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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2011

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning _____, and ending _____

Name of foundation THE FREMONT GROUP FOUNDATION		A Employer identification number 33-3255428
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 193809	Room/suite	B Telephone number (415) 284-8598
City or town, state, and ZIP code SAN FRANCISCO, CA 94119-3809		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <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) \$ 8,075,607.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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		115,322.	115,322.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		117,107.			
b Gross sales price for all assets on line 6a 480,570.					
7 Capital gain net income (from Part IV, line 2)			117,107.		
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		232,429.	232,429.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		72,000.	0.		72,000.
c Other professional fees STMT 3		6,877.	6,877.		0.
d Interest					
e Taxes STMT 4		5,758.	1,272.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		535.	0.		535.
24 Total operating and administrative expenses. Add lines 13 through 23		85,170.	8,149.		72,535.
25 Contributions, gifts, grants paid		378,543.			378,543.
26 Total expenses and disbursements. Add lines 24 and 25		463,713.	8,149.		451,078.
27 Subtract line 26 from line 12		<231,284.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			224,280.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	158,296.	122,589.	122,589.
	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			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 8	7,401,153.	7,210,062.	7,947,838.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)		9,666.	5,180.	5,180.
16 Total assets (to be completed by all filers)		7,569,115.	7,337,831.	8,075,607.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	25,000.		
	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)		25,000.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds		0.	0.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds		7,544,115.	7,337,831.	
30 Total net assets or fund balances		7,544,115.	7,337,831.	
31 Total liabilities and net assets/fund balances		7,569,115.	7,337,831.	

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	7,544,115.
2 Enter amount from Part I, line 27a	2	<231,284.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	25,000.
4 Add lines 1, 2, and 3	4	7,337,831.
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 30	6	7,337,831.

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			
b	SEE ATTACHED STATEMENT		
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			
	480,570.	363,463.	117,107.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			117,107.

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	117,107.
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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	433,989.	7,841,130.	.055348
2009	457,776.	6,806,640.	.067254
2008	486,185.	8,582,706.	.056647
2007	565,672.	10,293,629.	.054954
2006	459,822.	9,508,962.	.048357

2	Total of line 1, column (d)	2	.282560
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.056512
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	8,508,607.
5	Multiply line 4 by line 3	5	480,838.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,243.
7	Add lines 5 and 6	7	483,081.
8	Enter qualifying distributions from Part XII, line 4 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.	8	451,078.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	4,486.
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	4,486.
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	4,486.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	9,666.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,666.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,180.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> 5,180. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		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		
1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2		X
If "Yes," attach a detailed description of the activities.		
3	X	
SEE STATEMENT C		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
7	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a		
CA		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

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>V.P./TREAS/DIRECTOR</u> Telephone no. ▶ <u>415 284-8598</u> Located at ▶ <u>199 FREMONT STREET, 22ND FLOOR, SAN FRANCISCO, CA</u> ZIP+4 ▶ <u>94105</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 ▶ 15 <u>N/A</u>			
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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? <u>Free Rent</u> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <u>IRC Sec 4941(d)(2)(E)</u> <input checked="" type="checkbox"/> Yes <input 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)? <u>Reg. 53.4941(d)-(3)(c)(2) Ex. 1</u> <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 ▶ <input type="checkbox"/>	1b	X
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 2011?	1c	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
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.) <u>N/A</u>	2b	
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 2011 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 2011) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2011?	4b	X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 10		0.	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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 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	1a	8,528,209.
b	Average of monthly cash balances	1b	109,971.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,638,180.
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	8,638,180.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	129,573.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,508,607.
6	Minimum investment return. Enter 5% of line 5	6	425,430.

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	425,430.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,486.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,486.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	420,944.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	420,944.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	420,944.

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	451,078.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	451,078.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	451,078.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				420,944.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	68,127.			
c From 2008	69,654.			
d From 2009	120,036.			
e From 2010	44,387.			
f Total of lines 3a through e	302,204.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 451,078.				
a Applied to 2010, 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 2011 distributable amount				420,944.
e Remaining amount distributed out of corpus	30,134.			
5 Excess distributions carryover applied to 2011 (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:	332,338.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	332,338.			
10 Analysis of line 9:				
a Excess from 2007	68,127.			
b Excess from 2008	69,654.			
c Excess from 2009	120,036.			
d Excess from 2010	44,387.			
e Excess from 2011	30,134.			

