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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

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

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 EA5W86
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)*▶$ 37,044,987

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	773,500	773,500		
	5a	Gross rents	1,952	1,952	1,952	
	b	Net rental income or (loss) 1,952				
	6a	Net gain or (loss) from sale of assets not on line 10	514,514			
	b	Gross sales price for all assets on line 6a 5,458,900				
	7	Capital gain net income (from Part IV, line 2)		514,514		
	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	1,289,966	1,289,966	1,952	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	218,429	109,215		109,215
	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)	10,000	1,650		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)	637	318		318
	24	**Total operating and administrative expenses.** Add lines 13 through 23	229,616	111,458	0	109,808
	25	Contributions, gifts, grants paid	2,500,001			2,500,001
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,729,617	111,458	0	2,609,809
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,439,651			
	b	**Net investment income** (if negative, enter -0-)		1,178,508		
	c	**Adjusted net income**(if negative, enter -0-)			1,952	

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	565	565
	2	Savings and temporary cash investments	699,370	785,401	785,401
	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)	16,460,422	15,215,350	31,228,417
	c	Investments—corporate bonds (attach schedule)	5,312,203	5,047,226	5,027,317
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		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)	22,472,510	21,048,548	37,044,987
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	22,472,510	21,048,548	
	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)	22,472,510	21,048,548	
	31	**Total liabilities and net assets/fund balances** (see instructions)	22,472,510	21,048,548	

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	22,472,510
2	Enter amount from Part I, line 27a	2	-1,439,651
3	Other increases not included in line 2 (itemize) ▶	3	23,887
4	Add lines 1, 2, and 3	4	21,056,746
5	Decreases not included in line 2 (itemize) ▶	5	8,198
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,048,548

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			(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	
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	514,514
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))
2016	1,354,364	31,481,975	0 04302
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

2 Total of line 1, column (d)	2	0 222778
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 044556
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	34,855,378
5 Multiply line 4 by line 3	5	1,553,016
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,785
7 Add lines 5 and 6	7	1,564,801
8 Enter qualifying distributions from Part XII, line 4 , ...	8	2,609,809

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	11,785
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	11,785
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	11,785
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	4,853		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d.			7	4,853
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	173
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	7,105
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 2018 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 2017 or the taxable year beginning in 2017 (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 2017, 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

			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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____, 20____, 20____, 20____

			Yes	No
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

			Yes	No
b	If "Yes," did it have excess business holdings in 2017 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 2017).*	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 2017?	4b		No

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

		Yes/No		Yes	No
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	218,429		

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

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	34,419,089
b	Average of monthly cash balances	1b	967,082
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	35,386,171
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	35,386,171
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	530,793
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,855,378
6	**Minimum investment return.** Enter 5% of line 5	6	1,742,769

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	1,742,769
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 11,785		
b	Income tax for 2017 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	11,785
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,730,984
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,730,984
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	1,730,984

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	2,609,809
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	2,609,809
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	11,785
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,598,024

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,730,984
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			1,276,814	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012. 0				
b From 2013. 0				
c From 2014. 0				
d From 2015. 0				
e From 2016. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 2,609,809				
a Applied to 2016, but not more than line 2a			1,276,814	
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 2017 distributable amount.				1,332,995
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 *(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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				397,989
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 2012 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013. . . . 0				
b Excess from 2014. . . . 0				
c Excess from 2015. . . . 0				
d Excess from 2016. . . . 0				
e Excess from 2017. . . . 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 2017, 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			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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**				2,500,001
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	773,500	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	1,952	
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	514,514	
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). .				1,289,966	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,289,966

(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

******	2018-05-02	******
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
DOAK A PFAFF		2018-05-02		P00878518
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) 232-7288

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)
1210 AT&T INC		2008-07-31	2017-10-24
150 ABBVIE INC		2015-02-12	2017-03-01
64 ADVANSIX INC			2017-03-01
1000 ANADARKO PETE		2015-02-12	2017-03-01
490 APPLE COMPUTER		2010-01-05	2017-03-01
345 APPLE COMPUTER		2009-09-25	2017-03-24
2606 469 ARTISAN INTERNATIONAL VALUE FUND - INVES		2013-09-20	2017-03-01
200 BARD C R INC W/1 RT/SH			2017-12-29
138 BECTON DICKINSON AND CO		2016-10-12	2017-01-06
25 BLACKROCK INC		2015-02-12	2017-03-01

