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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE FREEMAN FOUNDATION (9645)		A Employer identification number 13-2965090	
% ROCKEFELLER TRUST COMPANY N		B Telephone number (see instructions) (212) 549-5100	
Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O ROCKEFELLER TRUST COMPANY NA 10 ROCKEFELLER PLAZA 3rd Floor Sui			
City or town, state, and ZIP code New York, NY 10020		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 301,224,960	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	17	17		
	4 Dividends and interest from securities.	5,503,221	5,503,221		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	13,616,241			
	b Gross sales price for all assets on line 6a _____ 96,418,397				
	7 Capital gain net income (from Part IV , line 2)		13,549,313		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	435,651	82,025		
	12 Total. Add lines 1 through 11	19,555,130	19,134,576		
	13 Compensation of officers, directors, trustees, etc	470,272	141,081		329,190
	14 Other employee salaries and wages	287,230			287,230
	15 Pension plans, employee benefits	37,766			37,766
	16a Legal fees (attach schedule)	1,806	0	0	1,806
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	546,121	384,775		161,346
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	534,529	181,604		2,555
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	24,241			24,241
	21 Travel, conferences, and meetings	147,486			147,486
	22 Printing and publications	3,325			3,325
	23 Other expenses (attach schedule)	769,138	656,118		99,111
	24 Total operating and administrative expenses. Add lines 13 through 23	2,821,914	1,363,578	0	1,094,056
	25 Contributions, gifts, grants paid	13,817,869			13,817,869
	26 Total expenses and disbursements. Add lines 24 and 25	16,639,783	1,363,578	0	14,911,925
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,915,347			
	b Net investment income (if negative, enter -0-)		17,770,998		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	7,680,964	3,336,164	3,336,164
	3	Accounts receivable ▶ <u>775,370</u>			
		Less allowance for doubtful accounts ▶ _____	895,257	775,370	775,370
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	29,384,119	 24,447,175	25,238,891
	b	Investments—corporate stock (attach schedule)	130,651,885	 148,619,286	180,072,085
	c	Investments—corporate bonds (attach schedule).	25,739,845	 23,612,950	24,951,073
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)	 60,429,439	 56,890,171	 66,851,377	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	254,781,509	257,681,116	301,224,960	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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	254,781,509	257,681,116	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see page 17 of the instructions)	254,781,509	257,681,116	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	254,781,509	257,681,116	

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	254,781,509
2	Enter amount from Part I, line 27a	2	2,915,347
3	Other increases not included in line 2 (itemize) ▶ 	3	2,575
4	Add lines 1, 2, and 3	4	257,699,431
5	Decreases not included in line 2 (itemize) ▶ 	5	18,315
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	257,681,116

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	13,549,313
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	

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 page 18 of 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))
2011	13,231,672	287,383,727	0 046042
2010	13,884,028	273,490,548	0 050766
2009	30,551,089	262,681,729	0 116305
2008	46,200,212	620,134,432	0 0745
2007	47,685,839	1,080,404,146	0 044137

2 Total of line 1, column (d).	2	0 33175
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 06635
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	291,858,926
5 Multiply line 4 by line 3.	5	19,364,840
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	177,710
7 Add lines 5 and 6.	7	19,542,550
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	14,911,925

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		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		1	355,420
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	355,420
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	355,420
6		Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	391,311		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000		
d	Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	491,311
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	135,891
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 135,891 Refunded		11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ☒		Yes	No
		1a		No
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		No
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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) NY			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of	ROCKEFELLER TRUST COMPANY NA	Telephone no	(212) 549-5100
	Located at	10 ROCKEFELLER PLAZA 3RD FLOOR New York NY	ZIP +4	10020
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		
16	At any time during calendar year 2012, 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		No
See 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
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 page 20 of the instructions)?	1b		No
	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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?		Yes	No
	If "Yes," list the years	20		
		20		
		20		
		20		
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		No
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
b	If "Yes," did it have excess business holdings in 2012 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 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).	☐ Yes	☒ No	
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?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
		☐ Yes	☒ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
GRAEME FREEMAN	Co-Trustee, Executive Director 0	290,000		
1601 East West Road Honolulu, HI 96848				
DOREEN FREEMAN	CO-TRUSTEE 0	90,136		
499 TABER HILL ROAD STOWE, VT 05672				
GEORGE B SNELL ESQ	CO-TRUSTEE 0	90,136		
260 MADISON AVENUE NEW YORK, NY 10016				
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
ANDREA ROBERTSON	OFFICE MANAGER 40 0	58,581		
C/O THE FREEMAN FOUNDATION STOWE, VT 05672				
JUDITH WOMACK	ADMIN ASSISTANT 40 0	64,087		
C/O THE FREEMAN FOUNDATION STOWE, VT 05672				
JUEFEI WANG	PROGRAM DIRECTOR 40 0	103,670		
C/O THE FREEMAN FOUNDATION STOWE, VT 05672				
Total number of other employees paid over \$50,000.				3

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
ROCKEFELLER TRUST COMPANY NA	INV,ACCOUNTING,TAX	546,121
10 ROCKEFELLER PLAZA 3RD FLOOR		
NEW YORK,NY 10020		
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	
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		
2		
All other program-related investments See page 24 of the instructions		
3		
Total. Add lines 1 through 3.		

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	287,156,511
b	Average of monthly cash balances.	1b	9,146,967
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	296,303,478
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	0
3	Subtract line 2 from line 1d.	3	296,303,478
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,444,552
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	291,858,926
6	Minimum investment return. Enter 5% of line 5.	6	14,592,946

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	14,592,946
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	355,420
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	355,420
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	14,237,526
4	Recoveries of amounts treated as qualifying distributions.	4	304,943
5	Add lines 3 and 4.	5	14,542,469
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	14,542,469

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	14,911,925
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
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	14,911,925
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	14,911,925
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				14,542,469
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			13,255,380	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 14,911,925				
a Applied to 2011, but not more than line 2a			13,255,380	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				1,656,545
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (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:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				12,885,924
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 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .	0			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization 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))

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

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 or e-mail of the person to whom applications should be addressed

THE FREEMAN FOUNDATION
499 TABER HILL ROAD
STOWE, VT 05672
(802) 253-2853

b

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

COVER LETTER WITH PERTINENT FINANCIAL INFORMATION

c

Any submission deadlines

NONE

d

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

CONTACT ABOVE

Form 990-PF (2012)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	17	
4	Dividends and interest from securities.			14	5,503,221	
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.			18	449,850	
8	Gain or (loss) from sales of assets other than inventory	900003	66,928	18	13,549,313	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a OTHER LOSS THROUGH PARTNERSHIPS	900099	-14,199			
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		52,729		19,502,401	
13	Total. Add line 12, columns (b), (d), and (e).			13		19,555,130

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)

[illegible]

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?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash.	1a(1)	No
(2)	Other assets.	1a(2)	No
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2)	Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3)	Rental of facilities, equipment, or other assets.	1b(3)	No
(4)	Reimbursement arrangements.	1b(4)	No
(5)	Loans or loan guarantees.	1b(5)	No
(6)	Performance of services or membership or fundraising solicitations.	1b(6)	No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
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.			

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge		
	*****	2013-10-18	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	Susan E Leitner CPA	Susan E Leitner CPA			
	Firm's name ☐	Rockefeller Trust Co NA		Firm's EIN ☐	
		10 Rockefeller Plz 3rd FL			
	Firm's address ☐	New York, NY 10020		Phone no (212) 549-5100	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
STATE STREET BANK - SEE ATTACHED	P		
STATE STREET BANK - SEE ATTACHED	P		
STATE STREET BANK - LT MERGER	P		
STATE STREET BANK - GAIN ON LITIGATION	P		
5500 FUND	P		
5500 FUND	P		
2006 SPECIAL GLOBAL OPPS	P		
2006 SPECIAL GLOBAL OPPS	P		
ROCKEFELLER ACCESS FUND 06-I	P		
ROCKEFELLER ACCESS FUND 06-I	P		
ROCKEFELLER ALT STRATEGIES QP, LP	P		
ROCKEFELLER ALT STRATEGIES QP, LP	P		
ROCKEFELLER GA INVESTORS 2006	P		
ROCKEFELLER GA INVESTORS 2006	P		
STATE STREET BANK - CAPITAL GAIN DISTRIBUTION	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
40,826,135		40,533,943	292,192
52,201,411		41,295,258	10,906,153
			747
			19,434
5,897			5,897
711,027			711,027
		9,850	-9,850
		105,886	-105,886
28,268			28,268
1,250,426			1,250,426
		502	-502
		876,898	-876,898
120,483			120,483
1,234,236			1,234,236
40,514			40,514

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			292,192
			10,906,153
			5,897
			711,027
			-9,850
			-105,886
			28,268
			1,250,426
			-502
			-876,898
			120,483
			1,234,236
			40,514

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Blakemore Foundation - SEE ATTACHED						NO			

**TY 2012 Investments Corporate
Bonds Schedule**

Name: THE FREEMAN FOUNDATION (9645)
EIN: 13-2965090

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT ATTACHED	23,612,950	24,951,073

**TY 2012 Investments Corporate
Stock Schedule****Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED STATEMENT	148,619,286	180,072,085

TY 2012 Investments Government Obligations Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

**US Government Securities - End of
Year Book Value:**

12,966,875

**US Government Securities - End of
Year Fair Market Value:**

13,423,441

**State & Local Government
Securities - End of Year Book
Value:**

11,480,300

**State & Local Government
Securities - End of Year Fair
Market Value:**

11,815,450

TY 2012 Land, Etc. Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

TY 2012 Legal Fees Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	1,806			1,806

TY 2012 Other Assets Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
5500 FUND, LP	7,892,754	8,598,073	14,980,535
ROCKEFELLER GA INVEST 2006, LP	22,230,145	18,774,146	22,118,598
DIVIDEND RECEIVABLE- F/X ADJ	0		114
2006 SPECIAL GLOBAL OPPORTUN	2,304,914	1,911,080	1,284,780
ROCKEFELLER ACCESS FD 06-I	21,754,311	23,818,027	28,320,346
ADVANCES RECEIVABLE	1,500,000	0	0
DIVIDENDS RECEIVABLE- MM SWEEP	54	0	0
ROCKEFELLER ALT STRATEGIES QP	4,747,261	3,788,845	157,031
UNSETTLED PUR PAY- F/X VAL ADJ	0	0	-10,002
UNSETTLED SALE REC-F/X VAL ADJ	0	0	-25

TY 2012 Other Decreases Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Description	Amount
OID NOT RECORDED ON BOOKS	18,315

TY 2012 Other Expenses Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES	25,468			25,468
PHONE/FAX/INTERNET	13,700			13,700
SUPPLIES / OFFICE EXPENSE	40,299			40,299
POSTAGE	5,650			5,650
COMPUTER EXPENSE	989			989
INSURANCE	3,178			3,178
LANDSCAPING	9,827			9,827
BANK FEES	5,398	5,398		
5500 FUND	11,605	11,605		
ROCKEFELLER ACCESS FD '06-I	386,945	369,003		
ROCKEFELLER GA INVESTORS 2006	260,624	260,624		
ROCKEFELLER ALT STRAT QP	5,455	9,488		

TY 2012 Other Income Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2006 SPECIAL GLOBAL OPPORTUNITIES, LLC	57,843	58,133	
Non Dividend Distribution	48,973		
NET loss ON F/X TRANSLATION-IRC SEC 988	-3,713	-3,713	
Proceeds from sale of car previously exp	8,000	553	
Proceeds from sale of apt previously exp	324,548	27,052	

TY 2012 Other Increases Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Description	Amount
DIVIDEND/INTEREST TIMING ADJ	2,575

TY 2012 Other Liabilities Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Description	Beginning of Year - Book Value	End of Year - Book Value
DECEMBER 2007 PAYROLL PAID IN		

TY 2012 Other Professional Fees Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RTC AGENCY FEES	546,121	384,775		161,346

TY 2012 Taxes Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	181,604	181,604		
PROPERTY TAXES	2,555			2,555
EXCISE TAXES (990PF)	350,000			
NYS CORPORATION TAX	200			
LEVY ON WAGES	170			

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2011

Quantity	Book Value	Market Value
Cash / Cash Equivalents:		
Cash	7,584,251 21	7,584,251 21
Cash Balance at Morgan Stanley	96,712 56	96,712 56
Total Cash & Equivalents	7,680,963.77	7,680,963.77
Accounts Receivable:		
Accrued Dividends Receivable	308,356 39	308,356 39
Accrued Interest Receivable	586,900 91	586,900 91
Total Accounts Receivable	895,257.30	895,257.30
Equities:		
25,490 00 Advance Auto Parts, Inc	1,026,765 98	1,774,868 70
78,670 00 Aflac Inc	3,285,686 78	3,403,264 20
14,050 00 Alexion Pharmaceuticals, Inc	317,073 78	1,004,575 00
50,530 00 Allstate Corporation	1,698,799 31	1,385,027 30
34,150 00 Anadarko Petroleum Corporation	1,963,628 81	2,606,669 50
9,340 00 Annaly Mortgage Management Inc	167,379 34	149,066 40
18,760 00 Apache Corporation	1,792,301 95	1,699,280 80
9,440 00 Apple Inc	2,469,875 00	3,823,200 00
35,570 00 Baker Hughes Incorporated	1,489,725 44	1,730,124 80
33,880 00 BioMarin Pharmaceutical Inc	703,494 49	1,164,794 40
31,654 00 Boskalis Westminster - CVA	1,017,240 98	1,166,587 12
5,660 00 BP PLC	208,442 52	241,908 40
5,350 00 Bristol Myers Squibb Co	140,387 91	188,534 00
95,160 00 CareFusion Corporation	1,973,293 99	2,418,015 60
733,420 00 Centrica plc	2,827,168 85	3,297,460 70
33,310 00 Chevron Corporation	2,061,354 51	3,544,184 00
779,770 00 China Agri-Industries Holdings	978,854 01	593,366 56
74,760 00 China Mobile (Hong Kong) Limit	3,308,751 33	3,625,112 40
41,758 00 Chunghwa Telecom Ltd ADR	1,023,784 25	1,389,706 24
121,630 00 Cisco Systems, Inc	3,120,379 64	2,199,070 40
93,440 00 Comcast Corporation - CL A	1,722,818 69	2,215,462 40
32,760 00 Comerica Incorporated	1,227,729 23	845,208 00
26,620 00 Continental Resources, Inc	627,641 04	1,775,820 20
41,570 00 Covidien Limited	1,539,984 51	1,871,065 70
15,100 00 Cree Inc	690,494 31	332,804 00
2,960 00 Exxon Mobil Corporation	207,135 20	250,889 60
21,530 00 FedEx Corporation	1,357,202 61	1,797,970 30
9,770 00 First Niagara Financial Group Inc	104,437 40	84,315 10
713,700 00 Galaxy Entertainment Group Ltd	623,658 23	1,308,563 34
5,410 00 GlaxoSmithKline plc-ADR	211,736 16	246,858 30

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2011

Quantity		Book Value	Market Value
8,010 00	Goldman Sachs Group	782,625 05	724,344 30
8,175 00	Google Inc - Class A	4,269,361 68	5,280,232 50
104,490 00	Hertz Global Holdings Inc	1,251,397 37	1,224,622 80
99,660 00	Hewlett-Packard Company	3,694,074 90	2,567,241 60
55,090 00	Honeywell Inc	2,124,861 30	2,994,141 50
24,800 00	Hyundai Motor Co Ltd	1,416,400 56	1,444,513 89
83,810 00	InterContinental Hotels Group	852,951 50	1,506,980 54
59,280 00	Intertek Group plc	1,156,661 07	1,874,783 20
689,010 00	Intesa Sanpaolo - RNC	1,216,696 96	1,157,398 70
3,450 00	Johnson & Johnson	218,086 84	226,251 00
66,190 00	Johnson Matthey PLC	1,811,726 16	1,888,615 30
158,410 00	Korea Electric Power Corp	1,968,925 78	1,739,341 80
30,700 00	Korea Electric Power Corp SP	807,937 79	680,889 75
19,450 00	LG Electronics Inc PFD	715,559 16	405,208 33
4,350 00	Mastercard Inc - Class A	700,523 13	1,621,767 00
3,370 00	McDonalds Corp	267,806 91	338,112 10
4,320 00	Merck & Co Inc	154,998 11	162,864 00
152,700 00	Microsoft Corp	3,831,378 25	3,964,092 00
85,900 00	Mitsui & Co Ltd	1,432,670 67	1,336,395 89
63,130 00	Morgan Stanley	1,709,703 79	955,156 90
26,570 00	MSCI Inc - A	978,148 46	874,950 10
4,980 00	Nestle SA-Spons ADR For Reg	282,073 96	287,584 04
33,080 00	NetApp Inc	1,196,422 75	1,199,811 60
98,000 00	NGK Insulators Ltd	1,478,405 18	1,164,179 88
66,050 00	Novartis AG - ADR	3,631,942 53	3,776,078 50
44,890 00	NYSE Euronext	1,147,950 19	1,171,629 00
19,980 00	Oceaneering International, Inc	568,221 21	921,677 40
8,270 00	Oracle Corporation	240,326 80	212,125 50
49,620 00	Pepsico, Inc	2,542,340 19	3,292,287 00
14,330 00	Petroleo Brasileiro S A - ADR	604,437 97	336,611 70
135,630 00	Pfizer Inc	2,370,051 25	2,935,033 20
10,710 00	Philippine Long Dist Tele Co	598,205 10	617,110 20
3,390 00	Procter & Gamble Co	214,147 18	226,146 90
127,560 00	Prudential PLC	1,280,611 11	1,265,767 26
43,390 00	Qualcomm Inc	1,638,152 77	2,373,433 00
41,860 00	Quest Diagnostics Inc	2,396,940 11	2,430,391 60
16,880 00	Regeneron Pharmaceuticals	500,829 37	935,658 40
43,986 00	Royal Dutch Shell PLC-ADR A	2,400,089 89	3,214,936 74
63,250 00	Safran SA	1,802,520 50	1,905,308 44

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2011

Quantity	Book Value	Market Value
2,130 00 Samsung Electronics Co Ltd PFD	1,227,982 97	1,233,255 21
6,670 00 Sanofi-Aventis - ADR	222,719 82	243,721 80
94,550 00 Santos Limited	1,397,686 73	1,186,455 07
650,000 00 Semen Gresik (Persero) tbk	671,670 39	820,788 53
45,000 00 Singapore Telecom LTD	113,772 73	107,237 88
104,320 00 Smiths Group plc	1,661,593 51	1,483,430 21
70,730 00 Svenska Handelsbanken AB - A shares	1,928,177 47	1,867,479 18
90,830 00 SwedBank AB	947,004 91	1,181,202 06
3,620 00 Target Corporation	206,424 78	185,416 40
31,830 00 Thermo Fisher Scientific Inc	1,377,856 72	1,431,395 10
27,160 00 Toronto-Dominion Bank	1,772,047 55	2,031,839 60
28,320 00 Tullow Oil plc	574,318 73	617,049 08
4,320 00 Unilever Plc - Sponsored ADR	129,381 32	144,806 40
57,430 00 Vedanta Resources PLC	2,047,015 25	905,906 35
141,950 00 Vodafone Group PLC - SP ADR	2,867,422 42	3,978,858 50
54,770 00 Wal-Mart Stores, Inc	2,470,456 55	3,273,055 20
28,400 00 Wellpoint Inc	1,416,949 46	1,881,500 00
96,440 00 Wells Fargo Company	1,710,143 53	2,657,886 40
329,500 00 Wynn Macau, Limited	662,166 09	827,292 51
41,710 00 Yum! Brands, Inc	1,157,081 31	2,461,307 10
919,230 88 Vanguard GNMA Fund	9,946,622 75	10,175,896 96
Total Equities	130,651,884.74	148,063,226.56

