

Form **990-PF**Department of the Treasury
Internal Revenue Service176
928
380**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.
► Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning 7/01, 2017, and ending 6/30, 2018

The Robert Fleming & Jane Howe Patrick
Foundation, Inc.
P.O. Box 234
Charlotte, VT 05445

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,888,487.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis)

A Employer identification number 03-0317962
B Telephone number (see instructions)
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	39.	39.		
4	Dividends and interest from securities	29,318.	29,318.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	140,753.			
b	Gross sales price for all assets on line 6a	427,149.			
7	Capital gain net income (from Part IV, line 2)		140,753.		
8	Net short term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	170,110.	170,110.	0.	
13	Compensation of officers, directors, trustees, etc.	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 1	300.	300.		
b	Accounting fees (attach sch) See St 2	4,600.	4,600.		
c	Other professional fees (attach sch) See St 3	28,798.	28,798.		
17	Interest				
18	Taxes (attach schedule) (see notes)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	337.	337.		
24	Total operating and administrative expenses. Add lines 13 through 23 Part XV	34,035.	34,035.		
25	Contributions, gifts, grants paid	96,500.			96,500.
26	Total expenses and disbursements Add lines 24 and 25	130,535.	34,035.	0.	96,500.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	39,575.			
b	Net investment income (if negative, enter -0-)		136,075.		
c	Adjusted net income (if negative, enter -0-)			0.	

BAA For Paperwork Reduction Act Notice, see instructions.

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Part III Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	11,659.	7,652.	7,652.
	2 Savings and temporary cash investments	86,657.	89,791.	89,791.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	1,125,012.	1,178,966.	1,791,044..
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)	12,574.			
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	1,235,902.	1,276,409.	1,888,487.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons	2,065.	2,065.	
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe) <u>See Statement 5</u>		932.	
	23 Total liabilities (add lines 17 through 22)	2,065.	2,997.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	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	1,233,837.	1,273,412.	
	30 Total net assets or fund balances (see instructions)	1,233,837.	1,273,412.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,235,902.	1,276,409.	

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	1,233,837.
2 Enter amount from Part I, line 27a	2	39,575.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,273,412.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,273,412.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a See Statement 6				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	140,753.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) See instructions If (loss), enter -0- in Part I, line 8 </div>		3	0.

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 doesn't qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	94,500.	1,650,325.	0.057261
2015	79,000.	1,567,890.	0.050386
2014	86,900.	1,667,815.	0.052104
2013	80,913.	1,534,625.	0.052725
2012	91,217.	1,265,670.	0.072070
2 Total of line 1, column (d)			2 0.284546
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0.056909
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 1,815,973.
5 Multiply line 4 by line 3			5 103,345.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,361.
7 Add lines 5 and 6			7 104,706.
8 Enter qualifying distributions from Part XII, line 4			8 96,500.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,722.
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	2,722.
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	2,722.
6 Credits/Payments			
a 2017 estimated tax pmts and 2016 overpayment credited to 2017	6 a		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		87.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		2,809.
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	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation: \$ 0. (2) On foundation managers: \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered. See instructions VT		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>Harriet S. Patrick</u> Telephone no <u>(802) 425-2508</u> Located at <u>705 Cedar Beach Road Charlotte VT</u> ZIP + 4 <u>05445</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15	N/A
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	X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country

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

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

	Yes	No
1 a 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here <u> </u>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If 'Yes,' list the years <u>20 , 20 , 20 , 20 </u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20 , 20 , 20 , 20 </u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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

5 b N/A

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

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

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

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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?

N/A

7 b

Part VIII. Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Harriet S. Patrick 705 Cedar Beach Road Charlotte, VT 05445	President 0.50	0.	0.	0.
Richard Cunningham 705 Cedar Beach Road Charlotte, VT 05445	Vice Preside 0.50	0.	0.	0.
C. Dennis Hill 121 Conner Way Williston, VT 05495	Director 0.50	0.	0.	0.
Glen A. Wright 12380 SW 140th Loop Dunnellon, FL 34432	Director 0.50	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Part 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	1 a	1,741,344.
b Average of monthly cash balances	1 b	102,283.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	1,843,627.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,843,627.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	27,654.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,815,973.
6 Minimum investment return. Enter 5% of line 5	6	90,799.

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	90,799.
2 a Tax on investment income for 2017 from Part VI, line 5	2 a	2,722.
b Income tax for 2017 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	2,722.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	88,077.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	88,077.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	88,077.

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	1 a	96,500.
b Program-related investments — total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	96,500.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	96,500.

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				88,077.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2017				
a From 2012	29,499.			
b From 2013	7,356.			
c From 2014	7,174.			
d From 2015	1,850.			
e From 2016	14,424.			
f Total of lines 3a through e	60,303.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 96,500.				
a Applied to 2016, but not more than line 2a			0.	
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				88,077.
e Remaining amount distributed out of corpus	8,423.			
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	68,726.			
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				0.
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)	29,499.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	39,227.			
10 Analysis of line 9				
a Excess from 2013	7,356.			
b Excess from 2014	7,174.			
c Excess from 2015	1,850.			
d Excess from 2016	14,424.			
e Excess from 2017	8,423.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Statement 9				
Total			3 a	96,500.
b Approved for future payment				
Total			3 b	

Part XVI-A	Analysis of Income-Producing Activities
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Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	39.	
4	Dividends and interest from securities			14	29,318.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18		140,753.
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)				29,357.	140,753.
13	Total. Add line 12, columns (b), (d), and (e)				13	170,110.

