Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
TWILIGHT & MARC FREEDMAN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O Box 1501, NJ2-130-03-31

City or town state, and ZIP code
PENNINGTON NJ 08534-1501

A Employer identification number
76-0683871

B Telephone number (see instructions)
609-274-6834

C If exemption application is pending check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A) check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,394,630

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts grants, etc received (attach schedule)	179,020			
	2	Check ▶☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	33,592	30,203		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	229,155			
	b	Gross sales price for all assets on line 6a 608,329				
	7	Capital gain net income (from Part IV, line 2)		229,155		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	0	0	0	
	12	**Total** Add lines 1 through 11	441,767	259,358	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	0	0	0	0
	c	Other professional fees (attach schedule)	12,684	7,611	0	5,074
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,555	498	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	0	0	0	0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,239	8,109	0	5 074
	25	Contributions, gifts, grants paid	192,800			192,800
	26	**Total expenses and disbursements** Add lines 24 and 25	208,039	8,109	0	197,874
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	233,728			
	b	**Net investment income** (if negative, enter -0-)		251,249		
	c	**Adjusted net income** (if negative, enter -0-)			0	

ENVELOPE POSTMARK DATE MAY 0 9 2012

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For Paperwork Reduction Act Notice, see instructions.
(HTA)

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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		466	629	629
	2	Savings and temporary cash investments		55,986	48,041	48,041
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use		0	0	
	9	Prepaid expenses and deferred charges			0	
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		1,179,165	1,240,339	1,345,960
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		0	0	0
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	15	Other assets (describe ▶)		0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		1,235,617	1,289,009	1,394,630
Liabilities	17	Accounts payable and accrued expenses		0	0	
	18	Grants payable				
	19	Deferred revenue		0	0	
	20	Loans from officers directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	**Total liabilities** (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		1,235,617	1,289,009	
	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)		1,235,617	1,289,009	
	31	**Total liabilities and net assets/fund balances** (see instructions)		1,235,617	1,289,009	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,235,617
2	Enter amount from Part I, line 27a	2	233,728
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,469,345
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	180,336
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,289,009

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 Attached Statement			
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	229,155
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? ☐ 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 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	184,546	1,247,599	0 147921
2009	172,891	1,107,337	0 156132
2008	163,633	1,381,071	0 118483
2007	192,191	1,743,760	0 110216
2006	196,882	1,552,664	0 126803

2 **Total** of line 1, column (d)	2	0 659555
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 131911
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,650,228
5 Multiply line 4 by line 3	5	217,683
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,512
7 Add lines 5 and 6	7	220,195
8 Enter qualifying distributions from Part XII, line 4	8	197,874

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12 col (b)			1	5,025
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	5,025
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	5,025
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,703		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	1,703
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	3,322
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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)?	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*			
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? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834

Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☒ **No**

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☒ **No**

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☒ **No**

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☒ **No**

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☒ **No**

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ **Yes** ☒ **No**

			Yes	No
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	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? ☐ **Yes** ☒ **No**

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

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	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

▶ 20_____ , 20_______ , 20_____ , 20_____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☒ **No**

			Yes	No
b	If "Yes," did it have excess business holdings in 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

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)? (see instructions) ☐ Yes ☒ No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No				
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No				
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No				
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**		X

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
See Attached Statement	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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	0
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	1,608,325
b	Average of monthly cash balances	1b	67,033
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,675,358
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	1,675,358
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	25,130
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,650,228
6	**Minimum investment return** Enter 5% of line 5	6	82,511

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	82,511
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,025		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	5,025
3	Distributable amount before adjustments Subtract line 2c from line 1			3	77,486
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	77,486
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	77,486

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	197,874
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	0
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	197,874
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	197,874

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					77,486
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				0	
b	Total for prior years 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	124,689				
b	From 2007	107,546				
c	From 2008	94,863				
d	From 2009	120,222				
e	From 2010	125,572				
f	**Total** of lines 3a through e		572,892			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 197,874					
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					77,486
e	Remaining amount distributed out of corpus		120,388			
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:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		693,280			
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					
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 instructions				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) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		124,689			
9	**Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a		568,591			
10	Analysis of line 9					
a	Excess from 2007	107,546				
b	Excess from 2008	94,863				
c	Excess from 2009	120,222				
d	Excess from 2010	125,572				
e	Excess from 2011	120,388				

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

MARC FREEDMAN TWILIGHT FREEDMAN

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 *Paid during the year* See Attached Statement				
Total			▶ 3a	192,800
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	33,592	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	229,155	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		262,747	0

13 **Total.** Add line 12, columns (b) (d), and (e) 13 262,747

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

▶ Marc Fred | 5-2-12 | ▶ PRESIDENT

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	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		4/25/2012		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶**Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
TWILIGHT & MARC FREEDMAN FOUNDATION	76-0683871

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ____________________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF
(HTA)

Name of organization	Employer identification number
TWILIGHT & MARC FREEDMAN FOUNDATION	76-0683871

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MR AND MRS MARC FREEDMAN 3002 TRIWAY LANE HOUSTON TX 77043-1319 Foreign State or Province Foreign Country	$ 179,020	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
TWILIGHT & MARC FREEDMAN FOUNDATION

Employer identification number
76-0683871

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	4600 SHARES OF SYSCO STOCK	$ 134,446	12/13/2011
	800 SHARES OF SYSCO STOCK	$ 23,900	8/2/2011
	750 SHARES OF SYSCO STOCK	$ 20,674	3/17/2011
		$ 0	
		$ 0	
		$ 0	

Primary Account:

MERRILL LYNCH TRUST COMPANY,
A DIVISION OF BANK OF AMERICA, N A
AGENT OF THE TWILIGHT & MARC
FREEDMAN FOUNDATION
UAD 5/27/2009

YOUR MERRILL LYNCH REPORT

December 01, 2011 - December 30, 2011

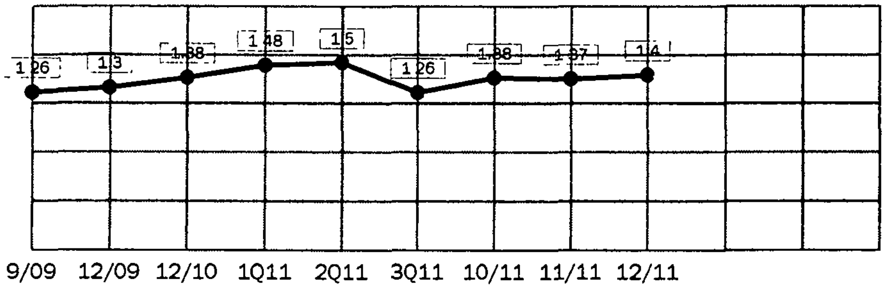
PORTFOLIO SUMMARY

	December 30	*November 30*	*Month Change*	
Net Portfolio Value	**$1,394,630.10**	**$1,370,276.60**	**$24,353.50**	▲
Your assets	$1,394,630.10	$1,370,276 60	$24,353.50	▲
Your liabilities	-	-		
Your Net Cash Flow (Inflows/Outflows)	($133,885 79)	($3,503.84)		
Securities You Transferred In/Out	$133,814 00	-		
Subtotal Net Contributions	***($71.79)***	***($3,503.84)***		
Your Dividends/Interest Income	$11,078 51	$924 74		
Your Market Change	$13,346.78	($3,674.69)		
Subtotal Investment Earnings	***$24,425.29***	***($2,749.95)***		

Investment Advice and Guidance:
Call Your Financial Advisor

Your Financial Advisor:
REBECCA J RUSH
1221 MCKINNEY SUITE 3900
HOUSTON TX 77010
rebecca_rush@ml com
1-713-658-1526

Total Value (Net Portfolio Value plus Assets Not Held/Valued By MLPF&S, if any) in millions, 2009-2011



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Watch lively interviews with scientists, policy makers and research analysts discussing new developments in energy, tech and healthcare. Then speak with your Financial Advisor about possible investment opportunities in these sectors

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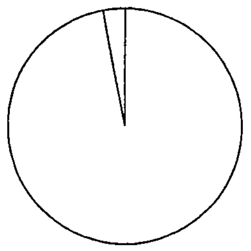
Primary Account:

YOUR PORTFOLIO REVIEW

December 01. 2011 - December 30, 2011

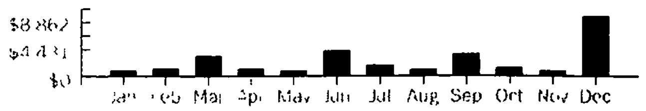
ASSET ALLOCATION

Estimated Accrued Interest not included
May not reflect all holdings



		Percent
☐	Equities	97%
▨	Cash/Money Accounts	3%
	TOTAL	**100%**

CURRENT INCOME



	This Report	Year To Date
Tax-Exempt Interest	-	-
Taxable Interest	-	-
Tax-Exempt Dividends	-	92.73
Taxable Dividends	11,078 51	33,636 13
Total	$11 078 51	$33 728 86
Your Estimated Annual Income		$29,457.81

TOP FIVE PORTFOLIO HOLDINGS

Based on Estimated Market Value

	Current Value	*% of Portfolio*
CHEVRON CORP	55,540 80	3.98%
BIF MONEY FUND	48,040 00	3.45%
CONOCOPHILLIPS	40,807 20	2.93%
MICROSOFT CORP	38,135 24	2 74%
UNITEDHEALTH GROUP INC	37,199 12	2.67%

FINANCIAL MARKET INDICATORS

	This Report	*Last Report*	*Previous Year End*
S&P 500	1257.60	1246 96	1257 64
Three-Month Treasury Bills	.01%	%	.12%
Long-Term Treasury Bonds	2 89%	3 05%	4 35%
One-Month LIBOR	.30%	27%	26%
NASDAQ	2605 15	2620 34	2652 87

+

Account Number:

MERRILL LYNCH TRUST COMPANY,
A DIVISION OF BANK OF AMERICA, N.A
AGENT OF THE TWILIGHT & MARC
FREEDMAN FOUNDATION
UAD 5/27/2009