Corporate Bonds

1,200,000 00 3M Company 4 375% Due 08/15/2013	1,276,918 63	1,275,572 40
1,175,000 00 BB&T Corp 3 95% Due 4/29/2016	1,251,421 48	1,262,373 00
500,000 00 Boeing, 6 00% 3/15/2019	500,049 78	606,411 50
625,000 00 Campbell Soup Co 4 25% Due 4/15/2021	689,761 92	697,347 50
575,000 00 Caterpillar Inc 5 7% Due 8/15/16	674,505 00	674,738 93
650,000 00 Comcast Corp Notes 5 30% Due 01/15/14	703,147 49	700,408 80
1,000,000 00 CSX Corp Debentures 6 25% De 04/01/15	1,136,838 67	1,142,610 00
600,000 00 Diageo Cap Plc 5 750% 10/23/17	623,613 57	704,059 80
1,325,000 00 Dow Chemical Co 4 25% Due 11/15/20	1,347,290 83	1,377,256 68
625,000 00 Duke Energy Indiana Inc 3 75% Due 7/15/20	672,976 03	671,100 00
500,000 00 E I Du Pont DeNemours 6 0% Due 7/15/18	612,587 97	611,140 00
2,000,000 00 Fedex Corp Nts, 8 0% 01/15/19	2,090,220 07	2,626,182 00
550,000 00 General Dynamics Corp Notes 5 25% Due 02/01/14	600,405 22	600,119 85
1,150,000 00 General Mills Inc 5 7% Due 2/15/17	1,354,626 52	1,347,406 70
12,640 00 HSBC Finance Corp - 6 36% Pfd	300,606 07	268,600 00

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2011

Quantity	Book Value	Market Value
525,000 00 Honeywell 5 0% Due 2/15/19	517,294 43	611,042 78
1,200,000 00 IBM Corp Sr Notes 4 75% Due 11/29/12	1,246,914 95	1,240,872 00
500,000 00 Johnson & Johnson 5 15% Due 7/15/18	599,027 35	603,688 00
10,060 00 JP Morgan Chase Pfd 8 625%	278,046 26	277,656 00
600,000 00 JPM Chase 3 7% 01/20/2015	609,306 28	622,083 00
1,000,000 00 McDonald's Corp 5 8% 10/15/17	1,060,901 22	1,218,144 00
1,250,000 00 Pepsico Inc Notes 5 15% Due 5/15/12	1,272,216 34	1,271,092 50
1,350,000 00 Toronto Dominion Bank 2 375% Due 10/19/16	1,369,660 09	1,373,746 50
1,300,000 00 UPS 5 125% Due 4/1/19	1,299,280 19	1,570,335 00
500,000 00 Verizon Comm 6 35% 04/01/19	494,177 00	609,253 50
1,000,000 00 Wal-Mart Stores Inc 5 8% Due 2/15/18	1,210,027 77	1,225,835 00
1,125,000 00 Walgreen Co 5 25% Due 1/15/19	1,263,116 70	1,337,447 25
600,000 00 Wells Fargo & Co 5 625% Due 12/11/17	684,906 92	683,716 80
Total Corporate Bonds	25,739,844.75	27,210,239.49

U.S. and State Government Obligations

775,000 00 Baltimore City MD Build America 4 0% 11/01/17	859,923 90	867,139 75
1,000,000 00 Conn St Build America 5 2% Due 12/01/22	1,129,096 17	1,184,910 00
500,000 00 Conn St Build America 5 3% Due 12/01/23	601,249 36	597,825 00
1,900,000 Fannie Mae FNMA 6 625% Due 11/15/30	2,635,212 86	2,814,190 70
2,700,000 00 Freddie Mae FHLMC 1 375% Due 2/25/14	2,747,696 04	2,743,664 40
2,300,000 00 Fed Home Loan Bank 5 0% 11/17/17	2,711,856 96	2,760,230 00
500,000 00 Kentucky St Ppty & Bldgs 6 164% Due 08/01/23	579,428 88	587,770 00
500,000 00 Kentucky St Ppty & Bldgs 5 561% Due 11/01/22	584,679 75	560,755 00
975,000 00 New York NY 4 047% Due 10/01/20	971,184 87	1,027,367 25
1,000,000 00 Ohio St Major New 4 844% Due 12/15/19	1,157,279 80	1,146,740 00
500,000 00 PA St Buld America 4 65% Due 2/15/26	570,707 84	563,110 00
500,000 00 Penn St Build America 4 55% Due 2/15/21	568,705 00	572,455 00
385,000 00 Texas St Build America 5 503% Due 10/01/22	432,487 19	453,325 95
425,000 00 US Treasury Bonds 6 25% Due 5/15/30	605,632 50	657,288 85
475,000 00 US Treasury Infl Index Notes 3 375% Due 1/15/12	750,404 43	605,966 00
1,100,000 00 US Tresury N/B 2 125% Due 1/15/19	1,377,477 03	1,379,010 32
2,400,000 00 US Treasury N/B 3 75% Due 8/15/41	2,658,130 55	2,822,625 60
1,350,000 00 US Treasury N/B 1 75% Due 4/15/13	1,374,516 73	1,376,789 40
2,575,000 00 US Treasury N/B 2 625% Due 11/15/20	2,693,290 73	2,772,147 15
1,750,000 00 US Treasury N/B 4 25% Due 11/15/17	2,043,683 98	2,067,050 79
1,000,000 00 US Treasury Note Infl Index 1 625% Due 1/15/15	1,302,077 00	1,279,066 00
950,000 00 Virginia St Pub Bldg Auth 4 2% Due 8/01/21	1,029,397 00	1,048,268 00
Total Governmental Bonds	29,384,118.57	29,887,695.16

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2011

Quantity	Book Value	Market Value
Other Assets:		
Advances Receivable	1,500,000 00	1,500,000 00
Dividends Receivable - F/X Value Adj	54 76	-175 62
2006 Special Global Opportunities LLC	2,304,914 00	1,516,908 07
Rockefeller Access Fund 06-I, LLC	21,754,310 63	24,640,956 59
Rockefeller Alternative Strategies QP, LP	4,747,261 00	240,769 35
Rockefeller GA Investors 2006, LP	22,230,145 08	24,254,777 65
5500 Fund LP	7,892,754 00	12,551,242 16
Total Other Assets	<u>60,429,439 47</u>	<u>64,704,478 20</u>
Grand Totals	<u>254,781,508.60</u>	<u>278,441,860.48</u>

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2012

Quantity		Book Value	Market Value
Cash / Cash Equivalents:			
	Cash	142,587 20	142,587 20
	Cash	3,193,577 24	3,193,577 24
	Total Cash & Equivalents	3,336,164.44	3,336,164.44
Accounts Receivable:			
	Accrued Dividends Receivable	289,863 37	289,863 37
	Accrued Interest Receivable	485,506 33	485,506 33
	Total Accounts Receivable	775,369.70	775,369.70
Equities:			
30,720 00	Advance Auto Parts, Inc	1,403,445 91	2,222,592 00
93,910 00	Aflac, Inc	3,985,229 13	4,988,499 20
14,050 00	Alexion Pharmaceuticals, Inc	317,073 78	1,317,047 00
34,150 00	Anadarko Petroleum Corporation	1,963,628 81	2,537,686 50
9,340 00	Annaly Mortgage Management Inc	167,379 34	131,133 60
18,760 00	Apache Corporation	1,792,301 95	1,472,660 00
36,350 00	Arcos Dorados Holdings, Inc	432,281 33	434,746 00
35,570 00	Baker Hughes Incorporated	1,489,725 44	1,452,952 69
23,200 00	BioMarin Pharmaceutical Inc	481,731 77	1,141,440 00
33,320 00	Boskalis Westminster - CVA	1,067,384 07	1,493,579 43
12,130 00	BP PLC - Spons ADR	480,302 48	505,093 20
92,510 00	CareFusion Corporation	1,908,694 68	2,643,935 80
7,530 00	Carnival Corporation	235,519 84	276,878 10
729,560 00	Centrica plc	2,836,467 27	3,956,131 60
32,460 00	Chevron Corporation	2,008,781 67	3,510,224 40
755,770 00	China Agri-Industries Holdings	947,492 61	423,184 79
75,610 00	China Mobile (Hong Kong) Ltd	3,354,059 90	4,439,819 20
39,410 00	Comcast Corporation - CL A	726,629 76	1,472,357 60
32,760 00	Comerica Incorporated	1,227,729 23	993,938 40
26,450 00	Continental Resources, Inc	623,632 81	1,943,810 50
40,360 00	Covidien PLC	1,495,165 63	2,330,386 40
62,030 00	Delphi Automotive PLC	2,018,597 36	2,372,647 50
933,008 54	DoubleLine Total Return Bnd Fd	10,636,002 48	10,570,986 78
23,750 00	Dover Corp	1,457,357 38	1,560,612 50
2,960 00	Exxon Mobil Corporation	207,135 20	256,188 00
34,520 00	FedEx Corporation	2,454,861 51	3,166,174 40
18,160 00	First Niagara Financial Group,	172,992 92	144,008 80

5,850 00	GlaxoSmithKline plc-ADR	259,092 40	254,299 50
11,690 00	Goldman Sachs Group	1,236,583 24	1,491,176 40
8,365 00	Google Inc - Class A	4,400,163 68	5,917,233 70
88,000 00	Hewlett-Packard Company	3,259,272 89	1,254,000 00
52,120 00	Honeywell Inc	2,011,498 11	3,308,056 40
12,640 00	HSBC Finance Corp - 6 36% Pfd	300,606 06	316,758 40
24,290 00	Hyundai Motor Co , Ltd - 2nd	1,386,846 28	1,715,268 90
7,820 00	Hyundai Motor Company Ltd PFD	473,920 32	506,200 87
201,210 00	ING Groep	1,907,582 30	1,873,096 65
91,270 00	J P Morgan Chase & Co	3,107,392 98	4,013,059 76
3,450 00	Johnson & Johnson	218,086 84	241,845 00
38,922 00	Johnson Matthey PLC	1,113,619 30	1,503,229 39
10,060 00	JP Morgan Chase Pfd 8 625%	278,046 26	261,258 20
30,700 00	Korea Electric Power Corp	807,937 79	873,189 64
158,410 00	Korea Electric Power Corp SP	1,968,925 78	2,212,987 70
18,920 00	LG Electronics Inc - PFD	695,660 51	360,524 02
4,350 00	Mastercard Inc - Class A	700,523 13	2,137,068 00
3,370 00	McDonalds Corp	267,806 91	297,267 70
59,060 00	Merck & Co Inc	2,275,341 06	2,417,916 40
164,410 00	Microsoft Corp	4,175,407 39	4,391,341 78
60,050 00	MSCI Inc	1,849,012 58	1,860,949 50
32,200 00	Murata Manufacturing Osaka	1,849,616 52	1,880,645 35
3,450 00	Nestle SA-Spons ADR For Reg	194,114 26	224,635 37
45,170 00	NetApp, Inc	1,536,370 26	1,515,453 50
55,000 00	NGK Spark Plug Co , Ltd Tokyo	726,587 85	725,148 90
64,200 00	Novartis AG - ADR	3,529,575 92	4,063,860 00
19,980 00	Oceaneering International, Inc	568,221 21	1,074,724 20
26,080 00	Ophir Energy Plc	238,682 33	213,871 26
65,970 00	Oracle Corporation	1,889,375 48	2,198,120 40
48,280 00	Pepsico, Inc	2,475,827 68	3,303,800 40
7,890 00	Pharmacyclics Inc	331,484 89	455,884 20
1,098,800 00	PICC Prop & Casualty Co Ltd	1,429,658 16	1,539,568 95
127,560 00	Prudential plc	1,280,611 11	1,794,590 05
43,390 00	Qualcomm Inc	1,638,152 77	2,684,088 04
27,460 00	Quest Diagnostics Incorporated	1,570,544 97	1,600,094 20
8,190 00	Regeneron Pharmaceuticals	242,730 31	1,401,063 30
17,820 00	Reinsurance Group of America,	1,001,622 81	953,726 40
14,680 00	Roche Holdings AG	2,519,999 64	2,950,914 95
79,000 00	Royal Caribbean Cruises Ltd	2,360,684 19	2,686,000 00
44,656 00	Royal Dutch Shell PLC-ADR A	2,465,387 19	3,079,031 20
63,250 00	Safran SA	1,802,520 50	2,718,040 54
3,410 00	Samsung Electronics Co , Pfd	2,035,770 23	2,713,793 99
3,900 00	Sanofi-Aventis - ADR	124,151 04	184,782 00
94,550 00	Santos Limited	1,397,686 73	1,089,591 05
95,650 00	Sberbank - Sponsored ADR	1,135,436 26	1,176,495 00
650,000 00	Semen Gresik (Persero) Tbk	671,670 39	1,069,001 30
1,011,000 00	Singapore Telecom LTD	2,596,526 82	2,731,313 96

8,100 00	SMC Corporation, Tokyo	1,479,879 57	1,457,653 39
104,320 00	Smiths Group plc	1,661,593 51	2,019,589 08
68,880 00	Svenska Handelsbanken AB - A s	1,877,468 85	2,460,661 75
90,830 00	SwedBank AB	947,004 91	1,773,191 71
3,620 00	Target Corporation	206,424 78	214,195 40
31,830 00	Thermo Fisher Scientific Inc	1,377,856 72	2,030,117 40
12,790 00	Tiffany & Co	692,422 98	733,378 60
26,390 00	Toronto-Dominion Bank	1,722,388 94	2,225,468 70
28,320 00	Tullow Oil plc	574,318 73	580,486 35
4,320 00	Unilever Plc - Sponsored ADR	129,381 32	167,270 40
39,990 00	UnitedHealth Group Inc	2,248,885 63	2,169,057 60
781,097 83	Vanguard GNMA Fund-ADM	8,399,521 30	8,521,777 28
57,430 00	Vedanta Resources PLC	2,047,015 25	1,080,079 81
31,600 00	Virgin Media Inc	1,123,288 36	1,161,300 00
141,950 00	Vodafone Group PLC - SP ADR	2,867,422 42	3,575,720 50
50,890 00	Wal-Mart Stores, Inc	2,272,010 41	3,472,224 70
93,710 00	Wells Fargo Company	1,644,191 37	3,203,007 80
329,500 00	Wynn Macau, Limited	662,166 09	890,615 22
20,220 00	Yum! Brands, Inc	488,105 76	1,342,608 00
	Total Equities	148,619,286.49	180,072,084.50

Corporate Bonds

1,270,000 00	Bank of America Float% 6/15/17	1,193,844 85	1,177,102 04
1,070,000 00	BB&T Corp 3 95% 4/29/2016	1,123,616 83	1,166,782 57
560,000 00	Caterpillar Inc 5 7% 8/15/16	636,362 58	649,655 44
560,000 00	Comcast Corp Notes, 5 300%	583,424 66	587,543 04
1,070,000 00	CSX Corp Debt 6 250% 4/1/15	1,173,642 66	1,198,142 13
1,000,000 00	CT Build American 5 2% 12/1/22	1,240,792 83	1,228,730 00
535,000 00	Duke Energy Ind 3 75% 07/15/20	571,653 76	592,432 25
430,000 00	E I Du Pont, 6% 07/15/18	512,927 21	530,678 05
915,000 00	Fedex Corp Nts, 8 0% 01/15/19	951,558 74	1,205,058 66
940,000 00	GE Cap Corp 5 625% 05/01/18	1,101,716 82	1,116,281 96
980,000 00	General Mills 5 7% 02/15/17	1,120,800 90	1,151,594 08
1,015,000 00	GS Group 5 75% 01/24/2022	1,106,558 13	1,199,945 18
455,000 00	Honeywell 5 0% Due 2/15/19	449,113 41	541,112 39
1,075,000 00	JPMorgan Chase 6% 10/01/2017	1,216,509 12	1,272,628 00
1,175,000 00	Keycorp 5 1% Due 3/24/21	1,282,083 59	1,368,885 58
1,070,000 00	Morgan Stanley 6 00% 04/28/15	1,112,633 77	1,165,452 56
1,280,000 00	NVR Inc Corp 3 95% 9/15/22	1,322,313 58	1,326,406 40
1,070,000 00	PNC Funding 5 125% 02/08/20	1,193,808 69	1,272,578 82
1,150,000 00	TD Bank 2 375% 10/19/16	1,163,239 47	1,208,459 10
1,110,000 00	UPS 5 125% Due 4/1/19	1,109,454 20	1,350,006 42
430,000 00	Verizon Comm 6 35% 04/01/19	425,550 29	543,427 55
645,000 00	Wachovia 6% 11/15/2017	774,644 30	773,468 52
940,000 00	Wal-Mart Stores 5 8% 2/15/18	1,106,892 62	1,151,543 24
965,000 00	Yum! Brands 6 25% 3/15/18	1,139,806 49	1,173,159 19
	Total Corporate Bonds	23,612,949.50	24,951,073.17