Part XVI-B	Relationship of Activities to the Accomplishment of Exempt Purposes
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Federal Statements
The Robert Fleming & Jane Howe Patrick
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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 300.	\$ 300.		
Total	<u>\$ 300.</u>	<u>\$ 300.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax Preparation	\$ 4,600.	\$ 4,600.		
Total	<u>\$ 4,600.</u>	<u>\$ 4,600.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Executive Director Fees	\$ 6,270.	\$ 6,270.		
Investment Management Fees	22,528.	22,528.		
Total	<u>\$ 28,798.</u>	<u>\$ 28,798.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Postage	\$ 61.	\$ 61.		
Supplies	276.	276.		
Total	<u>\$ 337.</u>	<u>\$ 337.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 5
Form 990-PF, Part II, Line 22
Other Liabilities

Unsettled Stock Purchase	\$	932.
	Total \$	<u>932.</u>

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
1	431 REGAL ENTERTAINMENT GRP CL A	Purchased	11/03/2017	12/27/2017
2	297 TWO HARBORS INVESTMENT CORP	Purchased	8/25/2014	12/21/2017
3	12 ABBVIE INC COM	Purchased	9/05/2014	12/20/2017
4	13 ABBVIE INC COM	Purchased	2/11/2015	12/20/2017
5	7 ADOBE SYSTEMS	Purchased	8/26/2015	12/20/2017
6	7 AECOM	Purchased	7/09/2015	12/20/2017
7	79 AERCAP HOLDINGS N.V.	Purchased	1/21/2016	12/20/2017
8	22 AERCAP HOLDINGS N.V.	Purchased	1/22/2016	12/20/2017
9	34 AKAMAI TECHNOLOGIES INC	Purchased	5/12/2011	12/20/2017
10	28 AKAMAI TECHNOLOGIES INC	Purchased	5/17/2012	12/20/2017
11	23 AMERICAN AIRLIS GROUP INC	Purchased	10/08/2014	12/20/2017
12	414 CALPINE CORP NEW	Purchased	3/01/2017	12/20/2017
13	1 AMAZON COM INC	Purchased	4/25/2014	12/19/2017
14	22 CELGENE CORP	Purchased	12/22/2016	12/19/2017
15	2 CELGENE CORP	Purchased	1/26/2017	12/19/2017
16	9 CELGENE CORP	Purchased	10/26/2017	12/19/2017
17	10 CELGENE CORP	Purchased	1/26/2017	12/19/2017
18	31 CELGENE CORP	Purchased	10/26/2017	12/19/2017
19	19 JPMORGAN CHASE & CO	Purchased	5/12/2011	12/19/2017
20	70 JPMORGAN CHASE & CO	Purchased	11/19/2013	12/19/2017
21	41 TWENTY-FIRST CENTURY FOX CL A	Purchased	8/06/2015	12/19/2017
22	10 TWENTY-FIRST CENTURY FOX CL A	Purchased	8/04/2016	12/19/2017
23	6 TWENTY-FIRST CENTURY FOX CL A	Purchased	10/09/2014	12/18/2017
24	43 TWENTY-FIRST CENTURY FOX CL A	Purchased	8/06/2015	12/18/2017
25	17 TWENTY-FIRST CENTURY FOX CL A	Purchased	9/08/2014	12/15/2017
26	44 TWENTY-FIRST CENTURY FOX CL A	Purchased	10/09/2014	12/15/2017
27	27 TWENTY-FIRST CENTURY FOX CL A	Purchased	7/18/2014	12/14/2017
28	46 TWENTY-FIRST CENTURY FOX CL A	Purchased	7/25/2014	12/14/2017
29	19 TWENTY-FIRST CENTURY FOX CL A	Purchased	9/08/2014	12/14/2017
30	12 ROCKWELL COLLINS INC	Purchased	11/25/2015	12/13/2017
31	29 PAYPAL HLDGS INC COM	Purchased	7/02/2009	12/08/2017
32	67 TWENTY-FIRST CENTURY FOX CL A	Purchased	7/18/2014	12/08/2017
33	14 ROCKWELL COLLINS INC	Purchased	11/25/2015	12/07/2017
34	10 ROCKWELL COLLINS INC	Purchased	11/25/2015	12/05/2017
35	69 D R HORTON INC	Purchased	2/09/2017	12/01/2017
36	22 MEDTRONIC PLC SHS	Purchased	3/28/2017	12/01/2017
37	50 MEDTRONIC PLC SHS	Purchased	1/27/2015	12/01/2017
38	12 ROCKWELL COLLINS INC	Purchased	11/25/2015	11/17/2017
39	3 ROCKWELL COLLINS INC	Purchased	11/19/2015	11/15/2017
40	11 ROCKWELL COLLINS INC	Purchased	11/25/2015	11/15/2017
41	4 NASDAQ INC COM	Purchased	5/11/2017	11/09/2017
42	4 NASDAQ INC COM	Purchased	5/11/2017	11/08/2017
43	56 GRANITE POINT MORTGAGE TRUST I	Purchased	11/01/2017	11/07/2017
44	9 NASDAQ INC COM	Purchased	5/11/2017	11/07/2017
45	88 BRIGHTHOUSE FINL INC	Purchased	9/11/2017	11/03/2017

The Robert Fleming & Jane Howe Patrick
Foundation, Inc.

