

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.  
▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No 1545-0047

**2019**

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation <b>FLEMING FOUNDATION</b>		A Employer identification number <b>23-2585510</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>7953 CROW ROAD</b>	Room/suite	B Telephone number <b>610-737-0888</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ZIONSVILLE, PA 18092</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 64,500,256.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,052,920.	2,052,920.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,372,143.			
b Gross sales price for all assets on line 6a <b>22,586,570.</b>					
7 Capital gain net income (from Part IV, line 2)			2,372,143.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		4,425,063.	4,425,063.		
13 Compensation of officers, directors, trustees, etc.		60,000.	60,000.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		9,465.	9,465.		0.
c Other professional fees STMT 3		202,282.	202,282.		0.
17 Interest					
18 Taxes STMT 4		29,812.	29,812.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		301,559.	301,559.		0.
25 Contributions, gifts, grants paid		2,740,200.			2,740,200.
26 Total expenses and disbursements. Add lines 24 and 25		3,041,759.	301,559.		2,740,200.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		1,383,304.			
b Net investment income (if negative, enter -0-)			4,123,504.		
c Adjusted net income (if negative, enter -0-)				N/A	

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,115,920.	4,379,255.	4,379,255.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other <b>STMT 6</b>	54,796,969.	0.	60,121,001.
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe <b>STATEMENT 7</b> )	<3,267,657.>	8,471,720.	0.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	54,645,232.	64,500,256.	64,500,256.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	54,645,232.	64,500,256.	
	29 Total net assets or fund balances	54,645,232.	64,500,256.	
30 Total liabilities and net assets/fund balances		54,645,232.	64,500,256.	

**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 29 (must agree with end-of-year figure reported on prior year's return)	1 54,645,232.
2 Enter amount from Part I, line 27a	2 1,383,304.
3 Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 5</b>	3 8,471,720.
4 Add lines 1, 2, and 3	4 64,500,256.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6 64,500,256.

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**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 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 22,586,570.		20,214,427.	2,372,143.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e			2,372,143.	
2 Capital gain net income or (net capital loss)		2		2,372,143.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3		N/A

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation 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))
2018	892,500.	35,714,718.	.024990
2017	734,500.	19,258,850.	.038138
2016	445,400.	10,204,668.	.043647
2015	443,475.	8,473,506.	.052337
2014	420,735.	9,074,714.	.046363
2 Total of line 1, column (d)			.205475
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			.041095
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5			60,088,278.
5 Multiply line 4 by line 3			2,469,328.
6 Enter 1% of net investment income (1% of Part I, line 27b)			41,235.
7 Add lines 5 and 6			2,510,563.
8 Enter qualifying distributions from Part XII, line 4			2,740,200.

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 <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	41,235.
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	41,235.
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	41,235.
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	26,629.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	26,629.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	14,606.
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 2020 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. PA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? 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

N/A

**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		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	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address <b>N/A</b>		
14 The books are in care of <b>ROBERT L GORMAN</b> Telephone no. <b>(215) 627-4440</b>		
Located at <b>901 SPRUCE STREET, PHILADELPHIA, PA</b>		ZIP+4 <b>19107</b>
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2019, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <b>N/A</b>		

**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?	<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	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 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b>N/A</b>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2019?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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).

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?

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

☐ Yes ☒ No

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

N/A

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

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**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.

(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
KATHLEEN ARNOLD 7953 CROW ROAD ZIONSVILLE, PA 18092	TRUSTEE 5.00	0.	0.	0.
ROBERT L GORMAN 55 COVE ROAD MOORESTOWN, NJ 08057	TRUSTEE 5.00	30,000.	0.	0.
MARYANNE CORBETT GORMAN 55 COVE ROAD MOORESTOWN, NJ 08057	TRUSTEE 5.00	30,000.	0.	0.

