INC		2015-02-12	2016-10-26
250 ANADARKO PETE		2015-06-04	2016-02-23
400 ANADARKO PETE		2015-02-17	2016-02-23
225 ANTHEM INC		2015-06-04	2016-10-12
255 ANTHEM INC		2016-03-15	2016-10-12
240 APPLE COMPUTER		2009-09-25	2016-03-15

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)
10,090		17,114	-7,024
5,045		7,990	-2,945
31,745		29,931	1,814
452		294	158
10		8	2
8,840		20,875	-12,035
14,144		35,512	-21,368
27,193		36,312	-9,119
30,819		36,317	-5,498
25,159		6,274	18,885

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	
			-7,024
			-2,945
			1,814
			158
			2
			-12,035
			-21,368
			-9,119
			-5,498
			18,885

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)
670 BROADCOM CORP		2015-06-04	2016-02-03
1800 BROADCOM CORP		2015-02-12	2016-02-03
93 CALIFORINA RESOURCES CRP		2015-02-12	2016-04-06
56 CALIFORINA RESOURCES CRP			2016-04-06
618 CALIFORINA RESOURCES CRP		2015-02-12	2016-04-13
171 CALIFORINA RESOURCES CRP		2014-05-02	2016-04-13
500 CHUBB CORP		2013-09-20	2016-01-15
500 CHUBB CORP			2016-01-15
1010 CONOCOPHILLIPS			2016-02-23
800 DEERE & COMPANY			2016-02-23

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)
36,699		36,374	325
98,595		80,526	18,069
101		133	-32
61		90	-29
1		1	
64,895		45,040	19,855
64,895		45,951	18,944
33,440		70,553	-37,113
62,166		69,115	-6,949

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	
			325
			18,069
			-32
			-29
			19,855
			18,944
			-37,113
			-6,949

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)
256 DELL TECHNOLOGIES INC CL V		2015-01-01	2016-10-21
669 DELL TECHNOLOGIES INC CL V		2015-01-01	2016-11-21
358 DELL TECHNOLOGIES INC CL V		2015-01-01	2016-11-21
7650 E M C CORP		2010-01-05	2016-09-07
2300 E M C CORP			2016-09-07
1100 EBAY INC			2016-03-15
1400 FRANKLIN RES INC			2016-02-23
350 GOLDMAN SACHS GROUP INC			2016-03-15
150 GRAINGER W W INC W/1 RT/SH		2015-06-04	2016-02-23
300 HOME DEPOT INC		2008-08-26	2016-03-15

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)
12,140		12,083	57
32		32	
17		17	
224,228		138,771	85,457
67,415		42,034	25,381
26,130		22,360	3,770
48,730		40,298	8,432
52,975		56,146	-3,171
32,916		35,874	-2,958
38,873		8,082	30,791

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	
			57
			85,457
			25,381
			3,770
			8,432
			-3,171
			-2,958
			30,791

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)
385 ISHARES MSCI EAFE ETF		2016-03-15	2016-06-16
200 ISHARES S & P MIDCAP 400		2010-05-20	2016-06-27
200 ISHARES S & P SMALLCAP 600		2010-05-20	2016-06-27
1000 KLA-TENCOR CORP			2016-10-12
2010 KROGER CO COM			2016-10-12
300 MONSANTO CO NEW			2016-02-23
315 MONSANTO CO NEW			2016-02-23
600 NIKE INC CL B		2008-10-08	2016-03-15
600 OCCIDENTAL PETROLEUM CORP			2016-10-12
332 668 OPPENHEIMER DEVELOPING MARKETS FUND - CL		2010-02-03	2016-06-16

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)
21,459		21,814	-355
28,213		14,859	13,354
21,950		11,501	10,449
72,378		62,461	9,917
62,751		73,036	-10,285
26,348		32,661	-6,313
27,665		32,570	-4,905
36,776		8,404	28,372
44,496		55,042	-10,546
10,000		9,172	828

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	
			-355
			13,354
			10,449
			9,917
			-10,285
			-6,313
			-4,905
			28,372
			-10,546
			828

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)
4975 125 PIMCO TOTAL RETURN FUND INSTL CLASS		2010-01-07	2016-03-15
450 PARKER HANNIFIN CORP		2010-01-21	2016-02-23
1600 QUESTAR CORP COM			2016-03-15
SCHERING PLOUGH CORP			2016-04-06
605 STERICYLCE INC			2016-10-12
5744 934 THORNBURG INTERNATIONAL VALUE - I SHARES		2010-02-03	2016-03-15
300 TRAVELERS COS INC		2009-02-25	2016-03-15
600 TRAVELERS COS INC		2009-02-25	2016-06-27
1000 VODAFONE GROUP PLC - SP ADR		2015-06-04	2016-10-12
1700 WELLS FARGO & CO NEW			2016-09-21