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Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
46	54 MORGAN STANLEY	Purchased	2/12/2016	11/03/2017
47	80 MORGAN STANLEY	Purchased	3/04/2016	11/03/2017
48	0.385 GRANITE POINT MORTGAGE TRUST I	Purchased	11/01/2017	11/01/2017
49	11 MONSANTO CO/NEW	Purchased	1/28/2010	11/01/2017
50	4 MONSANTO CO/NEW	Purchased	2/05/2010	11/01/2017
51	0.5 TWO HARBORS INVESTMENT CORP	Purchased	8/25/2014	11/01/2017
52	106 GENERAL MTRS CO	Purchased	11/19/2010	10/31/2017
53	73 MORGAN STANLEY	Purchased	2/12/2016	10/31/2017
54	1 NASDAQ INC COM	Purchased	5/11/2017	10/31/2017
55	10 NASDAQ INC COM	Purchased	4/01/2014	10/31/2017
56	72 PNC FINL SVCS GP	Purchased	1/15/2015	10/31/2017
57	25 DELTA AIR LINES INC NEW	Purchased	5/03/2013	10/27/2017
58	9 NASDAQ INC COM	Purchased	4/01/2014	10/27/2017
59	22 NASDAQ INC COM	Purchased	8/24/2012	10/25/2017
60	2 NASDAQ INC COM	Purchased	4/01/2014	10/25/2017
61	17 TOYOTA MOTOR CP ADR NEW	Purchased	11/25/2016	10/25/2017
62	18 TOYOTA MOTOR CP ADR NEW	Purchased	3/17/2014	10/25/2017
63	20 TOYOTA MOTOR CP ADR NEW	Purchased	10/24/2014	10/25/2017
64	5 NASDAQ INC COM	Purchased	12/02/2009	10/23/2017
65	8 NASDAQ INC COM	Purchased	8/24/2012	10/23/2017
66	13 NASDAQ INC COM	Purchased	12/02/2009	10/19/2017
67	8 NASDAQ INC COM	Purchased	12/02/2009	10/17/2017
68	104 POPULAR INC COM NEW	Purchased	2/11/2016	10/17/2017
69	94 POPULAR INC COM NEW	Purchased	2/12/2016	10/17/2017
70	11 MONSANTO CO/NEW	Purchased	1/21/2010	10/13/2017
71	14 MONSANTO CO/NEW	Purchased	1/28/2010	10/13/2017
72	10 NASDAQ INC COM	Purchased	12/02/2009	10/13/2017
73	7 TOYOTA MOTOR CP ADR NEW	Purchased	9/18/2013	10/12/2017
74	16 TOYOTA MOTOR CP ADR NEW	Purchased	10/10/2013	10/12/2017
75	32 TOYOTA MOTOR CP ADR NEW	Purchased	3/17/2014	10/12/2017
76	73 MORGAN STANLEY	Purchased	2/12/2016	10/11/2017
77	9 NASDAQ INC COM	Purchased	12/02/2009	10/11/2017
78	16 TOYOTA MOTOR CP ADR NEW	Purchased	6/04/2013	10/10/2017
79	33 TOYOTA MOTOR CP ADR NEW	Purchased	9/18/2013	10/10/2017
80	3 NASDAQ INC COM	Purchased	9/09/2009	10/06/2017
81	5 NASDAQ INC COM	Purchased	12/02/2009	10/06/2017
82	8 NASDAQ INC COM	Purchased	9/09/2009	10/04/2017
83	14 NASDAQ INC COM	Purchased	9/09/2009	10/02/2017
84	15 XILINX INC	Purchased	1/22/2015	9/07/2017
85	5 XILINX INC	Purchased	1/22/2015	9/06/2017
86	6 XILINX INC	Purchased	7/23/2014	9/05/2017
87	6 XILINX INC	Purchased	1/22/2015	9/05/2017
88	37 APPLE INC	Purchased	6/20/2013	8/31/2017
89	12 APPLE INC	Purchased	7/01/2014	8/31/2017
90	297 MORGAN STANLEY	Purchased	2/12/2016	8/28/2017
91	10 XILINX INC	Purchased	7/23/2014	8/23/2017
92	148 APPLIED MATERIALS INC	Purchased	8/25/2014	8/22/2017
93	10 XILINX INC	Purchased	7/23/2014	8/21/2017
94	3 BLACKROCK INC	Purchased	7/02/2009	8/18/2017
95	3 BLACKROCK INC	Purchased	5/07/2010	8/18/2017
96	10 XILINX INC	Purchased	7/23/2014	8/18/2017
97	4 XILINX INC	Purchased	9/14/2012	8/17/2017
98	6 XILINX INC	Purchased	7/23/2014	8/17/2017
99	9 XILINX INC	Purchased	9/14/2012	8/16/2017
100	11 XILINX INC	Purchased	9/14/2012	8/15/2017
101	145 CHICAGO BRIDGE & IRON CO. N.V.	Purchased	3/01/2017	8/10/2017

