



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

2011

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation
FREMONT FOUNDATIONNumber and street (or P O box number if mail is not delivered to street address) Room/suite
610 BRIERHILL ROADCity or town, state, and ZIP code
DEERFIELD, IL 60015G Check all that apply Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 3,028,560. J Accounting method Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)A Employer identification number
36-3611956B Telephone number (see instructions)
(847) 948-1244C If exemption application is pending, check here ► D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)					
2 Check ► <input 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		94,050.	94,050.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		329,963.			
b Gross sales price for all assets on line 6a	1,100,000.				
7 Capital gain net income (from Part IV, line 2)			329,963.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		424,013.	424,013.		
13 Compensation of officers, directors, trustees, etc		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) ATCH 2		5,960.			
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) **		25.	25.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.					
Add lines 13 through 23		5,985.	25.		
25 Contributions, gifts, grants paid		427,572.			427,572.
26 Total expenses and disbursements Add lines 24 and 25		433,557.	25.	0	427,572.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-9,544.			
b Net investment income (if negative, enter -0-)			423,988.		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

1E1410 1000

2HS3QB 4116 4/30/2012 1:12:21 PM V 11-4.3

JSA ** ATCH 3

02455

Form 990-PF (2011)

SCANNED JUN 18 2012

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	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	241,011.	131,504.	131,504.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 4.			38.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ►			
Less accumulated depreciation ► (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 5.	2,870,483.	2,970,446.	2,897,018.	
14 Land, buildings, and equipment basis ►				
Less accumulated depreciation ► (attach schedule)				
15 Other assets (describe ►)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,111,494.	3,101,950.	3,028,560.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,111,494.	3,101,950.	
	25 Temporarily restricted			
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg , and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	3,111,494.	3,101,950.		
31 Total liabilities and net assets/fund balances (see instructions)	3,111,494.	3,101,950.		
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	3,111,494.		
2 Enter amount from Part I, line 27a	2	-9,544.		
3 Other increases not included in line 2 (itemize) ►	3			
4 Add lines 1, 2, and 3	4	3,101,950.		
5 Decreases not included in line 2 (itemize) ►	5			
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,101,950.		

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	329,963.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No**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))
2010	285,696.	3,405,714.	0.083887
2009	306,835.	3,395,947.	0.090353
2008	280,989.	4,477,602.	0.062754
2007	259,564.	5,445,491.	0.047666
2006	220,853.	5,268,492.	0.041920

2 Total of line 1, column (d)	2	0.326580
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.065316
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,223,581.
5 Multiply line 4 by line 3	5	210,551.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,240.
7 Add lines 5 and 6	7	214,791.
8 Enter qualifying distributions from Part XII, line 4	8	427,572.

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)	1	4,240.
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		
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	4,240.
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,022.
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	7	8,522.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	8	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ► 4,282. Refunded ► 11	10	4,282.

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes X	
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			
<i>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</i>				
c	Did the foundation file Form 1120-POL for this year?	1c	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X	
<i>If "Yes," attach a detailed description of the activities</i>				
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			
<i>If "Yes," attach the statement required by General Instruction T</i>			5	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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	6	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL, _____			
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? <i>If "No," attach explanation</i>	7	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>			
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	8b	X	
<i>If "Yes," attach a schedule listing their names and addresses</i>				
9				
10 X				

Part VII-A: Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► BARBARA FREMONT Located at ► 610 BRIERHILL ROAD DEERFIELD, IL	Telephone no ► 847-948-1244 ZIP + 4 ► 60015-4406
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 N/A	► 15
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 90-221. If "Yes," enter the name of the foreign country ►	Yes X N/A

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

	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)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ►		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)	2b	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 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)	3b	N/A
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

Form 990-PF (2011)

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

(a) Name and address	(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
ATTACHMENT 6		0	0	0

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

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

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

Form 990-PF (2011)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
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	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See instructions		
3	NONE	
Total. Add lines 1 through 3		

Form 990-PF (2011)

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 3,101,342.
b	Average of monthly cash balances	1b 171,329.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 3,272,671.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 3,272,671.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 49,090.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 3,223,581.
6	Minimum investment return. Enter 5% of line 5	6 161,179.

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	1 161,179.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 4,240.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 4,240.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 156,939.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 156,939.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 156,939.

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 427,572.
b	Program-related investments - total from Part IX-B	1b
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	4 427,572.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5 4,240.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 423,332.