U.S. Government Obligations			
810,000 00	Fannie Mae 6 625% 11/15/30	1,061,824 26	1,233,633 24
1,700,000 00	Fed Home Loan Bank 5% 11/17/17	1,948,198 67	2,038,041 60
1,150,000 00	Freddie Mac 1 375% 02/25/14	1,160,928 08	1,165,457 15
1,215,000 00	US Bancorp 2 2% 11/15/16	1,234,030 48	1,265,918 22
1,150,000 00	US Treas N/B 1 75% 04/15/13	1,154,609 08	1,155,391 20
2,195,000 00	US Treas N/B 2 625% 11/15/20	2,278,664 17	2,409,012 50
2,117,000 00	US Treasury TIPS 1 25% 4/15/14	2,376,425 71	2,385,511 50
1,345,000 00	US Tres Infl 2 5% 07/15/2016	1,752,194 08	1,770,475 18
Total U.S. Government Obligations		12,966,874.53	# 13,423,440.59
State Government Obligations			
500,000 00	KY BAB 6 164% 08/01/23	574,036 05	621,875 00
500,000 00	KY St BAB 4 44% 11/01/16	553,563 50	557,995 00
1,500,000 00	KY St Wtr 5 15% 11/01/24	1,819,198 92	1,789,425 00
775,000 00	MD Baltimore 4% 11/01/17	846,054 00	874,479 00
975,000 00	NY BAB 4 047% 10/01/20	971,549 01	1,100,804 25
525,000 00	NY Nassau Cnty 1 976% 11/15/19	531,624 24	529,394 25
950,000 00	NY Triborough 4 05% 11/15/21	1,035,363 02	1,054,272 00
1,000,000 00	Oregon St Hwy, 1 906% 11/15/18	1,000,000 00	1,006,540 00
1,000,000 00	PA Build America 4 55% 2/15/21	1,144,942 37	1,177,610 00
750,000 00	TX Build America 4 611% 3/1/21	887,493 84	882,352 50
700,000 00	TX Dallas 0% 02/15/16	665,405 34	658,952 00
385,000 00	TX St Build 5 503% 10/1/22	428,883 84	479,159 45
950,000 00	VA St Pub Bldg BA 4 2% 8/1/21	1,022,185 72	1,082,591 50
Total State Government Obligations		11,480,299.85	# 11,815,449.95
Total US & State Government Obligations		24,447,174.38	25,238,890.54
Other Assets:			
	Div Receivable - F/X Value Adjustment	-	113 63
	Unsettled Purch Pay - F/X Value Adjustment	-	(10,001 68)
	Unsettled Sales Rec - F/X Value Adjustment	-	(24 90)
1,284,779 77	2006 Special Global Opps LLC (LP)	1,911,080 00	1,284,779 77
14,980,534 90	5500 Fund (LP)	8,598,073 00	14,980,534 90
28,320,346 08	Rockefeller Access Fund 06-I (LP)	23,818,026 63	28,320,346 08
157,030 93	Rockefeller Alt Strat QP (LP)	3,788,845 00	157,030 93
22,118,597 66	Rockefeller GA Investors 2006 (LP)	18,774,146 00	22,118,597 66
Total Other Assets		56,890,170.63	66,851,376.39
Grand Totals		257,681,115.14	# 301,224,958.74

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable				
1	American Red Cross - Hawaii Chapter (ARCHAWAI) 4155 Diamond Head Road Honolulu, HI, 96816	(6610) Contributions - Cash 50% Char	12/14/2012	50,000.00
2	Asia Institute (ASIA INS) 1244 South Third Street Louisville, KY, 40203	(6610) Contributions - Cash 50% Char	08/17/2012	30,000 00
3	ASIANetwork (ASIAN) Illinois Wesleyan University 205 E. Beecher Street Bloomington, IL, 61701	(6610) Contributions - Cash 50% Char	03/21/2012	233,000.00
		(6610) Contributions - Cash 50% Char	12/11/2012	300,000.00
		ASIANetwork (ASIAN) Sub Total:		533,000.00
4	Association of Children's Museums (AOCM) 1300 L Street NW Suite 975 Washington, DC, 20005	(6610) Contributions - Cash 50% Char	12/20/2012	1,300,000 00
5	Azusa Pacific University (AZUSPACI) 901 East Alostia Avenue PO Box 7000 Azusa, CA, 91702-7000	(6610) Contributions - Cash 50% Char	08/16/2012	66,667.00
6	Blakemore Foundation (BLFO) 1201 Third Avenue Suite 4800 Seattle, WA, 98101-3266	(6610) Contributions - Cash 50% Char	08/16/2012	500,000.00
7	Board of Trustees of the University of Illinois (BTUILL) 601 East John Street Champaign, IL, 61820	(6610) Contributions - Cash 50% Char	04/26/2012	150,000.00
8	Champlain College (CHAMPCOL) Single Parents Program PO Box 670 Burlington, VT, 05402	(6610) Contributions - Cash 50% Char	08/16/2012	100,000.00

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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
9	China Institute (CHINA) 125 East 65th Street New York, NY, 10021	(6610) Contributions - Cash 50% Char	04/26/2012	100,000 00
10	Chinese American International School (CAIS) 150 Oak Street San Francisco, CA, 94102	(6610) Contributions - Cash 50% Char	08/16/2012	50,000 00
11	College for Every Student (COLLEGEF) 1634 Route 30 Cornwall, VT, 05753-9264	(6610) Contributions - Cash 50% Char	08/16/2012	185,000.00
12	Columbia Univ Weatherhead East Asian Inst (CUEAI) Columbia University - MC3333 420 West 118th Street New York, NY, 10027	(6610) Contributions - Cash 50% Char	05/01/2012	494,073.00
		(6610) Contributions - Cash 50% Char	05/02/2012	52,500.00
	Columbia Univ Weatherhead East Asian Inst (CUEAI) Sub Total:			546,573.00
13	Corporate Angel Network, Inc. (CANW) Westchester County Airport One Loop Road White Plains, NY, 10604	(6610) Contributions - Cash 50% Char	12/11/2012	7,500.00
14	Croft Institute for International Studies (CROFTIIS) PO Box 158 University, MS, 38677-0158	(6610) Contributions - Cash 50% Char	04/26/2012	24,200.00
15	Drexel University (DREXELUV) 3141 Chestnut Street Philadelphia, PA, 19104-2875	(6610) Contributions - Cash 50% Char	08/16/2012	100,000.00
16	East-West Center Foundation (EWC) 1601 East-West road Honolulu, HI, 96848-1601	(6610) Contributions - Cash 50% Char	04/26/2012	150,000 00
		(6610) Contributions - Cash 50% Char	04/26/2012	90,000.00
		(6610) Contributions - Cash 50% Char	12/11/2012	100,000.00

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Rockefeller Trust Company, N.A.
Charitable Contributions
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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
		East-West Center Foundation (EWC) Sub Total		340,000.00
17	Easter Seals Hawaii (ESH) 710 Green Street Honolulu, HI, 96813			
		(6610) Contributions - Cash 50% Char	12/11/2012	3,500.00
18	Five Colleges, Incorporated (FCLI) Five College Center for East Asian Studies Smith College, Florence Gillman Pavilion Northampton, MA, 01063			
		(6610) Contributions - Cash 50% Char	04/26/2012	307,000.00
19	Florida International University (FLORIDA) University Park, DM 363 Miami, FL, 33199			
		(6610) Contributions - Cash 50% Char	04/26/2012	24,500.00
20	Foundation Center (9762) 79 Fifth Avenue Dept TZ New York, NY, 10003-3076			
		(6610) Contributions - Cash 50% Char	08/16/2012	5,000.00
21	Friends of the College of the Marshall Islands (FRIMARSH) 1725 I Street, NW Suite 300 Washington, DC, 20006-2423			
		(6610) Contributions - Cash 50% Char	12/11/2012	50,000.00
22	Friends of Waikiki Aquarium (FOWA) 2777 Kalakaua Avenue Honolulu, HI, 96815			
		(6610) Contributions - Cash 50% Char	04/26/2012	50,000.00
23	Furman University (FUUN) 3300 Pointsett Highway Greenville, SC, 29613-6483			
		(6610) Contributions - Cash 50% Char	04/26/2012	24,486.00
24	George Washington University (GWU)			
		(6610) Contributions - Cash 50% Char	08/16/2012	100,000 00
25	Hawaii Children's Discovery Center (HICHLDRN) 111 Ohe Street Honolulu, HI, 96837			
		(6610) Contributions - Cash 50% Char	12/11/2012	50,000.00

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Charitable Contributions
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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
26	Himalayan Cataract Project (HIMALAYA) P.O. Box 55 Waterbury, VT, 05676	(6610) Contributions - Cash 50% Char	04/26/2012	40,000 00
27	Historic Hawaii Foundation (HIHAWFOU) 680 Iwilei Road, Suite 690 Honolulu, HI, 96817	(6610) Contributions - Cash 50% Char	04/26/2012	60,000.00
		(6610) Contributions - Cash 50% Char	12/11/2012	125,000.00
		Historic Hawaii Foundation (HIHAWFOU) Sub Total.		185,000 00
28	Honolulu Academy of Arts (HON AA) 900 S. Beretania Street Honolulu, HI, 96814-1495	(6610) Contributions - Cash 50% Char	08/17/2012	50,000.00
29	Indiana University - East Asian Studies Center (INUN) Memorial Hall West 207 1021 East Third Street Bloomington, IN, 47405-6701	(6610) Contributions - Cash 50% Char	05/02/2012	305,000 00
30	Institute of International Education (4940) 809 United Nations Plaza 9th Floor New York, NY, 10017	(6610) Contributions - Cash 50% Char	06/04/2012	15,000.00
31	International Student Conferences Inc. (INTL SDT) 1150 18th Street NW, Suite LL2 Washington, DC, 20036	(6610) Contributions - Cash 50% Char	04/26/2012	50,000.00
32	Isamu Noguchi Fdn & Garden Museum (INFGM) 32-37 Vernon Boulevard Long Island City, NY, 11106	(6610) Contributions - Cash 50% Char	04/26/2012	20,000.00
33	Japan America Society of Southern California (JPNAMERI) 345 South Figueroa Street Suite M-1 Los Angeles, CA, 90071-1004	(6610) Contributions - Cash 50% Char	08/16/2012	20,000.00

Run Date: 04/24/2013 11:19 AM

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
34	Japan Society (5236) 333 E 47th Street New York, NY, 10017	(6610) Contributions - Cash 50% Char	12/11/2012	230,000.00
35	Japan Society of Boston (TJSOBINC)	(6610) Contributions - Cash 50% Char	01/10/2012	20,000.00
36	Japan Studies Association, Inc. (JSA) Kapiolani Community College Department of Social Sciences Honolulu, HI, 96816	(6610) Contributions - Cash 50% Char	12/14/2012	60,000.00
37	Japan-America Society of Hawaii (JAS HI) P.O Box 1412 Honolulu, HI, 96806-1412	(6610) Contributions - Cash 50% Char	12/14/2012	47,500 00
38	Japan-America Society of Oregon (JASO) 312 NW Second Avenue Portland, OR, 97209	(6610) Contributions - Cash 50% Char	04/26/2012	20,000.00
39	Kansas University Endowment Association (KUEA) P.O. Box 928 Lawrence, KS, 66044	(6610) Contributions - Cash 50% Char	04/26/2012	24,500 00
40	KCET (KCET COM) 4401 Sunset Boulevard Los Angeles, CA, 90027	(6610) Contributions - Cash 50% Char	04/26/2012	200,000.00
41	Korea Society (TKS) 950 Third Avenue- 8th floor New York, NY, 10022	(6610) Contributions - Cash 50% Char	04/26/2012	90,000 00
42	Lehigh University (LEHIGH) 27 Memorial Drive West Bethlehem, PA, 18015	(6610) Contributions - Cash 50% Char	08/16/2012	100,000.00
43	Link Media, Inc. (LINK M) PO Box 150188 San Rafael, CA, 94915-0188	(6610) Contributions - Cash 50% Char	05/02/2012	100,000.00

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Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
44	Lyon College (LYON) P O Box 2317 2300 Highland Road Batesville, AR, 72503	(6610) Contributions - Cash 50% Char	04/26/2012	34,000.00
45	National Association of Japan-America Societies (NAJAS) 733 Fifteenth Street, N.W Suite 700 Washington, DC, 20005	(6610) Contributions - Cash 50% Char	12/11/2012	750,000.00
46	New York University (7228) General P.O. Box 30826 New York, NY, 10087-0826	(6610) Contributions - Cash 50% Char	12/11/2012	118,000.00
47	Northeast Asia Economic Forum (NAEF) 1601 East-West Road Hawaii, HI, 96848	(6610) Contributions - Cash 50% Char	04/26/2012	70,000.00
48	Owsley Brown Frazier Hist Arms Museum Fdn (OBFHAMFI) 829 W Main St Louisville, KY, 40202	(6610) Contributions - Cash 50% Char	04/26/2012	35,000.00
49	Pacific and Asian Affairs Council (PAAC) 1601 East-West Road - 4th Floor Honolulu, HI, 96848 - 1601	(6610) Contributions - Cash 50% Char	04/26/2012	140,000.00
50	Pacific Aviation Museum Pearl Harbor (PAMPH) 319 Lexington Boulevard Honolulu, HI, 96818	(6610) Contributions - Cash 50% Char	04/26/2012	50,000.00
51	Preservation Trust of Vermont (8034) 104 Church Street Burlington, VT, 05401	(6610) Contributions - Cash 50% Char	08/16/2012	259,500.00
52	Punahou School (PUNA) 1601 Punahou Street Honolulu, HI, 96822	(6610) Contributions - Cash 50% Char	04/26/2012	142,000.00

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Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
53	Rice University (RUN) Asian Studies Program - MS 47 6100 Main Street Houston, TX, 77005	(6610) Contributions - Cash 50% Char	05/01/2012	24,475.00
54	Salzburg Global Seminar (SALZBURG)	(6610) Contributions - Cash 50% Char	04/30/2012	100,000.00
55	SMU - Dedman College (SMUDCOLL) P.O Box 750235 Dallas, TX, 75275-0235	(6610) Contributions - Cash 50% Char	05/01/2012	23,500 00
56	Southeast Vermont Community Learning Collaborative (SVTCLC) P O Box 1559 Brattleboro, VT, 05302	(6610) Contributions - Cash 50% Char	04/30/2012	160,000 00
57	SPICE/Stanford University (STUN) 616 Serra Street Encina Hall, E016 Stanford, CA, 94305	(6610) Contributions - Cash 50% Char	05/01/2012	50,174.00
58	Stanford University (9221) Cashier's Office 459 Lagunita Dr. Ste 7 Stanford, CA, 94305	(6610) Contributions - Cash 50% Char	12/14/2012	50,000.00
59	Temple University (TEMPUNIV) Bursar's Office 1803 North Broad Street Philadelphia, PA, 19122	(6610) Contributions - Cash 50% Char	08/16/2012	100,000 00
60	The Trustees of Princeton University (TPU) 5 New South Building Princeton, NJ, 08544	(6610) Contributions - Cash 50% Char	04/26/2012	24,500 00
61	The University of Georgia (UGAG) Boyd Graduate Research Center Room 617 Athens, GA, 30602	(6610) Contributions - Cash 50% Char	05/01/2012	24,500.00

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Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
62	Trinity University (U TRINIT) Department of MODern Languages and Literatures 715 Stadium Drive #46 San Antonio, TX, 78212-7200	(6610) Contributions - Cash 50% Char	04/26/2012	23,925.00
63	United Bd for Christian Higher Ed in Asia (UBCA) 475 Riverside Drive Room 1221 New York, NY, 10115	(6610) Contributions - Cash 50% Char	04/26/2012	70,000.00
64	United States-Indonesia Society (UNSI) 1625 Massachusetts Avenue, NW Suite 550 Washington, DC, 20036	(6610) Contributions - Cash 50% Char	04/26/2012	35,000 00
65	United States-Japan Bridging Foundation Inc. (USJBF) 1201-15th treet, NW Washington, DC, 20005	(6610) Contributions - Cash 50% Char	04/26/2012	100,000.00
66	University of Arkansas at Little Rock (ARK UNIV) Arkansas International Center 2801 South UNiversity Avenue Little Rock, AR, 72204-1099	(6610) Contributions - Cash 50% Char	05/01/2012	23,788.00
67	University of California - Santa Barbara (UNIVCALI) Santa Barbara, CA, 93106-2030	(6610) Contributions - Cash 50% Char	08/17/2012	76,950.00
68	University of Cincinnati (UNIVCINC) PO Box 210063 Cincinnati, OH, 45221-0063	(6610) Contributions - Cash 50% Char	08/17/2012	100,000 00
69	University of Colorado Foundation (UCOLORAD) Center for Asian Studies 279 UCB Boulder, CO, 80309-0279	(6610) Contributions - Cash 50% Char	10/10/2012	347,600 00
70	University of Georgia (UG)	(6610) Contributions - Cash 50% Char	08/17/2012	100,000.00

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Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
71	University of Hawaii at Manoa (UHM) 2515 Dole Street Honolulu, HI, 96822-2328	(6610) Contributions - Cash 50% Char	12/11/2012	100,000.00
72	University of Hawaii Foundation (UHAWAII) 4303 Diamond Head Road Honolulu, HI, 96816	(6610) Contributions - Cash 50% Char	04/05/2012	-238.10
		(6610) Contributions - Cash 50% Char	12/14/2012	480,000.00
		University of Hawaii Foundation (UHAWAII) Sub Total:		479,761.90
73	University of Kentucky (UK) 303 Bradley Hall Lexington, KY, 40506-0058	(6610) Contributions - Cash 50% Char	03/23/2012	-284.35
74	University of North Carolina at Wilmington (UNIWIL) 601 W. College Road Wilmington, NC, 28403-5934	(6610) Contributions - Cash 50% Char	04/26/2012	24,497.00
75	University of Oklahoma (UNVO) Schusterman Center 4502 E 41st Street Tulsa, OK, 74135-2512	(6610) Contributions - Cash 50% Char	05/01/2012	24,247.00
76	University of Oregon (UNIVORGN) 1226 University of Oregon Eugene, OR, 97403-1226	(6610) Contributions - Cash 50% Char	08/17/2012	99,900.00
77	University of Pittsburgh (UNI PITT) Asian Studies Center 4400 Wesley W. Posvar Hall Pittsburgh, PA, 15260	(6610) Contributions - Cash 50% Char	04/26/2012	217,400.00
		(6610) Contributions - Cash 50% Char	08/09/2012	-357.50
		(6610) Contributions - Cash 50% Char	08/09/2012	-330.00
		University of Pittsburgh (UNI PITT) Sub Total:		216,712.50

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Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
78	University of South Carolina (UNI SC) 147 Gambrell Hall University of South Carolina Columbia, SC, 29208	(6610) Contributions - Cash 50% Char	12/11/2012	100,000.00
79	University of Southern California (UNIV SC) 3710 McClintock Avenue RTH 502 Los Angeles, CA, 90089-4019	(6610) Contributions - Cash 50% Char	04/26/2012	139,500.00
		(6610) Contributions - Cash 50% Char	12/11/2012	150,000.00
	University of Southern California (UNIV SC) Sub Total:			289,500.00
80	University of Tennessee at Chattanooga (TENN UN) 150B Patten Chapel, Dept. 4154 615 McCallie Avenue Chattanooga, TN, 37403	(6610) Contributions - Cash 50% Char	04/26/2012	24,497.00
81	University of Texas at Austin (UNIVTX) 222 Rio Grande, Suite 2.201C Austin, TX, 78705	(6610) Contributions - Cash 50% Char	08/17/2012	100,000.00
		(6610) Contributions - Cash 50% Char	08/17/2012	10,000.00
	University of Texas at Austin (UNIVTX) Sub Total:			110,000.00
82	University of Vermont (10657) Bailey/Howe Library Burlington, VT, 05495	(6610) Contributions - Cash 50% Char	12/11/2012	119,000.00
		(6610) Contributions - Cash 50% Char	12/11/2012	300,000.00
	University of Vermont (10657) Sub Total:			419,000.00
83	University of Washington (10659) Seattle, WA, 98195	(6610) Contributions - Cash 50% Char	02/06/2012	-10,000.00
		(6610) Contributions - Cash 50% Char	05/01/2012	295,000.00
		(6610) Contributions - Cash 50% Char	12/14/2012	60,000.00
	University of Washington (10659) Sub Total:			345,000.00

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Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

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(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From:01/01/2012To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
84	Vermont Chinese School (VMT SCHL) P.O. Box 9209 South Burlington, VT, 05403	(6610) Contributions - Cash 50% Char	12/11/2012	7,000.00
85	Vermont Community Foundation (VCF) po box 30 middlbury, VT, 05753	(6610) Contributions - Cash 50% Char	03/29/2012	50,000.00
86	Vermont Land Trust (10775) 8 Bailey Avenue Montpelier, VT, 05602	(6610) Contributions - Cash 50% Char	12/11/2012	290,000.00
87	Wesleyan University (WESUNI) 237 High Street Middletown, CT, 06459	(6610) Contributions - Cash 50% Char	06/08/2012	1,560,000.00
88	World Affairs Council (WDAC) C/o Japanese Connections 241 Perkins Lane Lopez Island, WA, 98261	(6610) Contributions - Cash 50% Char	08/16/2012	75,000.00
89	World Monuments Fund (11345) New York, NY	(6610) Contributions - Cash 50% Char	12/11/2012	295,700.00
50% Charitable Sub Total:				13,817,869.05
Grand Total :				13,817,869.05

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Rockefeller Trust Company, N.A.
Charitable Contributions Summary Report
The Freeman Foundation (9645)
Tax ID: 13-2965090

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From:01/01/2012**To:** 12/31/2012

SUMMARY

Account Number	Description	Total
50% Charitable		
6610	Contributions - Cash 50% Char	13,817,869.05
	Sub-Total :	13,817,869.05
	Grand Total :	13,817,869.05

Last Page of Report

Run Date: 04/24/2013 11:19 AM

Trustee

Eugene H. Lee

Board of Managers

Mimi Gardner Gates, Board Chair

Paul Atkins

Therese M. Caouette

William E. Franklin

Christopher R. Helm

Darryl Johnson

Robert A. Kapp

Joseph Massey

THE BLAKEMORE FOUNDATION

1201 Third Avenue, Suite 4900
Seattle, Washington U.S.A. 98101

www.blakemorefoundation.org

Founders

Thomas L. Blakemore

Frances L. Blakemore

Trustee Emeritus

Griffith Way

Tel: (206) 359-8778

Fax: (206) 359-9778

blakemore@perkinscoie.com

or

blakemorefoundation@gmail.com

February 1, 2013

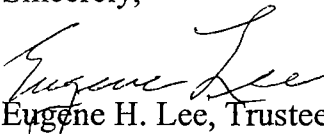
David Stack, Esq.
McLaughlin & Stern, LLP
260 Madison Avenue
New York, NY 10016

Dear Mr. Stack:

Enclosed are the Blakemore Foundation's expenditure responsibility reports to the Freeman Foundation for their December 2009, August 2011 and August 2012 grants to our organization.