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)
42,510		38,018	4,492
9,400		8,538	862
1,833		625	1,208
66,099		86,730	-20,631
68,430		15,053	53,377
48,755		9,019	39,736
88,698		96,909	-8,211
66,529		47,923	18,606
22,943		24,024	-1,081
9,921		9,319	602

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	
			4,492
			862
			1,208
			-20,631
			53,377
			39,736
			-8,211
			18,606
			-1,081
			602

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)
108 BRIGHTHOUSE FINANCIAL INC			2017-08-24
182 BRIGHTHOUSE FINANCIAL INC		2016-03-15	2017-09-12
400 BRISTOL-MYERS SQUIBB CO		2010-01-05	2017-03-01
175 BRISTOL-MYERS SQUIBB CO		2010-01-21	2017-08-24
1495 CVS CORP			2017-03-01
500 CARDINAL HEALTH INC		2011-01-03	2017-03-01
600 CARDINAL HEALTH INC			2017-08-24
956 CATERPILLAR INC			2017-03-01
100 COMCAST CORP CL A		2010-01-21	2017-08-24
852 DELL TECHNOLOGIES INC CL V		2015-01-01	2017-03-01

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)
5,996		6,416	-420
10		10	
22,772		10,081	12,691
10,184		4,443	5,741
121,003		106,389	14,614
40,972		19,542	21,430
39,690		33,591	6,099
94,270		81,134	13,136
4,011		822	3,189
54,681		40,214	14,467

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	
			-420
			12,691
			5,741
			14,614
			21,430
			6,099
			13,136
			3,189
			14,467

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 DISNEY (WALT) CO		2015-09-14	2017-03-01
750 DISNEY (WALT) CO			2017-08-24
1200 DISNEY (WALT) CO		2015-09-14	2017-10-24
450 EBAY INC		2014-03-05	2017-03-01
400 EXPRESS SCRIPTS HOLDING CO			2017-03-24
600 EXPRESS SCRIPTS HOLDING CO		2008-10-07	2017-08-24
1000 EXPRESS SCRIPTS HOLDING CO			2017-10-24
945 FRANKLIN RES INC		2008-04-09	2017-03-01
755 FRANKLIN RES INC		2008-04-09	2017-10-24
235 GILEAD SCIENCES INC			2017-03-01

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)
22,242		20,732	1,510
76,146		79,785	-3,639
118,269		124,390	-6,121
15,431		10,767	4,664
25,586		24,442	1,144
36,258		30,443	5,815
58,461		69,515	-11,054
40,918		31,504	9,414
33,756		25,170	8,586
16,515		8,610	7,905

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	
			1,510
			-3,639
			-6,121
			4,664
			1,144
			5,815
			-11,054
			9,414
			8,586
			7,905

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 HOME DEPOT INC		2008-08-26	2017-08-24
100 HOME DEPOT INC		2009-04-20	2017-10-24
200 INTERNATIONAL BUSINESS MACHINES CORP		2009-09-24	2017-03-01
625 INTERNATIONAL BUSINESS MACHINES CORP			2017-08-24
1600 INTERNATIONAL PAPER CO		2009-09-24	2017-03-01
300 INTERNATIONAL PAPER CO		2009-09-24	2017-10-24
500 ISHARES RUSSELL MID-CAP VALUE ETF			2017-03-01
300 ISHARES RUSSELL MID-CAP ETF		2014-09-23	2017-03-01
12500 ISHARES S&P PREF STK INDEX		2010-08-13	2017-10-24
100 JOHNSON & JOHNSON CO		2009-09-25	2017-08-24

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)
14,804		2,694	12,110
16,470		2,545	13,925
36,375		24,184	12,191
89,398		78,113	11,285
85,710		34,120	51,590
17,500		6,397	11,103
42,560		22,411	20,149
57,146		48,420	8,726
481,799		498,125	-16,326
13,279		6,073	7,206

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	
			12,110
			13,925
			12,191
			11,285
			51,590
			11,103
			20,149
			8,726
			-16,326
			7,206