Net Portfolio Value: **$1,394,630.10**

Your Financial Advisor:
REBECCA J RUSH
1221 MCKINNEY SUITE 3900
HOUSTON TX 77010
rebecca_rush@ml.com
1-713-658-1526

Trust Officer:
ANDREA PROCOPIO
609-274-8454

TRUST MANAGEMENT ACCOUNT

Your Investment Manager - Private Investors/ BLACKROCK LARGE CAP CORE

December 01, 2011 - December 30, 2011

ASSETS	*December 30*	*November 30*
Cash/Money Accounts	**48,670.24**	38,501.38
Fixed Income	-	-
Equities	**1,345,959.86**	1,331,775 22
Mutual Funds	-	-
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	***1,394,630.10***	*1,370,276 60*
TOTAL ASSETS	**$1,394,630.10**	$1,370,276.60

LIABILITIES		
Debit Balance	-	-
Short Market Value	-	-
NET PORTFOLIO VALUE	**$1,394,630.10**	$1,370,276 60

CASH FLOW	*This Statement*	*Year to Date*
Opening Cash/Money Accounts	**$38,501.38**	
CREDITS		
Funds Received	-	31.38
Electronic Transfers	-	-
Other Credits	-	219.85
Subtotal	-	*251.23*
DEBITS		
Electronic Transfers	-	-
Other Debits	**(132,710.22)**	(195,355.33)
ML Trust Fees	**(1,175.57)**	(14,840.48)
Non ML Trust Fees	-	-
Bill Payment	-	-
Subtotal	***($133,885.79)***	*($210,195.81)*
Net Cash Flow	**($133,885.79)**	($209,944.58)
Dividends/Interest Income	**11,078.51**	33,728.86
Security Purchases/Debits	**(6,748.41)**	(439,639.71)
Security Sales/Credits	**139,724.55**	608,073.46
Closing Cash/Money Accounts	**$48,670.24**	
Securities You Transferred In/Out	**133,814.00**	178,149.00

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total* *Cost Basis*	*Estimated* *Market Price*	*Estimated* *Market Value*	*Estimated* *Annual Income*	*Est. Annual* *Yield%*
CASH	0.87	0.87		**.87**		
BIF MONEY FUND	40,483.00	40,483.00	1.0000	**40,483.00**	**4**	.01
TOTAL		40,483 87		**40,483.87**	**4**	.01

EQUITIES *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit* *Cost Basis*	*Total* *Cost Basis*	*Estimated* *Market Price*	*Estimated* *Market Value*	*Unrealized* *Gain/(Loss)*	*Estimated* *Annual Income*	*Current* *Yield%*
ACTIVISION BLIZZARD INC	ATVI	08/15/11	396	10 9643	4,341.90	12 3200	4,878.72	536.82	66	1.33
		08/16/11	788	10.9255	8,609.37	12.3200	9,708 16	1,098 79	131	1 33
		11/14/11	465	12.8890	5,993.39	12.3200	5,728.80	(264.59)	77	1.33
		11/15/11	284	12 3071	3,495.24	12.3200	3,498.88	3.64	47	1.33
Subtotal			*1,933*		*22,439.90*		***23,814.56***	*1,374.66*	***321***	*1.33*
AETNA INC NEW	AET	09/14/09	245	30 6000	7,497.00	42.1900	10,336 55	2,839.55	172	1.65
		12/02/09	150	29.7300	4,459.50	42.1900	6,328.50	1,869.00	105	1.65
Subtotal			*395*		*11,956 50*		***16,665.05***	*4,708.55*	***277***	*1.65*
ALTERA CORP COM	ALTR	11/08/10	584	33 7865	19,731.32	37.1000	21,666.40	1,935.08	187	.86
		11/09/10	63	33 6909	2,122.53	37.1000	2,337.30	214.77	21	.86
Subtotal			*647*		*21,853.85*		***24,003.70***	*2,149.85*	***208***	*.86*
AMERIPRISE FINL INC	AMP	01/11/11	140	60.6199	8,486.79	49.6400	6,949.60	(1,537.19)	157	2.25
		01/12/11	88	61 2354	5,388.72	49.6400	4,368.32	(1,020.40)	99	2.25
Subtotal			*228*		*13,875.51*		***11,317.92***	*(2,557.59)*	***256***	*2.25*
AMGEN INC COM PV $0.0001	AMGN	11/05/07	18	56.3200	1,013.76	64 2100	1,155 78	142 02	26	2 24
		11/21/07	21	53.3100	1,119.51	64 2100	1,348.41	228 90	31	2.24
		03/03/08	17	45 4200	772.14	64 2100	1,091.57	319.43	25	2.24
		03/18/09	12	50.6900	608.28	64 2100	770.52	162.24	18	2 24
		07/13/09	23	57 9800	1,333.54	64.2100	1,476.83	143.29	34	2.24
		07/22/09	7	58 3400	408.38	64.2100	449.47	41.09	11	2.24
		07/30/09	25	63.5300	1,588 25	64 2100	1,605.25	17 00	36	2 24
		09/14/09	60	59 1700	3,550 20	64 2100	3,852.60	302.40	87	2.24

+

FREEDMAN FOUNDATION

Account Number

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
AMGEN INC COM PV $0 0001	AMGN	12/02/09	120	57.7300	6,927 60	64.2100	7,705 20	777.60	173	2 24
		10/18/10	188	57.1555	10,745 25	64 2100	12,071 48	1,326.23	271	2 24
		10/19/10	42	57.5957	2,419 02	64.2100	2,696.82	277.80	61	2.24
Subtotal			*533*		*30,485.93*		***34,223.93***	*3,738.00*	***773***	*2.24*
ANALOG DEVICES INC COM	ADI	01/18/11	133	39 6103	5,268.17	35.7800	4,758.74	(509.43)	133	2.79
		01/19/11	132	39.2480	5,180 74	35.7800	4,722 96	(457.78)	132	2.79
		01/20/11	127	38 9166	4,942 41	35.7800	4,544.06	(398.35)	127	2.79
Subtotal			*392*		*15,391 32*		***14,025.76***	*(1,365 56)*	***392***	*2.79*
APPLE INC	AAPL	05/03/10	18	266.0644	4.789 16	405 0000	7,290.00	2,500.84		
		05/04/10	18	259.2788	4,667 02	405.0000	7,290.00	2,622.98		
		05/05/10	13	254.0946	3,303 23	405.0000	5,265.00	1,961.77		
Subtotal			*49*		*12,759.41*		***19,845.00***	*7,085.59*		
AT& T INC	T	08/24/05	12	20 6700	248.04	30.2400	362.88	114.84	22	5 82
		12/15/05	37	24.8500	919.45	30.2400	1,118.88	199.43	66	5.82
		01/20/06	58	24.7500	1,435 50	30 2400	1,753.92	318.42	103	5 82
		01/25/07	33	36.9000	1,217 70	30 2400	997.92	(219.78)	59	5 82
		02/26/09	47	24.0700	1,131.29	30.2400	1,421 28	289.99	83	5 82
		03/17/09	40	24.9800	999 20	30.2400	1,209.60	210.40	71	5 82
		09/14/09	10	26 5700	265.70	30.2400	302 40	36.70	18	5 82
		12/02/09	140	27.5600	3,858 40	30 2400	4,233.60	375.20	247	5 82
Subtotal			*377*		*10,075 28*		***11,400.48***	*1,325.20*	***669***	*5.82*
CA INC	CA	09/14/09	176	22.7800	4,009 28	20 2150	3,557.84	(451.44)	36	98
		12/02/09	475	22 6300	10,749 25	20 2150	9,602 13	(1,147.12)	95	.98
Subtotal			*651*		*14,758 53*		***13,159.97***	*(1,598.56)*	***131***	*.98*
CAPITAL ONE FINL	COF	04/06/10	655	43.1669	28,274 34	42 2900	**27,699.95**	(574.39)	**131**	.47
CARDINAL HEALTH INC OHIO	CAH	03/02/10	550	35.6900	19,629.50	40.6100	22,335.50	2,706 00	473	2.11
		04/06/10	190	36.3000	6,897.00	40.6100	7,715.90	818.90	164	2 11
Subtotal			*740*		*26,526.50*		***30,051.40***	*3,524.90*	***637***	*2 11*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
CHEVRON CORP	CVX	06/25/07	9	82 9700	746.73	106.4000	957 60	210.87	30	3.04
		01/04/08	3	93 5100	280.53	106.4000	319.20	38.67	10	3.04
		09/14/09	300	71.0700	21,321.00	106 4000	31,920 00	10,599 00	972	3.04
		12/02/09	210	79 0000	16,590.00	106.4000	22,344.00	5,754.00	681	3.04
Subtotal			*522*		*38,938.26*		***55,540.80***	*16,602.54*	***1,693***	*3.04*
CHUBB CORP	CB	09/14/09	145	49 3900	7,161.56	69.2200	10,036.90	2,875.34	227	2.25
		12/02/09	175	49.9700	8,744 75	69 2200	12,113 50	3,368.75	273	2 25
Subtotal			*320*		*15,906.31*		***22,150.40***	*6,244 09*	***500***	*2.25*
CLIFFS NATURAL RESOURCES *INC*	CLF	05/31/11	127	90.1358	11,447 25	62.3500	7,918.45	(3,528 80)	143	1 79
		06/01/11	51	88.8266	4,530 16	62.3500	3,179.85	(1,350 31)	58	1.79
Subtotal			*178*		*15,977 41*		***11,098.30***	*(4,879.11)*	***201***	*1.79*
CONAGRA FOODS INC	CAG	09/14/09	390	22 3200	8,704.80	26.4000	10,296.00	1,591.20	375	3.63
		12/02/09	245	22.6800	5,556.60	26.4000	6,468.00	911.40	236	3.63
Subtotal			*635*		*14,261.40*		***16,764.00***	*2,502 60*	***611***	*3.63*
CONOCOPHILLIPS	COP	09/14/09	170	46.7100	7,940.70	72 8700	12,387 90	4,447.20	449	3.62
		12/02/09	105	52 4100	5,503.05	72.8700	7,651.35	2,148.30	278	3.62
		02/18/10	285	48 9000	13,936.50	72.8700	20,767 95	6,831.45	753	3.62
Subtotal			*560*		*27,380 25*		***40,807.20***	*13,426 95*	***1,480***	*3.62*
DELL INC	DELL	02/28/11	1,907	15.6955	29,931 32	14 6300	27,899.41	(2,031 91)		
		03/01/11	97	15.5446	1,507.83	14.6300	1,419 11	(88.72)		
Subtotal			*2,004*		*31,439.15*		***29,318.52***	*(2,120 63)*		
DISCOVER FINL SVCS	DFS	05/16/11	449	25.0585	11,251.31	24.0000	10,776 00	(475.31)	180	1.66
		05/17/11	181	25 1713	4,556.02	24.0000	4,344.00	(212 02)	73	1 66
		05/23/11	463	24.5658	11,373.97	24.0000	11,112.00	(261 97)	186	1.66
		05/24/11	103	23.9227	2,464 04	24 0000	2,472 00	7.96	42	1 66
Subtotal			*1,196*		*29,645.34*		***28,704.00***	*(941.34)*	***481***	*1 66*