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				156,939.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008	60,467.			
d From 2009	138,689.			
e From 2010	118,468.			
f Total of lines 3a through e	317,624.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 427,572.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				156,939.
e Remaining amount distributed out of corpus	270,633.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	588,257.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	588,257.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	60,467.			
c Excess from 2009	138,689.			
d Excess from 2010	118,468.			
e Excess from 2011	270,633.			

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

NOT APPLICABLE

1a	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)		
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				Tax year		Prior 3 years	(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008				
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))

ROBERT S. FREMONT AND BARBARA FREMONT

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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				
ATTACHMENT 7				
Total			► 3a	427,572.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

Part XVII. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return
with the preparer shown below
(see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name MARIANNE E. PHALIN	Preparer's signature 	Date 5-18-12	Check <input type="checkbox"/> if self-employed	PTIN P00066939
	Firm's name ► MILLER, COOPER & CO., LTD.	Firm's EIN ► 36-2897372			
	Firm's address ► 1751 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL	60015	Phone no 847-205-5000		

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,000,000.			SALE OF FRANKLIN INCOME FUND 436681 SHS 694,323.			12/26/2008 305,677.	05/03/2011	
100,000.			SALE OF FRANKLIN INCOME FUND 476119 SHS 75,714.			12/26/2008 24,286.	12/29/2011	
TOTAL GAIN (LOSS)							<u>329,963.</u>	

JSA
1E1730 1 000

2HS3QB 4116 4/30/2012 1:12:21 PM V 11-4.3

02455

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SMITH BARNEY 01226 DIVIDENDS	94,050.	94,050.
TOTAL	<u>94,050.</u>	<u>94,050.</u>

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

ATTACHMENT 2

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	5,960.			
TOTALS	<u><u>5,960.</u></u>			

FORM 990PF, PART I - TAXES

ATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ILLINOIS FILING FEE	10.	10.
ILLINOIS CHARITY BUREAU FUND	15.	15.
TOTALS	<u><u>25.</u></u>	<u><u>25.</u></u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SSB 01226 CORPORATE STOCK	None	38.
TOTALS		<u>38.</u>

ATTACHMENT 4

2HHS3QB 4116 4/30/2012 1:12:21 PM V 11-4.3

02455

ATTACHMENT 4

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>ENDING FMV</u>
SSB 01226 MUTUAL FUNDS	1,229,963.	1,192,723.
SSB 01226 ANNUITIES	1,740,483.	1,704,295.
TOTALS	<u>2,970,446.</u>	<u>2,897,018.</u>

ATTACHMENT 5

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 6

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT S. FREMONT 610 BRIERHILL ROAD DEERFIELD, IL 60015	DIRECTOR	0	0	0
BARBARA FREMONT 610 BRIERHILL ROAD DEERFIELD, IL 60015	DIR/PRES.	0	0	0
LISA FREMONT 610 BRIERHILL ROAD DEERFIELD, IL 60015	DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