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 2011, 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)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED STATEMENT B	N/A	ALL PUBLIC CHARITIES	SEE ATTACHED STATEMENT B	378,543.
Total			▶ 3a	378,543.
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.

THE FREMONT GROUP FOUNDATION

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 719.300 SHS BARON GROWTH AST GROWTH FD	P	VARIOUS	05/26/11
b 1,162.790 SHS LONGLEAF PARTNERS SM CAP FD	P	03/28/08	05/26/11
c 8,061.810 SHS PIMCO FUNDS TOTAL RETURN FUND INSTL	P	VARIOUS	05/26/11
d 2,331.350 SHS PIMCO FUNDS TOTAL RETURN FUND INSTL	P	VARIOUS	10/05/11
e 966.160 SHS PIMCO FUNDS TOTAL RETURN FUND INSTL C	P	VARIOUS	05/26/11
f 16,290.620 SHS PIMCO FUNDS TOTAL RETURN FUND INST	P	VARIOUS	10/05/11
g CAPITAL GAINS DIVIDENDS			
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 40,000.		36,362.	3,638.
b 35,000.		27,558.	7,442.
c 89,002.		88,361.	641.
d 25,039.		25,464.	<425.>
e 10,998.		10,792.	206.
f 174,961.		174,926.	35.
g 105,570.			105,570.
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			3,638.
b			7,442.
c			641.
d			<425.>
e			206.
f			35.
g			105,570.
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	117,107.
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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST - CUSTODIAN	219,621.	105,570.	114,051.
NORTHERN TRUST MONEY MARKET FUND	1,271.	0.	1,271.
TOTAL TO FM 990-PF, PART I, LN 4	220,892.	105,570.	115,322.

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 SERVICES FEES	68,000.	0.		68,000.	
AUDIT FEES	4,000.	0.		4,000.	
TO FORM 990-PF, PG 1, LN 16B	72,000.	0.		72,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISOR FEES	1,000.	1,000.		0.	
CUSTODIAN FEES	5,877.	5,877.		0.	
TO FORM 990-PF, PG 1, LN 16C	6,877.	6,877.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	4,486.	0.			0.
FOREIGN TAXES	1,272.	1,272.			0.
TO FORM 990-PF, PG 1, LN 18	5,758.	1,272.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEMBERSHIP FEES	500.	0.			500.
RECORDING & FILING FEES	35.	0.			35.
TO FORM 990-PF, PG 1, LN 23	535.	0.			535.

FOOTNOTES

STATEMENT 6

COMPENSATION EXPLANATION

ALL FOUNDATION OFFICERS AND DIRECTORS VOLUNTEER THEIR TIME ON AN AS NEEDED BASIS AS IT RELATES TO FOUNDATION MATTERS AND CHOOSE NOT TO BE COMPENSATED FOR THEIR SERVICES.

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	4,486.	0.		0.
FOREIGN TAXES	1,272.	1,272.		0.
TO FORM 990-PF, PG 1, LN 18	5,758.	1,272.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP FEES	500.	0.		500.
RECORDING & FILING FEES	35.	0.		35.
TO FORM 990-PF, PG 1, LN 23	535.	0.		535.

FOOTNOTES

STATEMENT 6

COMPENSATION EXPLANATION

ALL FOUNDATION OFFICERS AND DIRECTORS VOLUNTEER THEIR TIME ON AN AS NEEDED BASIS AS IT RELATES TO FOUNDATION MATTERS AND CHOOSE NOT TO BE COMPENSATED FOR THEIR SERVICES.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
ADJUSTMENT TO ACCRUE OUTSTANDING GRANTS PAYABLE AT YEAR END		25,000.	
TOTAL TO FORM 990-PF, PART III, LINE 3		25,000.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A	COST	7,210,062.	7,947,838.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,210,062.	7,947,838.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAXES	9,666.	5,180.	5,180.
TO FORM 990-PF, PART II, LINE 15	9,666.	5,180.	5,180.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BRENDA A. LEVINE P.O. BOX 193809 SAN FRANCISCO, CA 941193809	PRES/DIRECTOR 0.00	0.	0.	0.
ALAN M. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
RICHARD S. KOPF P.O. BOX 193809 SAN FRANCISCO, CA 941193809	V-P/SCTY/DIRECTOR 0.00	0.	0.	0.
DEBORAH L. DUNCAN P.O. BOX 193809 SAN FRANCISCO, CA 941193809	V-P/TREASURER/DIRECTOR 0.00	0.	0.	0.
SHU C. HUANG P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FREMONT GROUP FOUNDATION
Detail of Investment Securities
2011