Please contact my assistant Cathy Scheibner by phone at (206) 359-8778 or by email at blakemore@perkinscoie.com if you have any questions or need further information.

Sincerely,



Eugene H. Lee, Trustee

EHL:cas

Enclosures

cc: Freeman Foundation, New York (w/enclosures)
Freeman Foundation, Hawaii (w/enclosures)

BLAKEMORE FOUNDATION

STATEMENT REGARDING 2012 EXPENDITURE RESPONSIBILITY GRANT FOR THE TAX YEAR ENDING ON DECEMBER 31, 2012

1. **Grantee:** Blakemore Foundation
1201 Third Avenue, Suite 4900
Seattle, WA 98101-3095
2. **Grantor:** Freeman Foundation
c/o Rockefeller Trust Company
30 Rockefeller Plaza
New York, NY 10112
3. **Date of Grant:** August 16, 2012
4. **Amount of Grant:** \$500,000.00
5. **Purpose(s) of Grant**

Each year the Blakemore Foundation makes grants to American citizens and permanent residents of the United States for the advanced study of Chinese, Japanese, Korean, and other Asian languages in structured language programs in Asia through the Blakemore Freeman Fellowships for Advanced Asian Language Study program. This August 2012 grant from the Freeman Foundation is restricted for use for the 2013-2014 Blakemore Freeman Fellowships.

6. **Grant Funds Spent by Grantee during the Grantee's prior fiscal/calendar years for this specific grant**

None
7. **Grant Funds Spent by Grantee during the Grantee's current fiscal/calendar year (January 2012 - December 2012) for this specific grant**

None

8. **Is a list attached of all expenditures of Grant funds during the Grantee's fiscal/calendar year? Yes ☐ No ☒ N/A ☐**

No. No funds have been disbursed yet from this grant.

9. **Purposes for Grant funds expenditures**

Blakemore Foundation will make distributions to individuals for purposes described in Section 4945(d)(3) of the Internal Revenue Code of 1986, as amended.

10. **Grantee Compliance with Grant Terms**

Has Grantee complied with all terms of the Grant? Yes ☒ No ☐. If not, please explain:

11. **Grantee Progress**

The application deadline for the 2013-2014 Blakemore Freeman Fellowships for Advanced Asian Language Study was December 31, 2012.

Committees for each language group are currently reviewing applications and will select finalists to be interviewed in March 2013. Grants will be then be awarded for the study of Japanese at the Inter-University Center for Japanese Language Studies in Yokohama (the "IUC"), the study of Chinese at the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing (the "IUP"), the study of Chinese at the International Chinese Language Program at National Taiwan University in Taipei (the "ICLP"), and for the study of other languages of East and Southeast Asia.

Freeman grant funds will be applied towards a portion of the tuition, airfare and living expenses for the 2013-2014 Blakemore Freeman Fellows studying Japanese and Chinese at the IUC, the IUP and the ICLP.

12. **Grantee Diversions**

Has the Grantee diverted any portion of the grant funds from the purpose(s) of the grant?

Yes ☐ No ☒ If so, please explain:

13. **Prior Reports**

Dates of any reports previously furnished to Grantor for other grants:

July 25, 2012
February 8, 2012
November 4, 2011
January 28, 2011
January 27, 2011
November 24, 2010
January 27, 2010
January 26, 2010
November 16, 2009
January 20, 2009
November 19, 2008
January 24, 2008
December 12, 2007
January 26, 2007
October 11, 2006
February 9, 2006
September 8, 2005
January 7, 2005
July 6, 2004
January 12, 2004
August 11, 2003
February 11, 2003
August 5, 2002
February 3, 2002
September 18, 2002
February 7, 2002
April 26, 2001
October 18, 2000
February 8, 1999
October 31, 1998
June 18, 1998
June 2, 1998
February 6, 1998

Dates of any reports previously furnished to Grantor for this specific grant:

None

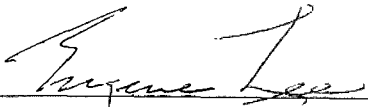
14. **Grant Verification**

Has the Grantor (or others at the Grantor's request) verified the Grantee's current or prior reports?

Yes ___ No X. If so, which reports?

BLAKEMORE FOUNDATION

Date: February 1, 2013

By: 
Eugene H. Lee, Trustee

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions August 2012 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds	Grant
413.8	Temporarily Restricted Funds*	(Freeman Foundation Grant) - August 2012 grant						
08/16/2012		Freeman Foundation check					\$500,000.00	Aug-12

GRANT SUMMARY

Grant Awarded August 2012 \$500,000.00
Disbursements paid 1/1/2012 - 12/31/2012 from grant \$0.00
Grant funds to be disbursed in 2013 & 2014 \$500,000.00

BLAKEMORE FOUNDATION

STATEMENT REGARDING 2011 EXPENDITURE RESPONSIBILITY GRANT FOR THE TAX YEAR ENDING ON DECEMBER 31, 2012

1. **Grantee:** Blakemore Foundation
 1201 Third Avenue, Suite 4900
 Seattle, WA 98101-3095

2. **Grantor:** Freeman Foundation
 c/o Rockefeller Trust Company
 30 Rockefeller Plaza
 New York, NY 10112

3. **Date of Grant:** August 16, 2011

4. **Amount of Grant:** \$500,000.00

5. **Purpose(s) of Grant**

Each year the Blakemore Foundation makes grants to American citizens and permanent residents of the United States for the advanced study of Chinese, Japanese, Korean, and other Asian languages in structured language programs in Asia through the Blakemore Freeman Fellowships for Advanced Asian Language Study program. This August 2011 grant from the Freeman Foundation is restricted for use for the 2012-2013 Blakemore Freeman Fellowships.

6. **Grant Funds Spent by Grantee during the Grantee's prior
fiscal/calendar years for this specific grant**

None

7. **Grant Funds Spent by Grantee during the Grantee's current
fiscal/calendar year (January 2012 - December 2012) for this
specific grant**

\$319,264.00

8. **Is a list attached of all expenditures of Grant funds during the Grantee's fiscal/calendar year? Yes X No N/A**

9. **Purposes for Grant funds expenditures**

Blakemore Foundation will make distributions to individuals for purposes described in Section 4945(d)(3) of the Internal Revenue Code of 1986, as amended.

10. **Grantee Compliance with Grant Terms**

Has Grantee complied with all terms of the Grant? Yes X No . If not, please explain:

11. **Grantee Progress**

The application deadline for the 2012-2013 Blakemore Freeman Fellowships for Advanced Asian Language Study was December 30, 2011.

After reviewing applications, committees for each language group interviewed finalists and in March 2012 awarded 14 Blakemore Freeman Fellowships, including 4 grants for the study of Japanese at the Inter-University Center for Japanese Language Studies in Yokohama (the "IUC"), 7 grants for the study of Chinese at the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing (the "IUP"), 1 grant for the study of Chinese at the International Chinese Language Program at National Taiwan University in Taipei (the "ICLP"), and 2 grants for the study of Korean.

During fiscal year 2012 Freeman grant funds were applied towards a portion of the tuition, airfare and living expenses for the individuals studying Japanese and Chinese at the IUC, the IUP and the ICLP as Blakemore Freeman Fellows during the 2012-2013 school year.

12. **Grantee Diversions**

Has the Grantee diverted any portion of the grant funds from the purpose(s) of the grant?

Yes No X If so, please explain:

13. **Prior Reports**

Dates of any reports previously furnished to Grantor for other grants:

February 8, 2012
November 4, 2011
January 28, 2011
January 27, 2011
November 24, 2010
January 27, 2010
January 26, 2010
November 16, 2009
January 20, 2009
November 19, 2008
January 24, 2008
December 12, 2007
January 26, 2007
October 11, 2006
February 9, 2006
September 8, 2005
January 7, 2005
July 6, 2004
January 12, 2004
August 11, 2003
February 11, 2003
August 5, 2002
February 3, 2002
September 18, 2002
February 7, 2002
April 26, 2001
October 18, 2000
February 8, 1999
October 31, 1998
June 18, 1998
June 2, 1998
February 6, 1998

Dates of any reports previously furnished to Grantor for this specific grant:

July 25, 2012
February 8, 2012

14. **Grant Verification**

Has the Grantor (or others at the Grantor's request) verified the Grantee's current or prior reports?

Yes ☐ No ☒. If so, which reports?

BLAKEMORE FOUNDATION

Date: February 1, 2013

By: 
Eugene H. Lee, Trustee

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions August 2011 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds	Grant
413.7	Temporarily Restricted Funds* (Freeman Foundation Grant) - August 2011 grant							
08/16/2011		Freeman Foundation check						
06/26/2012	2323	Stucky-Mack, Nicholas	Advance on stipend	Chinese	2,000.00	\$2,000.00	\$500,000.00	Aug-11
07/24/2012	2334	UC Regents	Tuition at IUP for Kathy Huang	Chinese	8,000.00	\$10,000.00	\$498,000.00	Aug-11
07/24/2012	2334	UC Regents	Tuition at IUP for Nicholas Stucky-Mack	Chinese	8,000.00	\$18,000.00	\$490,000.00	Aug-11
07/24/2012	2334	UC Regents	Tuition at IUP for Alasdair Cohen	Chinese	8,000.00	\$26,000.00	\$482,000.00	Aug-11
07/24/2012	2334	UC Regents	Tuition at IUP for Jesse Field	Chinese	8,000.00	\$34,000.00	\$474,000.00	Aug-11
07/24/2012	2334	UC Regents	Tuition at IUP for William McGrath	Chinese	8,000.00	\$42,000.00	\$466,000.00	Aug-11
07/25/2012	2328	Huang, Kathy	Stipend	Chinese	8,500.00	\$50,500.00	\$458,000.00	Aug-11
07/25/2012	2328	Huang, Kathy	Reimburse tuition deposit	Chinese	100.00	\$50,600.00	\$449,500.00	Aug-11
07/25/2012	2329	Stucky-Mack, Nicholas	Stipend	Chinese	6,500.00	\$57,100.00	\$449,400.00	Aug-11
07/25/2012	2329	Stucky-Mack, Nicholas	Reimburse tuition deposit	Chinese	100.00	\$57,200.00	\$442,900.00	Aug-11
07/25/2012	2330	McGrath, William	Stipend	Chinese	8,500.00	\$65,700.00	\$442,800.00	Aug-11
07/25/2012	2331	Cohen, Alasdair	Reimburse tuition deposit	Chinese	500.00	\$66,200.00	\$434,300.00	Aug-11
07/25/2012	2331	Cohen, Alasdair	Stipend	Chinese	6,500.00	\$72,700.00	\$433,800.00	Aug-11
07/25/2012	2332	Field, Jesse	Reimburse tuition deposit	Chinese	100.00	\$72,800.00	\$427,300.00	Aug-11
07/25/2012	2332	Field, Jesse	Stipend	Chinese	6,500.00	\$79,300.00	\$427,200.00	Aug-11
08/01/2012	2342	National Taiwan University	Reimburse tuition deposit	Chinese	100.00	\$79,400.00	\$420,600.00	Aug-11
08/06/2012	2347	Head, Angela	Tuition at ICLP for Angela Head	Chinese	3,700.00	\$83,100.00	\$416,900.00	Aug-11
08/15/2012	2350	Stanford University	Stipend	Chinese	8,800.00	\$91,900.00	\$408,100.00	Aug-11
08/15/2012	2350	Stanford University	Tuition at IUC for Stefanie Thomas	Japanese	12,500.00	\$104,400.00	\$395,600.00	Aug-11
08/15/2012	2350	Stanford University	Tuition at IUC for Sarah Walsh	Japanese	12,500.00	\$116,900.00	\$383,100.00	Aug-11
08/15/2012	2350	Stanford University	Tuition at IUC for Cindi Textor	Japanese	12,500.00	\$129,400.00	\$370,600.00	Aug-11
10/22/2012	2364	Head, Angela	Tuition at IUC for Jyana Browne	Japanese	12,500.00	\$141,900.00	\$358,100.00	Aug-11
10/22/2012	2365	Huang, Kathy	Stipend	Chinese	5,400.00	\$147,300.00	\$352,700.00	Aug-11
10/22/2012	2366	Stucky-Mack, Nicholas	Stipend	Chinese	5,500.00	\$152,800.00	\$347,200.00	Aug-11
10/22/2012	2367	Cohen, Alasdair	Stipend	Chinese	5,500.00	\$158,300.00	\$341,700.00	Aug-11
10/22/2012	2368	Field, Jesse	Stipend	Chinese	5,500.00	\$163,800.00	\$336,200.00	Aug-11
10/22/2012	2369	McGrath, William	Stipend	Chinese	5,500.00	\$169,300.00	\$330,700.00	Aug-11
11/01/2012	2371	Walsh, Sarah	Stipend	Chinese	5,500.00	\$174,800.00	\$325,200.00	Aug-11
11/01/2012	2372	Textor, Cindi	Stipend	Japanese	9,416.00	\$184,216.00	\$315,784.00	Aug-11
11/01/2012	2373	Thomas, Stefanie	Stipend	Japanese	9,416.00	\$193,632.00	\$306,368.00	Aug-11
11/02/2012	2374	Browne, Jyana	Stipend	Japanese	9,416.00	\$203,048.00	\$296,952.00	Aug-11
11/15/2012	2375	National Taiwan University	Tuition at ICLP for Angela Head	Japanese	9,416.00	\$212,464.00	\$287,536.00	Aug-11
11/26/2012	2377	Fitzpatrick, Tom	Stipend	Chinese	3,700.00	\$216,164.00	\$283,836.00	Aug-11
11/26/2012	2377	Fitzpatrick, Tom	Reimburse tuition deposit	Chinese	7,500.00	\$223,664.00	\$276,336.00	Aug-11
12/04/2012	2380	UC Regents	Tuition at IUP for Kathy Huang	Chinese	100.00	\$223,764.00	\$276,236.00	Aug-11
12/04/2012	2380	UC Regents	Tuition at IUP for Nicholas Stucky-Mack	Chinese	7,500.00	\$231,264.00	\$268,736.00	Aug-11
12/04/2012	2380	UC Regents	Tuition at IUP for Alasdair Cohen	Chinese	7,500.00	\$238,764.00	\$261,236.00	Aug-11
12/04/2012	2380	UC Regents	Tuition at IUP for Jesse Field	Chinese	7,500.00	\$246,264.00	\$253,736.00	Aug-11
12/04/2012	2380	UC Regents	Tuition at IUP for Jesse Field	Chinese	7,500.00	\$253,764.00	\$246,236.00	Aug-11

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions August 2011 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds	Grant
413.7	Temporarily Restricted Funds*	(Freeman Foundation Grant) - August 2011 grant						
12/04/2012	2380	UC Regents	Tuition at IUP William McGrath	Chinese	7,500 00	\$261,264 00	\$238,736 00	Aug-11
12/04/2012	2380	UC Regents	Tuition at IUP for Tom Fitzpatrick	Chinese	8,000 00	\$269,264 00	\$230,736 00	Aug-11
12/14/2012	2382	Stanford University	Tuition at IUC for Stefanie Thomas	Japanese	12,500 00	\$281,764 00	\$218,236 00	Aug-11
12/14/2012	2382	Stanford University	Tuition at IUC for Sarah Walsh	Japanese	12,500 00	\$294,264 00	\$205,736 00	Aug-11
12/14/2012	2382	Stanford University	Tuition at IUC for Cindi Textor	Japanese	12,500 00	\$306,764 00	\$193,236 00	Aug-11
12/14/2012	2382	Stanford University	Tuition at IUC for Jyana Browne	Japanese	12,500 00	\$319,264 00	\$180,736 00	Aug-11

GRANT SUMMARY

Grant Awarded August 2011	\$500,000 00
Disbursements paid 1/1/2012 - 12/31/2012 from grant	(\$319,264 00)
Grant funds to be disbursed in 2013	<u>\$180,736.00</u>

BLAKEMORE FOUNDATION

STATEMENT REGARDING 2009 EXPENDITURE RESPONSIBILITY GRANT FOR THE TAX YEAR ENDING ON DECEMBER 31, 2012

1. **Grantee:** Blakemore Foundation
 1201 Third Avenue, Suite 4900
 Seattle, WA 98101-3095

2. **Grantor:** Freeman Foundation
 c/o Rockefeller Trust Company
 30 Rockefeller Plaza
 New York, NY 10112

3. **Date of Grant:** December 15, 2009

4. **Amount of Grant:** \$1,000,000

5. **Purpose(s) of Grant**

Each year the Blakemore Foundation makes grants to American citizens and permanent residents of the United States for the advanced study of Chinese, Japanese, Korean, and other Asian languages in structured language programs in Asia through the Blakemore Freeman Fellowships for Advanced Asian Language Study program. This December 2009 grant from the Freeman Foundation was restricted for use for the 2010-2011 and 2011-2012 Blakemore language grants.

