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

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
UD SAMUEL FREEMAN CHARITABLE TST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P O BOX 1802

City or town, state, and ZIP code
PROVIDENCE, RI 02901-1802

A Employer identification number
13-6803465

B Telephone number (see instructions)
888- 866-3275

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **40,058,940.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	1,424,503.	1,424,168.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,371,919.			
b	Gross sales price for all assets on line 6a	8,159,325.			
7	Capital gain net income (from Part IV, line 2)		1,371,919.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	25,294.			STMT 4
12	Total. Add lines 1 through 11	2,821,716.	2,796,087.		
13	Compensation of officers, directors, trustees, etc.	319,765.	191,859.		127,906.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	419,384.	NONE	NONE	NONE
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	65,047.	30,047.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	18,564.			18,564.
24	Total operating and administrative expenses. Add lines 13 through 23	822,760.	221,906.	NONE	146,470.
25	Contributions, gifts, grants paid	1,741,500.			1,741,500.
26	Total expenses and disbursements Add lines 24 and 25	2,564,260.	221,906.	NONE	1,887,970.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	257,456.			
b	Net investment income (if negative, enter -0-)		2,574,181.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		NONE		
	2	Savings and temporary cash investments		1,010,820.	391,645.	391,645.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts		NONE		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	STMT 8	1,569,991.	1,594,895.	1,989,736.
	b	Investments - corporate stock (attach schedule)	STMT 9	16,862,498.	19,576,194.	30,469,112.
	c	Investments - corporate bonds (attach schedule)	STMT 11	8,440,318.	5,481,024.	6,118,967.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)		NONE			
12	Investments - mortgage loans		NONE			
13	Investments - other (attach schedule)	STMT 12	85,525.	1,085,525.	1,089,480.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)		NONE			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		27,969,152.	28,129,283.	40,058,940.	
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)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		27,969,152.	28,129,283.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		NONE		
	30	Total net assets or fund balances (see instructions)		27,969,152.	28,129,283.	
31	Total liabilities and net assets/fund balances (see instructions)		27,969,152.	28,129,283.		

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 27,969,152.
2	Enter amount from Part I, line 27a	2 257,456.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 13	3 15,810.
4	Add lines 1, 2, and 3	4 28,242,418.
5	Decreases not included in line 2 (itemize) 12 TYE INCOME ADJ	5 113,135.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 28,129,283.

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 PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
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 7,763,314.		6,454,583.	1,308,731.	
b 396,011.		332,823.	63,188.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			1,308,731.	
b			63,188.	
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	1,371,919.
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 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	1,965,047.	39,267,511.	0.050043
2010	1,733,718.	37,824,053.	0.045836
2009	2,032,134.	35,126,869.	0.057851
2008	2,001,968.	41,598,470.	0.048126
2007	2,134,649.	48,678,542.	0.043852
2 Total of line 1, column (d)			2 0.245708
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 0.049142
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 38,677,573.
5 Multiply line 4 by line 3			5 1,900,693.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 25,742.
7 Add lines 5 and 6			7 1,926,435.
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 1,887,970.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	51,484.
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	51,484.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	51,484.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	58,000.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	58,000.
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	6,516.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 6,516. Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no (888) 866-3275
Located at P.O. BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
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 X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X 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 X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

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

(1) Carry on propoganda, 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		319,765.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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

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	38,736,822.
b	Average of monthly cash balances	1b	529,750.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	39,266,572.
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	NONE
3	Subtract line 2 from line 1d	3	39,266,572.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	588,999.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,677,573.
6	Minimum investment return. Enter 5% of line 5	6	1,933,879.

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	1,933,879.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	51,484.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	51,484.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,882,395.
4	Recoveries of amounts treated as qualifying distributions	4	15,000.
5	Add lines 3 and 4	5	1,897,395.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,897,395.

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	1,887,970.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,887,970.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,887,970.

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				1,897,395.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,740,117.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,887,970.</u>				
a Applied to 2011, but not more than line 2a			1,740,117.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				147,853.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				1,749,542.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
SEE STATEMENT 18