33-3255428
STATEMENT A

<u>Investment Securities</u>	Number of Shares	Book Value Start of Year	Book Value End of Year	12/31/2011 Market Value
Artisan International Fund	24,047.67	598,659	605,351	476,865
Baron Growth Fund	13,759.50	468,309	443,111	701,872
Dodge & Cox Income Fund	18,536.74	216,800	226,754	246,539
Dodge & Cox International Fund	13,826.54	568,824	568,824	404,288
Dodge & Cox Stock Fund	16,036.48	1,596,268	1,624,095	1,629,948
Longleaf Partners Small Cap Fund	19,934.26	500,000	472,442	502,941
PIMCO Total Return	95,833.72	1,257,237	1,003,917	1,041,713
T Rowe Price Growth Stock Fund	66,458.88	1,584,462	1,584,927	2,115,386
T Rowe Price Mid Cap Fund	15,708.07	610,593	680,641	828,287
Total Mutual Funds Securities		<u>7,401,153</u>	<u>7,210,062</u>	<u>7,947,838</u>

THE FREMONT GROUP FOUNDATION
FORM 990-PF
TAX YEAR ENDED 12/31/2011

33-3255428
STATEMENT B

PART XV, LINE 3 – GRANTS & CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Line 3(a) - Contributions paid during 2011:

PART XV, LINE 3 – GRANTS & CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