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

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

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

0

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**Part 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	59,335,142.
b	Average of monthly cash balances	1b	1,668,186.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	61,003,328.
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	61,003,328.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	915,050.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,088,278.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	3,004,414.

**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	3,004,414.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	41,235.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	41,235.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,963,179.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,963,179.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,963,179.

**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	2,740,200.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,740,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	41,235.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,698,965.

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

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				2,963,179.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			1,498,685.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 2,740,200.				
a Applied to 2018, but not more than line 2a			1,498,685.	
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 2019 distributable amount				1,241,515.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				1,721,664.
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 2014 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

c Any submission deadlines.

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
1 LOVE 4 ANIMALS P.O. BOX 1414 SOUTHEASTERN, PA 19398	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	5,000.
ALLENTOWN RESCUE MISSION 355 HAMILTON ST ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	3,500.
ALZHEIMERS ASSOCIATION 399 MARKET ST - SUITE 102 PHILADELPHIA, PA 19106	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	10,000.
AMERICAN RED CROSS OF THE GLV 2200 AVENUE A BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
ANIMAL MEDICAL CENTER 25 WEST THIRD AVENUE TRAPPE, PA 19426	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	5,000.
Total	SEE CONTINUATION SHEET(S)			2,740,200.
b Approved for future payment				
NONE				
Total				0.





## FLEMING FOUNDATION

CONTINUATION FOR 990-PF, PART IV  
23-2585510 PAGE 1 OF 2**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO ADVISORS - XXX-3223	P	VARIOUS	VARIOUS
b	WELLS FARGO ADVISORS - XXX-4655	P	VARIOUS	VARIOUS
c	WELLS FARGO ADVISORS - XXX-4655	P	VARIOUS	VARIOUS
d	WELLS FARGO ADVISORS - XXX-6049	P	VARIOUS	VARIOUS
e	WELLS FARGO ADVISORS - XXX-6049	P	VARIOUS	VARIOUS
f	WELLS FARGO ADVISORS - XXX-7759	P	VARIOUS	VARIOUS
g	WELLS FARGO ADVISORS - XXX-7759	P	VARIOUS	VARIOUS
h	WELLS FARGO ADVISORS - XXX-96733	P	VARIOUS	VARIOUS
i	WELLS FARGO ADVISORS - XXX-96733	P	VARIOUS	VARIOUS
j	WELLS FARGO ADVISORS - XXX-9683	P	VARIOUS	VARIOUS
k	WELLS FARGO ADVISORS - XXX-9683	P	VARIOUS	VARIOUS
l	WELLS FARGO ADVISORS - XXX-9685	P	VARIOUS	VARIOUS
m	WELLS FARGO ADVISORS - XXX-9685	P	VARIOUS	VARIOUS
n	WELLS FARGO ADVISORS - XXX-9685	P	VARIOUS	VARIOUS
o	WELLS FARGO ADVISORS - XXX-9685	P	VARIOUS	VARIOUS

(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	600,933.	392,323.	208,610.
b	986,798.	1,010,296.	<23,498.>
c	209,380.	196,387.	12,993.
d	1,166,000.	1,151,894.	14,106.
e	279,840.	256,366.	23,474.
f	867,308.	836,749.	30,559.
g	882,629.	796,061.	86,568.
h	2,334,614.	1,344,469.	990,145.
i	2,676,765.	1,155,136.	1,521,629.
j	2,271,662.	2,291,243.	<19,581.>
k	9,770,689.	10,385,864.	<615,175.>
l	121,032.	135,811.	<14,779.>
m	274,109.	260,900.	13,209.
n	2,000.	919.	1,081.
o	11.	9.	2.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			208,610.
b			<23,498.>
c			12,993.
d			14,106.
e			23,474.
f			30,559.
g			86,568.
h			990,145.
i			1,521,629.
j			<19,581.>
k			<615,175.>
l			<14,779.>
m			13,209.
n			1,081.
o			2.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