6. **Grant Funds Spent by Grantee during the Grantee's prior
fiscal/calendar years for this specific grant**

\$860,196.00

7. **Grant Funds Spent by Grantee during the Grantee's current
fiscal/calendar year (January 2012 - December 2012) for this
specific grant**

\$139,804.00

8. **Is a list attached of all expenditures of Grant funds during the Grantee's fiscal/calendar year? Yes X No N/A**

Yes.

9. **Purposes for Grant funds expenditures**

Blakemore Foundation will make distributions to individuals for purposes described in Section 4945(d)(3) of the Internal Revenue Code of 1986, as amended.

10. **Grantee Compliance with Grant Terms**

Has Grantee complied with all terms of the Grant? Yes X No If not, please explain:

11. **Grantee Progress**

The application deadline for the 2010-2011 Blakemore Freeman Fellowships for Advanced Asian Language Study was December 30, 2009. In March 2010 the Foundation awarded 14 Blakemore Freeman Fellowships for the 2010-2011 academic year, consisting of 5 grants for the study of Japanese at the Inter-University Center for Japanese Language Studies in Yokohama (the "IUC"), 4 grants for the study of Chinese at the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing (the "IUP"), 2 grants for the study of Chinese at the International Chinese Language Program at National Taiwan University in Taipei (the "ICLP"), and 3 grants for the study of other languages of East and Southeast Asia.

The application deadline for the 2011-2012 language grants was December 30, 2010. After reviewing applications, committees for each language group interviewed finalists and in March 2011 awarded 18 grants, including 6 grants for the study of Japanese at the IUC, 5 grants for the study of Chinese at the ICLP, 5 grants for the study of Chinese at the IUP, and 2 grants for the study of other languages of East and Southeast Asia.

During fiscal years 2010, 2011 and 2012 Freeman grant funds were applied towards a portion of the tuition, airfare and living expenses for the individuals studying Japanese and Chinese at the IUC, the IUP and the ICLP as Blakemore Freeman Fellows during the 2010-2011 and 2011-2012 school years.

12. **Grantee Diversions**

Has the Grantee diverted any portion of the grant funds from the purpose(s) of the grant?

Yes ☐ No ☒ If so, please explain:

13. **Prior Reports**

Dates of any reports previously furnished to Grantor for other grants:

July 25, 2012
February 8, 2012
January 27, 2011
January 26, 2010
November 16, 2009
January 20, 2009
November 19, 2008
January 24, 2008
December 12, 2007
January 26, 2007
October 11, 2006
February 9, 2006
September 8, 2005
January 7, 2005
July 6, 2004
January 12, 2004
August 11, 2003
February 11, 2003
August 5, 2002
February 3, 2002
September 18, 2002
February 7, 2002
April 26, 2001
October 18, 2000
February 8, 1999
October 31, 1998
June 18, 1998
June 2, 1998
February 6, 1998

Dates of any reports previously furnished to Grantor for this specific grant:

July 25, 2012
February 8, 2012

November 4, 2011
January 28, 2011
November 24, 2010
January 27, 2010

14. **Grant Verification**

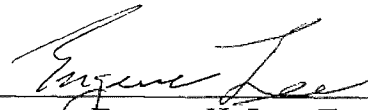
Has the Grantor (or others at the Grantor's request) verified the Grantee's current or prior reports?

Yes ___ No X. If so, which reports?

BLAKEMORE FOUNDATION

Date: February 1, 2013

By: _____


Eugene H. Lee, Trustee

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions December 2009 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds
413.6	Temporarily Restricted Funds* (Freeman Foundation Grant) - December 2009 grant						
12/21/2009		Freeman Foundation check					
04/21/2010	2125	UC Regents	IUP tuition deposit - Steven Marglian	Chinese	\$400.00	\$400.00	\$1,000,000.00
04/21/2010	2125	UC Regents	IUP tuition deposit - James Jackson	Chinese	\$400.00	\$800.00	\$999,600.00
04/21/2010	2125	UC Regents	IUP tuition deposit - April Rabkin	Chinese	\$400.00	\$1,200.00	\$999,200.00
05/18/2010	2133	Chan, Andrew W	Advance on stipend	Chinese	\$2,600.00	\$3,800.00	\$998,800.00
05/18/2010	2134	National Taiwan University	ICLP tuition deposit - Andrew Chan	Chinese	\$300.00	\$4,100.00	\$998,500.00
05/28/2010	1223	Stanford University	IUC summer tuition - Cynthia Bogel	Japanese	\$4,000.00	\$8,100.00	\$995,900.00
06/11/2010	2136	National Taiwan University	ICLP tuition deposit - Ronald Chang	Chinese	\$300.00	\$8,400.00	\$991,900.00
07/21/2010	2149	Stanford University	IUC tutoring fees - Cynthia Bogel	Japanese	\$1,187.00	\$9,587.00	\$991,600.00
07/21/2010	2150	Chan, Andrew W	Advance on stipend	Chinese	\$770.10	\$10,357.10	\$990,413.00
08/02/2010	2152	National Taiwan University	ICLP tuition - Andrew Chan	Chinese	\$3,700.00	\$14,057.10	\$989,642.90
08/02/2010	2152	National Taiwan University	ICLP tuition - Ronald Chang	Chinese	\$3,700.00	\$17,757.10	\$985,942.90
08/02/2010	2156	Chan, Andrew W	Stipend	Chinese	\$5,429.90	\$23,187.00	\$982,242.90
08/02/2010	2157	LaDue, Christopher	Stipend	Chinese	\$6,750.00	\$29,937.00	\$976,813.00
08/02/2010	2160	Rabkin, April	Stipend	Chinese	\$6,850.00	\$36,787.00	\$970,063.00
08/03/2010	2162	Jackson, James	Stipend	Chinese	\$6,750.00	\$43,537.00	\$963,213.00
08/03/2010	2162	Jackson, James	Tuition deposit reimbursement	Chinese	\$100.00	\$43,637.00	\$956,463.00
08/06/2010	2164	Young, William Evan	Stipend	Japanese	\$18,024.00	\$61,661.00	\$938,339.00
08/06/2010	2165	Reed, Sydne	Stipend	Japanese	\$18,024.00	\$79,685.00	\$920,315.00
08/06/2010	2166	Martin, Deirdre	Stipend	Japanese	\$18,024.00	\$97,709.00	\$902,291.00
08/06/2010	2167	Compton, Eno	Stipend	Japanese	\$18,024.00	\$115,733.00	\$884,267.00
08/06/2010	2170	Chang, Ronald	Stipend	Chinese	\$8,800.00	\$124,533.00	\$875,467.00
08/10/2010	2066	Marglian, Steven	Stipend	Chinese	\$6,750.00	\$131,283.00	\$875,467.00
08/10/2010	2066	Marglian, Steven	Tuition deposit reimbursement	Chinese	\$100.00	\$131,383.00	\$868,717.00
08/18/2010	1230	UC Regents	IUP tuition - Steven Marglian	Chinese	\$6,500.00	\$137,883.00	\$868,617.00
08/18/2010	1230	UC Regents	IUP tuition - James Jackson	Chinese	\$6,500.00	\$144,383.00	\$855,617.00
08/18/2010	1230	UC Regents	IUP tuition - April Rabkin	Chinese	\$6,500.00	\$150,983.00	\$849,017.00
08/18/2010	1230	UC Regents	IUP tuition - Christopher LaDue	Chinese	\$6,500.00	\$157,483.00	\$842,517.00
08/30/2010	1234	Stanford University	IUC tuition - William Evan Young	Japanese	\$6,500.00	\$163,983.00	\$836,017.00
08/30/2010	1234	Stanford University	IUC tuition - Sydne Reed	Japanese	\$9,500.00	\$173,483.00	\$826,517.00
08/30/2010	1234	Stanford University	IUC tuition - Deirdre Martin	Japanese	\$6,500.00	\$179,983.00	\$820,017.00
10/21/2010	1250	Marglian, Steven	IUC tuition - Eno Compton	Japanese	\$6,500.00	\$186,483.00	\$813,517.00
10/21/2010	1251	Jackson, James	Stipend	Chinese	\$4,500.00	\$190,983.00	\$809,017.00
10/21/2010	1252	Rabkin, April	Stipend	Chinese	\$4,400.00	\$195,483.00	\$804,517.00
10/21/2010	1253	Young, William Evan	Stipend	Chinese	\$8,951.00	\$208,834.00	\$791,166.00
10/21/2010	1254	Reed, Sydne	Stipend	Japanese	\$8,951.00	\$217,785.00	\$782,215.00
10/21/2010	1255	Martin, Deirdre	Stipend	Japanese	\$8,951.00	\$226,736.00	\$773,264.00
10/27/2010	1256	Compton, Eno	Stipend	Japanese	\$8,951.00	\$235,687.00	\$764,313.00

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions December 2009 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds
413.6 Temporarily Restricted Funds* (Freeman Foundation Grant) - December 2009 grant							
10/27/2010	1257	Chan, Andrew W	Stipend	Chinese	\$5,400.00	\$241,087.00	\$758,913.00
10/27/2010	1258	LaDue, Christopher	Stipend	Chinese	\$4,500.00	\$245,587.00	\$754,413.00
10/27/2010	1259	National Taiwan University	ICLP tuition - Andrew Chan	Chinese	\$3,700.00	\$249,287.00	\$750,713.00
10/27/2010	1259	National Taiwan University	ICLP tuition - Ronald Chang	Chinese	\$3,700.00	\$252,987.00	\$747,013.00
11/24/2010	1263	UC Regents	IUP tuition - Steven Margitan	Chinese	\$7,000.00	\$259,987.00	\$740,013.00
11/24/2010	1263	UC Regents	IUP tuition - James Jackson	Chinese	\$7,000.00	\$266,987.00	\$733,013.00
11/24/2010	1263	UC Regents	IUP tuition - April Rabkin	Chinese	\$7,000.00	\$273,987.00	\$726,013.00
11/24/2010	1264	Stanford University	IUP tuition - Christopher LaDue	Chinese	\$7,000.00	\$280,987.00	\$719,013.00
11/24/2010	1264	Stanford University	IUC tuition - William Evan Young	Japanese	\$6,500.00	\$287,487.00	\$712,513.00
11/24/2010	1264	Stanford University	IUC tuition - Sydney Reed	Japanese	\$9,500.00	\$296,987.00	\$703,013.00
11/24/2010	1264	Stanford University	IUC tuition - Deirdre Martin	Japanese	\$6,500.00	\$303,487.00	\$696,513.00
01/03/2011	1273	Margitan, Steven	IUC tuition - Eno Compton	Japanese	\$6,500.00	\$309,987.00	\$690,013.00
01/03/2011	1274	Jackson, James	Stipend	Chinese	\$5,250.00	\$315,237.00	\$684,763.00
01/03/2011	1275	Rabkin, April	Stipend	Chinese	\$5,250.00	\$320,487.00	\$679,513.00
01/03/2011	1276	Chan, Andrew W.	Stipend	Chinese	\$5,250.00	\$325,737.00	\$674,263.00
01/03/2011	1277	Chang, Ronald	Stipend	Chinese	\$5,400.00	\$331,137.00	\$668,863.00
01/03/2011	1279	LaDue, Christopher	Stipend	Chinese	\$10,800.00	\$341,937.00	\$658,063.00
01/14/2011	2069	Young, William Evan	Stipend	Chinese	\$5,250.00	\$347,187.00	\$652,813.00
01/14/2011	2070	Reed, Sydney	Stipend	Japanese	\$8,735.00	\$355,922.00	\$644,078.00
01/14/2011	2071	Martin, Deirdre	Stipend	Japanese	\$8,735.00	\$364,657.00	\$635,343.00
01/14/2011	2072	Compton, Eno	Stipend	Japanese	\$8,735.00	\$373,392.00	\$626,608.00
01/21/2011	2173	UC Regents	Stipend	Japanese	\$8,735.00	\$382,127.00	\$617,873.00
02/15/2011	1285	National Taiwan University	IUP tuition deposit - Michael Pareles	Chinese	\$1,000.00	\$383,127.00	\$616,873.00
02/15/2011	1285	National Taiwan University	ICLP tuition - Andrew Chan	Chinese	\$3,400.00	\$386,527.00	\$613,473.00
03/01/2011	2176	UC Regents	IUP summer tuition deposit - Chns LaDue	Chinese	\$500.00	\$389,927.00	\$610,073.00
03/03/2011	1290	UC Regents	IUP summer tuition deposit - April Rabkin	Chinese	\$500.00	\$390,927.00	\$609,573.00
03/10/2011	2080	LaDue, Christopher	Stipend	Chinese	\$4,500.00	\$395,427.00	\$604,573.00
03/10/2011	2081	Margitan, Steven	Stipend	Chinese	\$4,500.00	\$399,927.00	\$600,073.00
03/10/2011	2082	Jackson, James	Stipend	Chinese	\$4,500.00	\$404,427.00	\$595,573.00
03/10/2011	2083	Rabkin, April	Stipend	Chinese	\$4,500.00	\$408,927.00	\$591,073.00
03/10/2011	2084	Chan, Andrew W	Stipend	Chinese	\$5,400.00	\$414,327.00	\$585,673.00
03/10/2011	2085	Chang, Ronald	Stipend	Chinese	\$5,400.00	\$419,727.00	\$580,273.00
03/14/2011	1294	Young, William Evan	Stipend	Japanese	\$8,841.00	\$428,568.00	\$571,433.00
03/14/2011	1295	Reed, Sydney	Stipend	Japanese	\$8,841.00	\$437,409.00	\$562,591.00
03/14/2011	1296	Martin, Deirdre	Stipend	Japanese	\$8,841.00	\$446,250.00	\$553,750.00
03/14/2011	1297	Compton, Eno	Stipend	Japanese	\$8,841.00	\$455,091.00	\$544,909.00
04/29/2011	1307	UC Regents	IUP fall tuition deposit - Alexandra Harney	Chinese	\$400.00	\$455,491.00	\$544,509.00
04/29/2011	1307	UC Regents	IUP fall tuition deposit - Anne Rebutl	Chinese	\$400.00	\$455,891.00	\$544,109.00

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions December 2009 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds
413 6	Temporarily Restricted Funds* (Freeman Foundation Grant) - December 2009 grant						
04/29/2011	1307	UC Regents	IUP tuition deposit - Trini Thai-Parker	Chinese	\$400.00	\$456,291.00	\$543,709.00
05/13/2011	1314	Pareles, Michael	Stipend	Chinese	\$6,750.00	\$463,041.00	\$536,959.00
05/13/2011	1316	Burton-Rose, Daniel	Stipend	Japanese	\$19,136.00	\$482,177.00	\$517,823.00
05/23/2011	2179	UC Regents	IUP summer tuition - Chris La Due	Chinese	\$3,800.00	\$485,977.00	\$514,023.00
05/23/2011	2179	UC Regents	IUP summer tuition - April Rabkin	Chinese	\$3,800.00	\$489,777.00	\$510,223.00
05/23/2011	2180	Stanford University	IUC summer tuition - Euan Young	Chinese	\$3,800.00	\$493,577.00	\$506,423.00
05/23/2011	2180	Stanford University	IUC summer tuition - Eno Compton	Japanese	\$2,914.00	\$496,491.00	\$503,509.00
05/23/2011	2180	Stanford University	IUC summer tuition - Burton-Rose	Japanese	\$2,690.00	\$499,181.00	\$500,819.00
05/23/2011	2180	Stanford University	IUC summer tuition - Sydney Reed	Japanese	\$4,200.00	\$503,381.00	\$496,619.00
05/23/2011	2180	Stanford University	IUC summer tuition - Deirdre Martin	Japanese	\$2,690.00	\$506,071.00	\$493,929.00
05/23/2011	2183	National Taiwan University	IUC summer tuition - Andrew Chan	Chinese	\$2,017.00	\$508,088.00	\$491,912.00
05/23/2011	2183	National Taiwan University	IUC summer tuition - Ronald Chang	Chinese	\$3,300.00	\$511,388.00	\$488,612.00
05/26/2011	1312	Chan, Andrew W	Stipend	Chinese	\$5,400.00	\$520,088.00	\$479,912.00
05/26/2011	1317	Chang, Ronald	Stipend	Chinese	\$5,400.00	\$525,488.00	\$474,512.00
05/26/2011	1318	Young, William Euan	Stipend	Japanese	\$8,951.00	\$534,439.00	\$465,561.00
05/26/2011	2088	LaDue, Christopher	Stipend	Chinese	\$4,500.00	\$538,939.00	\$461,061.00
06/16/2011	2188	National Taiwan University	ICLP tuition deposit - Gina Ann Russo	Chinese	\$300.00	\$539,239.00	\$460,761.00
07/05/2011	2194	Frisch, Nicholas	Stipend	Chinese	\$4,000.00	\$543,239.00	\$456,761.00
07/11/2011	2197	Harney, Alexandra	Stipend & tuition deposit refund	Chinese	\$6,850.00	\$550,089.00	\$449,911.00
07/11/2011	2198	Thai-Parker, Trinie	Stipend & tuition deposit refund	Chinese	\$6,850.00	\$556,939.00	\$443,061.00
07/28/2011	1324	Mayer, Brian	Stipend	Japanese	\$19,620.00	\$576,559.00	\$423,441.00
07/28/2011	1325	Kemmois, Jeanne	Stipend	Japanese	\$19,620.00	\$596,179.00	\$403,821.00
07/28/2011	1326	Burton-Rose, Daniel	Stipend	Japanese	\$9,177.00	\$605,356.00	\$394,644.00
07/28/2011	1327	Govella, Krsni	Stipend	Japanese	\$19,620.00	\$624,976.00	\$375,024.00
07/28/2011	1328	Nakamura, Jessica C	Stipend	Japanese	\$19,620.00	\$644,596.00	\$355,404.00
08/04/2011	1329	Pareles, Michael	Stipend	Chinese	\$4,500.00	\$649,096.00	\$350,904.00
08/04/2011	1330	Frisch, Nicholas	Stipend	Chinese	\$4,800.00	\$653,896.00	\$346,104.00
08/04/2011	1331	Rappleye, Jeremy	Stipend	Chinese	\$8,800.00	\$662,696.00	\$337,304.00
08/04/2011	1333	Russo, Gina Anne	Stipend	Chinese	\$8,800.00	\$671,496.00	\$328,504.00
08/09/2011	1337	UC Regents	IUP tuition - Michael Pareles	Chinese	\$6,500.00	\$677,996.00	\$322,004.00
08/09/2011	1337	UC Regents	IUP tuition - Alexandra Harney	Chinese	\$6,500.00	\$684,496.00	\$315,504.00
08/09/2011	1337	UC Regents	IUP tuition - Trini Thai-Parker	Chinese	\$6,500.00	\$690,996.00	\$309,004.00
08/09/2011	1337	UC Regents	IUP tuition - Anne Rebutl	Chinese	\$6,500.00	\$697,496.00	\$302,504.00
08/10/2011	1341	National Taiwan University	ICLP tuition - Nicholas Frisch	Chinese	\$3,700.00	\$701,196.00	\$298,804.00
08/10/2011	1341	National Taiwan University	ICLP tuition - Jeremy Rappleye	Chinese	\$3,700.00	\$704,896.00	\$295,104.00
08/10/2011	1341	National Taiwan University	ICLP tuition - Luke Habberstad	Chinese	\$3,700.00	\$708,596.00	\$291,404.00
08/10/2011	1341	National Taiwan University	ICLP tuition - Gina Anne Russo	Chinese	\$3,700.00	\$712,296.00	\$287,704.00
08/18/2011	1342	Stanford University	IUC tuition - Brian Mayer	Japanese	\$7,500.00	\$719,796.00	\$280,204.00