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)
50,000		53,909	-3,909
45,737		27,544	18,193
39,696		36,552	3,144
71			71
45,507		85,676	-40,169
134,317		141,728	-7,411
34,206		11,649	22,557
66,041		23,298	42,743
27,829		37,770	-9,941
77,357		54,743	22,614

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	
			-3,909
			18,193
			3,144
			71
			-40,169
			-7,411
			22,557
			42,743
			-9,941
			22,614

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)
130 ALLERGAN PLC		2013-10-02	2016-03-15
166 ALLERGAN PLC		2013-10-02	2016-06-27
1000 PARTNERRE LTD		2012-10-08	2016-03-18
95 CHUBB LIMITED		2011-01-03	2016-02-05
95 CHUBB LIMITED		2014-05-30	2016-02-05
62 BROADCOM LTD		2015-02-12	2016-02-18
24 BROADCOM LTD		2015-06-04	2016-02-18
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)
37,138		18,721	18,417
36,027		23,906	12,121
137,500		77,020	60,480
107		59	48
107		99	8
75		84	-9
29		33	-4
			39,533

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	
			18,417
			12,121
			60,480
			48
			8
			-9
			-4

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	2016 CHARITABLE DONATION	100,000
DON HAWLEY FOUNDATION PO BOX 603 ISLAMORADA, FL 33036	NONE	PC	DITTY BAG & 3RD PLACE TEAM	2,850
ISLAMORADA FISHING & CONSERVATION TRUST PO BOX 22 ISLAMORADA, FL 33036	NONE	PC	FOR 2016 REDGHOST STALK	6,350
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	CONSERVATION-SMART KIDS	30,000
PALM BEACH COUNTY FISHING FOUNDATION 201 FIFTH STREET PO BOX 468 WEST PALM BEACH, FL 33401	NONE	PC	2016 KIDS FISHING DAY	30,000
TITUSVILLE AREA UNITED WAY PO BOX 401 TITUSVILLE, PA 16354	NONE	PC	SUPPORT OF VARIOUS PROGRAMS	15,000
THE BUSCH WILDLIFE SANCTUARY 2500 JUPITER PARK DRIVE JUPITER, FL 33458	NONE	PC	OUTDOOR REHAB & RECOVERY	30,000
EVERGLADES GOLDEN RETRIEVER RESCUE 1530 W BOYNTON BEACH BLVD 4335 BOYNTON BEACH, FL 33424	NONE	PC	IMPORT, MEDICAL,BOARDING &	42,000
LOGGERHEAD MARINE LIFE CENTER 14200 US HIGHWAY ONE JUNO BEACH, FL 33408	NONE	PC	2016 DONATION FOR ALL ITEMS	44,800
PEGGY ADAMS ANIMAL RESCUE LEAGUE PALM BEACHES INC 3200 N MILITARY TRAIL WEST PALM BEACH, FL 33409	NONE	PC	KITTEN NURSERY & PEGGY'S	25,000
INTERNATIONAL GAME FISH ASSN 300 GULF STREAM WAY DANIA BEACH, FL 33004	NONE	PC	GREAT MARLIN	15,000
YWCA 201 N FRANKLIN TITUSVILLE, PA 16354	NONE	PC	SUPPORT OF VARIOUS PROGRAMS	18,000
AMERICAN BOXER CHARITABLE FND PO BOX 8667 SPOKANE, WA 99203	NONE	PC	FOR HEALTH RESEARCH PROJECT	15,000
SOUTHEAST FLORIDA HONOR FLIGHT PO BOX 1503 STUART, FL 34995	NONE	PC	FOR WWII VETRANS TO TRAVEL	20,000
Total . . . . ▶ **3a**				1,252,500