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
102	45 COCA COLA CO	Purchased	7/02/2009	8/09/2017
103	30 COCA COLA CO	Purchased	5/12/2011	8/09/2017
104	11 VMWARE INC CLASS A	Purchased	1/30/2015	8/09/2017
105	8 XILINX INC	Purchased	9/14/2012	8/09/2017
106	80 MICRON TECH INC	Purchased	7/11/2016	7/31/2017
107	16 XILINX INC	Purchased	6/06/2012	7/27/2017
108	8 XILINX INC	Purchased	9/14/2012	7/27/2017
109	10 XILINX INC	Purchased	6/06/2012	7/21/2017
110	18 XILINX INC	Purchased	6/06/2012	7/20/2017
111	2 LIBERTY MEDIA CORP S-A BRAVES	Purchased	6/23/2008	7/19/2017
112	5 LIBERTY MEDIA CORP S-C BRAVES	Purchased	6/23/2008	7/19/2017
113	49 AMERICAN AIRLS GROUP INC	Purchased	10/03/2014	7/12/2017
114	61 AMERICAN AIRLS GROUP INC	Purchased	10/08/2014	7/12/2017
115	105 DELTA AIR LINES INC NEW	Purchased	5/03/2013	7/12/2017
116	34 IPG PHOTONICS CORP	Purchased	10/13/2016	7/12/2017
117	8 VMWARE INC CLASS A	Purchased	1/30/2015	7/12/2017
118	Important Information About Auction Rate Securities	Purchased		
119	16 EASTMAN CHEMICAL COMPANY	Purchased	2/12/2015	1/11/2018
120	41 EASTMAN CHEMICAL COMPANY	Purchased	7/27/2015	1/11/2018
121	62 D R HORTON INC	Purchased	2/09/2017	1/19/2018
122	3.471 BIOVERATIV INC	Purchased	7/16/2009	1/22/2018
123	31.23 BIOVERATIV INC	Purchased	10/21/2009	1/22/2018
124	1.299 BIOVERATIV INC	Purchased	12/08/2016	1/22/2018
125	6 PIONEER NATURAL RESOURCES CO	Purchased	2/24/2017	1/23/2018
126	10 VMWARE INC CLASS A	Purchased	1/30/2015	1/30/2018
127	2 VMWARE INC CLASS A	Purchased	2/02/2015	1/30/2018
128	3 BLACKROCK INC	Purchased	5/07/2010	1/31/2018
129	14 MONSANTO CO/NEW	Purchased	2/05/2010	2/06/2018
130	15 ROCKWELL COLLINS INC	Purchased	11/25/2015	2/06/2018
131	2 ROCKWELL COLLINS INC	Purchased	12/11/2015	2/06/2018
132	2 ROCKWELL COLLINS INC	Purchased	1/22/2016	2/06/2018
133	7 MONSANTO CO/NEW	Purchased	2/05/2010	2/07/2018
134	3 MONSANTO CO/NEW	Purchased	3/09/2010	2/07/2018
135	10 ROCKWELL COLLINS INC	Purchased	1/22/2016	2/07/2018
136	7 MONSANTO CO/NEW	Purchased	3/09/2010	2/08/2018
137	9 MONSANTO CO/NEW	Purchased	5/07/2010	2/08/2018
138	1 MONSANTO CO/NEW	Purchased	5/07/2010	2/09/2018
139	9 MONSANTO CO/NEW	Purchased	5/12/2011	2/09/2018
140	5 MONSANTO CO/NEW	Purchased	7/01/2014	2/09/2018
141	11 ROCKWELL COLLINS INC	Purchased	1/22/2016	2/09/2018
142	8 ROCKWELL COLLINS INC	Purchased	1/22/2016	2/15/2018
143	2 ROCKWELL COLLINS INC	Purchased	10/26/2016	2/15/2018
144	4 MONSANTO CO/NEW	Purchased	7/01/2014	2/16/2018
145	8 MONSANTO CO/NEW	Purchased	7/01/2015	2/16/2018
146	9 MONSANTO CO/NEW	Purchased	7/01/2015	2/20/2018
147	8 MONSANTO CO/NEW	Purchased	11/16/2016	2/20/2018
148	16 ROCKWELL COLLINS INC	Purchased	10/26/2016	2/22/2018
149	85 CINEMARK HOLDINGS INC.	Purchased	1/11/2018	2/27/2018
150	28 RED HAT INC	Purchased	11/22/2013	3/06/2018
151	4 AMAZON COM INC	Purchased	9/29/2008	3/07/2018
152	7 CVS HEALTH CORP COM	Purchased	7/02/2009	3/13/2018
153	4 CVS HEALTH CORP COM	Purchased	11/19/2009	3/13/2018
154	22 HOME DEPOT INC	Purchased	7/02/2009	3/13/2018
155	15 SPLUNK INC	Purchased	5/26/2017	3/26/2018
156	105 CISCO SYS INC	Purchased	12/11/2013	4/05/2018