3

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**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	142,800.		142,800.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			142,800.
b			
c			
d			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,372,143.
3	Not short term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

## FLEMING FOUNDATION

23-2585510

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ANIMAL RESCUE LEAGUE OF BERKS COUNTY PO BOX 69 MOHNTON, PA 19540	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	10,000.
BACH CHOIR OF BETHLEHEM 423 HECKEWELDER PLACE BETHLEHEM, PA 18018	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
BEST FRIENDS ANIMAL SOCIETY 307 WEST BROADWAY NEW YORK, NY 10013	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND CONTRIBUTION TO GENERAL FUND	5,000.
BURN PREVENTION NETWORK 236 N. 17TH STREET ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	20,000.
CACLV 1337 EAST FIFTH STREET BETHLEHEM, PA 18015	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND CONTRIBUTION TO GENERAL FUND	25,000.
CANCER SUPPORT COMMUNITY OF GLV 210 E. BROAD STREET - SUITE 202 FALLS CHURCH, VA 22046	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND ;LISTTOTAL 750	2,500.
CANINE PARTNERS FOR LIFE PO BOX 170 COCHRANVILLE, PA 19330	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
CENTER FOR VISION LOSS 845 W. WYOMING STREET ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
COMMUNITY OUTREACH BENEFIT 538 E. THOMAS STREET COOPERSBURG, PA 18036	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
CURE ALZHEIMERS FUND 34 WASHINGTON STREET - SUITE 310 WELLSELEY HILLS, MA 02481	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	3,000.
Total from continuation sheets				2,714,200.



## FLEMING FOUNDATION

23-2585510

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DISABLED AMERICAN VETERANS CHARITABLE SERVICE TRUST 3725 ALEXANDRIA PIKE COLD SPRING, KY 41076	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	5,000.
DOGS FOR THE DEAF 10175 WHEELER ROAD CENTRAL POINT, OR 97502	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
EQUI-LIBRIUM PO BOX 305 SCIOTA, PA 18354	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	5,000.
FLINT HILL FARM EDUCATIONAL CENTER INC 922 FLINT HILL ROAD COOPERSBURG, PA 18036	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,675.
GENTLE GIANTS DRAFT HORSE RESCUE 17250 OLD FREDERICK ROAD MT AIRY, MD 21771	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
GOOD SHEPARD REHAB HOSPITAL 850 SOUTH 5TH STREET ALLENTOWN, PA 18105	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	1,000,000.
JARETT YODER FOUNDATION 330 W. WEIS STREET BERKS, PA 19562	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	25,000.
LEHIGH VALLEY COMMUNITY FOUNDATION 840 WEST HAMILTON STREET ALLENTOWN, PA 18101	N/A	PUBLIC CHARITY	CONTRIBUTION TO DONOR ASSISTED FUND	1,014,525.
LEHIGH VALLEY HOSPITAL NETWORK 1247 S. CEDAR CREST BLVD - SUITE 200 ALLENTOWN, PA 18103	N/A	PUBLIC CHARITY	CONTRIBUTION TO VETERANS HEALTH INITIATIVE AND MEMORY CENTER	450,000.
MAIN LINE ANIMAL RESCUE 1149 PIKE SPRINGS ROAD CHESTER SPRINGS, PA 19425	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	5,000.
Total from continuation sheets				