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*				
PAWS 4 LIBERTY 8939 PALOMINO DR LAKE WORTH, FL 33467	NONE	PC	NON-COMPENSATION EXPENSES	60,000
TITUSVILLE TOY SHOP 115 SAINT JOHN ST TITUSVILLE, PA 16354	NONE	PC	2016 DONATION	10,000
PALM BEACH COUNTY FOOD BANK 525 GATOR DRIVE LANTANA, FL 33462	NONE	PC	CHARITABLE DONATION	25,000
HAVEN HORSE RANCH 7333 COUNTY ROAD 208 ST AUGUSTINE, FL 32092	NONE	PC	THERAPEUTIC RIDING FOR	20,000
HEROS ON THE WATER 101-C N GREENVILLE AVE 55 ALLEN, TX 75002	NONE	PC	REHAB & REINTEGRATE FOR	10,000
QUANTUM HOUSE INC 901 45TH STREET WEST PALM BEACH, FL 33407	NONE	PC	FAMILY CARE PROGRAM	25,000
SNOOK AND GAMEFISH FOUNDATION INC 1505 W TERRACE DR LAKE WORTH, FL 33460	NONE	PC	ENHANCEMENTS FOR FAMILY OF	15,000
TARHEEL WEIMARANER RESCUE INC 3046 DODSWORTH DRIVE CRAMERTON, NC 28032	NONE	PC	CARE, FOOD & MEDICAL FOR	10,000
THE NATURE CONSERVANCY FLORIDA CHAPTER 255 ALHAMBRA CIRCLE SUITE 520 CORAL GABLES, FL 33134	NONE	PC	CORAL & SPONGE RESTORATION	35,000
TITUSVILLE LIONS FOUNDATION PO BOX 351 TITUSVILLE, PA 16354	NONE	PC	EYE EXAMS & GLASSES FOR	3,000
BIG DOG RANCH RESCUE 1090 JUPITER PARK DR STE 201 JUPITER, FL 33458	NONE	PC	SENIOR CARE CENTER,	268,000
SOUTHEASTERN GUIDE DOGS 4210 77TH ST EAST PALMETTO, FL 34221	NONE	PC	PAWS FOR PATRIOTS TRAINING	45,000
TITUSVILLE AREA FOOD BANK 134 W CENTRAL AVE TITUSVILLE, PA 16354	NONE	PC	2016 DONATION	16,700
TITUSVILLE AREA HOSPITAL FOUNDATION 406 W OAK ST TITUSVILLE, PA 16354	NONE	PC	FRONT ENTRY RENOVATIONS	43,400
TITUSVILLE AREA SENIOR CITIZENS CORP 714 EAST MAIN ST TITUSVILLE, PA 16354	NONE	PC	FURNITURE, COMPUTER LAB AND	13,650
Total . . . . . . ▶ 3a				1,252,500

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*				
GREATER TITUSVILLE DEVELOPMENT FOUNDATION 110 W SPRING ST PO BOX 425 TITUSVILLE, PA 16354	NONE	PC	AMPITHEATRE	30,000
BENSON MEMORIAL LIBRARY 213 N FRANKLIN ST TITUSVILLE, PA 16354	NONE	PC	FOLDING TABLES & CHAIRS&	8,000
GENESIS ASSISTANCE DOGS INC PO BOX 3101 WEST PALM BEACH, FL 334023101	NONE	PC	TRAIN & PLACE ASSISTANCE	10,000
LAKE WORTH LAGOON ENVIROMENTAL DEFENSE FUND PO BOX 14932 NORTH PALM BEACH, FL 33408	NONE	PC	2016 DONATION	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	FOR BARK BUS & FOOD FOR	45,000
SHY WOLF SANCTUARY PO BOX 3032 NAPLES, FL 34106	NONE	PC	FEEDING AND MEDICAL CARE OF	15,000
FLAMINGO GARDENS 3750 S FLAMINGO DR DAVIE, FL 33330	NONE	PC	NORTH AMERICAN RIVER OTTER	5,000
PALM BEACH ISLAND CATS INC 1480 VIA MANANA PALM BEACH, FL 33480	NONE	PC	FOOD & VET BILLS FOR THE	20,000
ISLAND DOLPHIN CARE 150 LORELANE PLACE KEY LARGO, FL 33037	NONE	PC	ANNUAL FOOD COSTS FOR 2	24,000
ANIMAL RECOVERY MISSION INC C/O ARM PO BOX 403344 MIAMI, FL 33140	NONE	PC	2016 CHARITABLE DONATION	10,000
FOREST ANIMAL RESCUE 640 NE 170TH COURT SILVER SPRINGS, FL 34488	NONE	PC	EQUIP, FIXTURES AND	15,000
GUIDES TRUST FOUNDATION INC PO BOX 88 ISLAMORADA, FL 330360803	NONE	PC	2017 SWAMP GUIDES BALL	11,750
Total . . . . ▶ **3a**				1,252,500