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE ATTACHED STATEMENT</p>	NONE	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	1,741,500.
Total ▶ 3a				1,741,500.
b Approved for future payment				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES	14,070.	14,070.
AMERICAN EXPRESS CO NT	49,248.	49,248.
AMERICAN EXPRESS CO SR NT	27,500.	27,500.
ANHEUSER BUSCH COS INC NT	27,500.	27,500.
AUTOMATIC DATA PROCESSING INC	31,600.	31,600.
BAXTER INTERNATIONAL INC	10,636.	10,636.
BEAR STEARNS COS INC NT	26,500.	26,500.
BECTON DICKINSON & COMPANY	5,166.	5,166.
BERKSHIRE HATHAWAY FIN CORP SR NT	23,125.	23,125.
INTERM GOVT/CREDIT BOND CTF	10,138.	10,138.
CABLEVISION NY GROUP CL A COM	15,210.	15,210.
CHEVRONTEXACO CORP COM	65,700.	65,700.
COMCAST CORP NEW NT	31,500.	31,500.
CONOCOPHILLIPS COM	14,916.	14,916.
CONOCOPHILLIPS GTD NT	28,750.	28,750.
CORNING INC	8,820.	8,820.
DANAHER CORPORATION	2,250.	2,250.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	11,095.	11,095.
EMERSON ELEC CO	16,100.	16,100.
ENCANA CORP COM	12,000.	12,000.
EXPEDITORS INTL WASH INC	3,080.	3,080.
EXXON MOBIL CORPORATION	51,080.	51,080.
GOVERNMENT NATL MTG ASSN POOL # 602159	4,208.	4,208.
GOVERNMENT NATIONAL MORTGAGE 54	1,869.	1,869.
GENERAL ELEC CO	24,412.	24,412.
GENERAL ELEC CO 01/28/2003 5% 02/01/2013	20,833.	20,833.
GOLDMAN SACHS GROUP INC SR NT	15,631.	15,631.
HEINEKEN N V (NETHERLANDS) ADR	11,104.	11,104.
HEWLETT PACKARD CO SR UNSEC'D GLOBAL NT	13,125.	13,125.
IMPERIAL TOBACCO GROUP ADR UNITED KINGDO	15,549.	15,549.
INTERMEDIATE TAXABLE BOND COMMON TRUST F	90,452.	90,117.
INTERNATIONAL BUSINESS MACHS	21,500.	21,500.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL BUSINESS MACHS CORP SR NT	28,500.	28,500.
JOHNSON & JOHNSON	12,000.	12,000.
KRAFT FOODS INC CL A COM	13,920.	13,920.
LEUCADIA NATIONAL CORP	4,500.	4,500.
LOEWS CORP	1,800.	1,800.
MASTERCARD INC CL A COM	1,050.	1,050.
LINDT & SPRUENGLI AG COM PARTICIPATION C	6,547.	6,547.
NESTLE S A SPONSORED ADR	16,898.	16,898.
NOVARTIS AG ADR	50,782.	50,782.
PIMCO TOTAL RETURN FUND INSTL	74,292.	74,292.
PEPSICO INCORPORATED	14,735.	14,735.
PHILIP MORRIS INTL INC COM	12,640.	12,640.
PHILLIPS 66 COM	565.	565.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	67,647.	67,647.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	23,504.	23,504.
PRAXAIR INCORPORATED	5,720.	5,720.
PROCTER & GAMBLE CO COM	17,688.	17,688.
SBC COMMUNICATIONS INC NT	25,500.	25,500.
SCHRODER EMERGING MKT EQUITY FUND INV CL	6,513.	6,513.
SHELL INTL FIN B V CO GTD NT NETHERLANDS	16,250.	16,250.
SYSCO CORPORATION	5,400.	5,400.
TARGET CORP NT	21,105.	21,105.
TEVA PHARMACEUTICAL INDS LTD ADR	3,861.	3,861.
3M CO COM	13,476.	13,476.
TIFFANY & COMPANY NEW	4,800.	4,800.
TIME WARNER CABLE INC SR UNSECD NT	18,600.	18,600.
SKYBRIDGE MULTI-ADVISOR HEDGE FUND PORTF	112,811.	112,811.
UNILEVER N V-W/I (NET/USD) US9047847093	5,488.	5,488.
UNITED STATES TREAS BILL DTD 11/10/11 DU	68.	68.
UNITED STATES TREAS NT INFLATION INDEX	40,915.	40,915.
VIRGINIA ELEC & PWR CO SR UNSECD NT SER	18,142.	18,142.
WAL-MART STORES INC GLOBAL NT	22,500.	22,500.
WELLS FARGO & CO NEW SR UNSECD NT	6,358.	6,358.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA MONEY MARKET SAVINGS ACC	425.	425.
HEINEKEN HLDG NV COM	16,735.	16,735.
DE LA RUE PLC COM	5,448.	5,448.
NORWEIGAN GOVT EX DIV BD ISIN NO00105728	18,703.	18,703.
TRANSOCEAN LTD COM	3,950.	3,950.
TOTAL	1,424,503.	1,424,168.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	25,294.
TOTALS	----- 25,294. =====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	164,786.			
LEGAL FEES - CHARITABLE	254,598.			
TOTALS	419,384.	NONE	NONE	NONE

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	28,950.	28,950.
EXCISE TAX ESTIMATES	35,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,097.	1,097.
TOTALS	65,047.	30,047.