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FREEDMAN FOUNDATION   Account Number

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
DISH NETWORK CORPATION	DISH	07/18/11	185	30.6481	5,669 90	28 4800	5,268.80	(401.10)		
CLASS A		07/19/11	240	31 2827	7,507.85	28.4800	6,835.20	(672.65)		
		07/20/11	144	31.7466	4,571.52	28 4800	4,101.12	(470 40)		
		08/01/11	231	29.6510	6,849.40	28.4800	6,578.88	(270.52)		
		08/02/11	29	29 0751	843 18	28.4800	825.92	(17.26)		
Subtotal			*829*		*25,441.85*		***23,609.92***	*(1,831 93)*		
DOVER CORP	DOV	09/14/09	245	38 0500	9,322.25	58.0500	14,222.25	4,900.00	309	2.17
		12/02/09	12	41 7700	501.24	58.0500	696.60	195.36	16	2.17
Subtotal			*257*		*9,823.49*		***14,918.85***	*5,095 36*	***325***	*2 17*
DR PEPPER SNAPPLE GROUP	DPS	07/12/10	120	38 6040	4,632 48	39 4800	4,737.60	105.12	154	3.24
INC		07/13/10	104	39 2527	4,082.29	39 4800	4,105.92	23 63	134	3.24
		07/14/10	87	39.3670	3,424.93	39 4800	3,434.76	9 83	112	3.24
		07/19/10	104	38.8355	4,038 90	39.4800	4,105.92	67.02	134	3.24
		07/20/10	52	39.3630	2,046 88	39.4800	2,052.96	6.08	67	3.24
		07/26/10	162	40.1233	6,499.99	39.4800	6,395.76	(104 23)	208	3.24
Subtotal			*629*		*24,725.47*		***24,832.92***	*107.45*	***809***	*3.24*
EXXON MOBIL CORP COM	XOM	09/14/09	200	70.0600	14,012.01	84.7600	16,952.00	2,939.99	376	2.21
		12/02/09	120	76 1900	9,142.80	84 7600	10,171.20	1,028.40	226	2.21
Subtotal			*320*		*23,154.81*		***27,123.20***	*3,968.39*	***602***	*2.21*
FLUOR CORP NEW DEL COM	FLR	05/09/11	76	72.0602	5,476 58	50.2500	3,819 00	(1,657.58)	38	.99
		05/10/11	153	72 6011	11,107.97	50.2500	7,688.25	(3,419.72)	77	99
		05/11/11	142	71.9152	10,211 97	50 2500	7,135 50	(3,076 47)	71	99
		05/12/11	20	70.7925	1,415 85	50.2500	1,005 00	(410 85)	10	.99
Subtotal			*391*		*28,212.37*		***19,647.75***	*(8,564 62)*	***196***	*.99*
FOREST LABS INC	FRX	09/14/09	500	29 1700	14,585.01	30.2600	15,130.00	544.99		
		12/02/09	35	31 7002	1,109 51	30 2600	1,059.10	(50 41)		
Subtotal			*535*		*15,694.52*		***16,189.10***	*494.58*		

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
FREEPRT-MCMRAN CPR & GLD	FCX	04/12/10	48	42.5300	2,041.44	36.7900	1,765 92	(275.52)	48	2.71
		04/26/10	200	40.5001	8,100 03	36.7900	7,358.00	(742.03)	200	2.71
		06/14/10	86	33.1213	2,848 44	36.7900	3,163 94	315.50	86	2.71
		06/15/10	110	33.0933	3,640.27	36.7900	4,046 90	406.63	110	2 71
Subtotal			*444*		*16,630.18*		***16,334.76***	*(295.42)*	***444***	*2.71*
GAP INC DELAWARE	GPS	09/14/09	289	21.7300	6,279.97	18.5500	5,360.95	(919.02)	131	2 42
		07/26/10	400	18.8086	7,523.44	18.5500	7,420.00	(103.44)	180	2.42
Subtotal			*689*		*13,803.41*		***12,780.95***	*(1,022.46)*	***311***	*2.42*
↑ HERSHEY COMPANY	HSY	10/11/10	71	49.1942	3,492.79	61.7800	4,386.38	893.59	98	2 23
		10/12/10	72	49.6737	3,576.51	61.7800	4,448.16	871 65	100	2 23
		10/13/10	98	50.6600	4,964.68	61.7800	6,054 44	1,089.76	136	2.23
Subtotal			*241*		*12,033.98*		***14,888.98***	*2,855.00*	***334***	*2.23*
HONEYWELL INTL INC DEL	HON	10/10/08	70	31.9200	2,234.40	54.3500	3,804.50	1,570.10	105	2 74
		09/14/09	140	40.0100	5,601.40	54.3500	7,609 00	2,007.60	209	2.74
		12/02/09	135	39.7900	5,371.65	54.3500	7,337 25	1,965.60	202	2.74
Subtotal			*345*		*13,207 45*		***18,750.75***	*5,543.30*	***516***	*2.74*
INTL PAPER CO	IP	09/14/09	209	24.1700	5,051.53	29.6000	6,186 40	1,134 87	220	3 54
		03/02/10	255	24 7700	6,316.35	29.6000	7,548 00	1,231 65	268	3.54
		05/24/10	99	22 1865	2,196.47	29.6000	2,930 40	733.93	104	3.54
		05/25/10	191	21 5153	4,109 44	29.6000	5,653.60	1,544 16	201	3 54
		10/03/11	283	23.0869	6,533.62	29 6000	8,376 80	1,843 18	298	3.54
Subtotal			*1,037*		*24,207 41*		***30,695.20***	*6,487.79*	***1,091***	*3.54*
JOHNSON AND JOHNSON COM	JNJ	08/05/09	41	60.4602	2,478 87	65 5800	2,688 78	209.91	94	3 47
		09/14/09	360	60 3500	21,726 00	65 5800	23,608.80	1,882 80	821	3.47
		12/02/09	137	64.2200	8,798 14	65.5800	8,984 46	186.32	313	3.47
Subtotal			*538*		*33,003 01*		***35,282.04***	*2,279 03*	***1,228***	*3.47*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
KROGER CO	KR	07/12/05	6	19 4816	116 89	24.2200	145.32	28 43	3	1.89
		12/20/05	20	19.0300	380.60	24 2200	484 40	103.80	10	1.89
		12/21/05	15	19.0300	285.45	24.2200	363.30	77 85	7	1 89
		06/22/06	13	20.1500	261.95	24.2200	314.86	52 91	6	1.89
		12/18/06	3	23 6400	70.92	24 2200	72 66	1 74	2	1.89
		12/29/06	28	23 1900	649 32	24.2200	678.16	28 84	13	1.89
		04/07/08	119	24 8000	2,951.20	24.2200	2,882.18	(69 02)	55	1.89
		09/14/09	110	22 2500	2,447 50	24 2200	2,664.20	216 70	51	1.89
		12/02/09	200	23.0100	4,602 00	24.2200	4,844 00	242 00	92	1 89
		02/28/11	301	22.9503	6,908.07	24.2200	7,290.22	382 15	139	1.89
		03/28/11	425	23.8803	10,149.13	24.2200	10,293.50	144 37	196	1.89
Subtotal			*1,240*		*28,823.03*		**30,032.80**	*1,209.77*	**574**	*1.89*
L-3 COMMNCTNS HLDGS	LLL	07/16/09	45	70.4102	3,168 46	66.6800	3,000.60	(167.86)	81	2.69
		09/14/09	120	77.9400	9,352 80	66.6800	8,001.60	(1,351 20)	216	2.69
		12/02/09	105	79 0900	8,304.45	66.6800	7,001.40	(1,303.05)	189	2.69
Subtotal			*270*		*20,825.71*		**18,003.60**	*(2,822.11)*	**486**	*2 69*
LIMITED BRANDS INC	LTD	06/01/10	360	25 4041	9,145.48	40 3500	14,526.00	5,380.52	289	1.98
		06/02/10	302	25 5344	7,711.39	40 3500	12,185.70	4,474.31	242	1.98
Subtotal			*662*		*16,856.87*		**26,711.70**	*9,854 83*	**531**	*1.98*
LOCKHEED MARTIN CORP	LMT	N/A	21	N/A	N/A	80 9000	1,698.90		84	4.94
		09/14/09	90	75.6400	6,807 60	80.9000	7,281.00	473.40	360	4.94
		12/02/09	75	78.7500	5,906.25	80.9000	6,067.50	161.25	300	4.94
		04/04/11	77	80 9445	6,232.73	80 9000	6,229.30	(3 43)	308	4.94
		04/05/11	58	81 3300	4,717.14	80 9000	4,692.20	(24 94)	232	4.94
		04/06/11	34	81.4070	2,767.84	80.9000	2,750.60	(17.24)	136	4 94
Subtotal			355		*26,431 56*		**28,719.50**	589 04	**1,420**	*4.94*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
LORILLARD INC	LO	10/10/11	98	118 5456	11,617.47	114 0000	11,172.00	(445.47)	510	4 56
		10/11/11	17	117.9082	2,004.44	114.0000	1,938.00	(66.44)	89	4 56
Subtotal			*115*		*13,621.91*		***13,110.00***	*(511.91)*	**599**	*4 56*
LYONDELLBASELL INDUSTRIE	LYB	08/08/11	226	29.7366	6,720.49	32.4900	7,342.74	622.25	226	3 07
		08/09/11	211	30.6466	6,466 45	32 4900	6,855.39	388.94	211	3 07
		09/06/11	244	31.5440	7,696.76	32.4900	7,927.56	230.80	244	3 07
Subtotal			*681*		*20,883.70*		***22,125.69***	*1,241.99*	**681**	*3.07*
MARATHON OIL CORP	MRO	09/14/09	225	19.5532	4,399.49	29.2700	6,585.75	2,186.26	135	2 04
		12/02/09	150	19.6128	2,941.93	29.2700	4,390.50	1,448.57	90	2 04
		08/15/11	431	27.3634	11,793.63	29 2700	12,615 37	821.74	259	2 04
		08/22/11	242	25 5488	6,182.81	29.2700	7,083 34	900.53	146	2 04
Subtotal			*1,048*		*25,317 86*		***30,674.96***	*5,357.10*	**630**	*2 04*
MCKESSON CORPORATION COM	MCK	09/14/09	63	58.2500	3,669.75	77.9100	4,908.33	1,238.58	51	1 02
		12/02/09	155	62 8200	9,737.10	77.9100	12,076 05	2,338.95	124	1.02
Subtotal			*218*		*13,406.85*		***16,984.38***	*3,577.53*	**175**	*1 02*
MICROSOFT CORP	MSFT	03/23/09	42	17.7200	744 24	25.9600	1,090 32	346 08	34	3.08
		03/26/09	52	18 4900	961.48	25.9600	1,349 92	388.44	42	3 08
		04/01/09	89	19.1300	1,702 57	25 9600	2,310.44	607.87	72	3 08
		05/06/09	66	19.8400	1,309 44	25.9600	1,713.36	403.92	53	3 08
		11/10/09	205	29 1000	5,965.50	25 9600	5,321 80	(643.70)	164	3 08
		11/16/09	255	29.8098	7,601.50	25.9600	6,619.80	(981.70)	204	3 08
		12/02/09	465	30.0400	13,968 60	25.9600	12,071.40	(1,897 20)	372	3 08
		01/06/10	40	30.6500	1,226 00	25 9600	1,038.40	(187 60)	32	3 08
		01/12/10	255	30.2198	7,706.05	25.9600	6,619.80	(1,086.25)	204	3.08
Subtotal			*1,469*		*41,185.38*		***38,135.24***	*(3,050.14)*	***1,177***	*3 08*