TY 2016 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 2016 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	280,660	292,116
DR PEPPER SNAPPLE GROUP 2% 01/	195,825	198,604
DU PONT E I DE NEMOURS & CO 2.	191,758	196,586
FEDERATED TOTAL RETURN BOND FU	125,000	119,472
ISHARES U.S. PREFERRED STOCK E	694,214	651,175
MATTEL INC 2.35% 05/06/2019	300,926	300,777
PIMCO LOW DURATION	587,477	560,101
PIMCO TOTAL RETURN BD FD	355,162	324,407
PIMCO INCOME FUND - INSTITUTIO	315,000	301,590
PROCTER & GAMBLE 3.1% 8/15/23	297,311	308,877
FRANKLIN TEMPLETON GLOBAL BOND	314,841	292,326
VANGUARD INFLATION PROTECTED S	150,000	145,478
VANGUARD INTERMEDIATE TERM INV	270,000	265,340
EATON VANCE FLOATING RD FD	15,000	14,640
EMERSON ELEC CO 2.625% 12/1/21	100,245	101,048
FHLMC 1.25% 8/1/19	49,986	49,794
FEDERATED INSTL HIGH YIELD BD	50,000	49,864
FEDERATED MORTGAGE FD	60,000	58,912
IBM CORP 2.875% 11/9/22	49,853	50,323
JP MORGAN CHASE 3.25% 9/23/22	99,999	101,129

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LORD ABBET SHT DURATION INC FD	60,000	58,057
PRUDENTIAL TOTAL RET FD CL Z	50,000	48,373
ROCKWELL AUTOMATION 2.05% 3/1/	99,686	99,652
SPDR BARCLAYS HIGH YIELD BD	196,268	182,250
SYSCO CORP 2.6% 10/1/20	50,542	50,432
US BANCORP MTN 1.95% 11/15/18	100,439	100,509
BANK OF NY MELLON CORP	50,354	49,075
BANK NOVA SCOTIA NY AGY 2.8%	101,734	100,757
ABBOTT LABS 2.55%	99,923	97,735

TY 2016 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
ATT INC	219,848	329,608
ABBOTT LABORATORIES	68,826	67,602
ABBVIE INC	89,426	128,371
ALPHABET INC CL A	127,756	467,546
ALTRIA GROUP	214,613	275,552
AMERICAN EXPRESS	47,114	67,042
AMGEN INC	163,671	233,936
ANADARKO PETROLEUM	86,730	69,730
ANALOG DEVICES INC	189,289	303,552
ANTHEM INC		
APPLE INC	194,957	839,695
ARTISAN INTERNATIONAL	246,909	232,505
BLACKROCK IN	183,358	192,173
BOEING	162,779	173,583
BRISTOL MYERS SQUIBB	188,737	444,144
BROADCOM CORP	54,650	62,930
CVS HEALTH	161,283	181,098
CAPITAL ONE	107,242	117,338
CARDINAL HEALTH	170,387	295,077
CATEPILLAR INC	81,134	88,659
CHEVRON	159,353	180,670
CHUBB CORP	300,460	521,874
CHUCH & DWIGHT CO INC	186,412	274,552
CISCO SYSTEMS	132,597	137,320
COLGATE PALMOLIVE	206,373	333,744
COMCAST CORP	120,215	500,613
CONOCOPHILLIPS	116,583	139,139
CONSTELLATION BRANDS	171,032	346,327
COSTCO	197,198	282,754
DEERE & CO	78,352	92,221

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALT DISNEY	224,907	224,073
DOMINION RESOURCES	75,899	79,654
DOW CHEMICAL	54,787	80,966
EMC CORP		
EOG RESOURCES	73,550	96,045
EASTMAN CHEMICAL	90,165	112,815
EATON VANCE ATLANTA	425,289	802,545
EBAY INC	51,686	72,741
EMERSON ELECTRIC	172,956	217,425
EXPRESS SCRIPTS	124,400	137,580
EXXON MOBIL	216,429	252,728
FACEBOOK	100,339	161,070
FISERV INC	86,309	371,980
FRANKLIN RES INC	136,359	186,026
GILEAD SCIENCES	115,885	217,336
GOLDMAN SACHS	67,636	102,964
GRAINGER W W INC		
HOME DEPOT	143,966	804,480
HONEYWELL INTERNATIONAL	183,372	279,199
ILLINOIS TOOL WORKS	96,840	244,920
IBM CORP	199,034	269,734
INTERNATIONAL PAPER CO	76,769	191,016
ISHARES MSCI EMERGING	98,927	90,151
ISHARES MSCI EAFE	52,229	54,959
ISHARES CORE & SP MID CAP	228,302	512,554
ISHARES CORE SP SMALL CAP	211,275	522,576
ISHARES RUSSELL MID CAP VALUE	143,865	402,150
ISHARES RUSSELL MID CAP GROWTH	235,197	642,774
ISHARES RUSSELL MID CAP ETF	138,544	321,948
ISHARES RUSSELL 2000 GROWTH	260,631	631,154