## FLEMING FOUNDATION

23-2585510

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MEALS ON WHEELS OF LEHIGH COUNTY 4234 DORNEY PARK ROAD ALLENTOWN, PA 18104	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
MILLER KEYSTONE BLOOD CENTER 1255 S. CEDAR CREST BLVD - SUITE 1300 ALLENTOWN, PA 198103	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND  CONTRIBUTION TO GENERAL FUND	2,500.
PUPPIES BEHIND BARS 263 W. 38TH STREET NEW YORK, NY 10018	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	3,000.
RAILS TO TRAILS CONSERVANCY 2121 WARD COURT, NW, 5TH FLOOR WASHINGTON, DC 20037	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
RYERSS FARM FOR AGED EQUINES 1710 RIDGE ROAD POTTSTOWN, PA 19465	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
SEMPER FI FUND 715 BROADWAY STREET QUANTICO, VA 22134	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	5,000.
TAILS OF VALOR P.O. BOX 127 COOPERSBURG, PA 18036	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	5,000.
THE CAT SHACK INC PO BOX 950 TREXLETTOWN, PA 18187	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	2,500.
THE SALVATION ARMY 144 NORTH 8TH STREET ALLENTOWN, PA 18102	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	15,000.
UNITED WAY OF GREATER LEHIGH VALLEY 2200 AVENUE A - THIRD FLOOR BETHLEHEM, PA 18017	N/A	PUBLIC CHARITY	CONTRIBUTION TO GENERAL FUND	15,000.
Total from continuation sheets				

23-2585510

## 3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
VANGUARD BROKERAGE	29,021.	15,848.	13,173.	13,173.		
WELLS FARGO ADVISORS - A/C #3223	29,883.	0.	29,883.	29,883.		
WELLS FARGO ADVISORS - A/C #4655	99,885.	0.	99,885.	99,885.		
WELLS FARGO ADVISORS - A/C #6049	141,022.	0.	141,022.	141,022.		
WELLS FARGO ADVISORS - A/C #7759	122,121.	576.	121,545.	121,545.		
WELLS FARGO ADVISORS - A/C #9673	276,409.	3,568.	272,841.	272,841.		
WELLS FARGO ADVISORS - A/C #9683	1,468,948.	122,808.	1,346,140.	1,346,140.		
WELLS FARGO ADVISORS - A/C #9685	28,431.	0.	28,431.	28,431.		
TO PART I, LINE 4	2,195,720.	142,800.	2,052,920.	2,052,920.		

FORM 990-PF	ACCOUNTING FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING/TAX PREP FEES	9,465.	9,465.				0.
TO FORM 990-PF, PG 1, LN 16B	9,465.	9,465.				0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	200,647.	200,647.		0.
ADR FEES	1,635.	1,635.		0.
TO FORM 990-PF, PG 1, LN 16C	202,282.	202,282.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHELD ON DIVIDENDS	29,812.	29,812.		0.
2018 FEDERAL EXCISE TAXES PAID IN 2019	0.	0.		0.
2019 FEDERAL EXCISE TAXES PAID IN 2019	0.	0.		0.
TO FORM 990-PF, PG 1, LN 18	29,812.	29,812.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION IN INVESTMENTS	8,471,720.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,471,720.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARKETABLE SECURITIES	FMV	0.	60,121,001.
TOTAL TO FORM 990-PF, PART II, LINE 1-3		0.	60,121,001.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
UNREALIZED GAINS (LOSSES)	<3,267,657.>	8,471,720.	0.
TO FORM 990-PF, PART II, LINE 15	<3,267,657.>	8,471,720.	0.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 SECTION 170(C)(2)(B) STATEMENT	STATEMENT	8
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## EXPLANATION

THE FOUNDATION MADE A CONTRIBUTION TO THE LEHIGH VALLEY COMMUNITY FOUNDATION, WHICH IS A SECTION 501(C)(3) CHARITABLE ORGANIZATION, WITH THE CONTRIBUTION BEING PLACED IN A DONOR ADVISED FUND, OVER WHICH THE FOUNDATION HAS ADVISORY PRIVILEGES. THE FOUNDATION HAS TREATED THE CONTRIBUTION AS A QUALIFYING DISTRIBUTION IN THIS RETURN, AND DISTRIBUTIONS WILL BE MADE FROM THIS DONOR ADVISED FUND IN FUTURE YEARS TO CHARITABLE ORGANIZATIONS THAT QUALIFY UNDER SECTION 501(C)(3).