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

<u>Item</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>
157	40 CISCO SYS INC	Purchased	3/18/2014	4/05/2018
158	10 EATON CORP PLC SHS	Purchased	10/01/2014	4/05/2018
159	83 EATON CORP PLC SHS	Purchased	1/15/2015	4/05/2018
160	83 HELMERICH & PAYNE	Purchased	5/01/2017	4/05/2018
161	179 PFIZER INC	Purchased	1/12/2017	4/05/2018
162	357 BED BATH & BEYOND INC	Purchased	1/29/2018	4/12/2018
163	43 RADIAN GROUP INC	Purchased	2/09/2017	4/12/2018
164	21 CVS HEALTH CORP COM	Purchased	11/19/2009	4/17/2018
165	5 CVS HEALTH CORP COM	Purchased	11/20/2009	4/17/2018
166	25 HELMERICH & PAYNE	Purchased	5/01/2017	4/19/2018
167	33 HELMERICH & PAYNE	Purchased	5/15/2017	4/19/2018
168	45 RELIANCE STEEL & ALUM CO	Purchased	6/10/2014	4/26/2018
169	7 ZOETIS INC CLASS-A	Purchased	8/27/2013	4/30/2018
170	19 ZOETIS INC CLASS-A	Purchased	8/28/2013	4/30/2018
171	25 ZOETIS INC CLASS-A	Purchased	8/28/2013	5/01/2018
172	1 CVS HEALTH CORP COM	Purchased	11/18/2010	5/03/2018
173	2 CVS HEALTH CORP COM	Purchased	4/20/2017	5/03/2018
174	25 CVS HEALTH CORP COM	Purchased	11/20/2009	5/03/2018
175	16 CVS HEALTH CORP COM	Purchased	11/20/2009	5/04/2018
176	4 APPLE INC	Purchased	7/01/2014	5/07/2018
177	8 APPLE INC	Purchased	12/15/2016	5/07/2018
178	10 CVS HEALTH CORP COM	Purchased	11/20/2009	5/07/2018
179	18 CVS HEALTH CORP COM	Purchased	11/18/2010	5/07/2018
180	55 EBAY INC	Purchased	3/14/2007	5/08/2018
181	25 EBAY INC	Purchased	8/06/2008	5/08/2018
182	34 EBAY INC	Purchased	7/02/2009	5/08/2018
183	22 AMERICAN AIRLS GROUP INC	Purchased	10/08/2014	5/09/2018
184	60 AMERICAN AIRLS GROUP INC	Purchased	12/22/2014	5/09/2018
185	11 AMERICAN AIRLS GROUP INC	Purchased	7/08/2015	5/09/2018
186	20 DELTA AIR LINES INC NEW	Purchased	5/03/2013	5/09/2018
187	10 DELTA AIR LINES INC NEW	Purchased	10/06/2014	5/09/2018
188	6 DELTA AIR LINES INC NEW	Purchased	10/13/2014	5/09/2018
189	72 UNITED CONTINENTAL HLDGS INC	Purchased	10/27/2017	5/09/2018
190	50 ADVANCE AUTO PARTS	Purchased	5/16/2017	5/17/2018
191	8 PIONEER NATURAL RESOURCES CO	Purchased	2/24/2017	5/18/2018
192	175 DICKS SPORTING GOODS INC	Purchased	12/27/2017	5/22/2018
193	23 EBAY INC	Purchased	7/02/2009	5/23/2018
194	50 EBAY INC	Purchased	7/02/2009	6/04/2018
195	171 RADIAN GROUP INC	Purchased	2/09/2017	6/06/2018
196	171 BANK OF AMERICA CORP	Purchased	6/16/2014	6/12/2018
197	235 BANK OF AMERICA CORP	Purchased	6/25/2015	6/12/2018
198	3 CHIPOTLE MEXICAN GRILL INC COM	Purchased	12/12/2016	6/12/2018
199	55 TWITTER INC	Purchased	9/28/2015	6/12/2018
200	40 TWITTER INC	Purchased	9/29/2015	6/12/2018
201	81 TWITTER INC	Purchased	12/03/2015	6/12/2018
202	20 TWITTER INC	Purchased	12/08/2015	6/12/2018
203	74 TWITTER INC	Purchased	1/13/2016	6/12/2018
204	133 TWITTER INC	Purchased	1/15/2016	6/12/2018
205	15 UNITEDHEALTH GP INC	Purchased	7/10/2012	6/12/2018
206	5 UNITEDHEALTH GP INC	Purchased	8/30/2012	6/12/2018
207	13 EBAY INC	Purchased	7/02/2009	6/14/2018
208	18 EBAY INC	Purchased	5/12/2011	6/14/2018
209	14 ADOBE SYSTEMS	Purchased	8/26/2015	6/15/2018
210	21 PALO ALTO NETWORKS INC	Purchased	6/24/2016	6/15/2018
211	15 VMWARE INC CLASS A	Purchased	2/02/2015	6/18/2018
212	67 MALLINCKRODT PUBLIC LTD CO	Purchased	9/28/2015	6/22/2018

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
213	20 MALLINCKRODT PUBLIC LTD CO	Purchased	4/08/2016	6/22/2018
214	25 MALLINCKRODT PUBLIC LTD CO	Purchased	8/11/2016	6/22/2018
215	70 MALLINCKRODT PUBLIC LTD CO	Purchased	12/07/2016	6/22/2018
216	35 EBAY INC	Purchased	5/12/2011	6/25/2018
217	47 EBAY INC	Purchased	5/12/2011	6/26/2018
218	15 AKAMAI TECHNOLOGIES INC	Purchased	5/17/2012	6/27/2018