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)
500 KLA-TENCOR CORP		2014-03-05	2017-03-01
4350 KROGER CO COM			2017-03-01
512 ELI LILLY & CO		2017-08-24	2017-11-29
1600 METLIFE INC		2015-02-12	2017-03-01
1900 MICROSOFT CORP		2015-02-12	2017-03-01
755 MOLSON COORS BREWING CO B		2015-08-27	2017-11-29
1664 MONDELEZ INTERNATIONAL INC W/I			2017-11-29
1000 OCCIDENTAL PETROLEUM CORP		2015-02-12	2017-03-01
500 ORACLE CORP		2008-04-09	2017-03-01
56863 066 PIMCO LOW DURATION INSTITUTIONAL			2017-03-01

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)
45,500		32,719	12,781
139,724		160,293	-20,569
43,499		40,442	3,057
87,483		80,496	6,987
122,889		81,358	41,531
57,976		51,210	6,766
71,427		71,065	362
66,309		81,116	-14,807
21,405		10,070	11,335
560,101		587,333	-27,232

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	
			12,781
			-20,569
			3,057
			6,987
			41,531
			6,766
			362
			-14,807
			11,335
			-27,232

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)
21734 845 PIMCO TOTAL RETURN FUND INSTL CLASS			2017-03-01
10608 84 PIMCO TOTAL RETURN FUND INSTL CLASS			2017-11-29
450 PAYPAL HOLDINGS INC		2014-03-05	2017-03-01
PFIZER INC			2017-03-07
PFIZER INC			2017-03-29
229 PIONEER NAT RES CO COM		2016-10-12	2017-08-24
850 PRAXAIR INC			2017-03-01
170 PRAXAIR INC			2017-03-24
1500 QUALCOMM INC			2017-08-24
1015 REALTY INCOME CORP (REIT)		2016-06-27	2017-11-29

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)
219,087		238,990	-19,903
108,847		114,441	-5,594
19,015		15,863	3,152
835			835
195			195
29,449		43,841	-14,392
101,992		92,574	9,418
19,990		21,334	-1,344
78,778		99,805	-21,027
56,324		67,445	-11,121

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	
			-19,903
			-5,594
			3,152
			835
			195
			-14,392
			9,418
			-1,344
			-21,027
			-11,121

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)
490 ROYAL DUTCH SHELL PLC ADR A SHS		2010-01-05	2017-03-01
898 ROYAL DUTCH SHELL PLC ADR A SHS		2010-01-05	2017-10-13
5000 SPDR BARCLAYS HIGH YIELD BOND ETF			2017-11-06
280 SCHLUMBERGER LTD		2009-04-20	2017-10-24
1100 SCHLUMBERGER LTD			2017-11-29
76 SMUCKER J M CO NEW		2016-10-12	2017-08-24
700 SMUCKER J M CO NEW			2017-08-24
1310 SMUCKER J M CO NEW			2017-10-24
500 STARBUCKS CORP		2015-09-14	2017-03-01
2000 STARBUCKS CORP		2015-09-14	2017-10-24

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)
25,602		30,537	-4,935
46		55	-9
184,771		196,268	-11,497
17,458		12,602	4,856
68,608		52,795	15,813
8,161		10,101	-1,940
75,165		72,226	2,939
137,206		143,171	-5,965
28,509		28,282	227
108,457		113,130	-4,673

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	
			-4,935
			-9
			-11,497
			4,856
			15,813
			-1,940
			2,939
			-5,965
			227
			-4,673

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)
1200 STARBUCKS CORP			2017-11-29
175 STARBUCKS CORP		2017-01-06	2017-11-29
1500 TARGET CORP			2017-03-01
5112 599 FRANKLIN TEMPLETON GLOBAL BOND FUND - AD			2017-10-24
166 3M CO COM		2009-09-25	2017-03-24
1000 TRACTOR SUPPLY COMPANY			2017-08-24
830 US BANCORP DEL NEW			2017-11-29
100 UNION PACIFIC CORP		2009-09-25	2017-08-24
364 UNITED PARCEL SVC INC		2016-02-23	2017-08-24
50 UNITEDHEALTH GROUP INC		2014-05-30	2017-08-24

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)
68,908		64,233	4,675
10,049		9,945	104
86,263		47,276	38,987
61,965		67,247	-5,282
31,840		12,279	19,561
57,366		65,910	-8,544
45,145		30,927	14,218
10,474		2,967	7,507
41,266		35,065	6,201
9,738		3,967	5,771

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	
			4,675
			104
			38,987
			-5,282
			19,561
			-8,544
			14,218
			7,507
			6,201
			5,771