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FREEDMAN FOUNDATION Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
MOTOROLA SOLUTIONS INC	MSI	09/13/10	221	33 3187	7,363 44	46.2900	10,230.09	2,866.65	195	1.90
		10/25/10	117	32.3411	3,783.91	46.2900	5,415 93	1,632.02	103	1 90
		01/31/11	142	38.5954	5,480 56	46.2900	6,573.18	1,092.62	125	1 90
		02/01/11	131	39 1013	5,122 28	46.2900	6,063.99	941.71	116	1.90
Subtotal			*611*		*21,750.19*		***28,283.19***	*6,533 00*	**539**	*1.90*
MURPHY OIL CORP	MUR	03/14/11	129	69 9266	9,020.54	55.7400	7,190.46	(1,830.08)	142	1.97
		03/15/11	76	68.9456	5,239.87	55.7400	4,236.24	(1,003.63)	84	1.97
Subtotal			*205*		*14,260 41*		***11,426.70***	*(2,833.71)*	**226**	*1.97*
NABORS INDUSTRIES LTD	NBR	11/25/09	400	21.1290	8,451 61	17 3400	6,936 00	(1,515.61)		
		12/02/09	265	20.9300	5,546.45	17.3400	4,595.10	(951.35)		
Subtotal			*665*		*13,998.06*		***11,531.10***	*(2,466.96)*		
NEWS CORP CL A	NWSA	08/30/10	714	12.4484	8,888 16	17.8400	12,737.76	3,849.60	136	1.06
		08/31/10	390	12 4733	4,864.59	17.8400	6,957.60	2,093.01	75	1.06
Subtotal			*1,104*		*13,752.75*		***19,695.36***	*5,942.61*	**211**	*1.06*
NORTHROP GRUMMAN CORP	NOC	09/14/09	77	44.6237	3,436 03	58.4800	4,502 96	1,066.93	154	3.42
		12/02/09	180	50.6321	9,113.78	58.4800	10,526 40	1,412.62	360	3.42
Subtotal			*257*		*12,549.81*		***15,029.36***	*2,479.55*	**514**	*3 42*
NRG ENERGY INC	NRG	09/14/09	430	27.4600	11,807 81	18.1200	7,791 60	(4,016.21)		
		12/02/09	265	25.0200	6,630 30	18.1200	4,801 80	(1,828 50)		
Subtotal			*695*		*18,438.11*		***12,593.40***	*(5,844.71)*		
PHILIP MORRIS INTL INC	PM	10/17/11	346	67.4467	23,336.59	78.4800	**27,154.08**	3,817.49	**1,066**	3.92
PRUDENTIAL FINANCIAL INC	PRU	05/24/10	73	55.7382	4,068.89	50 1200	3,658.76	(410.13)	106	2 89
		05/25/10	141	54.2166	7,644.55	50.1200	7,066 92	(577 63)	205	2.89
Subtotal			*214*		*11,713.44*		***10,725.68***	*(987 76)*	**311**	*2.89*
RAYTHEON CO DELAWARE NEW	RTN	09/14/09	330	46 1800	15,239 41	48.3800	15,965.40	725.99	568	3 55
		12/02/09	40	52.0000	2,080.00	48.3800	1.935 20	(144.80)	69	3.55
Subtotal			*370*		*17,319 41*		***17,900.60***	*581 19*	**637**	*3.55*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
ROSS STORES INC COM	ROST	12/02/09	402	22.4400	9,020.88	47 5300	**19,107.06**	10,086 18	**177**	.92
SAFEWAY INC NEW	SWY	09/14/09	310	20 3000	6,293.01	21 0400	6,522.40	229.39	180	2.75
		12/02/09	185	22 8100	4,219.85	21 0400	3,892.40	(327.45)	108	2.75
Subtotal			*495*		*10,512.86*		***10,414.80***	*(98.06)*	***288***	*2.75*
SARA LEE CORP COM	SLE	06/21/10	273	14 8186	4,045.48	18 9200	5,165.16	1,119.68	126	2.43
		06/22/10	618	14 9761	9,255.23	18.9200	11,692.56	2,437 33	285	2.43
		06/23/10	68	14.8651	1,010.83	18.9200	1,286.56	275.73	32	2.43
Subtotal			959		*14,311.54*		***18,144.28***	*3,832.74*	***443***	*2.43*
SPRINT NEXTEL CORP	S	07/11/11	3,041	5.4987	16,721 55	2.3400	**7,115.94**	(9,605.61)		
SYMANTEC CORP COM	SYMC	09/27/10	881	15 5032	13,658.32	15.6500	13,787.65	129.33		
		11/01/10	344	16.4595	5,662.10	15.6500	5,383.60	(278.50)		
		11/02/10	325	16 7508	5,444 04	15 6500	5,086.25	(357 79)		
Subtotal			*1,550*		*24,764.46*		***24,257.50***	*(506 96)*		
TARGET CORP COM	TGT	03/02/10	225	51.7600	11,646.01	51.2200	11,524.50	(121.51)	270	2.34
		04/06/10	127	53 7800	6,830 06	51.2200	6,504.94	(325.12)	153	2.34
Subtotal			*352*		*18,476.07*		***18,029.44***	*(446 63)*	***423***	*2.34*
TRAVELERS COS INC	TRV	09/14/09	286	49.0700	14,034 02	59.1700	**16,922.62**	2,888.60	**470**	2.77
UNITEDHEALTH GROUP INC	UNH	12/13/10	274	37.1486	10,178 74	50.6800	13,886.32	3,707.58	179	1.28
		12/14/10	180	36 7647	6,617.66	50.6800	9,122.40	2,504 74	117	1.28
		01/03/11	280	37 0227	10,366.36	50.6800	14,190.40	3,824 04	183	1 28
Subtotal			*734*		*27,162.76*		***37,199.12***	*10,036.36*	***479***	*1.28*
UNUM GROUP	UNM	09/14/09	535	21.9400	11,737 91	21.0700	11,272.45	(465.46)	225	1.99
		12/02/09	505	19.2800	9,736.40	21.0700	10,640.35	903.95	213	1.99
Subtotal			*1,040*		*21,474 31*		***21,912.80***	*438 49*	***438***	*1.99*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
VALERO ENERGY CORP NEW	VLO	11/14/11	394	24.4263	9,624.00	21.0500	8,293.70	(1,330.30)	237	2.85
		11/15/11	241	24 7244	5,958.60	21.0500	5,073.05	(885.55)	145	2.85
		11/28/11	318	21.2814	6,767 49	21 0500	6,693.90	(73.59)	191	2.85
Subtotal			*953*		*22,350.09*		***20,060.65***	*(2,289.44)*	***573***	*2.85*
VERIZON COMMUNICATNS COM	VZ	01/29/08	19	36.1310	686 49	40 1200	762 28	75.79	38	4.98
		02/07/08	13	34.0484	442 63	40.1200	521.56	78.93	26	4.98
		05/08/08	38	35.9342	1,365 50	40 1200	1,524.56	159.06	76	4 98
		12/18/08	24	31 7412	761 79	40 1200	962.88	201.09	48	4 98
		04/07/09	5	29.8080	149.04	40.1200	200.60	51.56	10	4.98
		05/07/09	24	27.7829	666.79	40 1200	962.88	296.09	48	4 98
		06/01/09	23	27.6704	636.42	40.1200	922.76	286.34	46	4.98
		06/02/09	36	27.5205	990 74	40 1200	1,444 32	453 58	72	4.98
		06/22/09	46	27.7643	1,277.16	40 1200	1,845.52	568.36	92	4.98
		09/14/09	65	29.1901	1,897 36	40 1200	2,607 80	710 44	130	4.98
		12/02/09	175	30.8316	5,395.54	40.1200	7,021.00	1,625.46	350	4 98
Subtotal			*468*		*14,269.46*		***18,776.16***	*4,506.70*	***936***	*4.98*
WELLPOINT INC	WLP	06/19/09	16	51 0206	816 33	66.2500	1,060.00	243.67	16	1.50
		07/01/09	21	51.3100	1,077.51	66 2500	1,391.25	313 74	21	1 50
		07/07/09	18	51.6900	930 42	66.2500	1,192.50	262.08	18	1.50
		09/14/09	190	54.0800	10,275 20	66 2500	12,587.50	2,312.30	190	1.50
		12/02/09	135	55.0300	7,429 05	66 2500	8,943 75	1,514.70	135	1.50
Subtotal			*380*		*20,528.51*		***25,175.00***	*4,646.49*	***380***	*1.50*
WESTERN UN CO	WU	06/13/11	347	19.8517	6,888 57	18 2600	6,336 22	(552 35)	112	1 75
		06/14/11	348	20.1066	6,997.13	18 2600	6,354.48	(642.65)	112	1 75
		06/15/11	512	19.8608	10,168 73	18 2600	9,349 12	(819.61)	164	1.75
		06/16/11	197	19.6900	3,878 93	18.2600	3,597.22	(281.71)	64	1.75
Subtotal			*1,404*		*27,933.36*		***25,637.04***	*(2,296 32)*	***452***	*1.75*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2011 - December 30, 2011