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions December 2009 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds
413 6 - Temporarily Restricted Funds* (Freeman Foundation Grant) - December 2009 grant							
08/18/2011	1342	Stanford University	IUC tuition - Jeannie Kenmotsu	Japanese	\$10,500.00	\$730,296.00	\$269,704.00
08/18/2011	1342	Stanford University	IUC tuition - Daniel Burton-Rose	Japanese	\$7,500.00	\$737,796.00	\$262,204.00
08/18/2011	1342	Stanford University	IUC tuition - Kristi Govella	Japanese	\$7,500.00	\$745,296.00	\$254,704.00
10/11/2011	2211	Pareles, Michael	IUC tuition - Jessica Nakamura	Japanese	\$7,500.00	\$752,796.00	\$247,204.00
10/11/2011	2213	Harney, Alexandra	Stipend	Chinese	\$4,500.00	\$757,296.00	\$242,704.00
10/11/2011	2214	Frisch, Nicholas	Stipend	Chinese	\$4,500.00	\$761,796.00	\$238,204.00
10/11/2011	2215	Rapleye, Jeremy	Stipend	Chinese	\$5,400.00	\$767,196.00	\$232,804.00
10/11/2011	2216	Mayer, Brian	Stipend	Chinese	\$5,400.00	\$772,596.00	\$227,404.00
10/11/2011	2217	Kenmotsu, Jeannie	Stipend	Japanese	\$9,540.00	\$782,136.00	\$217,864.00
10/11/2011	2218	Burton-Rose, Daniel	Stipend	Japanese	\$9,540.00	\$791,676.00	\$208,324.00
10/11/2011	2219	Govella, Kristi	Stipend	Japanese	\$9,540.00	\$801,216.00	\$198,784.00
10/11/2011	2220	Thai-Parker, Trmie	Stipend	Chinese	\$9,540.00	\$810,756.00	\$189,244.00
10/11/2011	2221	Nakamura, Jessica C	Stipend	Chinese	\$4,500.00	\$815,256.00	\$184,744.00
10/11/2011	2227	Russo, Gina Anne	Stipend	Chinese	\$9,540.00	\$824,796.00	\$175,204.00
12/12/2011	1344	Stanford University	IUC tuition - Brian Mayer	Japanese	\$5,400.00	\$830,196.00	\$169,804.00
12/12/2011	1344	Stanford University	IUC tuition - Daniel Burton-Rose	Japanese	\$7,500.00	\$837,696.00	\$162,304.00
12/12/2011	1344	Stanford University	IUC tuition - Kristi Govella	Japanese	\$7,500.00	\$845,196.00	\$154,804.00
12/12/2011	1344	Stanford University	IUC tuition - Jessica Nakamura	Japanese	\$7,500.00	\$852,696.00	\$147,304.00
01/03/2012	2242	Pareles, Michael	Stipend	Chinese	\$7,500.00	\$860,196.00	\$139,804.00
01/03/2012	2259	Harney, Alexandra	Stipend	Chinese	5,250.00	\$865,446.00	\$134,554.00
01/03/2012	2246	Frisch, Nicholas	Stipend	Chinese	4,750.00	\$870,196.00	\$129,804.00
01/03/2012	2247	Rapleye, Jeremy	Stipend	Chinese	5,400.00	\$875,596.00	\$124,404.00
01/03/2012	2257	Mayer, Brian	Stipend	Chinese	5,400.00	\$880,996.00	\$119,004.00
01/03/2012	2249	Kenmotsu, Jeannie	Stipend	Japanese	9,416.00	\$890,412.00	\$109,588.00
01/03/2012	2250	Burton-Rose, Daniel	Stipend	Japanese	9,416.00	\$899,828.00	\$100,172.00
01/03/2012	2258	Govella, Kristi	Stipend	Japanese	9,416.00	\$909,244.00	\$90,756.00
01/03/2012	2252	Thai-Parker, Trmie	Stipend	Chinese	9,416.00	\$918,660.00	\$81,340.00
01/03/2012	2253	Nakamura, Jessica C	Stipend	Chinese	5,250.00	\$923,910.00	\$76,090.00
01/03/2012	2254	Habberstad, Luke	Stipend	Japanese	9,416.00	\$933,326.00	\$66,674.00
01/03/2012	2255	Russo, Gina Anne	Stipend	Chinese	5,400.00	\$938,726.00	\$61,274.00
01/25/2012	2266	Rebull, Anne	Stipend	Chinese	5,400.00	\$944,126.00	\$55,874.00
03/05/2012	2273	Pareles, Michael	Stipend	Chinese	5,250.00	\$949,376.00	\$50,624.00
03/05/2012	2276	Harney, Alexandra	Stipend	Chinese	4,500.00	\$953,876.00	\$46,124.00
03/05/2012	2277	Frisch, Nicholas	Stipend	Chinese	4,000.00	\$957,876.00	\$42,124.00
03/05/2012	2278	Rapleye, Jeremy	Stipend	Chinese	5,400.00	\$963,276.00	\$36,724.00
03/05/2012	2279	Thai-Parker, Trmie	Stipend	Chinese	5,400.00	\$968,676.00	\$31,324.00
03/05/2012	2280	Zonnsein, Manuela	Stipend	Chinese	4,500.00	\$973,176.00	\$26,824.00
03/05/2012	2281	Habberstad, Luke	Stipend	Chinese	4,500.00	\$977,676.00	\$22,324.00
				Chinese	5,400.00	\$983,076.00	\$16,924.00

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions December 2009 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds
413 6	Temporarily Restricted Funds* (Freeman Foundation Grant) - December 2009 grant						
03/05/2012	2282	Rebulla, Anne	Stipend	Chinese	4,500.00	\$987,576.00	\$12,424.00
03/28/2012	2289	National Taiwan University	ICLP tuition - Nicholas Frisch	Chinese	3,400.00	\$990,976.00	\$9,024.00
03/28/2012	2289	National Taiwan University	ICLP tuition - Jeremy Rapleye	Chinese	3,400.00	\$994,376.00	\$5,624.00
03/28/2012	2289	National Taiwan University	ICLP tuition - Luke Habbersiad	Chinese	3,400.00	\$997,776.00	\$2,224.00
03/28/2012	2289	National Taiwan University	ICLP tuition - Gina Anne Russo	Chinese	2,224.00	\$1,000,000.00	\$0.00

GRANT SUMMARY

Grant Awarded December 2009	\$1,000,000.00
Disbursements paid 1/1/2010 - 12/31/2010 from grant	(\$309,987.00)
Disbursements paid 1/1/2011 - 12/31/2011 from grant	(\$550,209.00)
Disbursements paid 1/1/2012 - 03/28/2012 from grant	(\$139,804.00)
Balance	\$0.00

The Freeman Foundation (9645)
EIN: 13-2965090

Schedule D - Attachment
Rockefeller Trust Company, N.A.

From: 01/01/2012 To: 12/31/2012

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
350000 Sh 3M Company 4 375% 08 15 13	09 12 2011	01 05 2012	371,763 00	372,360 73	-597 73
850000 Sh 3M Company 4 375% 08 15 13	11 15 2011	01 05 2012	902,853 00	904,033 02	-1,180 02
1350000 Sh 3M Company 1 375% 09 29 16	01 05 2012	08 09 2012	1,376,514 00	1,363,005 80	13,508 20
640 Sh Advance Auto Parts, Inc	08 28 2012	12 04 2012	46,372 59	46,188 22	184 37
5290 Sh Advance Auto Parts, Inc	08 28 2012	12 21 2012	372,019 38	381,774 54	-9,755 16
1990 Sh Advance Auto Parts, Inc	08 29 2012	12 21 2012	139,946 80	143,290 75	-3,343 95
1520 Sh Allac, Inc	08 21 2012	12 04 2012	80,019 51	70,999 50	9,020 01
1100000 Sh American Express 7% 03 19 2018	01 06 2012	08 22 2012	1,392,138 00	1,310,966 27	81,171 73
770 Sh American Express Co	02 07 2012	07 25 2012	43,219 75	40,226 19	2,993 56
3950 Sh American Express Co	02 07 2012	07 25 2012	221,711 69	206,355 11	15,356 58
4690 Sh American Express Co	02 07 2012	07 26 2012	268,887 16	245,014 04	23,873 12
920 Sh American Express Co	02 07 2012	07 26 2012	52,745 46	48,062 46	4,683 00
560 Sh American Express Co	02 06 2012	07 27 2012	32,423 11	28,957 94	3,465 17
480 Sh American Express Co	02 07 2012	07 27 2012	27,791 23	25,076 06	2,715 17
2860 Sh American Express Co	02 06 2012	07 27 2012	165,589 43	147,892 32	17,697 11
2460 Sh American Express Co	02 07 2012	07 27 2012	142,430 07	128,514 82	13,915 25
12860 Sh American Express Co	02 06 2012	07 30 2012	750,733 26	664,998 31	85,734 95
2510 Sh American Express Co	02 06 2012	07 30 2012	146,527 25	129,793 60	16,733 65
200000 Sh Bank of Amer 5 3% 03 15 17	08 09 2012	10 09 2012	222,758 00	215,947 44	6,810 56
1150000 Sh Bank of Amer 5 3% 03 15 17	08 09 2012	12 13 2012	1,282,411 00	1,238,262 16	44,148 84
105000 Sh BB&T Corp 3 95% 4 29 2016	11 14 2011	10 09 2012	115,763 55	111,202 27	4,561 28
75000 Sh BB&T Corp 3 95% 4 29 2016	03 28 2012	10 09 2012	82,688 25	80,621 79	2,066 46
4730 Sh Best Buy Co, Inc	04 18 2012	08 09 2012	92,665 24	104,519 76	-11,854 52
730 Sh Best Buy Co, Inc	04 18 2012	08 09 2012	13,932 10	16,130 96	-2,198 86
6790 Sh Best Buy Co, Inc	04 19 2012	08 09 2012	129,587 64	150,122 83	-20,535 19
30210 Sh Best Buy Co, Inc	04 18 2012	08 09 2012	591,842 92	667,556 43	-75,713 51
4660 Sh Best Buy Co, Inc	04 18 2012	08 09 2012	88,936 43	102,972 95	-14,036 52
43340 Sh Best Buy Co, Inc	04 19 2012	08 09 2012	827,147 02	958,221 40	-131,074 38
2660 Sh Best Buy Co, Inc	04 18 2012	08 10 2012	51,162 88	58,778 55	-7,615 67
420 Sh Best Buy Co, Inc	04 18 2012	08 10 2012	8,078 35	9,280 82	-1,202 47
500000 Sh Campbell Soup 4 25% 04 15 21	10 26 2011	07 12 2012	571,580 00	547,776 97	23,803 03
125000 Sh Campbell Soup 4 25% 04 15 21	12 27 2011	07 12 2012	142,895 00	138,742 07	4,152 93
15000 Sh Caterpillar Inc 5 7% 8 15 16	12 27 2011	10 09 2012	17,686 35	17,437 82	248 53
75000 Sh Caterpillar Inc 5 7% 8 15 16	08 13 2012	10 09 2012	88,431 75	88,308 46	123 29
1300 Sh China Mobile (Hong Kong) Ltd	08 21 2012	12 04 2012	74,174 77	69,295 46	4,879 31
6110 Sh China Mobile (Hong Kong) Ltd	08 21 2012	12 21 2012	353,267 40	325,688 67	27,578 73
2340 Sh Cisco Systems, Inc	02 28 2011	01 24 2012	46,004 45	43,500 36	2,504 09

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Schedule D - Attachment
Rockefeller Trust Company, N.A.

From: 01/01/2012 To: 12/31/2012

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
500000 Sh Connecticut St 5 3% 12 01 23	12 08 2011	09 10 2012	619,210 00	596,407 25	22,802 75
80000 Sh CSX Corp Debt 6 250% 4 1 15	02 02 2012	10 09 2012	90,884 80	90,099 45	785 35
100000 Sh CSX Corp Debt 6 250% 4 1 15	06 14 2012	10 09 2012	113,606 00	113,124 37	481 63
1000000 Sh CT St Ser A 5 69% 03 15 23	08 03 2012	10 09 2012	1,264,770 00	1,262,630 16	2,139 84
740 Sh Delphi Automotive PLC	11 02 2012	12 04 2012	25,094 31	24,779 94	314 37
90000 Sh Diageo Cap Plc 5 750% 10 23 17	12 27 2011	10 09 2012	109,922 40	104,352 53	5,569 87
10000 Sh Diageo Cap Plc 5 750% 10 23 17	12 27 2011	12 11 2012	12,104 60	11,543 32	561 28
360 Sh Dover Corp	11 19 2012	12 04 2012	22,818 76	22,546 91	271 85
325000 Sh Dow Chemical Co 4 25% 11 15 20	12 27 2011	10 04 2012	359,274 50	335,918 60	23,355 90
90000 Sh Duke Energy Ind 3 75% 07 15 20	12 27 2011	10 09 2012	99,201 60	96,430 26	2,771 34
700000 Sh Fannie Mae 6 625% 11 15 30	10 25 2011	01 05 2012	1,016,101 80	999,741 49	16,360 31
250000 Sh Fannie Mae 6 625% 11 15 30	12 27 2011	01 05 2012	362,893 50	364,081 52	-1,188 02
140000 Sh Fannie Mae 6 625% 11 15 30	10 25 2011	10 09 2012	212,458 26	198,212 68	14,245 58
300000 Sh Fed Home Loan Bank 5% 11 17 17	12 27 2011	09 10 2012	363,678 00	352,395 18	11,282 82
300000 Sh Fed Home Loan Bank 5% 11 17 17	10 25 2011	10 09 2012	362,846 40	349,298 59	13,547 81
75000 Sh FedEx Corp Nts, 8 0% 01 15 19	06 14 2012	10 09 2012	99,843 00	99,120 76	722 24
620 Sh FedEx Corporation	09 21 2012	12 04 2012	54,855 19	52,390 19	2,465 00
1350000 Sh Freddie Mac 1 375% 02 25 14	10 25 2011	01 05 2012	1,375,150 50	1,373,490 97	1,659 53
200000 Sh Freddie Mac 1 375% 02 25 14	12 27 2011	10 09 2012	203,045 00	202,380 56	664 44
160000 Sh GE Cap Corp 5 625% 05 01 18	08 22 2012	10 09 2012	190,150 40	188,633 91	1,516 49
550000 Sh General Dynamics 5 25% 2 01 14	09 14 2011	03 15 2012	596,920 50	595,468 05	1,452 45
150000 Sh General Mills 5 7% 02 15 17	12 28 2011	10 09 2012	178,855 50	173,863 42	4,992 08
170 Sh Goldman Sachs Group	10 16 2012	12 04 2012	19,797 75	20,970 89	-1,173 14
120 Sh Google Inc - Class A	10 18 2012	12 04 2012	82,817 74	82,671 06	146 68
170000 Sh GS Group 5 75% 01 24 2022	08 24 2012	10 09 2012	197,829 00	185,645 09	12,183 91
194290 Sh Intesa Sanpaolo	12 06 2011	04 24 2012	273,188 77	348,304 37	-75,115 60
70200 Sh Intesa Sanpaolo	12 07 2011	04 24 2012	98,707 36	130,131 51	-31,424 15
196220 Sh Intesa Sanpaolo	12 06 2011	04 26 2012	293,316 23	351,764 29	-58,448 06
55260 Sh Intesa Sanpaolo	12 08 2011	04 26 2012	82,604 50	97,357 36	-14,752 86
21910 Sh Intesa Sanpaolo	12 08 2011	04 27 2012	32,990 01	38,601 15	-5,611 14
77170 Sh Intesa Sanpaolo	12 09 2011	04 27 2012	116,195 31	129,316 14	-13,120 83
73960 Sh Intesa Sanpaolo	12 12 2011	04 27 2012	111,361 99	121,222 14	-9,860 15
20000 Sh J&J 5 15% Due 07 15 2018	01 18 2012	10 09 2012	24,566 20	23,928 76	637 44
150000 Sh J&J 5 15% Due 07 15 2018	02 02 2012	10 09 2012	184,246 50	180,686 51	3,559 99
480000 Sh J&J 5 15% Due 07 15 2018	01 18 2012	12 11 2012	585,379 20	571,598 36	13,780 84
1550 Sh J P Morgan Chase & Co	08 21 2012	12 04 2012	62,774 06	59,845 50	2,928 56
265000 Sh JPM Chase 3 7% 01 20 2015	09 15 2011	05 24 2012	274,391 60	273,508 21	883 39

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The Freeman Foundation (9645)
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Schedule D - Attachment
Rockefeller Trust Company, N.A.