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)
1600 V F CORP W/1 RT/SH			2017-01-06
1500 V F CORP W/1 RT/SH			2017-03-01
1728 608 VANGUARD INTERMEDIATE TERM TREASURY FUND		2016-10-06	2017-11-29
683 VERIZON COMMUNICATIONS			2017-10-24
304 ALLERGAN PLC		2013-10-02	2017-11-29
1000 CHECK POINT SOFTWARE TECH LT		2011-01-03	2017-03-01
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)
84,288		73,527	10,761
78,853		63,781	15,072
19,205		20,000	-795
33,528		19,444	14,084
53,669		43,779	9,890
99,558		47,237	52,321
			44,647

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	
			10,761
			15,072
			-795
			14,084
			9,890
			52,321

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 82897 OVERSEAS HIGHWAY ISLAMORADA, FL 33036	NONE	PC	2017 CHARITABLE DONATION	235,000
ISLAMORADA FISHING & CONSERVATION TRUSTPO BOX 22 ISLAMORADA, FL 33036	NONE	PC	FOR 2017 REDGHOST STALK	10,000
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	35,000
PALM BEACH COUNTY FISHING FOUNDATION 201 FIFTH STREET PO BOX 468 WEST PALM BEACH, FL 33401	NONE	PC	KIDS FISHING DAY PROGRAM	70,000
Total . . . . ▶ **3a**				2,500,001

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 UNITED WAY PO BOX 401 TITUSVILLE, PA 16354	NONE	PC	SUPPORT OF VARIOUS PROGRAMS	20,000
THE BUSCH WILDLIFE SANCTUARY 2500 JUPITER PARK DRIVE JUPITER, FL 33458	NONE	PC	FOOD & MEDICAL SUPPLIES FOR	30,000
TOWN OF PALM BEACH SHORES 247 EDWARDS LANE PALM BEACH SHORES, FL 33404	NONE	GOV	VARIOUS EQUIPMENT	81,126
LOGGERHEAD MARINE LIFE CENTER 14200 US HIGHWAY ONE JUNO BEACH, FL 33408	NONE	PC	CARE & FEEDING OF THE	100,000
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
Total . . . . ▶ **3a**				2,500,001

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*				
INTERNATIONAL GAME FISH ASSN 300 GULF STREAM WAY DANIA BEACH, FL 33004	NONE	PC	EDUCATIONAL PROGRAMS	100,000
OIL REGION ALLIANCE217 ELM STREET OIL CITY, PA 16301	NONE	PC	HEATING SYSTEM AT NEILLTOWN	3,000
YWCA201 N FRANKLIN TITUSVILLE, PA 16354	NONE	PC	SUPPORT OF VARIOUS PROGRAMS	20,000
STEPHENS COLLEGE 1200 EAST BROADWAY COLUMBIA, MO 65215	NONE	PC	GRAPHIC DESIGN EQUIPMENT &	50,000
PAWS 4 LIBERTY8939 PALOMINO DR LAKE WORTH, FL 33467	NONE	PC	NON-COMPENSATION EXPENSES &	62,500
Total . . . . ▶ 3a				2,500,001

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 TOY SHOP 115 SAINT JOHN ST TITUSVILLE, PA 16354	NONE	PC	NEW ROOF	15,000
HAVEN HORSE RANCH 7333 COUNTY ROAD 208 ST AUGUSTINE, FL 32092	NONE	PC	THERAPEUTIC RIDING FOR	40,000
QUANTUM HOUSE INC901 45TH STREET WEST PALM BEACH, FL 33407	NONE	PC	FAMILY CARE PROGRAM	20,000
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
Total . . . . . . ▶ **3a**				2,500,001

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*				
BIG DOG RANCH RESCUE 1090 JUPITER PARK DR STE 201 JUPITER, FL 33458	NONE	PC	VARIOUS NEEDS AT THE RANCH	890,000
SOUTHEASTERN GUIDE DOGS 4210 77TH ST EAST PALMETTO, FL 34221	NONE	PC	10 CAMPUS GOLF CARTS	84,040
TITUSVILLE AREA FOOD BANK 134 W CENTRAL AVE TITUSVILLE, PA 16354	NONE	PC	2017 DONATION	16,308
TITUSVILLE AREA HOSPITAL FOUNDATION 406 W OAK ST TITUSVILLE, PA 16354	NONE	PC	FRONT ENTRY RENOVATIONS	50,000
TITUSVILLE AREA SENIOR CITIZENS CORP 714 EAST MAIN ST TITUSVILLE, PA 16354	NONE	PC	ALL ITEMS ON WISH LIST	15,200
Total . . . . ▶ **3a**				2,500,001