LINE 3(a) -- Grants and Contributions Paid During the Year 2011

<u>Date</u>	<u>Activity Type/Donee Name & Address</u>	<u>Public Charity</u>	<u>Purpose</u>	<u>Amount</u>
<u>Community/Social Service Support</u>				
03/25/11	Afghan Elderly Association, PO Box 2346, Union City, CA 94587	YES	General	500
06/13/11	Boys & Girls Clubs of San Francisco, 55 Hawthorne Street, Suite 600, San Francisco, CA 94105	YES	Operations	15,000
12/27/11	Boy Scouts of America, San Francisco Bay Area Council, 1001 Davis Street, San Leandro, CA 94577	YES	Unrestricted	1,250
05/26/11	Boy Scouts of America (Mt Diablo), 800 Ellinwood Way, Pleasant Hill, CA 94523	YES	General	250
06/13/11	Boy Scouts of America (SF Bay Area Council), 1001 Davis St, San Leandro, CA 94577	YES	Friends of Scouting	15,000
06/13/11	Boy Scouts of America (SF Bay Area Council), 1001 Davis St, San Leandro, CA 94577	YES	Direct Support	15,000
09/21/11	Canine Companions for Independence, PO Box 446, Santa Rosa, CA 95402	YES	General	100
04/26/11	CASA of Contra Costa County, 2020 N Broadway, Ste 204, Walnut Creek, CA 94596	YES	Unrestricted	500
12/27/11	Child Aid, 917 SW Oak St, Ste 320, Portland, OR 97205	YES	Unrestricted	500
09/21/11	City of Hope, 1055 Wilshire Blvd, Los Angeles, CA 90017	YES	General	100
07/29/11	EARN (Eamed Asset Resource Network, Inc), 235 Montgomery St, Ste # 470, San Francisco, CA 94104	YES	General	1,000
01/31/11	Earthjustice, 426 17th Street, 6th Floor, Oakland, CA 94612	YES	Unrestricted	1,000
12/27/11	Earthjustice, 426 17th Street, 6th Floor, Oakland, CA 94612	YES	Unrestricted	1,000
04/26/11	Food for the Poor, 6401 Lyons Road, P O Box 979004, Coconut Creek, FL 33097	YES	General	200
12/07/11	Food for the Poor, 6401 Lyons Road, P O Box 979004, Coconut Creek, FL 33097	YES	General	100
09/22/11	Food Pantry, The, 500 De Haro Street, SF, CA 94107	YES	General	1,500
04/28/11	Handful Players, 1700 California Street, Suite 335, San Francisco, CA 94109	YES	Operating Costs	10,000
04/26/11	International Medical Corps, 1919 Santa Monica Blvd, Ste 400, Santa Monica, CA 90404	YES	2011 Earthquake & Tsunami in Japan	250
04/26/11	International Medical Corps, 1919 Santa Monica Blvd, Ste 400, Santa Monica, CA 90404	YES	2011 Earthquake & Tsunami in Japan	150
06/20/11	Jewish Family & Children's Services, 2150 Post Street, SF, CA 94115	YES	Unrestricted	1,500
05/26/11	La Casa de las Madres, 1663 Mission Street, Suite 225, San Francisco, CA 94103	YES	Unrestricted	500
12/22/11	La Casa de las Madres, 1663 Mission Street, Suite 225, San Francisco, CA 94103	YES	Unrestricted	500
04/26/11	Mercy Corps, 45 SW Ankeny Street, Portland, OR 97204	YES	Japan Earthquake Response	1,000
04/26/11	Mercy Corps, 45 SW Ankeny Street, Portland, OR 97204	YES	Japan Earthquake Response	250
12/22/11	New Door Ventures, 3075 21st Street, San Francisco, CA 94110	YES	General	500
07/27/11	Ozarks Food Harvest, 2810 N Cedarbrook Ave, Springfield, MO 65803	YES	Unrestricted	100
12/27/11	Raising A Reader, SF & Alameda County, 470 3rd St, Suite 120, SF, CA 94107	YES	Unrestricted	100
12/07/11	Richmond Rescue Mission, (Bay Area Rescue Mission) PO Box 1112, Richmond, CA 94802	YES	Unrestricted	100
04/26/11	SF Court Appointed Special Advocate (SFCASA), 100 Bush Street, Suite 650, SF, CA 94104	YES	General	500
11/14/11	SF Court Appointed Special Advocate (SFCASA), 100 Bush Street, Suite 650, SF, CA 94104	YES	General	15,000
12/22/11	SF Court Appointed Special Advocate (SFCASA), 100 Bush Street, Suite 650, SF, CA 94104	YES	Unrestricted	500
12/27/11	Food Bank of Contra Costa and Solano, PO Box 6324, Concord, CA 94524	YES	Unrestricted	500
05/18/11	SF Food Bank, 900 Pennsylvania Ave, San Francisco, CA 94107	YES	General	37,000
12/07/11	SF Food Bank, 900 Pennsylvania Ave, San Francisco, CA 94107	YES	Unrestricted	1,000
12/27/11	SF Food Bank, 900 Pennsylvania Ave, San Francisco, CA 94107	YES	Thanksgiving Harvest of Hope	100
11/14/11	South of Market Childcare Center, 790 Folsom St, San Francisco, CA	YES	Tuition Scholarship Program	15,000
03/25/11	Special Olympics Inc, PO Box 5130, San Jose, CA 95150-5130	YES	General	100
11/14/11	Tax-Aid, 55 Second Street, #1400, SF, CA 94105	YES	Daly City Tax-Aid Site - General	1,000
12/27/11	Teen Esteem, P O Box 966, Danville, CA 94526	YES	General	200
01/31/11	Trnps for Kids, 138 Sunnyside, Mill Valley, CA 94941	YES	General	250
06/13/11	Trnps for Kids, 138 Sunnyside, Mill Valley, CA 94941	YES	Bikes, Job Trainging, Education	10,000
12/27/11	Trnps for Kids, 138 Sunnyside, Mill Valley, CA 94941	YES	General	250
01/31/11	United Negro College Fund, 220 Montgomery St, Suite 1120 Floor, San Francisco, CA 94104	YES	General	3,000
04/26/11	United Negro College Fund, 220 Montgomery St, Suite 1120 Floor, San Francisco, CA 94104	YES	Unrestricted	1,000
06/13/11	United Negro College Fund, 220 Montgomery St, Suite 1120 Floor, San Francisco, CA 94104	YES	Program Support	15,000
03/24/11	United Way of the Bay Area, 221 Main Street, Ste 300, SF, CA 94105	YES	SF Food Bank	500
03/24/11	U S Fund for UNICEF, 125 Maiden Lane, New York, NY 10038	YES	General	100
09/21/11	U S Fund for UNICEF, 125 Maiden Lane, New York, NY 10038	YES	Famine Relief in the Horn of Africa	1,500
09/22/11	U S Fund for UNICEF, 125 Maiden Lane, New York, NY 10038	YES	Famine Relief in the Horn of Africa	500
09/21/11	Year Up, Inc, 210 Spear St, San Francisco, CA 94523	YES	General	750