MorganStanley
SmithBarney

Ref: 00001004 00011286

THE FREMONT FOUNDATION

2 0 1 0

Sequence number	Check number	Date written	Date processed	Description	Amount	Sequence number	Check number	Date written	Date processed	Description	Amount
40049393	03254	01/11/10	02/04/10	DESERT COMMUNITY FOUNDATI	\$ 500.00	40099202	03255	01/19/10	02/09/10	LEUKEMIA & LYMPHOMA SOCIE	\$ 10.00
40064273	03256	01/19/10	01/29/10	RAVINA ANNUAL FUND	12,000.00	40076383	03257	01/19/10	01/27/10	AM SOCIETY FOR YAD VASHE	1,000.00
40023862	03258	01/19/10	02/04/10	AMERICAN HEART ASSOCIATIO	1,000.00	40065274	03259	01/28/10	02/05/10	TAMARICK UJC	400.00
40013043	03260	01/31/10	02/04/10	PALM SPRINGS ART MUSEUM	150.00	60047520	03261	01/31/10	02/19/10	SOLEIF	100.00
40128460	03262	01/31/10	02/11/10	JNF	54.00	40042105	03263	02/01/10	02/04/10	UNITED JEWISH APPEAL	500.00
40014160	03264	02/03/10	02/12/10	THE LIVING DESERT	1,500.00	40024464	03265	02/22/10	03/08/10	LYNN SAGE CANCER RESEARCH	50.00
40018498	03266	02/22/10	03/04/10	PALM SPRINGS FRIENDS OF P	50.00	40091194	03267	02/22/10	03/01/10	AUXILIARY OF NORTH SHORE	1,000.00
40024247	03268	02/22/10	03/05/10	THE METROPOLITAN MUSEUM O	80.00	40030984	03269	02/26/10	03/10/10	LYNN SAGE CANCER RESEARCH	50.00
40010537	03270	02/28/10	03/05/10	PALM SPRINGS ART MUSEUM	1,000.00	40018499	03271	03/01/10	03/04/10	PALM SPRINGS FRIENDS OF P	50.00
20057918	03272	03/01/10	03/15/10	JEWISH NATIONAL FUND	54.00	40059589	03273	03/01/10	03/11/10	HEBREW DAY SCHOOL	300.00
40026469	03274	03/01/10	03/23/10	BIKUR CHOLM OF PALM SPRIN	300.00	40021393	03275	03/07/10	03/18/10	PALM SPRINGS FRIENDS OF P	25.00
40052736	03276	03/07/10	03/18/10	JEWISH NATIONAL FUND	90.00	40046076	03277	03/07/10	03/11/10	JEWISH FEDERATION OF PALM	20,000.00
40030117	03278	03/16/10	03/23/10	PALM SPRINGS FRIENDS OF P	10,800.00	40090122	03279	03/17/10	03/24/10	SHELTER FROM THE STROM	650.00
40052651	03280	03/18/10	04/05/10	EVERY CHILD FOUNDATION	5,000.00	40042201	03281	03/21/10	04/06/10	RAVINIA FESTIVAL	3,816.00
40057954	03282	03/23/10	04/06/10	JNF	54.00	40034105	03283	03/23/10	03/31/10	AIDS ASSISTANCE PROGRAM	5,000.00
40042754	03284	04/04/10	04/15/10	J N F	500.00	20021028	03285	04/04/10	04/22/10	JUDY KERN'S PENICE CANCER F	50.00
20021027	03286	04/04/10	04/22/10	JUDY KERN'S PENICE CANCER F	50.00	40038321	03287	04/05/10	04/15/10	JNF	1,000.00
20004757	03288	04/13/10	04/19/10	PALM SPRINGS ART MUSEUM	3,000.00	20047747	03289	04/15/10	04/22/10	JNF	54.00
20047746	03290	04/11/10	04/22/10	JNF	90.00	40002913	03291	04/13/10	04/26/10	AMERICAN FRIENDS HEBREN U	50.00
60049599	03292	04/13/10	04/22/10	STATUE OF LIBERTY - ELLIS	50.00	20021931	03293	04/13/10	04/23/10	U S. HOLOCAUST MEMORIAL M	5,000.00
20007248	03294	04/13/10	04/22/10	PALM SPRINGS ART MUSEUM	50.00	40018618	03298	04/28/10	05/05/10	PALM SPRINGS ART MUSEUM /	2,500.00
40033678	03297	04/28/10	05/14/10	AMERICAN FRIENDS OF ISRAL	2,500.00	40016212	03300	05/23/10	06/02/10	LYNN SAGE CANCER RESEARCH	1,000.00
4002907	03299	05/03/10	05/20/10	SCCC	5,000.00	40002798	03302	05/23/10	05/28/10	CHILDRENS MEMORIAL HOSPIT	100.00
40024615	03301	05/23/10	06/03/10	BARBARA SINSTEN CHILDREN	100.00	40019723	03304	05/23/10	06/01/10	BRIARWOOD C. C. JUF	500.00
40019724	03303	05/23/10	06/01/10	BRIARWOOD C. C. - JUF DAY	500.00	40042130	03306	05/23/10	06/03/10	JNF	54.00
40004118	03305	05/23/10	06/14/10	THE WOMENS BOARD OF RANIN	50.00						