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	DOWNTOWN FACADE IMPROVEMENT	20,000
BENSON MEMORIAL LIBRARY 213 N FRANKLIN ST TITUSVILLE, PA 16354	NONE	PC	BUILDING REPAIR &	8,600
GENESIS ASSISTANCE DOGS INC PO BOX 3101 WEST PALM BEACH, FL 334023101	NONE	PC	TRAIN & PLACE ASSISTANCE	10,000
LAKE WORTH LAGOON ENVIROMENTAL DEFENSE FUNDPO BOX 14932 NORTH PALM BEACH, FL 33408	NONE	PC	2017 DONATION	25,000
STAR OF THE SEA FOUNDATION INC 5640 MALONEY AVE KEY WEST, FL 33040	NONE	PC	SOS HEALTH PRODUCE & FOOD	15,000
Total . . . . ▶ **3a**				2,500,001

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*				
PAWSITIVE ACTION FOUNDATION INC 5701 LEON TYSON RD SAINT CLOUD, FL 34771	NONE	PC	GENERAL SUPPORT	45,000
PALM BEACH ISLAND CATS INC PO BOX 173 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	25,000
GUIDES TRUST FOUNDATION INC 55 HARBOR ISLAMORADA, FL 330360803	NONE	PC	HURRICANE RELIEF TOURNAMENT	10,000
AMERICAN VET DOGS VETERANS K-9 CORPS371 E JERICHO TURNPIKE SMITH TOWN, NY 11787	NONE	PC	TRAIN & PLACE ASSISTANT DOG	25,000
Total . . . . ▶ **3a**				2,500,001

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*				
CANINE COMPAINIONS FOR INDEPENDENCE SOUTHEAST REGIONAL CENTER PO BOX 680388 ORLANDO, FL 328680388	NONE	PC	TEAM TRAINING FOR 3 PEOPLE	11,927
FIRST COAST NO MORE HOMELESS PETS 6817 NORWOOD AVE JACKSONVILLE, FL 32208	NONE	PC	150 CRATES & VEHICLE RENTAL	20,000
K-9S FOR WARRIORS114 CAMP K9 RD PONTE VEDRA, FL 32081	NONE	PC	WARRIOR SERVICE PROGRAM	50,000
KOWIACHOBEE ANIMAL PRESERVE 2861 4TH AVE SE NAPLES, FL 34117	NONE	PC	HOUSING, CARE & FEEDING OF	25,000
LEEDS ENDOWMENT INC 435 SOUTHERN BLVD WEST PALM BEACH, FL 33405	NONE	PC	ALL ITEMS ON WISH LIST	22,300
Total . . . . ▶ 3a				2,500,001

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*				
PASSION FOR PAWS7512 W LAKE DR W PALM BEACH, FL 334068738	NONE	PC	VET CARE FOR INDIGENT PET	28,000
PELICAN HARBOR SEABIRD STATION INC 1279 NE 79TH ST MIAMI, FL 331384206	NONE	PC	ITEMS ON WISH LIST	32,000
WILDLIFE CARE CENTER SPCA OF BROWARD COUNTY3200 SW 4TH AVE FT LAUDERDALE, FL 333153019	NONE	PC	FOOD, VET BILLS &	20,000
Total . . . . ▶ **3a**				2,500,001

TY 2017 Accounting Fees Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Accounting Fees Schedule

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

TY 2017 Investments Corporate Bonds Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
APPLE INC 2.4% 05/03/2023	283,348	296,808
DR PEPPER SNAPPLE GROUP 2% 01/	196,977	198,307
DU PONT E I DE NEMOURS & CO 2.	192,902	199,858
FEDERATED TOTAL RETURN BOND FU	250,000	246,767
ISHARES U.S. PREFERRED STOCK E	196,089	190,350
MATTEL INC 2.35% 05/06/2019	300,555	295,500
PIMCO LOW DURATION	300,000	298,374
PIMCO TOTAL RETURN BD FD		
PIMCO INCOME FUND - INSTITUTIO	540,000	538,624
PROCTER & GAMBLE 3.1% 8/15/23	297,311	307,238
FRANKLIN TEMPLETON GLOBAL BOND	247,593	229,053
VANGUARD INFLATION PROTECTED S	250,000	245,813
VANGUARD INTERMEDIATE TERM INV	250,000	248,979
EATON VANCE FLOATING RD FD	15,000	14,722
EMERSON ELEC CO 2.625% 12/1/21	100,196	100,929
FHLMC 1.25% 8/1/19	49,986	49,486
FEDERATED INSTL HIGH YIELD BD	280,000	278,093
FEDERATED MORTGAGE FD	60,000	58,789
IBM CORP 2.875% 11/9/22	49,853	50,406
JP MORGAN CHASE 3.25% 9/23/22	99,999	102,010