Total Community/Social Service Support

171,700

Conservation/Environment

03/24/11	Bat Conservation Int'l, P O Box 162603, Austin, TX 78716-2603	YES	Unrestricted	150
03/24/11	Milo Foundation, PO Box 6625, Albany, CA 94706	YES	Unrestricted	250
03/24/11	Natural Resources Defense Council, 40S 20th Street, New York, NY 10011	YES	Unrestricted	1,000
12/27/11	Natural Resources Defense Council, 40 W 20th Street, New York, NY 10011	YES	Unrestricted	1,000
06/23/11	The Nature Conservancy-Idaho Chapter, 116 First Avenue, North, Hailey, ID 83333	YES	Pledge - Molyneux Project	25,000
03/24/11	SPCA - East Bay, 8323 Baldwin St, Oakland, CA 94621	YES	General	100
01/31/11	SPCA - San Francisco, 2500 16th Street, San Francisco, CA 94103	YES	Unrestricted	2,000
04/26/11	SPCA - San Francisco, 2500 16th Street, San Francisco, CA 94103	YES	General	100
09/21/11	SPCA - San Francisco, 2500 16th Street, San Francisco, CA 94103	YES	Unrestricted	2,000
12/02/11	SPCA - San Francisco, 2500 16th Street, San Francisco, CA 94103	YES	Unrestricted	500
12/07/11	ULI Foundation, 1025 Thomas Jefferson St NW, Suite 500 West, Washington, DC 20007	YES	General	100
11/14/11	Wood River Land Trust, 119 E Bullion Street, Hailey, ID 83333	YES	Unrestricted	5,000
01/31/11	World Wildlife Fund, 1250 24th Street, N W , PO Box 97180, Washington, DC 20037-1175	YES	General	100

Total Conservation/Environment**37,300****Civic/Cultural/Historical**

12/07/11	Forsyth County Genealogical Society, The, PO Box 30187, Winston Salem, NC 27130	YES	Unrestricted	100
04/26/11	KQED, 2601 Mariposa St , San Francisco, CA 94110	YES	Unrestricted	500