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JP MORGAN	193,929	362,418
JOHNSON & JOHNSON	243,153	460,840
KLA TENCOR	117,519	175,063
THE KROGER CO	160,293	150,119
LOCKHEED MARTIN	76,655	88,979
MARATHON PETROLEUM	169,943	246,715
METLIFE INC	139,171	150,353
MICROSOFT CORP	105,586	155,350
MOLSON COORS BREWING	127,085	157,637
MONDELEZ INTERNATIONAL	71,065	73,765
MONSANTO CO		
NEXTERA ENERGY	98,393	160,674
NIKE	154,580	386,308
NUCOR CORP	67,769	100,291
OCCIDENTAL PETROLEUM	81,116	71,230
ORACLE CORP	195,633	396,804
OPPENHEIMER DEVELOPING	55,618	64,494
PARKER HANNIFIN		
PACKAGING CORP OF AMERICA	47,296	76,338
PAYPAL	134,071	165,182
PEPSICO	249,276	397,594
PFIZER	197,640	370,272
PHILLIPS 66	150,199	254,910
PRAXAIR INC	171,183	181,645
PRUDENTIAL FINANCIAL	58,653	75,964
QUALCOMM	315,394	423,800
QUESTAR CORP		
ROYAL DUTCH	155,176	135,406
SCHLUMBERGER LTD	172,337	319,010
SEMPRA	93,469	133,348

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SMUCKER	225,497	267,133
STARBUCKS	205,645	205,424
STERICYCLE INC		
TARGET CORP	130,501	310,589
TEXAS INSTRUMENTS	229,698	527,573
THERMO FISHER	153,615	176,375
THORNBURG INTERNATIONAL		
3M COMPANY	175,416	423,211
TRACTOR SUPPLY	65,910	75,810
TRAVELERS COS IN	92,420	306,050
US BANCORP	30,927	42,637
UNION PACIFIC	123,306	425,088
UNITED PARCEL SERVICE	129,553	173,909
UNITED TECHNOLOGIES CORP	195,918	345,303
UNITEDHEALTH	40,539	96,024
VF CORP	210,324	261,415
VALERO ENERGY	101,890	215,208
VANGUARD REIT	372,665	618,975
VANGUARD SMALL CAP	25,000	31,542
VERIZON	154,291	262,683
VODAPHONE GROUP		
WAL MART	193,052	254,016
WELLS FARGO & CO	128,408	247,995
ALLERGAN PLC	187,789	273,853
ACCENTURE	92,607	202,635
PARTNERRE LTD		
ACE LIMITED		
CHECK POINT SOFTWARE	47,237	84,460
APPLIED MATERIALS INC	35,279	39,434
AMERICAN INTL GROUP	68,388	86,536

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADVANSIX INC	625	1,417
BECTON DICKINSON	24,024	22,846
CERNER CORP	32,354	29,369
CROWN CASTLE INTL CORP	78,615	74,622
DELL TECHNOLOGIES INC CL V	40,214	46,834
MASCO CORP	74,694	82,244
PIONEER NATURAL RESOURCE	43,841	41,236
PRICELINE GROUP	70,321	70,371
REALTY INCOME CORP	67,954	58,342
ROSS STORES	69,192	77,736
STRYKER CORP	70,975	74,282
T MOBILE US	49,612	74,533
WISDOMTREE MIDCAP DIV FD	53,926	58,704
WISDOMTREE SMALL CAP DIV INDX	53,167	62,040
JEFFERIES ALERIAN		

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491130011247

TY 2016 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			
OIL & GAS INTEREST 50% INTERES			
OIL & GAS INTEREST 50% INTERES			
OIL & GAS INTEREST 50% INTERES			
OIL & GAS INTEREST OZ GAS LTD			
OIL & GAS INTEREST BELDEN & BL			

TY 2016 Other Decreases Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Description	Amount
2016 INCOME POSTED TO 2017	7,519

TY 2016 Other Increases Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Description	Amount
ROUNDING	0
RETURN OF CAPITAL	22,815
ACCRUED INTEREST PD	0
2015 INCOME POSTED IN 2016	0
RETURN OF 2015 DIST.=TOWN OF PALM BEACH	152,500

TY 2016 Taxes Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,404	1,404		0
FEDERAL TAX PAYMENT - PRIOR YE	4,431	0		0
FEDERAL ESTIMATES - PRINCIPAL	1,925	0		0
FOREIGN TAXES ON QUALIFIED FOR	477	477		0
FOREIGN TAXES ON NONQUALIFIED	494	494		0