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
LORD ABBET SHT DURATION INC FD	385,000	378,834
PRUDENTIAL TOTAL RET FD CL Z	50,000	50,091
ROCKWELL AUTOMATION 2.05% 3/1/	99,686	99,164
SPDR BARCLAYS HIGH YIELD BD		
SYSCO CORP 2.6% 10/1/20	50,407	50,212
US BANCORP MTN 1.95% 11/15/18	100,220	100,090
BANK OF NY MELLON CORP	50,275	49,328
BANK NOVA SCOTIA NY AGY 2.8%	101,734	100,793
ABBOTT LABS 2.55%	99,923	98,995
VISA INC 2.2% 12/14/20	50,022	49,973
DISNEY WALT CO SERIES GMTN 1.8	49,937	49,832
COSTCO WHOLESALE CORP 2.75%	50,213	49,899

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TY 2017 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	181,830	254,275
ABBOTT LABORATORIES	68,826	100,443
ABBVIE INC	80,888	183,749
ALPHABET INC CL A	127,756	621,506
ALTRIA GROUP	214,613	290,996
AMERICAN EXPRESS	47,114	89,876
AMGEN INC	163,671	278,240
ANADARKO PETROLEUM		
ANALOG DEVICES INC	189,289	372,145
APPLE INC	170,885	1,085,610
ARTISAN INTERNATIONAL	150,000	176,030
BLACKROCK IN	174,039	246,581
BOEING	162,779	328,825
BRISTOL MYERS SQUIBB	174,213	430,492
BROADCOM CORP	164,174	222,475
CVS HEALTH	54,894	58,000
CAPITAL ONE	155,367	183,725
CARDINAL HEALTH	117,253	183,810
CATEPILLAR INC		
CHEVRON	159,353	192,167
CHUBB CORP	300,460	577,609
CHURCH & DWIGHT CO INC	186,412	311,706
CISCO SYSTEMS	132,597	174,035
COLGATE PALMOLIVE	206,373	384,795
COMCAST CORP	119,394	576,720
CONOCOPHILLIPS	116,583	152,320
CONSTELLATION BRANDS	171,032	516,340
COSTCO	210,801	343,019
DEERE & CO	78,352	140,076
WALT DISNEY		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMINION RESOURCES	75,899	84,302
DOWDUPONT	54,787	100,776
EOG RESOURCES	190,970	229,201
EASTMAN CHEMICAL	90,165	138,960
EATON VANCE ATLANTA	425,289	968,529
EBAY INC	40,919	75,480
EMERSON ELECTRIC	172,956	271,791
EXPRESS SCRIPTS		
EXXON MOBIL	216,429	234,192
FACEBOOK	100,339	247,044
FISERV INC	129,513	502,884
FRANKLIN RES INC	79,685	129,990
GILEAD SCIENCES	107,275	200,592
GOLDMAN SACHS	67,636	109,547
HOME DEPOT	138,727	1,099,274
HONEYWELL INTERNATIONAL	183,372	369,598
ILLINOIS TOOL WORKS	155,265	405,946
IBM CORP	96,737	122,736
INTERNATIONAL PAPER CO	36,252	98,498
ISHARES MSCI EMERGING	98,927	121,334
ISHARES MSCI EAFE	52,229	66,935
ISHARES CORE & SP MID CAP	228,302	588,318
ISHARES CORE SP SMALL CAP	211,275	583,756
ISHARES RUSSELL MID CAP VALUE	121,454	401,175
ISHARES RUSSELL MID CAP GROWTH	235,197	796,224
ISHARES RUSSELL MID CAP ETF	90,124	312,195
ISHARES RUSSELL 2000 GROWTH	260,631	765,470
JP MORGAN	193,929	449,148
JOHNSON & JOHNSON	237,080	544,908
KLA TENCOR	84,800	181,246