Total Civic/Cultural/Historical**600****Education-General**

09/22/11	American Trust for Oxford University, The, c/o The University of Alabama System, 401 Queen City Ave, Tuscaloosa, AL 35401	YES	General	500
12/22/11	Bishop O'Dowd High School, 9500 Stearns Avenue, Oakland, CA	YES	General	1,250
04/26/11	Black Pine Circle School, 2027 7th Street, Berkeley, CA 94710	YES	Financial Assistance Program Fund	250
01/31/11	Bingham Young University, PO Box 27188, Provo, UT 84602-7188	YES	Law Center	2,000
03/25/11	Burlingame High School Parent's Group, 1 Mangini Way, Burlingame, CA 94010	YES	General	100
01/06/11	Council on Foundations, 2121 Crystal Drive, Suite 700, Arlington, VA 22202-3706	YES	General	470
03/25/11	Day School Foundation, The, (St Matthews Episcopal Day School) 204 East Second Ave San Mateo, CA 94401	YES	General	5,000
09/22/11	Eastside College Preparatory, 1041 Myrtle Street, East Palo Alto, CA 94303	YES	General	1,000
12/07/11	Foothill Parent Faculty Association, 2775 Cedro Lane, Walnut Creek, CA 94598	YES	Unrestricted	500
12/22/11	Foster City School PTA (PTA CA Congress of Parents Teachers & Students In) 461 Beach Park Blvd, Foster City, CA 94404	YES	Unrestricted	125
11/14/11	Ghiberti Foundation (Grace Cathedral), The, 1100 California Street, San Francisco, CA 94108	YES	Community Preschool Student Scholarships	10,000
11/14/11	Girls Incorporated of Alameda County, 13666 East 14th Street, San Leandro, CA 94578	YES	Eureka! Teen Achievement Program	20,000
12/22/11	Hamilton Family Center, The, 1631 Hayes Street, San Francisco, CA 94117	YES	Unrestricted	500
12/22/11	Hamilton Family Center, The, 1631 Hayes Street, San Francisco, CA 94117	YES	Unrestricted	500
03/25/11	Hamlin School, The, 2120 Broadway, San Francisco, CA 94115	YES	unrestricted - Annual Fund	1,800
02/01/11	Head Royce School, 4315 Lincoln Avenue, Oakland, CA	YES	After School Tutoring Program	10,000
06/13/11	Head Royce School, 4315 Lincoln Avenue, Oakland, CA	YES	Heads-Up Program	20,000
09/22/11	Junipero Serra High School, 451 West 20th Avenue, San Mateo, CA 94403	YES	General	1,000
04/26/11	Marrn Montesson School, 5200 Paradise Drive, Corte Madera, CA 94925	YES	Tuition Relief Assistance through "Fund the Children" initiative	5,000
04/26/11	Monte Vista High School Academic Booster NPO, 3131 Stone Valley Road, Danville, CA 94526	YES	General	200
12/22/11	NORTHGATE PARENT-FACULTY CLUB, 425 Castle Rock Road, Walnut Creek, CA 94598	YES	Unrestricted	415
12/03/11	Pacifica Education Foundation, 375 Reina Del mar, Pacifica, CA 94044	YES	Music Matters in Pacifica Instrumental Music Program	500
03/25/11	Princeton University, 330 Alexander St , PO Box 5357, Princeton, NJ 08543-5357	YES	General	250
09/22/11	Regents of the University of Michigan, The, Dept CH 10189, Palatine, IL 60055-0189	YES	Scholarships	10,000
08/13/11	San Francisco School Alliance, 114 Sansome St, Suite 800, SF, CA 94104	YES	General Operations	10,000
12/27/11	Smith College, The Trustees of the, 33 Elm Street, Northampton, MA 01063-0024	YES	Unrestricted	5,000
04/26/11	St Francis High School, 200 Foothill Blvd, La Canada, CA 91011	YES	General	500
03/25/11	St Olaf College, 1520 St Olaf Avenue, Northfield, MN 55057	YES	Unrestricted	2,000
12/07/11	St Olaf College, 1520 St Olaf Avenue, Northfield, MN 55057	YES	Unrestricted St Olaf Fund (formerly Partners in Annual Giving)	2,500
01/31/11	St Paul's School, 116 Montecito Ave , Oakland, CA 94610-4566	YES	General	350
04/26/11	Thacher School, The, 5025 Thacher Road, Ojai, CA 93023	YES	Unrestricted	1,000
08/15/11	Thacher School, The, 5025 Thacher Road, Ojai, CA 93023	YES	Scholarships	500
04/25/11	The Regents of the University of California, Berkeley, Cal Performances, 101 Zellerbach Hall #4800, Univ of CA, Berkeley, CA 94720-4800	YES	Ailey Camp	10,000
09/21/11	UCSF Foundation, 220 Montgomery Street, 5th Floor, San Francisco, CA 94104	YES	Cardiology	3,000

03/25/11	University of Pennsylvania, 433 Franklin Building, 3451 Walnut Street, Philadelphia, PA 19104-6285	YES	Wharton School Annual Giving Fund	1,250
03/25/11	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St., Philadelphia, PA 19104-6285	YES	General	300
09/22/11	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St., Philadelphia, PA 19104-6285	YES	Peter Linneman Real Estate Fund	500
12/07/11	University of San Francisco, File 30761, PO Box 60000, SF, CA 94117	YES	Emmet B Keffe Scholarship Fund	200
03/25/11	University of Utah, 540 Arapeen Drve Ste 250, Salt Lake City, UT 84108	YES	David Eccles School of Business	1,500
12/27/11	University of Utah, 540 Arapeen Drve Ste 250, Salt Lake City, UT 84108	YES	David Eccles School of Business	375
01/31/11	Urban School of SF, The, 1563 Page Street, San Francisco, CA 94117	YES	General	2,500
07/27/11	Urban School of SF, The, 1563 Page Street, San Francisco, CA 94117		Fund-A-Need	250
03/25/11	Valle Verde Elementary School PTA, 3275 Peachwillow Lane, Walnut Creek, CA 94598-1711	YES	Unrestricted	125
12/22/11	Valle Verde Elementary School PTA, 3275 Peachwillow Lane, Walnut Creek, CA 94598-1711	YES	Unrestricted	180
03/25/11	Wesleyan University, 318 High Street, Middletown, CT 08459	YES	Unrestricted	10,000
Total Education-General				143,390