MorganStanley
SmithBarney

Ref: 00001004 00011287

THE FREMONT FOUNDATION

Sequence number	Check number	Date written	Date processed	Description	Amount	Sequence number	Check number	Date written	Date processed	Description	Amount
40044695	03307	05/23/10	06/09/10	EYAH T	\$ 1,000.00	40024230	03308	05/22/10	06/08/10	UNITED STATES HOLOCAUST M	\$ 1,500.00
40005719	03309	05/23/10	05/28/10	MCCALLUM THEATRE	1,000.00	40023585	03310	06/08/10	07/02/10	LUNGevity	500.00
40012956	03311	06/14/10	06/18/10	MCCALLUM THEATRE	10,000.00	40035834	03312	06/24/10	06/29/10	JEWISH NATIONAL FUND	54.00
40035833	03313	06/24/10	06/29/10	JEWISH NATIONAL FUND	180.00	40060826	03314	06/24/10	07/07/10	GILDAS CLUB DESERT CITIES	100.00
40027456	03315	06/24/10	07/06/10	FRIENDS OF THE IDF	1,200.00	40024202	03316	06/24/10	07/14/10	ADL	1,500.00
40030605	03317	06/24/10	06/29/10	WTWII	65.50	40006839	03318	07/05/10	07/26/10	BRIARWOOD SCHOLARSHIP	100.00
40015407	03319	07/12/10	07/27/10	PARKINSONS DISEASE FOUNDA	500.00	40008130	03320	07/12/10	07/16/10	JEWISH UNITED FUND	150,000.00
40035961	03322	07/12/10	07/19/10	ILLINOIS HOLOCAUST MUSEUM	500.00	40037698	03323	07/26/10	08/02/10	MEMORIAL SLOAN KETTERING	1,000.00
40016433	03324	08/09/10	08/18/10	NATIONAL PARKINSONS FOUND	50.00	40005469	03325	08/09/10	08/16/10	PALM SPRINGS ART MUSEUM	50.00
40030589	03326	08/16/10	08/20/10	ALZHEIMERS ASSOCIATION	50.00	10397736	03327	08/16/10	08/23/10	JNF	90.00
10487155	03328	08/16/10	09/13/10	ARTHRITIS FOUNDATION	20.00	00091217	03329	08/16/10	10/13/10	AMERICAN DIABETES ASSOCIA	25.00
10800546	03330	09/02/10	10/14/10	HEBREW DAY SCHOOL	200.00	00261531	03331	09/02/10	09/15/10	BIKUR CHOLM	500.00
						10752715	03333	09/06/10	10/22/10	KEHILLAT ISRAEL SYNAGOGUE	5,000.00
						00319834	03335	09/13/10	09/15/10	THE AUXILIARY	30.00
						20428593	03337	09/13/10	11/15/10	TEMPLE SINAI	200.00
						00368072	03339	10/05/10	10/13/10	THE JUNIOR CANCER LEAGUE	100.00
						00623449	03341	10/17/10	10/25/10	STEVE CHASE HUMANITARIAN	1,000.00
						10317426	03343	10/25/10	10/28/10	F GI	2,500.00
						40694702	03345	10/25/10	11/03/10	STATUE OF LIBERTY - ELLIS	50.00
						00134292	03347	11/07/10	11/17/10	TIDEWELL HOSPICE & PALLIA	100.00
						00632569	03349	11/15/10	11/24/10	THE FIELD MUSEUM	100.00
						20066606	03351	11/15/10	11/19/10	BARBARA SINATRA CHILDRENS	1,000.00
						00549561	03353	11/15/10	11/18/10	CAC PALM SPRINGS ART MUSE	50.00
						10546892	03356	11/22/10	12/09/10	SOUTHERN CALIFORNIA COUNS	100.00
						00607191	03358	12/09/10	12/16/10	CHICAGO BOTANIC GARDEN	1,000.00
						00058068	03360	12/19/10	12/30/10	SOUTHERN CALIF. COUNSELIN	50.00
						Total					\$287,225.50

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

2011

Name of estate or trust

FREMONT FOUNDATION

Employer identification number

36-3611956

Note: Form 5227 filers need to complete only Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b				
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3				
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()			
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5				

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b				329, 963.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8				
9 Capital gain distributions	9				
10 Gain from Form 4797, Part I	10				
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()			
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12				329, 963.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

JSA

1F1210 2 000

2HS3QB 4116 4/30/2012 1:12:21 PM V 11-4.3

02455

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			329,963.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ►	15			329,963.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital/Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of		
a The loss on line 15, column (3) or b \$3,000	16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital/Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0 ►	21		
22 Subtract line 21 from line 20 If zero or less, enter -0	22		
23 Subtract line 22 from line 17 If zero or less, enter -0	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
<input type="checkbox"/> No. Enter the amount from line 23	26		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same?			
<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28		
28 Enter the amount from line 26 (If line 26 is blank, enter -0)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (15)	30		
31 Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

FRÉMONT FOUNDATION

36-3611956

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 329,963.

Schedule D-1 (Form 1041) 2011

JSA

1F1222 2 000

2HS3QB 4116 4/30/2012 1:12:21 PM V 11-4.3

02455