From: 01/01/2012 To: 12/31/2012

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
180000 Sh JPMorgan Chase 6% 10 01 2017	08 24 2012	10 09 2012	213,868 80	211,153 88	2,714 92
200000 Sh Keycorp 5 1% Due 3 24 21	03 21 2012	10 09 2012	234,760 00	218,657 14	16,102 86
500000 Sh KY BAB Dn PMT 5 561% 11 1 22	12 08 2011	10 04 2012	606,265 00	579,772 70	26,492 30
250000 Sh KY St Prop 4 8% 10 01 2012	06 11 2012	10 01 2012	250,000 00	250,000 00	0 00
1200 Sh Merck & Co Inc	01 05 2012	12 04 2012	53,290 80	46,481 76	6,809 04
2410 Sh Microsoft Corp	11 06 2012	12 04 2012	63,574 85	71,871 51	-8,296 66
5230 Sh Morgan Stanley	08 09 2011	04 10 2012	93,026 01	89,893 24	3,132 77
13240 Sh Morgan Stanley	08 22 2011	04 10 2012	235,499 89	213,359 96	22,139 93
180000 Sh Morgan Stanley 6 00% 04 28 15	03 15 2012	10 09 2012	196,174 80	187,841 29	8,333 51
220000 Sh NVR Inc Corp 3 95% 9 15 22	10 04 2012	10 09 2012	225,170 00	227,508 60	-2,338 60
500000 Sh NY Trans Auth 3 823% 5 1 2017	05 01 2012	10 09 2012	561,595 00	550,530 80	11,064 20
490 Sh Ophi Energy Plc	05 03 2012	12 05 2012	4,051 90	4,550 91	-499 01
1340 Sh Oracle Corporation	01 24 2012	12 04 2012	43,375 76	38,296 80	5,078 96
500000 Sh PA Build America 4 65% 2 15 26	09 13 2011	09 10 2012	578,000 00	567,991 96	10,008 04
1000000 Sh PepsiCo Inc , 5 15% 05 15 2012	09 12 2011	01 05 2012	1,016,600 00	1,017,286 82	-686 82
250000 Sh PepsiCo Inc , 5 15% 05 15 2012	11 08 2011	01 05 2012	254,150 00	254,266 33	-116 33
1230000 Sh PepsiCo Inc 3% Due 8 25 21	01 05 2012	08 09 2012	1,294,698 00	1,261,112 75	33,585 25
120000 Sh PepsiCo Inc 3% Due 8 25 21	03 27 2012	08 09 2012	126,312 00	122,443 28	3,868 72
170 Sh Pharmachies Inc	06 19 2012	12 04 2012	9,295 39	7,251 66	2,043 73
9080 Sh PICC Prop & Casualty Co Ltd	11 05 2012	12 05 2012	11,457 77	12,364 43	-906 66
180000 Sh PNC Funding 5 125% 02 08 20	01 18 2012	10 09 2012	216,257 40	203,583 23	12,674 17
7970 Sh Quest Diagnostics Incorporated	07 21 2011	06 08 2012	440,273 65	456,724 05	-16,450 40
370 Sh Reinsurance Group of America,	07 26 2012	12 04 2012	18,979 87	20,977 82	-1,997 95
260 Sh Roche Holdings AG	04 12 2012	12 05 2012	50,966 79	44,755 58	6,211 21
920 Sh Royal Caribbean Cruises Ltd	02 17 2012	12 04 2012	31,995 87	28,442 08	3,553 79
90 Sh Samsung Electronics Co , Pfd	06 13 2012	12 05 2012	69,461 88	57,870 20	11,591 68
2100 Sh Sberbank - Sponsored ADR	04 25 2012	12 05 2012	25,384 59	27,088 85	-1,704 26
18000 Sh Singapore Telecom LTD	05 11 2012	12 05 2012	48,672 22	46,841 59	1,830 63
1850 Sh Svenska Handelsbanken AB - A s	12 08 2011	12 05 2012	66,874 34	50,708 62	16,165 72
200000 Sh TD Bank 2 375% 10 19 16	11 14 2011	10 09 2012	210,548 00	202,621 95	7,926 05
260 Sh Tiffany & Co	07 26 2012	12 04 2012	15,297 06	14,499 19	797 87
475000 Sh U S Treasury Infl Index Notes	08 15 2011	01 15 2012	605,463 51	763,496 60	-158,033 09
690 Sh UnitedHealth Group Inc	07 18 2012	12 04 2012	37,115 23	38,802 98	-1,687 75
35000 Sh US Bancorp 2 2% 11 15 16	03 21 2012	10 09 2012	36,731 10	35,579 32	1,151 78
175000 Sh US Bancorp 2 2% 11 15 16	06 14 2012	10 09 2012	183,655 50	180,141 61	3,513 89
1000000 Sh US Treas Infl 1 625% 1 15 15	08 16 2011	04 26 2012	1,294,003 13	1,310,698 52	-16,695 39
150000 Sh US Treas Infl 1 625% 1 15 15	01 30 2012	04 26 2012	194,100 47	192,725 66	1,374 81

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Schedule D - Attachment
Rockefeller Trust Company, N.A.

From: 01/01/2012 To: 12/31/2012

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Short Term					
Regular Gain/Loss					
1000000 Sh US Treas Infl 2 125% 01 15 19	08 15 2011	04 26 2012	1,282,309 60	1,244,874 67	37,434 93
100000 Sh US Treas Infl 2 125% 01 15 19	12 27 2011	04 26 2012	128,230 96	124,726 94	3,504 02
1100000 Sh US Treas Infl 2 375% 1 15 17	01 05 2012	03 21 2012	1,446,625 06	1,430,379 65	16,245 41
150000 Sh US Treas N B 1 75% 04 15 13	12 27 2011	10 09 2012	151,224 61	151,183 10	41 51
375000 Sh US Treas N B 2 625% 11 15 20	12 27 2011	10 09 2012	411,738 29	397,733 95	14,004 34
900000 Sh US Treasury 3 75% 08 15 41	10 11 2011	01 05 2012	1,025,507 80	1,010,463 40	15,044 40
300000 Sh US Treasury 3 75% 08 15 41	12 27 2011	01 05 2012	341,835 94	342,765 72	-929 78
600000 Sh US Treasury 3 75% 08 15 41	10 11 2011	08 24 2012	722,273 44	672,665 68	49,607 76
1500000 Sh US Treasury N B 4 25% 11 15 17	08 15 2011	03 21 2012	1,736,191 41	1,740,815 73	-4,624 32
250000 Sh US Treasury N B 4 25% 11 15 17	12 27 2011	03 21 2012	289,365 23	292,267 29	-2,902 06
185000 Sh US Treasury TIPS 1 25% 4 15 14	09 10 2012	10 09 2012	208,744 69	208,649 51	95 18
125000 Sh US Tres Infl 2 5% 07 15 2016	08 09 2012	10 09 2012	165,570 64	163,172 02	2,398 62
100000 Sh Wal-Mart Stores 5 8% 2 15 18	02 02 2012	10 09 2012	124,598 00	121,965 40	2,632 60
430000 Sh Walgreen Co 5 25% 01 15 19	06 30 2011	06 22 2012	491,369 60	476,573 19	14,796 41
125000 Sh Walgreen Co 5 25% 01 15 19	12 27 2011	06 22 2012	142,840 00	146,430 87	-3,590 87
570000 Sh Walgreen Co 5 25% 01 15 19	06 30 2011	06 25 2012	650,552 40	631,713 34	18,839 06
75000 Sh Wells Fargo, 5 625% 12 11 17	12 27 2011	12 20 2012	89,508 00	83,418 39	6,089 61
160000 Sh Yum! Brands 6 25% 3 15 18	03 07 2012	10 09 2012	195,593 60	190,169 95	5,423 65
1480 Sh Yum! Brands, Inc	10 05 2011	06 18 2012	96,560 14	71,442 12	25,118 02
Regular Gain/Loss Totals:					292,192.13
Account Totals:			40,826,135 02	40,533,942 89	292,192 13

The Freeman Foundation (9645)
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Schedule D - Attachment
Rockefeller Trust Company, N.A.

From: 01/01/2012 To: 12/31/2012

Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
25240 Sh Allstate Corporation	04 28 2010	02 06 2012	771,551 77	858,303 87	-86,752 10
1130 Sh Allstate Corporation	11 04 2010	02 06 2012	34,542 53	34,826 94	-284 41
40 Sh Allstate Corporation	12 06 2010	02 06 2012	1,222 74	1,209 60	13 14
1140 Sh Allstate Corporation	04 27 2010	02 06 2012	34,848 22	38,292 94	-3,444 72
1930 Sh Allstate Corporation	12 06 2010	02 07 2012	58,950 14	58,363 20	586 94
19300 Sh Allstate Corporation	04 27 2010	02 07 2012	589,501 38	648,292 79	-58,791 41
1750 Sh Allstate Corporation	04 28 2010	02 07 2012	53,452 20	59,509 97	-6,057 77
4260 Sh Apple Inc	04 27 2010	09 11 2012	2,835,757 56	1,118,434 04	1,717,323 52
220 Sh Apple Inc	11 04 2010	09 11 2012	146,447 57	69,757 60	76,689 97
220 Sh Apple Inc	12 06 2010	09 11 2012	146,447 58	70,342 80	76,104 78
110 Sh Apple Inc	04 27 2010	12 04 2012	63,191 18	28,879 75	34,311 43
2090 Sh Apple Inc	04 27 2010	12 26 2012	1,074,949 02	548,715 29	526,233 73
150 Sh Apple Inc	11 04 2010	12 26 2012	77,149 45	47,562 00	29,587 45
10 Sh Apple Inc	05 07 2010	12 26 2012	5,143 30	2,364 07	2,779 23
170 Sh Apple Inc	05 07 2010	12 27 2012	86,770 82	40,189 24	46,581 58
810 Sh Apple Inc	04 27 2010	12 27 2012	413,437 42	212,659 99	200,777 43
1400 Sh Apple Inc	05 07 2010	12 27 2012	714,583 20	330,970 22	383,612 98
10240 Sh BioMarin Pharmaceutical Inc	05 10 2010	07 17 2012	426,052 27	212,626 43	213,425 84
440 Sh BioMarin Pharmaceutical Inc	05 10 2010	12 04 2012	21,059 90	9,136 29	11,923 61
70000 Sh Boeing, 6 00% 3 15 2019	03 11 2009	10 09 2012	88,013 10	70,006 24	18,006 86
430000 Sh Boeing, 6 00% 3 15 2019	03 11 2009	10 25 2012	540,780 90	430,038 06	110,742 84
1950 Sh Bristol Myers Squibb Co	11 04 2010	04 12 2012	63,278 42	52,395 91	10,882 51
1820 Sh Bristol Myers Squibb Co	12 06 2010	04 12 2012	59,059 86	47,101 60	11,958 26
1580 Sh Bristol Myers Squibb Co	12 06 2010	04 13 2012	51,057 19	40,890 40	10,166 79
2650 Sh CareFusion Corporation	11 04 2010	12 04 2012	73,301 86	64,599 31	8,702 55
20120 Sh Centrica plc	12 18 2008	12 05 2012	107,728 79	76,411 31	31,317 48
850 Sh Chevron Corporation	09 15 2006	12 04 2012	88,518 03	52,572 84	35,945 19
13431 Sh China Agri-Industries Hold Rts	05 05 2010	12 10 2012	951 88	0 00	951 88
42300 Sh China Agri-Industries Hold Rts	05 06 2010	12 10 2012	2,997 89	0 00	2,997 89
12300 Sh China Agri-Industries Hold Rts	05 12 2010	12 10 2012	871 73	0 00	871 73
20400 Sh China Agri-Industries Hold Rts	05 13 2010	12 10 2012	1,445 79	0 00	1,445 79
11700 Sh China Agri-Industries Hold Rts	05 14 2010	12 10 2012	829 20	0 00	829 20
18300 Sh China Agri-Industries Hold Rts	05 17 2010	12 10 2012	1,296 96	0 00	1,296 96
3600 Sh China Agri-Industries Hold Rts	05 18 2010	12 10 2012	255 14	0 00	255 14
600 Sh China Agri-Industries Hold Rts	05 19 2010	12 10 2012	42 52	0 00	42 52
55800 Sh China Agri-Industries Hold Rts	11 24 2010	12 10 2012	3,954 66	0 00	3,954 66
48000 Sh China Agri-Industries Hold Rts	11 26 2010	12 10 2012	3,401 85	0 00	3,401 85

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Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
7500 Sh China Agri-Industries Hold Rts	11 29 2010	12 10 2012	531 54	0 00	531 54
24000 Sh China Agri-Industries Holdings	05 05 2010	12 05 2012	12,731 99	31,361 40	-18,629 41
790 Sh Chunghwa Telecom Ltd ADR	04 23 2010	05 02 2012	24,331 05	19,486 34	4,844 71
670 Sh Chunghwa Telecom Ltd ADR	07 01 2010	05 02 2012	20,635 20	16,590 54	4,044 66
3480 Sh Chunghwa Telecom Ltd ADR	04 23 2010	05 03 2012	107,678 53	85,838 55	21,839 98
3490 Sh Chunghwa Telecom Ltd ADR	04 23 2010	05 04 2012	108,206 08	86,085 21	22,120 87
928 Sh Chunghwa Telecom Ltd ADR	04 23 2010	05 07 2012	28,515 12	22,890 28	5,624 84
1872 Sh Chunghwa Telecom Ltd ADR	04 26 2010	05 07 2012	57,521 88	46,135 44	11,386 44
3750 Sh Chunghwa Telecom Ltd ADR	04 22 2010	05 08 2012	115,187 67	91,924 22	23,263 45
3240 Sh Chunghwa Telecom Ltd ADR	04 26 2010	05 08 2012	99,522 14	79,849 80	19,672 34
7690 Sh Chunghwa Telecom Ltd ADR	04 22 2010	05 09 2012	233,769 23	188,505 93	45,263 30
3224 Sh Chunghwa Telecom Ltd ADR	04 20 2010	05 10 2012	97,367 13	78,993 64	18,373 49
256 Sh Chunghwa Telecom Ltd ADR	04 22 2010	05 10 2012	7,731 38	6,275 36	1,456 02
3480 Sh Chunghwa Telecom Ltd ADR	04 20 2010	05 11 2012	105,328 88	85,266 09	20,062 79
2790 Sh Chunghwa Telecom Ltd ADR	04 21 2010	05 11 2012	84,444 71	67,785 84	16,658 87
6098 Sh Chunghwa Telecom Ltd ADR	04 21 2010	05 14 2012	183,962 78	148,157 01	35,805 77
109160 Sh Cisco Systems, Inc	05 10 2010	01 24 2012	2,146,088 00	2,848,082 65	-701,994 65
2190 Sh Cisco Systems, Inc	11 04 2010	01 24 2012	43,055 45	52,814 48	-9,759 03
4660 Sh Cisco Systems, Inc	12 06 2010	01 24 2012	91,615 70	90,404 00	1,211 70
3280 Sh Cisco Systems, Inc	05 10 2010	01 24 2012	64,484 87	85,578 15	-21,093 28
90000 Sh Comcast Corp Notes, 5 300%	06 24 2011	10 09 2012	95,244 30	94,647 66	596 64
33240 Sh Comcast Corporation - CL A	12 10 2007	12 13 2012	1,233,143 12	612,869 15	620,273 97
20790 Sh Comcast Corporation - CL A	12 10 2007	12 21 2012	773,212 66	383,319 78	389,892 88
170 Sh Continental Resources, Inc	07 08 2009	12 04 2012	12,302 62	4,008 23	8,294 39
1210 Sh Covidien PLC	11 25 2008	12 04 2012	70,036 13	44,818 88	25,217 25
15100 Sh Cree, Inc	04 04 2011	05 25 2012	392,369 23	690,494 31	-298,125 08
425000 Sh CT Build American 5 2% 12 1 22	05 20 2011	10 04 2012	523,787 00	466,553 52	57,233 48
250000 Sh CT Build American 5 2% 12 1 22	06 24 2011	10 04 2012	308,110 00	280,535 79	27,574 21
325000 Sh CT Build American 5 2% 12 1 22	08 24 2011	10 04 2012	400,543 00	374,605 10	25,937 90
500000 Sh Diageo Cap Plc 5 750% 10 23 17	02 27 2009	12 11 2012	605,230 00	504,615 39	100,614 61
1000000 Sh Dow Chemical Co 4 25% 11 15 20	08 25 2011	10 04 2012	1,105,460 00	1,009,746 34	95,713 66
70000 Sh E I Du Pont, 6% 07 15 18	09 15 2011	10 09 2012	88,407 90	84,018 52	4,389 38
1000000 Sh Fedex Corp Nts, 8 0% 01 15 19	02 26 2009	01 30 2012	1,319,170 00	1,044,736 43	274,433 57
85000 Sh Fedex Corp Nts, 8 0% 01 15 19	02 26 2009	10 09 2012	113,155 40	88,498 02	24,657 38
162700 Sh Galaxy Entertainment Group Ltd	10 13 2010	11 05 2012	604,267 10	146,569 81	457,697 29
76730 Sh Galaxy Entertainment Group Ltd	10 11 2010	11 05 2012	284,974 89	67,397 79	217,577 10
79630 Sh Galaxy Entertainment Group Ltd	10 11 2010	11 06 2012	290,387 09	69,945 08	220,442 01

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Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
12520 Sh Galaxx Entertainment Group Ltd	10 12 2010	11 07 2012	46,103 80	10,905 95	35,197 85
84640 Sh Galaxx Entertainment Group Ltd	10 11 2010	11 07 2012	311,679 39	74,345 75	237,333 64
5000 Sh Galaxx Entertainment Group Ltd	10 12 2010	12 05 2012	17,414 99	4,355 41	13,059 58
87980 Sh Galaxx Entertainment Group Ltd	10 12 2010	12 21 2012	344,930 15	76,637 81	268,292 34
66150 Sh Galaxx Entertainment Group Ltd	10 08 2010	12 21 2012	259,344 50	56,122 58	203,221 92
54320 Sh Galaxx Entertainment Group Ltd	10 08 2010	12 24 2012	209,523 59	46,085 84	163,437 75
84030 Sh Galaxx Entertainment Group Ltd	10 08 2010	12 27 2012	321,686 91	71,292 21	250,394 70
20000 Sh General Mills 5 7% 02 15 17	09 12 2011	10 09 2012	23,847 40	23,025 34	822 06
1970 Sh GlaxoSmithKline plc-ADR	11 04 2010	04 27 2012	90,963 30	78,264 16	12,699 14
3440 Sh GlaxoSmithKline plc-ADR	12 06 2010	04 27 2012	158,839 48	133,472 00	25,367 48
8080 Sh Hertz Global Holdings Inc	04 13 2010	02 17 2012	111,569 86	96,424 30	15,145 56
20030 Sh Hertz Global Holdings Inc	04 14 2010	02 17 2012	276,577 25	243,781 12	32,796 13
6140 Sh Hertz Global Holdings Inc	04 15 2010	02 17 2012	84,782 04	75,906 36	8,875 68
31350 Sh Hertz Global Holdings Inc	04 12 2010	02 21 2012	427,831 99	371,184 00	56,647 99
38890 Sh Hertz Global Holdings Inc	04 13 2010	02 21 2012	530,730 03	464,101 59	66,628 44
720 Sh Hewlett-Packard Companv	11 04 2010	11 01 2012	10,030 96	31,707 51	-21,676 55
920 Sh Hewlett-Packard Companv	02 23 2011	11 01 2012	12,817 34	39,774 91	-26,957 57
1280 Sh Hewlett-Packard Companv	02 24 2011	11 01 2012	17,832 81	55,097 85	-37,265 04
2120 Sh Hewlett-Packard Companv	12 06 2010	11 02 2012	29,435 54	91,137 74	-61,702 20
240 Sh Hewlett-Packard Companv	02 24 2011	11 02 2012	3,332 33	10,330 85	-6,998 52
880 Sh Hewlett-Packard Companv	08 19 2011	11 02 2012	12,218 53	20,829 25	-8,610 72
460 Sh Hewlett-Packard Companv	08 22 2011	11 02 2012	6,386 95	11,496 32	-5,109 37
720 Sh Hewlett-Packard Companv	08 19 2011	11 02 2012	9,996 97	17,042 11	-7,045 14
1500 Sh Hewlett-Packard Companv	08 19 2011	11 05 2012	20,633 09	35,504 40	-14,871 31
2620 Sh Hewlett-Packard Companv	02 23 2011	12 04 2012	35,351 91	113,272 03	-77,920 12
200 Sh Hewlett-Packard Companv	02 24 2011	12 04 2012	2,698 62	8,609 04	-5,910 42
70000 Sh Honeywell 5 0% Due 2 15 19	03 09 2009	10 09 2012	83,560 40	69,066 11	14,494 29
870 Sh Honeywell Inc	12 19 2005	12 04 2012	52,657 75	32,973 52	19,684 23
2100 Sh Honeywell Inc	12 20 2005	12 04 2012	127,104 90	80,389 67	46,715 23
510 Sh Hyundai Motor Co., Ltd - 2nd	03 15 2011	12 05 2012	37,267 85	29,554 28	7,713 57
180000 Sh IBM Corp Sr Unsec Nts. 4 75%	07 26 2011	10 09 2012	180,918 00	181,073 75	-155 75
1020000 Sh IBM Corp Sr Unsec Nts. 4 75%	07 26 2011	11 29 2012	1,020,000 00	1,020,000 00	0 00
1020 Sh InterContinental Hotels Group	05 08 2009	04 26 2012	23,969 79	10,462 01	13,507 78
4900 Sh InterContinental Hotels Group	05 12 2009	04 26 2012	115,149 01	51,397 25	63,751 76
25380 Sh InterContinental Hotels Group	05 08 2009	04 27 2012	608,404 60	260,319 44	348,085 16
23660 Sh InterContinental Hotels Group	05 08 2009	04 30 2012	566,009 88	242,677 61	323,332 27
11030 Sh InterContinental Hotels Group	05 08 2009	05 01 2012	263,800 53	113,133 31	150,667 22