Medical - Care & Research

09/21/11	Alzheimer's Association, Southeastern Virginia Chapter, 6350 Center Drve, Suite 102, Norfolk, VA 23502	YES	Unrestricted	100
03/04/11	American Cancer Society, 601 Montgomery Street, Suite 650, San Francisco, CA 94111	YES	Daffodil Days	4,295
03/18/11	American Cancer Society, 30 Speen Street, Framingham, MA 01701	YES	IMO - Naomi Duncan	2,500
03/24/11	American Cancer Society, 1710 Webster St, Oakland, CA 94617	YES	General	200
05/26/11	American Cancer Society, 1710 Webster St, Oakland, CA 94617	YES	General	200
05/26/11	American Diabetes Association, Matching Gifts Department, 1701 N Beaugard St, Alexandria, VA 22311	YES	General	200
07/27/11	American Diabetes Association, Matching Gifts Department, 1701 N Beaugard St, Alexandria, VA 22311	YES	General/Tour de Cure 2011	225
04/28/11	American Red Cross, PO Box 37243, Washington, D C 20013	YES	Japan Earthquake & Pacific Tsunami	100
07/27/11	American Red Cross, PO Box 37243, Washington, D C 20013	YES	Joplin Missouri Tornado Relief	100
07/27/11	American Red Cross, PO Box 37243, Washington, D C 20013	YES	Mississippi River Flood Relief	5,000
07/27/11	American Red Cross, PO Box 37243, Washington, D C 20013	YES	Joplin Missouri Tornado Relief	4,000
07/27/11	American Red Cross, PO Box 37243, Washington, D C 20013	YES	Japan Earthquake & Pacific Tsunami	100
07/27/11	American Red Cross, PO Box 37243, Washington, D C 20013	YES	Japan Earthquake & Pacific Tsunami	100
09/21/11	American Red Cross, PO Box 37243, Washington, D C 20013	YES	Japan Earthquake & Pacific Tsunami	300
12/07/11	American Red Cross, PO Box 37243, Washington, D C 20013	YES	Hurricane Irene	100
07/27/11	American Red Cross Bay Area Chapter, 85 Second St, 8th Floor, San Francisco, CA 94105	YES	Japan Earthquake & Pacific Tsunami	100
07/27/11	American Red Cross Bay Area Chapter, 85 Second St, 8th Floor, San Francisco, CA 94105	YES	Japan Earthquake & Pacific Tsunami	100
03/24/11	Anderson Foundation for Autism, Inc , 4885 Route 9, PO Box 367, Staatsburg, NY 12580-0367	YES	General	500
07/27/11	Antioch Senior Citizens Club, 415 West 2nd Street, Antioch, CA 94509	YES	General	100
12/02/11	Antioch Senior Citizens Club, 415 West 2nd Street, Antioch, CA 94509	YES	General	500
12/02/11	Glaucoma Research Foundation, 251 Post Street, Ste 600, San Francisco, CA 94108	YES	Glaucoma Research	500
03/24/11	Little Sisters of the Poor, 300 Lake Street, SF, CA 94118	YES	Unrestricted - St Anne's Home	400
03/24/11	Smile Train, The, 41 Madison Ave, 28th Floor, New York, NY 10010	YES	General	125
01/31/11	Southampton Fresh Air Home, P O Box 244, Southampton, NY 11969-0244	YES	General	250
03/24/11	Southampton Hospital Foundation, 240 Meeting House Lane, Southampton, NY 11968	YES	Unrestricted	250
11/08/11	Susan G Komen Breast Cancer Foundation, 5005 LBJ Freeway, Suite 250, Dallas, TX 75244	YES	General	4,508
03/25/11	United Cerebral Palsy, Inc , 1660 L St NW, Suite 700, Washington, D C 20036	YES	General	500
12/07/11	Zero Breast Cancer, 4340 Redwood Hwy, Suite C400, San Rafael, CA 94903	YES	Unrestricted	200
Total Medical - Care & Research				25,553

GRAND TOTAL - CONTRIBUTIONS PAID DURING 2011**\$378,543***No recipient is related by blood, marriage, adoption, or employment to any disqualified person.*

**RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
THE FREMONT GROUP FOUNDATION**

June 8, 2011

WHEREAS, pursuant to Section 14.06 of Article XIV of the Bylaws of The Fremont Group Foundation (the "Corporation"), the Board of Directors of the Corporation are permitted to adopt, amend and repeal the Bylaws of the Corporation by a majority vote of the Board of Directors or by the written assent of all Directors then in office; and

WHEREAS, the Board of Directors believes that it would be prudent to amend the following sections of the Corporation's Bylaws: (i) Section 4.01 of Article IV to accurately reflect the current principal office of the Corporation; (ii) Section 6.02 of Article VI to permit the Board of Directors to fix the number of Directors by resolution and to eliminate in such Section reference to the Fremont Group Community Service Committee, which Committee no longer exists; (iii) Section 7.01 of Article VII to change the date of the Corporation's annual meeting from be held in January to being held in June of each year; (iv) Section 7.03 of Article VII to update the notice provisions applicable to a special meeting; and (v) Section 7.05 to Article VII to include the authority to hold meetings by video or screen communication.