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	9,895.		6,818.	3,077.				\$ 3,077.
2	4,974.		5,326.	-352.				-352.
3	1,170.		663.	507.				507.
4	1,268.		737.	531.				531.
5	1,220.		533.	687.				687.
6	260.		219.	41.				41.
7	4,166.		2,546.	1,620.				1,620.
8	1,160.		725.	435.				435.
9	2,269.		1,163.	1,106.				1,106.
10	1,868.		823.	1,045.				1,045.
11	1,195.		752.	443.				443.
12	6,249.		4,882.	1,367.				1,367.
13	1,182.		308.	874.				874.
14	2,360.		2,556.	-196.				-196.
15	215.		225.	-10.				-10.
16	965.		888.	77.				77.
17	1,073.		1,124.	-51.				-51.
18	3,326.		3,060.	266.				266.
19	2,032.		835.	1,197.				1,197.
20	7,486.		3,949.	3,537.				3,537.
21	1,441.		1,202.	239.				239.
22	352.		258.	94.				94.
23	211.		201.	10.				10.
24	1,513.		1,260.	253.				253.
25	599.		612.	-13.				-13.
26	1,551.		1,477.	74.				74.
27	914.		890.	24.				24.
28	1,556.		1,518.	38.				38.
29	643.		684.	-41.				-41.
30	1,613.		1,129.	484.				484.
31	2,121.		289.	1,832.				1,832.
32	2,255.		2,207.	48.				48.
33	1,869.		1,317.	552.				552.
34	1,330.		940.	390.				390.
35	3,488.		2,060.	1,428.				1,428.
36	1,782.		1,778.	4.				4.
37	4,049.		3,783.	266.				266.
38	1,586.		1,129.	457.				457.
39	396.		275.	121.				121.
40	1,453.		1,034.	419.				419.
41	293.		268.	25.				25.
42	290.		268.	22.				22.
43	985.		1,052.	-67.				-67.
44	648.		603.	45.				45.
45	5,083.		4,874.	209.				209.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
46	2,691.		1,248.	1,443.				\$ 1,443.
47	3,987.		2,102.	1,885.				1,885.
48	7.		7.	0.				0.
49	1,333.		850.	483.				483.
50	485.		306.	179.				179.
51	8.		9.	-1.				-1.
52	4,572.		3,839.	733.				733.
53	3,694.		1,687.	2,007.				2,007.
54	73.		67.	6.				6.
55	725.		362.	363.				363.
56	9,919.		5,933.	3,986.				3,986.
57	1,263.		451.	812.				812.
58	650.		326.	324.				324.
59	1,600.		503.	1,097.				1,097.
60	145.		72.	73.				73.
61	2,080.		2,007.	73.				73.
62	2,202.		1,990.	212.				212.
63	2,447.		2,290.	157.				157.
64	366.		97.	269.				269.
65	586.		183.	403.				403.
66	948.		253.	695.				695.
67	597.		156.	441.				441.
68	3,458.		2,485.	973.				973.
69	3,126.		2,407.	719.				719.
70	1,346.		892.	454.				454.
71	1,713.		1,082.	631.				631.
72	744.		195.	549.				549.
73	864.		902.	-38.				-38.
74	1,974.		2,091.	-117.				-117.
75	3,948.		3,537.	411.				411.
76	3,593.		1,687.	1,906.				1,906.
77	678.		175.	503.				503.
78	1,983.		1,898.	85.				85.
79	4,091.		4,254.	-163.				-163.
80	227.		62.	165.				165.
81	379.		97.	282.				282.
82	619.		166.	453.				453.
83	1,086.		291.	795.				795.
84	962.		583.	379.				379.
85	320.		194.	126.				126.
86	388.		247.	141.				141.
87	388.		233.	155.				155.
88	6,074.		2,222.	3,852.				3,852.
89	1,970.		1,126.	844.				844.
90	13,448.		6,864.	6,584.				6,584.
91	629.		411.	218.				218.
92	6,565.		3,275.	3,290.				3,290.
93	608.		411.	197.				197.
94	1,252.		510.	742.				742.
95	1,252.		520.	732.				732.
96	612.		411.	201.				201.
97	246.		142.	104.				104.
98	370.		247.	123.				123.

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
99	565.		320.	245.				\$ 245.
100	688.		391.	297.				297.
101	1,748.		4,745.	-2,997.				-2,997.
102	2,046.		1,104.	942.				942.
103	1,364.		1,023.	341.				341.
104	1,020.		846.	174.				174.
105	502.		284.	218.				218.
106	2,265.		1,016.	1,249.				1,249.
107	1,035.		518.	517.				517.
108	517.		284.	233.				233.
109	649.		324.	325.				325.
110	1,177.		583.	594.				594.
111	48.		5.	43.				43.
112	119.		10.	109.				109.
113	2,583.		1,763.	820.				820.
114	3,215.		1,995.	1,220.				1,220.
115	5,769.		1,893.	3,876.				3,876.
116	5,178.		2,780.	2,398.				2,398.
117	711.		615.	96.				96.
118	0.		0.	0.				0.
119	1,563.		1,205.	358.				358.
120	4,005.		2,962.	1,043.				1,043.
121	3,163.		1,851.	1,312.				1,312.
122	360.		26.	334.				334.
123	3,239.		227.	3,012.				3,012.
124	135.		53.	82.				82.
125	1,115.		1,110.	5.				5.
126	1,199.		769.	430.				430.
127	240.		157.	83.				83.
128	1,691.		520.	1,171.				1,171.
129	1,669.		1,072.	597.				597.
130	2,017.		1,411.	606.				606.
131	269.		179.	90.				90.
132	269.		168.	101.				101.
133	845.		536.	309.				309.
134	362.		215.	147.				147.
135	1,360.		839.	521.				521.
136	839.		502.	337.				337.
137	1,079.		531.	548.				548.
138	119.		59.	60.				60.
139	1,069.		575.	494.				494.
140	594.		624.	-30.				-30.
141	1,463.		922.	541.				541.
142	1,086.		671.	415.				415.
143	271.		163.	108.				108.
144	483.		499.	-16.				-16.
145	967.		860.	107.				107.
146	1,084.		967.	117.				117.
147	964.		806.	158.				158.
148	2,208.		1,300.	908.				908.
149	3,678.		2,936.	742.				742.
150	4,186.		1,316.	2,870.				2,870.
151	6,144.		261.	5,883.				5,883.