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
WSTN DIGITAL CORP DEL	WDC	09/14/09	325	35.1900	11,436 76	30.9500	10,058 75	(1,378.01)		
		12/02/09	280	39.2400	10,987.20	30.9500	8,666 00	(2,321.20)		
Subtotal			*605*		*22,423.96*		***18,724.75***	*(3,699.21)*		
TOTAL					1,240,338.61		**1,345,959.86**	103,922.35	**29,453**	2.19
TOTAL PRINCIPAL INVESTMENTS					1,280,822 48		**1,386,443.73**	103,922 35	**29,457**	2.12

Total values exclude N/A items

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	629.37	629.37		**629.37**		
BIF MONEY FUND	7,557 00	7,557 00	1 0000	**7,557.00**	**1**	.01
TOTAL		8,186.37		**8,186.37**	**1**	01
TOTAL INCOME INVESTMENTS		8,186.37		**8,186.37**		01

FREEDMAN FOUNDATION Account Number:

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

December 01, 2011 - December 30, 2011

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	1,289,008.85	**1,394,630.10**	103,922 35		**29,458**	2.11

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
	Subtotal (Tax-Exempt Dividends)					92 73
12/01	Dividend		ALTERA CORP COM DIVIDEND HOLDING 647 0000 PAY DATE 12/01/2011	51.76		
12/01	Dividend		CONOCOPHILLIPS DIVIDEND HOLDING 560.0000 PAY DATE 12/01/2011	369.60		
12/01	Dividend		CLIFFS NATURAL RESOURCES INC DIVIDEND HOLDING 178 0000 PAY DATE 12/01/2011	49.84		
12/01	Dividend		CONAGRA FOODS INC DIVIDEND HOLDING 635 0000 PAY DATE 12/01/2011	152.40		
12/01	Dividend		DISH NETWORK CORPATION CLASS A DIVIDEND HOLDING 829 0000 PAY DATE 12/01/2011	1,658.00		

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name US FUND FOR UNICEF			
Street			
City HOUSTON	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 1,500

Name MARCH OF DIMES			
Street			
City WHITE PLAINS	State NY	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 5,000

Name CYSTIC FIBROSIS FDN			
Street			
City HOUSTON	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 500

Name JUVENILE DIABETES RESEARCH FOUNDATION			
Street			
City NEW YORK	State NY	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 500

Name COLLEGE OF HE MAINLAND			
Street			
City TEXAS CITY	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 2,500

Name HADASSAH			
Street			
City HOUSTON	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name COOPERATIVE FOR EDUCATION				
Street				
City CINCINNATI		State OH	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)			
Purpose of grant/contribution GENERAL OPERATING				Amount 300
Name LATIN AMERICAN YOUTH CENTER				
Street				
City WASHINGTON		State DC	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)			
Purpose of grant/contribution GENERAL OPERATING				Amount 500
Name AMERICAN RED CROSS JAPAN DISASTER				
Street				
City WASHINGTON		State DC	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)			
Purpose of grant/contribution GENERAL OPERATING				Amount 5,000
Name AMERICAN RED CROSS				
Street				
City WASHINGTON		State DC	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)			
Purpose of grant/contribution GENERAL OPERATING				Amount 15,000
Name ST JUDE CHILDRENS				
Street				
City		State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)			
Purpose of grant/contribution GENERAL OPERATING				Amount 500
Name UNITED WAY OF GREATER HOUSTON				
Street				
City HOUSTON		State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)			
Purpose of grant/contribution GENERAL OPERATING				Amount 22,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
UNIVERSITY OF TEXAS FDN ANDERSON CANCER CENTER
Street

City	State	Zip Code	Foreign Country
MEMPHIS	TN		

Relationship	Foundation Status
NONE	501(C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	50,000

Name
BRIARWOOD-BROOKWOOD INC
Street

City	State	Zip Code	Foreign Country
BROOKSHIRE	TX		

Relationship	Foundation Status
NONE	501(C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	500

Name
ALS ASSOCIATION SOUTH TEXAS CHAPTER
Street

City	State	Zip Code	Foreign Country
SAN ANTONIO	TX		

Relationship	Foundation Status
NONE	501(C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	1,000

Name
HOUSTON READ COMMISSION
Street

City	State	Zip Code	Foreign Country
HOUSTON	TX		

Relationship	Foundation Status
NONE	501(C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	500

Name
COUNCIL ON ALCOHOL
Street

City	State	Zip Code	Foreign Country
HOUSTON	TX		

Relationship	Foundation Status
NONE	501(C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	1,000

Name
RONALD MCDONALD HOUSE
Street

City	State	Zip Code	Foreign Country
HOUSTON	TX		

Relationship	Foundation Status
NONE	501(C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name HOPE STONE, INC			
Street			
City HOUSTON	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 500

Name HABITAT FOR HUMANITY			
Street			
City AMERICUS	State GA	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 1,500

Name FAIR HAVEN METHODIST CHURCH			
Street			
City HOUSTON	State TX	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 69,000

Name THE SHRINERS HOSPITALS FOR CHILDREN			
Street			
City TAMPA	State FL	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING			Amount 5,000

Name			
Street			
City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Name			
Street			
City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount 0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	251
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	608,329	379,174	229,155
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	CENTURYLINK INC SHS	156700106			12/2/2009		4/6/2011	2,671	1,590				1,081
2	X	CENTURYLINK INC SHS	156700106			9/14/2009		7/11/2011	5,732	3,198				2,534
3	X	CENTURYLINK INC SHS	156700106			12/2/2009		7/11/2011	1,463	892				571
4	X	CENTURYLINK INC SHS	156700106			2/28/2011		7/11/2011	9,447	9,797				-350
5	X	CITIGROUP INC COM NEW	172967424			7/26/2010		5/16/2011	5,795	5,834				-39
6	X	CITIGROUP INC COM NEW	172967424			6/28/2010		5/16/2011	5,050	4,952				98
7	X	CITIGROUP INC COM NEW	172967424			7/26/2010		5/17/2011	2,357	2,375				-18
8	X	CITIGROUP INC COM NEW	172967424			6/28/2010		5/17/2011	2,068	2,029				39
9	X	CITIGROUP INC COM NEW	172967424			6/28/2010		5/23/2011	11,651	11,730				-79
10	X	CITIGROUP INC COM NEW	172967424			6/28/2010		5/24/2011	2,563	2,598				-35
11	X	CLIFFS NATURAL RESOURCE	18683K101			7/6/2011		9/6/2011	1,341	1,699				-358
12	X	CLIFFS NATURAL RESOURCE	18683K101			7/8/2011		9/6/2011	1,341	1,725				-384
13	X	CLIFFS NATURAL RESOURCE	18683K101			7/11/2011		9/6/2011	670	858				-188
14	X	CLIFFS NATURAL RESOURCE	18683K101			7/7/2011		9/6/2011	1,341	1,742				-401
15	X	CLIFFS NATURAL RESOURCE	18683K101			5/31/2011		9/6/2011	894	1,082				-188
16	X	CLIFFS NATURAL RESOURCE	18683K101			7/5/2011		9/6/2011	1,043	1,323				-280
17	X	COMPUTER SCIENCE CRP	205363104			9/14/2009		6/13/2011	2,789	3,851				-1,062
18	X	COMPUTER SCIENCE CRP	205363104			9/14/2009		6/14/2011	2,849	3,851				-1,002
19	X	COMPUTER SCIENCE CRP	205363104			9/14/2009		6/15/2011	4,116	5,620				-1,504
20	X	COMPUTER SCIENCE CRP	205363104			9/14/2009		6/16/2011	347	468				-121
21	X	COMPUTER SCIENCE CRP	205363104			12/2/2009		6/16/2011	1,271	1,851				-580
22	X	DARDEN RESTAURANTS INC	237194105			9/14/2009		5/9/2011	2,754	1,993				761
23	X	DARDEN RESTAURANTS INC	237194105			9/14/2009		5/10/2011	3,064	2,203				861
24	X	DARDEN RESTAURANTS INC	237194105			12/2/2009		5/10/2011	2,966	1,984				982
25	X	DARDEN RESTAURANTS INC	237194105			12/2/2009		5/11/2011	5,319	3,546				1,773
26	X	EATON CORP	278058102			2/8/2010		8/8/2011	6,928	5,525				1,403
27	X	EATON CORP	278058102			2/8/2010		8/9/2011	6,474	5,210				1,264
28	X	GAP INC DELAWARE	364760108			9/14/2009		3/14/2011	1,874	1,874				0
29	X	GAP INC DELAWARE	364760108			12/2/2009		3/14/2011	5,011	5,094				-83
30	X	GAP INC DELAWARE	364760108			10/26/2009		3/14/2011	1,721	1,793				-72
31	X	GAP INC DELAWARE	364760108			9/14/2009		3/15/2011	1,078	1,090				-12
32	X	GAP INC DELAWARE	364760108			12/2/2009		3/15/2011	2,910	2,990				-80
33	X	GAP INC DELAWARE	364760108			10/26/2009		3/15/2011	992	1,044				-52
34	X	HERSHEY COMPANY	427866108			10/13/2010		11/28/2011	2,508	2,282				226
35	X	HERSHEY COMPANY	427866108			10/14/2010		11/28/2011	3,901	3,564				337
36	X	HUNTINGTON INGALLS INDS	446413106			9/14/2009		4/4/2011	483	344				139
37	X	HUNTINGTON INGALLS INDS	446413106			12/2/2009		4/4/2011	1,207	975				232
38	X	INTL BUSINESS MACHINES	459200101			12/2/2009		1/3/2011	9,602	8,348				1,254
39	X	INTL BUSINESS MACHINES	459200101			9/14/2009		2/28/2011	20,245	14,884				5,361
40	X	INTL BUSINESS MACHINES	459200101			12/2/2009		2/28/2011	8,584	6,807				1,777
41	X	INTL PAPER CO	460146103			12/2/2009		1/31/2011	2,989	2,742				247
42	X	INTL PAPER CO	460146103			9/14/2009		1/31/2011	2,270	1,914				356
43	X	INTL PAPER CO	460146103			9/14/2009		2/1/2011	2,123	1,745				378
44	X	INTL PAPER CO	460146103			12/2/2009		2/1/2011	2,831	2,532				299
45	X	LIMITED BRANDS INC	532716107			6/3/2010		10/3/2011	2,510	1,757				753
46	X	LIMITED BRANDS INC	532716107			6/2/2010		10/3/2011	3,118	2,099				1 019
47	X	MARATHON PETROLEUM CO	56585A102			9/14/2009		7/6/2011	2,261	1,432				829
48	X	MARATHON PETROLEUM CO	56585A102			9/14/2009		7/7/2011	2,271	1,432				839
49	X	MARATHON PETROLEUM CO	56585A102			9/14/2009		7/8/2011	166	106				60
50	X	MARATHON PETROLEUM CO	56585A102			12/2/2009		7/8/2011	2,034	1,303				731
51	X	MARATHON PETROLEUM CO	56585A102			12/2/2009		7/11/2011	1,040	691				349