NOW, THEREFORE, BE IT RESOLVED, that effective as of the date of these resolutions, Section 4.01 of Article IV of the Bylaws is hereby amended in its entirety to read as follows:

4.01 PRINCIPAL OFFICE. The principal office for the transaction of the business of this Corporation is hereby fixed and located at 199 Fremont Street, Suite 2500, San Francisco, CA. The Board of Directors may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

RESOLVED FURTHER, that effective as of the date of these resolutions, Section 6.02 of Article VI of the Bylaws is hereby amended in its entirety to read as follows:

6.02 NUMBER, ELECTION AND TERM OF OFFICE. The Board of Directors shall consist of at least three (3) but not more than six (6) persons. The exact number shall be fixed from time to time within those limits by a resolution adopted by the Board of Directors. The directors shall be elected by the vote of a majority of the Directors then in office. A person elected as a director shall hold office for a term of three (3) years from and after the date of election and until a successor is duly elected and qualified or until the director's office is declared vacant by a resolution of the Board of Directors as provided by Section 6.04 of these Bylaws. The number of directors may be changed by a resolution duly adopted by the Board of Directors, by an amendment of these Bylaws, or by repeal of these Bylaws and adoption of new bylaws.

RESOLVED FURTHER, that effective as of the date of these resolutions, Section 7.01 of Article VII of the Bylaws is hereby amended in its entirety to read as follows:

7.01 ANNUAL MEETING. The Board of Directors shall hold an annual meeting for the purpose of organization, election of officers and directors, and the transaction of other business in June of each year at such time as may be provided in the notice of the meeting.

RESOLVED FURTHER, that effective as of the date of these resolutions, Section 7.03 of Article VII of the Bylaws is hereby amended in its entirety to read as follows:

7.03 SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any Vice President or by the Secretary or by any two (2) directors. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) personal delivery of written notice; (b) first-class mail, postage pre-paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address, telephone or facsimile number or electronic mail as shown upon the records of the Corporation. Notices sent by first class mail shall be deposited in the United States mailbox at least four (4) days prior to the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic mail shall be delivered, telephoned, faxed or sent, respectively, at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time and place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

RESOLVED FURTHER, that effective as of the date of these resolutions, Section 7.05 of Article VII of the Bylaws is hereby amended in its entirety to read as follows:

7.05 MEETINGS BY TELEPHONE, VIDEO OR SCREEN COMMUNICATION. Any meeting, regular, other regular, or special, may be held by the use of conference telephone, electronic video screen communication or electronic transmission by and to the Corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting, if both of the following apply:

(a) Each director participating in the meeting can communicate with all of the other directors concurrently; and

(b) Each director is provided the means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

RESOLVED FURTHER, that the actions heretofore taken by the officers and directors of this Corporation in connection with the foregoing resolutions and all other documents and instruments referred to therein be, and hereby are, ratified, confirmed and approved, as the acts and deeds of this Corporation.

RESOLVED FURTHER, that each of the officers of this Corporation is authorized and empowered on behalf of this Corporation and in its name to take such further action and to execute and deliver any applications, certificates, agreements, other instruments or documents, or amendments or supplements thereto, or to do and to cause to be done any and all other acts and things, as such officers may in their discretion deem necessary or appropriate to carry out the purposes of the foregoing resolutions, the taking of such actions and the execution and delivery of such instruments or documents to be conclusive evidence of the necessity and appropriateness thereof.

THE FREMONT GROUP FOUNDATION

I, Rick S. Kopf, DO HEREBY CERTIFY:

1. That I am the duly elected Secretary of The Fremont Group Foundation, a California Nonprofit Corporation.

2. That the foregoing Resolution of June 8, 2011 and the Amendment to the Bylaws, comprising four (4) pages, including this page, constitute the Amendment to Bylaws of said Corporation as duly adopted by a majority of the directors then in office of said Corporation on June 8, 2011.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 28th day of June, 2012.


Rick S. Kopf, Secretary