The Robert Fleming & Jane Howe Patrick
Foundation, Inc.

03-0317962

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
152	480.		219.	261.				\$ 261.
153	274.		124.	150.				150.
154	3,945.		505.	3,440.				3,440.
155	1,563.		941.	622.				622.
156	4,393.		2,189.	2,204.				2,204.
157	1,674.		855.	819.				819.
158	789.		555.	234.				234.
159	6,548.		4,743.	1,805.				1,805.
160	5,600.		4,962.	638.				638.
161	6,406.		5,810.	596.				596.
162	6,272.		8,033.	-1,761.				-1,761.
163	710.		824.	-114.				-114.
164	1,396.		650.	746.				746.
165	332.		157.	175.				175.
166	1,831.		1,495.	336.				336.
167	2,416.		1,957.	459.				459.
168	4,188.		3,274.	914.				914.
169	588.		206.	382.				382.
170	1,597.		560.	1,037.				1,037.
171	2,083.		737.	1,346.				1,346.
172	64.		31.	33.				33.
173	128.		156.	-28.				-28.
174	1,595.		786.	809.				809.
175	1,003.		503.	500.				500.
176	745.		375.	370.				370.
177	1,490.		926.	564.				564.
178	620.		314.	306.				306.
179	1,116.		554.	562.				562.
180	2,080.		662.	1,418.				1,418.
181	945.		248.	697.				697.
182	1,286.		219.	1,067.				1,067.
183	927.		719.	208.				208.
184	2,527.		3,088.	-561.				-561.
185	463.		433.	30.				30.
186	1,037.		360.	677.				677.
187	518.		368.	150.				150.
188	311.		192.	119.				119.
189	4,810.		4,340.	470.				470.
190	5,986.		7,180.	-1,194.				-1,194.
191	1,679.		1,481.	198.				198.
192	5,249.		5,211.	38.				38.
193	869.		148.	721.				721.
194	1,943.		322.	1,621.				1,621.
195	2,828.		3,276.	-448.				-448.
196	5,103.		2,611.	2,492.				2,492.
197	7,013.		4,117.	2,896.				2,896.
198	1,397.		1,142.	255.				255.
199	2,397.		1,387.	1,010.				1,010.
200	1,743.		1,020.	723.				723.
201	3,530.		2,081.	1,449.				1,449.
202	871.		494.	377.				377.
203	3,225.		1,390.	1,835.				1,835.
204	5,795.		2,390.	3,405.				3,405.

The Robert Fleming & Jane Howe Patrick
Foundation, Inc.

03-0317962

Statement 6 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
205	3,799.		833.	2,966.				\$ 2,966.
206	1,266.		273.	993.				993.
207	509.		84.	425.				425.
208	705.		238.	467.				467.
209	3,527.		1,066.	2,461.				2,461.
210	4,497.		2,570.	1,927.				1,927.
211	2,255.		1,175.	1,080.				1,080.
212	1,285.		4,061.	-2,776.				-2,776.
213	384.		1,270.	-886.				-886.
214	480.		1,973.	-1,493.				-1,493.
215	1,343.		3,623.	-2,280.				-2,280.
216	1,299.		462.	837.				837.
217	1,740.		621.	1,119.				1,119.
218	1,103.		441.	662.				662.
Total								\$ 140,753.

Statement 7
Form 990-PF, Part VI, Penalty and Interest
Balance Due

Tax Due	\$	2,809.
Late Payment Penalty		14.
Late Interest		11.
Total	\$	2,834.

Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: All grant programs
Name: The Robert Fleming & Jane Patrick Found.
Care Of: Harriet S. Patrick
Street Address: P.O. Box 234
City, State, Zip Code: Charlotte, VT 05445
Telephone: 802-425-2508
E-Mail Address:
Form and Content: Written request for support to include description of charitable organization, detailed description of program/project requested grant to support and copy of requesting organization's federal tax exemption as a Sec501(c)(3) organization.

Submission Deadlines: None
Restrictions on Awards: All awards limited to organizations serving Vermont activities.