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	251
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	608,329	379,174	229,155
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
52	X	MOTOROLA SOLUTIONS INC	620076307			9/14/2010		10/10/2011	1,243	944				299
53	X	MOTOROLA SOLUTIONS INC	620076307			9/13/2010		10/10/2011	4,040	3,037				1,003
54	X	MOTOROLA SOLUTIONS INC	620076307			9/14/2010		10/11/2011	222	169				53
55	X	MOTOROLA SOLUTIONS INC	620076307			9/13/2010		10/11/2011	667	501				166
56	X	MOTOROLA MOBILITY	620097105			9/13/2010		1/11/2011	8,228	7,147				1,081
57	X	MOTOROLA MOBILITY	620097105			9/13/2010		1/12/2011	965	838				127
58	X	MOTOROLA MOBILITY	620097105			9/14/2010		1/12/2011	933	817				116
59	X	MOTOROLA MOBILITY	620097105			10/25/2010		1/12/2011	3,281	2,764				517
60	X	OCCIDENTAL PETE CORP CA	674599105			7/17/2008		10/17/2011	167	153				14
61	X	OCCIDENTAL PETE CORP CA	674599105			11/19/2008		10/17/2011	500	283				217
62	X	OCCIDENTAL PETE CORP CA	674599105			12/11/2008		10/17/2011	167	118				49
63	X	OCCIDENTAL PETE CORP CA	674599105			1/7/2009		10/17/2011	3,084	2,155				929
64	X	OCCIDENTAL PETE CORP CA	674599105			1/8/2009		10/17/2011	2,417	1,702				715
65	X	OCCIDENTAL PETE CORP CA	674599105			3/30/2009		10/17/2011	2,584	1,745				839
66	X	OCCIDENTAL PETE CORP CA	674599105			4/2/2009		10/17/2011	667	492				175
67	X	OCCIDENTAL PETE CORP CA	674599105			4/17/2009		10/17/2011	1,334	951				383
68	X	OCCIDENTAL PETE CORP CA	674599105			5/6/2009		10/17/2011	1,667	1,275				392
69	X	OCCIDENTAL PETE CORP CA	674599105			7/2/2009		10/17/2011	1,500	1,136				364
70	X	OCCIDENTAL PETE CORP CA	674599105			12/2/2009		10/17/2011	8,752	8,625				127
71	X	RAYTHEON CO DELAWARE N	755111507			12/2/2009		8/22/2011	6,020	7,809				-1,789
72	X	ROSS STORES INC COM	778296103			12/2/2009		6/13/2011	153	90				63
73	X	ROSS STORES INC COM	778296103			9/14/2009		6/13/2011	3,821	2,382				1,439
74	X	ROSS STORES INC COM	778296103			12/2/2009		6/14/2011	154	90				64
75	X	ROSS STORES INC COM	778296103			9/14/2009		6/14/2011	3,841	2,382				1,459
76	X	ROSS STORES INC COM	778296103			12/2/2009		6/15/2011	228	135				93
77	X	AMERICAN INTERNATIONAL	026874784			3/21/2011		8/15/2011	5,150	7,836				-2,686
78	X	AMERICAN INTERNATIONAL	026874784			3/22/2011		8/15/2011	6,594	10,154				-3,560
79	X	CA INC	12673P105			9/14/2009		5/9/2011	2,641	2,490				151
80	X	CA INC	12673P105			9/14/2009		5/10/2011	4,624	4,294				330
81	X	CA INC	12673P105			9/14/2009		5/11/2011	4,587	4,294				293
82	X	CA INC	12673P105			9/14/2009		5/12/2011	1,834	1,690				144
83	X	CENTURYLINK INC SHS	156700106			12/2/2009		4/4/2011	4,478	2,675				1,803
84	X	CENTURYLINK INC SHS	156700106			12/2/2009		4/5/2011	4,500	2,699				1,801
85	X	ROSS STORES INC COM	778296103			9/14/2009		6/15/2011	5,541	3,478				2,063
86	X	ROSS STORES INC COM	778296103			9/14/2009		6/16/2011	2,177	1,382				795
87	X	ROSS STORES INC COM	778296103			12/2/2009		6/16/2011	150	90				60
88	X	SANDISK CORP INC	80004C101			8/9/2010		3/28/2011	9,744	9,888				-144
89	X	SANDISK CORP INC	80004C101			8/9/2010		8/15/2011	2,020	2,449				-429
90	X	SANDISK CORP INC	80004C101			8/10/2010		8/15/2011	5,716	6,827				-1,111
91	X	SANDISK CORP INC	80004C101			8/16/2010		8/15/2011	5,373	5,992				-619
92	X	SYSCO CORPORATION	871829107			3/10/2011		3/18/2011	20,703	135				20,568
93	X	SYSCO CORPORATION	871829107			7/26/2011		8/3/2011	23,942	144				23,798
94	X	SYSCO CORPORATION	871829107			2/13/2004		12/14/2011	133,316	1,104				132,212
95	X	TJX COS INC NEW	872540109			12/14/2009		2/28/2011	5,189	3,963				1,226
96	X	TJX COS INC NEW	872540109			12/14/2009		3/1/2011	5,936	4,535				1,401
97	X	TJX COS INC NEW	872540109			12/14/2009		5/31/2011	7,511	5 412				2,099
98	X	TJX COS INC NEW	872540109			12/21/2009		5/31/2011	5,131	3,619				1,512
99	X	TJX COS INC NEW	872540109			12/21/2009		6/1/2011	4,601	3 283				1,318
100	X	TARGET CORP COM	87612E106			4/6/2010		8/1/2011	6,918	7,322				-404
101	X	TARGET CORP COM	87612E106			4/6/2010		8/2/2011	846	915				-69
102	X	TEXAS INSTRUMENTS	882508104			2/28/2011		10/10/2011	4,884	5,842				-958

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	251
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	608,329	379,174	229,155
Other sales	0	0	0