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Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
2700 Sh InterContinental Hotels Group	05 11 2009	05 01 2012	64,574 93	26,509 38	38,065 55
15120 Sh InterContinental Hotels Group	05 11 2009	05 02 2012	365,897 82	148,452 50	217,445 32
1630 Sh Intertek Group plc	12 16 2009	05 23 2012	64,501 24	32,620 31	31,880 93
3270 Sh Intertek Group plc	12 16 2009	05 24 2012	130,073 66	65,440 73	64,632 93
990 Sh Intertek Group plc	12 11 2009	05 25 2012	39,635 81	19,681 06	19,954 75
1600 Sh Intertek Group plc	12 15 2009	05 25 2012	64,057 87	31,952 97	32,104 90
1260 Sh Intertek Group plc	12 16 2009	05 25 2012	50,445 58	25,215 70	25,229 88
1120 Sh Intertek Group plc	12 24 2009	05 25 2012	44,840 51	22,301 75	22,538 76
1160 Sh Intertek Group plc	12 29 2009	05 25 2012	46,441 96	23,113 47	23,328 49
2860 Sh Intertek Group plc	12 11 2009	05 29 2012	118,176 24	56,856 40	61,319 84
1810 Sh Intertek Group plc	12 11 2009	05 30 2012	73,849 05	35,982 54	37,866 51
3090 Sh Intertek Group plc	12 23 2009	05 30 2012	126,073 80	60,710 40	65,363 40
1550 Sh Intertek Group plc	12 22 2009	05 31 2012	62,931 56	30,341 58	32,589 98
1750 Sh Intertek Group plc	12 23 2009	05 31 2012	71,051 77	34,382 91	36,668 86
3810 Sh Intertek Group plc	12 22 2009	06 06 2012	153,695 00	74,581 55	79,113 45
4050 Sh Intertek Group plc	12 17 2009	11 08 2012	184,825 92	78,726 26	106,099 66
220 Sh Intertek Group plc	12 22 2009	11 08 2012	10,039 93	4,306 55	5,733 38
4270 Sh Intertek Group plc	12 17 2009	11 09 2012	193,504 44	83,002 76	110,501 68
2490 Sh Intertek Group plc	12 17 2009	11 12 2012	112,801 04	48,402 07	64,398 97
1780 Sh Intertek Group plc	12 21 2009	11 12 2012	80,636 88	34,425 32	46,211 56
1010 Sh Intertek Group plc	12 18 2009	11 13 2012	45,862 43	19,316 13	26,546 30
5660 Sh Intertek Group plc	12 21 2009	11 13 2012	257,011 25	109,464 78	147,546 47
8150 Sh Intertek Group plc	12 18 2009	11 14 2012	367,253 07	155,867 77	211,385 30
4190 Sh Intertek Group plc	12 18 2009	11 15 2012	187,196 06	80,133 25	107,062 81
1560 Sh Intertek Group plc	12 18 2009	11 16 2012	69,841 45	29,834 81	40,006 64
500000 Sh J&J 5 15% Due 07 15 2018	12 07 2011	12 11 2012	609,770 00	585,470 27	24,299 73
2780 Sh Johnson Matthey PLC	11 02 2006	07 17 2012	91,299 75	76,446 31	14,853 44
4390 Sh Johnson Matthey PLC	11 03 2006	07 17 2012	144,174 78	120,571 85	23,602 93
5380 Sh Johnson Matthey PLC	11 03 2006	07 18 2012	180,622 59	147,762 31	32,860 28
3220 Sh Johnson Matthey PLC	11 03 2006	07 19 2012	110,769 88	88,437 67	22,332 21
1790 Sh Johnson Matthey PLC	11 03 2006	07 20 2012	61,667 12	49,162 55	12,504 57
2870 Sh Johnson Matthey PLC	11 03 2006	07 23 2012	93,788 79	78,824 88	14,963 91
1430 Sh Johnson Matthey PLC	11 03 2006	07 24 2012	46,846 59	39,275 11	7,571 48
2800 Sh Johnson Matthey PLC	11 03 2006	07 25 2012	88,573 12	76,902 32	11,670 80
0 2539 Sh Johnson Matthey PLC	11 03 2006	08 10 2012	9 32	7 31	2 01
720 Sh Johnson Matthey PLC	11 03 2006	12 05 2012	27,346 52	20,716 55	6,629 97
335000 Sh JPM Chase 3 7% 01 20 2015	09 15 2009	05 24 2012	346,872 40	334,621 39	12,251 01

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Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
530 Sh LG Electronics Inc - PFD	03 09 2011	12 05 2012	10,170 71	19,898 65	-9,727 94
1000000 Sh McDonald's Corp 5 8% 10 15 17	03 06 2009	03 06 2012	1,226,200 00	1,059,235 81	166,964 19
56100 Sh Mitsui & Co , Ltd	03 16 2011	04 19 2012	880,939 96	946,475 78	-65,535 82
29800 Sh Mitsui & Co , Ltd	03 17 2011	04 19 2012	467,950 28	486,194 89	-18,244 61
20790 Sh Morgan Stanley	08 07 2009	04 05 2012	382,448 41	654,727 00	-272,278 59
16450 Sh Morgan Stanley	08 07 2009	04 09 2012	293,871 03	518,049 98	-224,178 95
7420 Sh Morgan Stanley	08 07 2009	04 10 2012	131,979 55	233,673 61	-101,694 06
790 Sh MSCI Inc	12 08 2010	12 04 2012	22,968 81	29,290 75	-6,321 94
1530 Sh Nestle SA-Spons ADR For Reg	11 04 2010	05 24 2012	87,452 23	87,959 70	-507 47
990 Sh NetApp, Inc	09 08 2011	12 04 2012	31,768 38	36,073 72	-4,305 34
6940 Sh NGK Insulators Ltd	03 16 2011	11 02 2012	75,501 48	104,176 84	-28,675 36
17000 Sh NGK Insulators Ltd	03 17 2011	11 02 2012	184,945 98	262,508 39	-77,562 41
25910 Sh NGK Insulators Ltd	03 16 2011	11 05 2012	274,640 37	388,936 86	-114,296 49
26530 Sh NGK Insulators Ltd	03 16 2011	11 07 2012	276,717 91	398,243 73	-121,525 82
13860 Sh NGK Insulators Ltd	03 16 2011	11 14 2012	138,768 06	208,053 45	-69,285 39
7760 Sh NGK Insulators Ltd	03 16 2011	11 16 2012	80,402 06	116,485 91	-36,083 85
1850 Sh Novartis AG - ADR	08 09 2007	12 04 2012	115,799 82	102,366 61	13,433 21
10060 Sh NYSE Euronext	12 18 2009	12 13 2012	232,508 54	254,332 89	-21,824 35
18420 Sh NYSE Euronext	12 22 2009	12 13 2012	425,726 38	470,500 22	-44,773 84
16410 Sh NYSE Euronext	12 23 2009	12 13 2012	379,270 90	423,117 08	-43,846 18
1000000 Sh OH Maj New St 4 844% 12 15 19	11 28 2011	12 03 2012	1,179,400 00	1,140,783 08	38,616 92
1340 Sh PepsiCo, Inc	02 02 2009	12 04 2012	93,567 69	66,512 51	27,055 18
14330 Sh Petroleo Brasileiro S A - ADR	10 20 2009	06 18 2012	258,558 98	604,437 97	-345,878 99
78500 Sh Pfizer Inc	10 29 2010	01 05 2012	1,683,557 13	1,375,092 35	308,464 78
9080 Sh Pfizer Inc	11 01 2010	01 05 2012	194,735 02	161,276 23	33,458 79
24330 Sh Pfizer Inc	11 02 2010	01 05 2012	521,795 48	425,064 56	96,730 92
6370 Sh Pfizer Inc	11 04 2010	01 05 2012	136,614 76	111,346 32	25,268 44
1960 Sh Pfizer Inc	12 06 2010	01 05 2012	42,035 31	33,213 18	8,822 13
6220 Sh Pfizer Inc	11 02 2010	01 05 2012	133,397 78	108,668 37	24,729 41
9170 Sh Pfizer Inc	12 06 2010	11 05 2012	225,098 28	155,390 24	69,708 04
490 Sh Philippine Long Dist Tele Co	09 16 2010	08 23 2012	31,496 45	27,988 59	3,507 86
650 Sh Philippine Long Dist Tele Co	09 20 2010	08 23 2012	41,781 01	37,572 03	4,208 98
10 Sh Philippine Long Dist Tele Co	09 16 2010	09 05 2012	644 58	571 20	73 38
20 Sh Philippine Long Dist Tele Co	09 16 2010	09 06 2012	1,287 17	1,142 39	144 78
20 Sh Philippine Long Dist Tele Co	09 16 2010	09 07 2012	1,314 16	1,142 39	171 77
60 Sh Philippine Long Dist Tele Co	09 16 2010	09 10 2012	3,948 69	3,427 17	521 52
370 Sh Philippine Long Dist Tele Co	09 16 2010	09 11 2012	24,602 95	21,134 25	3,468 70

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Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
200 Sh Philippine Long Dist Tele Co	09 17 2010	09 11 2012	13,298 89	11,366 94	1,931 95
570 Sh Philippine Long Dist Tele Co	09 17 2010	09 13 2012	38,137 88	32,395 78	5,742 10
570 Sh Philippine Long Dist Tele Co	09 17 2010	09 14 2012	39,362 54	32,395 77	6,966 77
30 Sh Philippine Long Dist Tele Co	09 13 2010	09 17 2012	2,065 20	1,681 95	383 25
720 Sh Philippine Long Dist Tele Co	09 14 2010	09 17 2012	49,564 92	40,611 04	8,953 88
270 Sh Philippine Long Dist Tele Co	09 17 2010	09 17 2012	18,586 85	15,345 37	3,241 48
390 Sh Philippine Long Dist Tele Co	09 13 2010	09 19 2012	26,416 35	21,865 30	4,551 05
280 Sh Philippine Long Dist Tele Co	09 10 2010	09 20 2012	18,812 71	15,665 86	3,146 85
290 Sh Philippine Long Dist Tele Co	09 13 2010	09 20 2012	19,484 59	16,258 81	3,225 78
410 Sh Philippine Long Dist Tele Co	09 09 2010	09 21 2012	27,534 57	22,731 87	4,802 70
430 Sh Philippine Long Dist Tele Co	09 10 2010	09 21 2012	28,877 73	24,058 28	4,819 45
30 Sh Philippine Long Dist Tele Co	09 09 2010	09 24 2012	1,998 47	1,663 31	335 16
410 Sh Philippine Long Dist Tele Co	09 09 2010	09 25 2012	27,259 78	22,731 87	4,527 91
80 Sh Philippine Long Dist Tele Co	09 03 2010	09 27 2012	5,279 58	4,387 98	891 60
770 Sh Philippine Long Dist Tele Co	09 09 2010	09 27 2012	50,815 94	42,691 56	8,124 38
120 Sh Philippine Long Dist Tele Co	09 03 2010	09 28 2012	7,947 45	6,581 98	1,365 47
1140 Sh Philippine Long Dist Tele Co	09 03 2010	10 01 2012	75,144 13	62,528 77	12,615 36
50 Sh Philippine Long Dist Tele Co	09 03 2010	10 02 2012	3,300 17	2,742 49	557 68
50 Sh Philippine Long Dist Tele Co	09 03 2010	10 03 2012	3,286 55	2,742 49	544 06
300 Sh Philippine Long Dist Tele Co	09 03 2010	10 04 2012	19,806 68	16,454 94	3,351 74
200 Sh Philippine Long Dist Tele Co	09 03 2010	10 05 2012	13,208 64	10,969 96	2,238 68
10 Sh Philippine Long Dist Tele Co	09 03 2010	10 08 2012	660 68	548 50	112 18
10 Sh Philippine Long Dist Tele Co	09 03 2010	10 09 2012	657 58	548 50	109 08
120 Sh Philippine Long Dist Tele Co	09 03 2010	10 26 2012	7,653 28	6,581 97	1,071 31
50 Sh Philippine Long Dist Tele Co	09 08 2010	10 26 2012	3,188 86	2,741 27	447 59
670 Sh Philippine Long Dist Tele Co	09 07 2010	10 31 2012	42,584 11	36,495 06	6,089 05
920 Sh Philippine Long Dist Tele Co	09 08 2010	10 31 2012	58,473 71	50,439 46	8,034 25
1240 Sh Procter & Gamble Co	11 04 2010	05 03 2012	79,985 40	80,438 68	-453 28
2150 Sh Procter & Gamble Co	12 06 2010	05 03 2012	138,684 36	133,708 50	4,975 86
6020 Sh Quest Diagnostics Incorporated	03 09 2011	06 08 2012	332,553 00	346,175 88	-13,622 88
410 Sh Quest Diagnostics Incorporated	07 21 2011	12 04 2012	23,711 77	23,495 21	216 56
1570 Sh Regeneron Pharmaceuticals	12 02 2010	04 12 2012	192,104 98	46,530 72	145,574 26
2470 Sh Regeneron Pharmaceuticals	12 03 2010	04 12 2012	302,228 85	73,754 44	228,474 41
1260 Sh Regeneron Pharmaceuticals	12 02 2010	04 13 2012	154,381 31	37,343 12	117,038 19
230 Sh Regeneron Pharmaceuticals	12 02 2010	12 04 2012	41,572 87	6,816 60	34,756 27
3160 Sh Regeneron Pharmaceuticals	12 02 2010	12 13 2012	562,885 14	93,654 18	469,230 96
1230 Sh Roval Dutch Shell PLC-ADR A	12 18 2008	12 04 2012	82,260 30	66,837 71	15,422 59

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Description of Property	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
Long Term					
Regular Gain/Loss					
2430 Sh Sanofi-Aventis - ADR	11 04 2010	06 18 2012	86,212 29	87,745 36	-1,533 07
340 Sh Sanofi-Aventis - ADR	12 06 2010	06 18 2012	12,062 62	10,823 42	1,239 20
770 Sh Toronto-Dominion Bank	12 02 2009	12 04 2012	63,951 76	49,658 61	14,293 15
190000 Sh UPS 5 125% Due 4 1 19	03 20 2009	10 09 2012	229,668 20	189,903 79	39,764 41
425000 Sh US Treas Bonds 6 25% 05 15 30	08 15 2011	08 24 2012	668,013 67	600,896 50	67,117 17
50000 Sh US Treas N B 1 75% 04 15 13	06 20 2011	10 09 2012	50,408 20	50,361 58	46 62
5000 Sh US Treas N B 2 625% 11 15 20	08 17 2011	10 09 2012	5,489 84	5,195 70	294 14
600000 Sh US Treasury 3 75% 08 15 41	08 18 2011	08 24 2012	722,273 43	630,811 88	91,461 55
138134 058 Sh Vanguard GNMA Fund-ADM	08 16 2011	10 09 2012	1,525,000 00	1,547,101 45	-22,101 45
70000 Sh Verizon Comm 6 35% 04 01 19	03 24 2009	10 09 2012	89,698 00	69,254 27	20,443 73
60000 Sh Wal-Mart Stores 5 8% 2 15 18	09 14 2011	10 09 2012	74,758 80	71,100 17	3,658 63
2020 Sh Wal-Mart Stores, Inc	11 04 2010	07 17 2012	147,061 59	111,625 00	35,436 59
390 Sh Wal-Mart Stores, Inc	12 06 2010	07 17 2012	28,393 08	21,403 20	6,989 88
1470 Sh Wal-Mart Stores, Inc	08 28 2006	12 04 2012	106,144 26	65,417 94	40,726 32
13790 Sh Wellpoint Inc	07 20 2009	07 18 2012	871,513 98	686,710 28	184,803 70
8770 Sh Wellpoint Inc	10 22 2009	07 18 2012	554,255 09	403,613 82	150,641 27
5840 Sh Wellpoint Inc	11 04 2010	07 18 2012	369,082 06	326,625 36	42,456 70
2730 Sh Wells Fargo Company	08 09 2011	12 04 2012	89,166 90	65,952 16	23,214 74
90000 Sh Wells Fargo, 5 625% 12 11 17	09 13 2011	10 09 2012	107,946 90	101,309 83	6,637 07
435000 Sh Wells Fargo, 5 625% 12 11 17	09 13 2011	12 20 2012	519,146 40	487,735 42	31,410 98
970 Sh Yum! Brands, Inc	11 04 2010	04 18 2012	70,609 76	50,175 87	20,433 89
3000 Sh Yum! Brands, Inc	12 06 2010	04 18 2012	218,380 71	151,170 00	67,210 71
320 Sh Yum! Brands, Inc	12 06 2010	06 18 2012	20,877 87	16,124 80	4,753 07
140 Sh Yum! Brands, Inc	08 28 2006	06 18 2012	9,134 07	3,379 56	5,754 51
6200 Sh Yum! Brands, Inc	08 22 2006	06 18 2012	404,508 70	150,252 35	254,256 35
8830 Sh Yum! Brands, Inc	08 28 2006	06 18 2012	576,098 67	213,153 99	362,944 68
550 Sh Yum! Brands, Inc	08 28 2006	12 04 2012	36,195 67	13,276 86	22,918 81
Regular Gain/Loss Totals:					10,906,152.73
Merger Gain/Loss					
Annaly Mortgage Management Inc			0 00	0 00	747 20
Merger Gain/Loss Totals:					747.20
Account Totals:			52,201,411 00	41,295,258 27	10,906,899 93
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