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THE KROGER CO		
LOCKHEED MARTIN	76,655	114,294
MARATHON PETROLEUM	169,943	323,302
METLIFE INC	52,250	60,166
MICROSOFT CORP	60,622	94,094
MOLSON COORS BREWING		
MONDELEZ INTERNATIONAL		
NEXTERA ENERGY	98,393	210,076
NIKE	154,580	475,380
NUCOR CORP	67,769	107,132
OCCIDENTAL PETROLEUM		
ORACLE CORP	185,563	464,290
OPPENHEIMER DEVELOPING	55,618	86,624
PACKAGING CORP OF AMERICA	47,296	108,495
PAYPAL	118,208	274,971
PEPSICO	249,276	455,696
PFIZER	197,640	412,908
PHILLIPS 66	150,199	298,393
PRAXAIR INC	57,276	81,980
PRUDENTIAL FINANCIAL	58,653	83,935
QUALCOMM	212,873	320,100
ROYAL DUTCH	124,584	135,621
SCHLUMBERGER LTD	106,939	163,084
SEMPRA	93,469	141,669
SMUCKER		
STARBUCKS		
TARGET CORP	83,225	182,700
TEXAS INSTRUMENTS	229,698	755,101
THERMO FISHER	153,615	237,350
3M COMPANY	163,137	518,755

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRACTOR SUPPLY		
TRAVELERS COS IN	156,146	407,598
US BANCORP		
UNION PACIFIC	120,339	536,400
UNITED PARCEL SERVICE	94,488	137,380
UNITED TECHNOLOGIES CORP	195,918	401,846
UNITEDHEALTH	36,572	121,253
VF CORP	73,017	133,200
VALERO ENERGY	133,683	324,626
VANGUARD REIT	372,665	622,350
VANGUARD SMALL CAP	25,000	36,143
VERIZON	134,847	224,317
WAL MART	193,052	362,906
WELLS FARGO & CO	128,408	273,015
ALLERGAN PLC	144,010	163,660
ACCENTURE	135,291	309,242
CHECK POINT SOFTWARE		
APPLIED MATERIALS INC	60,187	92,987
AMERICAN INTL GROUP	68,388	78,944
ADVANSIX INC		
BECTON DICKINSON		
CERNER CORP	32,354	41,782
CROWN CASTLE INTL CORP	78,615	95,469
DELL TECHNOLOGIES INC CL V		
MASCO CORP	74,694	114,288
PIONEER NATURAL RESOURCE		
PRICELINE GROUP	246,535	260,661
REALTY INCOME CORP		
ROSS STORES	69,192	95,096
STRYKER CORP	70,975	96,001

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T MOBILE US	49,612	82,309
WISDOMTREE MIDCAP DIV FD	53,926	65,832
WISDOMTREE SMALL CAP DIV INDX	53,167	65,363
AMAZON.COM	75,319	76,016
AUTOMATIC DATA	43,801	45,235
CR BARD	47,923	66,248
BOSTON SCIENTIFIC	41,211	38,077
EDWARD LIFESCIENCES	88,465	85,547
HP	77,668	89,608
KRAFT HEINZ	164,952	139,968
MARRIOTT INTL	74,826	124,193
M&T BANK	87,865	89,428
MCCORMICK	107,711	112,101
MCDONALDS	63,400	68,848
MONSANTO	75,875	93,424
S&P GLOBAL	79,750	87,749
SVB FINANCIAL	98,846	116,885
VISA	64,065	70,692

TY 2017 Investments - Other Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Investments Other Schedule 2

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 2017 Other Decreases Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Description	Amount
2017 INCOME POSTED IN 2018	8,198

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TY 2017 Other Expenses Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	637	318		318

TY 2017 Other Increases Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Description	Amount
RETURN OF CAPITAL	23,887

TY 2017 Taxes Schedule

Name: FLEMING FAMILY FOUNDATION

EIN: 26-6214365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	950	950		0
FEDERAL TAX PAYMENT - PRIOR YE	3,497	0		0
FEDERAL ESTIMATES - PRINCIPAL	4,853	0		0
FOREIGN TAXES ON QUALIFIED FOR	435	435		0
FOREIGN TAXES ON NONQUALIFIED	265	265		0