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
103	X	TEXAS INSTRUMENTS	882508104			12/2/2009		10/10/2011	1,310	1,162				148
104	X	TEXAS INSTRUMENTS	882508104			2/28/2011		10/11/2011	801	962				-161
105	X	TEXAS INSTRUMENTS	882508104			12/2/2009		10/11/2011	237	211				26
106	X	TEXAS INSTRUMENTS	882508104			10/7/2009		11/15/2011	11,025	8,145				2,880
107	X	TEXAS INSTRUMENTS	882508104			10/7/2009		11/15/2011	1,189	879				310
108	X	TEXAS INSTRUMENTS	882508104			12/2/2009		11/15/2011	5,569	4,703				866
109	X	TRAVELERS COS INC	89417E109			12/2/2009		11/15/2011	1,724	1,589				135
110	X	TRAVELERS COS INC	89417E109			9/14/2009		11/15/2011	862	737				125
111	X	TRAVELERS COS INC	89417E109			12/2/2009		11/15/2011	2,885	2,649				236
112	X	TRAVELERS COS INC	89417E109			9/14/2009		11/15/2011	1,385	1,179				206
113	X	WAL-MART STORES INC	931142103			9/9/2009		2/28/2011	12,503	12,385				118
114	X	WILLIAMS COMPANIES DEL	969457100			9/8/2010		1/18/2011	289	213				76
115	X	WILLIAMS COMPANIES DEL	969457100			9/7/2010		1/18/2011	4,575	3,334				1,241
116	X	WILLIAMS COMPANIES DEL	969457100			8/30/2010		1/18/2011	158	111				47
117	X	WILLIAMS COMPANIES DEL	969457100			8/30/2010		1/19/2011	156	111				45
118	X	WILLIAMS COMPANIES DEL	969457100			9/8/2010		1/19/2011	287	213				74
119	X	WILLIAMS COMPANIES DEL	969457100			9/7/2010		1/19/2011	4,535	3,334				1,201
120	X	WILLIAMS COMPANIES DEL	969457100			9/8/2010		1/20/2011	287	213				74
121	X	WILLIAMS COMPANIES DEL	969457100			9/7/2010		1/20/2011	4,350	3,200				1,150
122	X	WILLIAMS COMPANIES DEL	969457100			8/30/2010		1/20/2011	130	93				37
123	X	WILLIAMS COMPANIES DEL	969457100			8/30/2010		7/18/2011	5,432	3,361				2,071
124	X	WILLIAMS COMPANIES DEL	969457100			8/30/2010		7/19/2011	5,441	3,324				2,117
125	X	WILLIAMS COMPANIES DEL	969457100			8/31/2010		7/19/2011	1,763	1,060				703
126	X	WILLIAMS COMPANIES DEL	969457100			8/31/2010		7/20/2011	5,001	2,999				2,002
127	X	ACE LIMITED	H0023R105			9/14/2009		3/21/2011	4,025	3,315				710
128	X	ACE LIMITED	H0023R105			12/2/2009		3/21/2011	3,591	2,919				672
129	X	ACE LIMITED	H0023R105			12/2/2009		3/22/2011	1,984	1,610				374
130	X	ACE LIMITED	H0023R105			6/29/2010		3/22/2011	4,525	3,790				735
131	X	ACE LIMITED	H0023R105			6/30/2010		3/22/2011	3,285	2,753				532
132														0
133														0
134														0
135														0
136														0
137														0
138														0
139														0

Line 16c (990-PF) - Other Fees

		12,684	7,611	0	5,074
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	12,684	7,611		5,074
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		2,555	498	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	354			
2	ESTIMATED EXCISE TAX PAID	1,703			
3	FOREIGN TAX WITHHELD	498	498		
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	2,699
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	177,637
3	Total	3	180,336

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	251
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	608,078	0	379,174	228,904	0	0	0	228,904
1	CENTURYLINK INC SHS	156700106		12/2/2009	4/6/2011	2,671	0	1,590	1,081			0	1,081
2	CENTURYLINK INC SHS	156700106		9/14/2009	7/11/2011	5 732	0	3,198	2,534			0	2,534
3	CENTURYLINK INC SHS	156700106		12/2/2009	7/11/2011	1 463	0	892	571			0	571
4	CENTURYLINK INC SHS	156700106		2/28/2011	7/11/2011	9 447	0	9,797	-350			0	-350
5	CITIGROUP INC COM NEW	172967424		7/26/2010	5/16/2011	5 795	0	5,834	-39			0	-39
6	CITIGROUP INC COM NEW	172967424		6/28/2010	5/16/2011	5,050	0	4,952	98			0	98
7	CITIGROUP INC COM NEW	172967424		7/26/2010	5/17/2011	2,357	0	2,375	-18			0	-18
8	CITIGROUP INC COM NEW	172967424		6/28/2010	5/17/2011	2,068	0	2,029	39			0	39
9	CITIGROUP INC COM NEW	172967424		6/28/2010	5/23/2011	11,651	0	11 730	-79			0	-79
10	CITIGROUP INC COM NEW	172967424		6/28/2010	5/24/2011	2,563	0	2,598	-35			0	-35
11	CLIFFS NATURAL RESOURCES	18683K101		7/6/2011	9/6/2011	1,341	0	1,699	-358			0	-358
12	CLIFFS NATURAL RESOURCES	18683K101		7/8/2011	9/6/2011	1,341	0	1,725	-384			0	-384
13	CLIFFS NATURAL RESOURCES	18683K101		7/11/2011	9/6/2011	670	0	858	-188			0	-188
14	CLIFFS NATURAL RESOURCES	18683K101		7/7/2011	9/6/2011	1,341	0	1,742	-401			0	-401
15	CLIFFS NATURAL RESOURCES	18683K101		5/31/2011	9/6/2011	894	0	1,082	-188			0	-188
16	CLIFFS NATURAL RESOURCES	18683K101		7/5/2011	9/6/2011	1 043	0	1,323	-280			0	-280
17	COMPUTER SCIENCE CRP	205363104		9/14/2009	6/13/2011	2 789	0	3,851	-1,062			0	-1,062
18	COMPUTER SCIENCE CRP	205363104		9/14/2009	6/14/2011	2,849	0	3,851	-1,002			0	-1,002
19	COMPUTER SCIENCE CRP	205363104		9/14/2009	6/15/2011	4,116	0	5,620	-1,504			0	-1,504
20	COMPUTER SCIENCE CRP	205363104		9/14/2009	6/16/2011	347	0	468	-121			0	-121
21	COMPUTER SCIENCE CRP	205363104		12/2/2009	6/16/2011	1,271	0	1,851	-580			0	-580
22	DARDEN RESTAURANTS INC	237194105		9/14/2009	5/9/2011	2,754	0	1,993	761			0	761
23	DARDEN RESTAURANTS INC	237194105		9/14/2009	5/10/2011	3,064	0	2,203	861			0	861
24	DARDEN RESTAURANTS INC	237194105		12/2/2009	5/10/2011	2,966	0	1,984	982			0	982
25	DARDEN RESTAURANTS INC	237194105		12/2/2009	5/11/2011	5,319	0	3,546	1,773			0	1,773
26	EATON CORP	278058102		2/8/2010	8/8/2011	6,928	0	5,525	1,403			0	1,403
27	EATON CORP	278058102		2/8/2010	8/9/2011	6,474	0	5,210	1,264			0	1,264
28	GAP INC DELAWARE	364760108		9/14/2009	3/14/2011	1 874	0	1,874	0			0	0
29	GAP INC DELAWARE	364760108		12/2/2009	3/14/2011	5 011	0	5,094	-83			0	-83
30	GAP INC DELAWARE	364760108		10/26/2009	3/14/2011	1 721	0	1,793	-72			0	-72
31	GAP INC DELAWARE	364760108		9/14/2009	3/15/2011	1,078	0	1,090	-12			0	-12
32	GAP INC DELAWARE	364760108		12/2/2009	3/15/2011	2,910	0	2,990	-80			0	-80
33	GAP INC DELAWARE	364760108		10/26/2009	3/15/2011	992	0	1,044	-52			0	-52
34	HERSHEY COMPANY	427866108		10/13/2010	11/28/2011	2,508	0	2,282	226			0	226
35	HERSHEY COMPANY	427866108		10/14/2010	11/28/2011	3,901	0	3,564	337			0	337
36	HUNTINGTON INGALLS INDS	446413106		9/14/2009	4/4/2011	483	0	344	139			0	139
37	HUNTINGTON INGALLS INDS	446413106		12/2/2009	4/4/2011	1 207	0	975	232			0	232
38	INTL BUSINESS MACHINES	459200101		12/2/2009	1/3/2011	9,602	0	8,348	1,254			0	1,254
39	INTL BUSINESS MACHINES	459200101		9/14/2009	2/28/2011	20,245	0	14,884	5,361			0	5,361
40	INTL BUSINESS MACHINES	459200101		12/2/2009	2/28/2011	8,584	0	6,807	1,777			0	1,777
41	INTL PAPER CO	460146103		12/2/2009	1/31/2011	2 989	0	2,742	247			0	247
42	INTL PAPER CO	460146103		9/14/2009	1/31/2011	2 270	0	1,914	356			0	356
43	INTL PAPER CO	460146103		9/14/2009	2/1/2011	2 123	0	1,745	378			0	378
44	INTL PAPER CO	460146103		12/2/2009	2/1/2011	2,831	0	2,532	299			0	299
45	LIMITED BRANDS INC	532716107		6/3/2010	10/3/2011	2,510	0	1,757	753			0	753
46	LIMITED BRANDS INC	532716107		6/2/2010	10/3/2011	3,118	0	2,099	1,019			0	1,019
47	MARATHON PETROLEUM CORP	56585A102		9/14/2009	7/6/2011	2,261	0	1,432	829			0	829
48	MARATHON PETROLEUM CORP	56585A102		9/14/2009	7/7/2011	2,271	0	1,432	839			0	839
49	MARATHON PETROLEUM CORP	56585A102		9/14/2009	7/8/2011	166	0	106	60			0	60
50	MARATHON PETROLEUM CORP	56585A102		12/2/2009	7/8/2011	2 034	0	1,303	731			0	731
51	MARATHON PETROLEUM CORP	56585A102		12/2/2009	7/11/2011	1 040	0	691	349			0	349
52	MOTOROLA SOLUTIONS INC	620076307		9/14/2010	10/10/2011	1,243	0	944	299			0	299
53	MOTOROLA SOLUTIONS INC	620076307		9/13/2010	10/10/2011	4,040	0	3,037	1 003			0	1,003
54	MOTOROLA SOLUTIONS INC	620076307		9/14/2010	10/11/2011	222	0	169	53			0	53
55	MOTOROLA SOLUTIONS INC	620076307		9/13/2010	10/11/2011	667	0	501	166			0	166
56	MOTOROLA MOBILITY	620097105		9/13/2010	1/11/2011	8,228	0	7,147	1,081			0	1,081
57	MOTOROLA MOBILITY	620097105		9/13/2010	1/12/2011	965	0	838	127			0	127
58	MOTOROLA MOBILITY	620097105		9/14/2010	1/12/2011	933	0	817	116			0	116