Statement 9
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Vermont Foodbank 33 Parker Road Barre VT 05641	None	PC	Program Support	\$ 15,000.
Champlain Valley Office of Economic Op. P.O. Box 1603 Burlington VT 05402	None	PC	Warmth Program	6,000.
Faith in Action Northern Comm. 71 Depot Street Lyndonville VT 05851	None	PC	Program Support	5,000.
Hope 282 Boardman St., Ste 1A Middlebury VT 05753	None	501(c) (3)	Operating Activities	2,000.
NEKCA - Northeast Kingdom Com. Action PO Box 346 Newport VT 05855	None	PC	Warmth Program	8,000.
BROC - Community Act in SW VT 60 Center Street Rutland VT 05701	None	PC	Warmth Program	3,000.
Southern Vermont Community Action 91 Buck Drive Westminister VT 05158	None	PC	Warmth Program	8,000.
Intervale 180 Intervale Road Burlington VT 05401	None	501(c) (3)	Warmth Program	2,000.
Vermont Youth Orchestra Assoc 223 Ethan Allen Ave Colchester VT 05446	None	501(c) (3)	Program Support	3,000.
Anew Place 89 North Street Burlington VT 05401	None	PC	Program Support	2,000.
Community Action of Southwestern, VT 45 Union Street Rutland VT 05701	None	PC	Program Support	5,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Capstone Community Action 20 Gable Place Barre VT 05641	None	PC	Program Support	\$ 1,000.
Age Well 93 Court Street Middlebury VT 05753	None	PC	Program Support	1,000.
ACTR 227 Creek Road Middlebury VT 05753	None	PC	New Bus	1,000.
Boys & Girls Club 55 School Street Vergennes VT 05491	None	PC	Program Support	1,000.
Winston Prouty Center 209 Austin Drive Brattleboro VT 05301	None	PC	Program Support	500.
Capstone Community Action 20 Gable Pl Barre VT 05641	None	PC	Warmth Program	5,000.
Vermont Search & Rescue PO Box 200 Calais VT 05648	None	PC	Program Support	2,000.
Camp Daybreak 100 State St., Suite 352 Montpelier VT 05602	None	PC	Program Support	1,000.
Essex Community Historical Society PO Box 8388 Essex VT 05451	None	PC	Program Support	1,000.
Friends of Fairfax Community Center Tabor Hill Road Fairfax VT 05455	None	PC	Program Support	2,000.
Girls on the Run 22 Bowne Court, Ste 103B Brattleboro VT 05301	None	PC	Pogram Support	1,000.
MakeaBetter.Me PO Box 6236 Rutland VT 05702	None	PC	Program Support	1,000.

Statement 9 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Vergennes Area Seniors 9 3rd Street Vergennes VT 05491	None	PC	Program Support	\$ 2,000.
Vermont Works for Women 32 Mallett Bay Avenue Winooski VT 05404	None	PC	Program Support	2,000.
YMCA 266 College Street Burlington VT 05401	None	PC	Program Support	2,000.
Camp Abenaki 1252 Abenaki Road North Hero VT 05474	None	PC	Program Support	6,000.
Zen Center 480 Thomas Road Shelburne VT 05482	None	PC	Program Support	2,000.
John Graham Shelter 69 Main Street Vergennes VT 05491	None	PC	Program Support	2,000.
Capstone CA 20 Gable Pl Barre VT 05461	None	PC	Program Support	3,000.
Partners in Adventure PO Box 867 Shelburne VT 05482	None	PC	Program Support	1,000.
Total				\$ <u>96,500.</u>

The Robert Fleming & Jane Howe Patrick
Foundation, Inc.

03-0317962

Average Monthly Fair Market Value of Securities
Form 990-PF, Part X, Line 1a

Security	July	August	September	October	November	December	January	February	March	April	May	June
Morgan Stanley Bond	53,560	53,780	53,360	53,230	53,180	29,167	28,897	52,790	52,890	52,470	52,240	52,530
Morgan Stanley Equity	1,582,614	1,591,042	1,610,523	1,653,547	1,690,312	1,708,013	1,765,846	1,785,975	1,726,843	1,714,416	1,740,807	1,738,090
Averages	<u>1,636,174</u>	<u>1,644,822</u>	<u>1,663,883</u>	<u>1,706,777</u>	<u>1,743,492</u>	<u>1,737,180</u>	<u>1,794,743</u>	<u>1,838,765</u>	<u>1,779,733</u>	<u>1,766,886</u>	<u>1,793,047</u>	<u>1,790,620</u>

Totals 20,896,122 Number of Months 12

Average Monthly Fair Market Value 1,741,344

The Robert Fleming & Jane Howe Patrick
Foundation, Inc.

03-0317962

Average Monthly Cash Balances
Form 990-PF, Part X, Line 1b

Cash Bal.	July	August	September	October	November	December	January	February	March	April	May	June
Community Bank	10,479	9,298	9,298	8,668	7,408	28,341	30,028	6,653	2,528	1,903	1,278	29,653
Morgan Stanley Bond	69,296	69,297	69,806	70,315	70,316	67,825	65,334	65,336	65,845	66,357	66,362	66,875
Morgan Stanley Equity	15,895	22,122	29,247	23,265	19,222	24,945	23,591	17,351	19,488	24,216	25,747	23,813
Averages	95,670	100,717	108,351	102,248	96,946	121,111	118,953	89,340	87,861	92,476	93,387	120,341

Totals 1,227,401 Number of Months 12

Average Monthly Cash Balances 102,283