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	251
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	608,078	0	379,174	228,904	0	0	0	228,904
59	MOTOROLA MOBILITY	620097105		10/25/2010	1/12/2011	3,281	0	2,764	517			0	517
60	OCCIDENTAL PETE CORP CAL	674599105		7/17/2008	10/17/2011	167	0	153	14			0	14
61	OCCIDENTAL PETE CORP CAL	674599105		11/19/2008	10/17/2011	500	0	283	217			0	217
62	OCCIDENTAL PETE CORP CAL	674599105		12/11/2008	10/17/2011	167	0	118	49			0	49
63	OCCIDENTAL PETE CORP CAL	674599105		1/7/2009	10/17/2011	3 084	0	2,155	929			0	929
64	OCCIDENTAL PETE CORP CAL	674599105		1/8/2009	10/17/2011	2 417	0	1,702	715			0	715
65	OCCIDENTAL PETE CORP CAL	674599105		3/30/2009	10/17/2011	2,584	0	1,745	839			0	839
66	OCCIDENTAL PETE CORP CAL	674599105		4/2/2009	10/17/2011	667	0	492	175			0	175
67	OCCIDENTAL PETE CORP CAL	674599105		4/17/2009	10/17/2011	1,334	0	951	383			0	383
68	OCCIDENTAL PETE CORP CAL	674599105		5/6/2009	10/17/2011	1,667	0	1,275	392			0	392
69	OCCIDENTAL PETE CORP CAL	674599105		7/2/2009	10/17/2011	1 500	0	1,136	364			0	364
70	OCCIDENTAL PETE CORP CAL	674599105		12/2/2009	10/17/2011	8,752	0	8,625	127			0	127
71	RAYTHEON CO DELAWARE NEW	755111507		12/2/2009	8/22/2011	6,020	0	7,809	-1,789			0	-1,789
72	ROSS STORES INC COM	778296103		12/2/2009	6/13/2011	153	0	90	63			0	63
73	ROSS STORES INC COM	778296103		9/14/2009	6/13/2011	3,821	0	2,382	1,439			0	1,439
74	ROSS STORES INC COM	778296103		12/2/2009	6/14/2011	154	0	90	64			0	64
75	ROSS STORES INC COM	778296103		9/14/2009	6/14/2011	3 841	0	2,382	1,459			0	1,459
76	ROSS STORES INC COM	778296103		12/2/2009	6/15/2011	228	0	135	93			0	93
77	AMERICAN INTERNATIONAL	026874784		3/21/2011	8/15/2011	5,150	0	7,836	-2,686			0	-2,686
78	AMERICAN INTERNATIONAL	026874784		3/22/2011	8/15/2011	6,594	0	10 154	-3,560			0	-3,560
79	CA INC	12673P105		9/14/2009	5/9/2011	2,641	0	2,490	151			0	151
80	CA INC	12673P105		9/14/2009	5/10/2011	4 624	0	4,294	330			0	330
81	CA INC	12673P105		9/14/2009	5/11/2011	4,587	0	4,294	293			0	293
82	CA INC	12673P105		9/14/2009	5/12/2011	1,834	0	1,690	144			0	144
83	CENTURYLINK INC SHS	156700106		12/2/2009	4/4/2011	4,478	0	2,675	1,803			0	1,803
84	CENTURYLINK INC SHS	156700106		12/2/2009	4/5/2011	4,500	0	2,699	1,801			0	1,801
85	ROSS STORES INC COM	778296103		9/14/2009	6/15/2011	5,541	0	3,478	2,063			0	2,063
86	ROSS STORES INC COM	778296103		9/14/2009	6/16/2011	2 177	0	1,382	795			0	795
87	ROSS STORES INC COM	778296103		12/2/2009	6/16/2011	150	0	90	60			0	60
88	SANDISK CORP INC	80004C101		8/9/2010	3/28/2011	9 744	0	9,888	-144			0	-144
89	SANDISK CORP INC	80004C101		8/9/2010	8/15/2011	2,020	0	2,449	-429			0	-429
90	SANDISK CORP INC	80004C101		8/10/2010	8/15/2011	5,716	0	6,827	-1,111			0	-1,111
91	SANDISK CORP INC	80004C101		8/16/2010	8/15/2011	5,373	0	5,992	-619			0	-619
92	SYSCO CORPORATION	871829107		3/10/2011	3/18/2011	20,703	0	135	20,568			0	20,568
93	SYSCO CORPORATION	871829107		7/26/2011	8/3/2011	23,942	0	144	23,798			0	23,798
94	SYSCO CORPORATION	871829107		2/13/2004	12/14/2011	133,316	0	1,104	132,212			0	132,212
95	TJX COS INC NEW	872540109		12/14/2009	2/28/2011	5 189	0	3,963	1,226			0	1,226
96	TJX COS INC NEW	872540109		12/14/2009	3/1/2011	5,936	0	4,535	1,401			0	1,401
97	TJX COS INC NEW	872540109		12/14/2009	5/31/2011	7 511	0	5,412	2,099			0	2,099
98	TJX COS INC NEW	872540109		12/21/2009	5/31/2011	5,131	0	3,619	1,512			0	1,512
99	TJX COS INC NEW	872540109		12/21/2009	6/1/2011	4 601	0	3,283	1,318			0	1,318
100	TARGET CORP COM	87612E106		4/6/2010	8/1/2011	6,918	0	7,322	-404			0	-404
101	TARGET CORP COM	87612E106		4/6/2010	8/2/2011	846	0	915	-69			0	-69
102	TEXAS INSTRUMENTS	882508104		2/28/2011	10/10/2011	4,884	0	5,842	-958			0	-958
103	TEXAS INSTRUMENTS	882508104		12/2/2009	10/10/2011	1 310	0	1,162	148			0	148
104	TEXAS INSTRUMENTS	882508104		2/28/2011	10/11/2011	801	0	962	-161			0	-161
105	TEXAS INSTRUMENTS	882508104		12/2/2009	10/11/2011	237	0	211	26			0	26
106	TEXAS INSTRUMENTS	882508104		10/7/2009	11/15/2011	11,025	0	8,145	2,880			0	2,880
107	TEXAS INSTRUMENTS	882508104		10/7/2009	11/15/2011	1,189	0	879	310			0	310
108	TEXAS INSTRUMENTS	882508104		12/2/2009	11/15/2011	5 569	0	4,703	866			0	866
109	TRAVELERS COS INC	89417E109		12/2/2009	11/15/2011	1,724	0	1,589	135			0	135
110	TRAVELERS COS INC	89417E109		9/14/2009	11/15/2011	862	0	737	125			0	125
111	TRAVELERS COS INC	89417E109		12/2/2009	11/15/2011	2,885	0	2,649	236			0	236
112	TRAVELERS COS INC	89417E109		9/14/2009	11/15/2011	1 385	0	1 179	206			0	206
113	WAL-MART STORES INC	931142103		9/9/2009	2/28/2011	12,503	0	12,385	118			0	118
114	WILLIAMS COMPANIES DEL	969457100		9/8/2010	1/18/2011	289	0	213	76			0	76
115	WILLIAMS COMPANIES DEL	969457100		9/7/2010	1/18/2011	4,575	0	3,334	1,241			0	1,241
116	WILLIAMS COMPANIES DEL	969457100		8/30/2010	1/18/2011	158	0	111	47			0	47

4/25/2012 7 51 48 AM - ADP - PGC - TWILIGHT & MARC FREEDMAN FOUNDATION

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	251
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	608,078	0	379 174	228 904	0	0	0	228,904
117	WILLIAMS COMPANIES DEL	969457100		8/30/2010	1/19/2011	156	0	111	45			0	45
118	WILLIAMS COMPANIES DEL	969457100		9/8/2010	1/19/2011	287	0	213	74			0	74
119	WILLIAMS COMPANIES DEL	969457100		9/7/2010	1/19/2011	4,535	0	3,334	1 201			0	1,201
120	WILLIAMS COMPANIES DEL	969457100		9/8/2010	1/20/2011	287	0	213	74			0	74
121	WILLIAMS COMPANIES DEL	969457100		9/7/2010	1/20/2011	4 350	0	3,200	1,150			0	1 150
122	WILLIAMS COMPANIES DEL	969457100		8/30/2010	1/20/2011	130	0	93	37			0	37
123	WILLIAMS COMPANIES DEL	969457100		8/30/2010	7/18/2011	5,432	0	3,361	2,071			0	2,071
124	WILLIAMS COMPANIES DEL	969457100		8/30/2010	7/19/2011	5 441	0	3,324	2,117			0	2,117
125	WILLIAMS COMPANIES DEL	969457100		8/31/2010	7/19/2011	1,763	0	1,060	703			0	703
126	WILLIAMS COMPANIES DEL	969457100		8/31/2010	7/20/2011	5,001	0	2,999	2 002			0	2,002
127	ACE LIMITED	H0023R105		9/14/2009	3/21/2011	4,025	0	3,315	710			0	710
128	ACE LIMITED	H0023R105		12/2/2009	3/21/2011	3,591	0	2,919	672			0	672
129	ACE LIMITED	H0023R105		12/2/2009	3/22/2011	1,984	0	1,610	374			0	374
130	ACE LIMITED	H0023R105		6/29/2010	3/22/2011	4 525	0	3,790	735			0	735
131	ACE LIMITED	H0023R105		6/30/2010	3/22/2011	3,285	0	2,753	532			0	532
132						0	0	0	0			0	0
133						0	0	0	0			0	0
134						0	0	0	0			0	0
135						0	0	0	0			0	0
136						0	0	0	0			0	0
137						0	0	0	0			0	0
138						0	0	0	0			0	0
139						0	0	0	0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

0

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	MARC FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		PRESIDENT	0 50	
2	TWILIGHT FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		CE PRESIDE	0 50	
3	MONICA FREEDMAN SNIDEN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	
4	JENNIFER LYNN HOLSOMBA		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	
5	GARY ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	
6	BRAIN ANDERSON		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	
7	WENDY FREEDMAN		3002 TRIWAY LANE	HOUSTON	TX	77043		DIRECTOR	0 50	
8										
9										
10										

Part

	0	0	
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	1,703
7	Total		7	1,703