UD SAMUEL FREEMAN CHARITABLE TST

13-6803465

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER CHARITABLE EXPENSES
OTHER CHARITABLE EXPENSES

2,466.
16,098.

2,466.
16,098.

TOTALS

18,564.
=====

18,564.
=====

UD SAMUEL FREEMAN CHARITABLE TST

13-6803465

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
912828JE1 UNITED STATES TREAS	1,059,682.	1,373,569.
B3MXXHL7#2 NORWEIGAN GOVT EX DI	535,213.	616,167.
TOTALS	1,594,895.	1,989,736.

UD SAMUEL FREEMAN CHARITABLE TST

13-6803465

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
166764100 CHEVRON CORP COM	127,969.	1,622,100.
20825C104 CONOCOPHILLIPS COM	223,244.	327,644.
292505104 ENCANA CORP COM	408,450.	395,200.
30231G102 EXXON MOBIL CORP COM	72,883.	1,644,450.
74005P104 PRAXAIR INC COM	197,912.	284,570.
235851102 DANAHER CORP DEL COM	423,569.	1,006,200.
244199105 DEERE & CO COM	429,289.	432,100.
291011104 EMERSON ELEC CO COM	336,940.	529,600.
302130109 EXPEDITORS INTL WASH	408,060.	435,050.
369604103 GENERAL ELEC CO COM	73,062.	753,541.
88579Y101 3M CO COM	340,003.	530,174.
12686C109 CABLEVISION SYS CORP	242,370.	274,896.
5756029#6 BAYER MOTOREN WERK E	469,433.	624,981.
580135101 MCDONALDS CORP COM	390,617.	396,945.
886547108 TIFFANY & CO NEW COM	475,087.	487,390.
B0CCH46#4 HEINEKEN HLDG NV COM	508,529.	819,419.
25243Q205 DIAGEO PLC SPONSORED	316,378.	466,320.
423012301 HEINEKEN N V SPONSOR	400,028.	671,400.
453142101 IMPERIAL TOBACCO GRO	362,323.	385,730.
50076Q106 KRAFT FOODS GROUP IN	118,139.	181,880.
5962280#4 LINDT & SPRUENGLI AG	285,062.	390,670.
609207105 MONDELEZ INTL INC CO	218,536.	305,438.
641069406 NESTLE S A SPONSORED	289,938.	520,896.
713448108 PEPSICO INC COM	447,475.	479,010.
718172109 PHILIP MORRIS INTL I	158,614.	334,560.
742718109 PROCTER & GAMBLE CO	40,337.	543,120.
871829107 SYSCO CORP COM	271,402.	316,600.
904784709 UNILEVER N V NEW NEW	291,101.	344,700.
002824100 ABBOTT LABS COM	317,734.	458,500.

UD SAMUEL FREEMAN CHARITABLE TST

13-6803465

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
071813109 BAXTER INTL INC COM	286,454.	487,285.
075887109 BECTON DICKINSON & C	202,316.	218,932.
478160104 JOHNSON & JOHNSON CO	290,106.	350,500.
66987V109 NOVARTIS A G SPONSOR	860,061.	978,555.
941848103 WATERS CORP COM	397,745.	435,600.
084670108 BERKSHIRE HATHAWAY I	1,209,160.	1,340,600.
527288104 LEUCADIA NATL CORP C	476,427.	428,220.
540424108 LOEWS CORP COM	155,732.	293,400.
570535104 MARKEL CORP COM	183,620.	216,710.
053015103 AUTOMATIC DATA PROCE	143,243.	1,138,600.
219350105 CORNING INC COM	384,765.	353,360.
38259P508 GOOGLE INC CL A COM	449,844.	565,904.
459200101 INTERNATIONAL BUSINE	187,041.	1,340,850.
57636Q104 MASTERCARD INC CL A	202,188.	491,280.
92345Y106 VERISK ANALYTICS INC	139,901.	254,850.
693390700 PIMCO TOTAL RETURN F	916,209.	972,445.
72200Q182 PIMCO ALL ASSET ALL	500,000.	502,481.
808090757 SCHRODER EMERGING MK	600,000.	658,912.
722005220 PIMCO FOREIGN BOND F	992,297.	1,010,666.
1261291M7 INTERM GOVT/CREDIT B	2,354,601.	2,466,878.
TOTALS	19,576,194.	30,469,112.

UD SAMUEL FREEMAN CHARITABLE TST

13-6803465

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
025816AW9 AMERICAN EXPRESS CO	490,560.	571,630.
035229DD2 ANHEUSER BUSCH COS I	515,150.	599,400.
073902KF4 BEAR STEARNS COS INC	489,355.	554,095.
084664AD3 BERKSHIRE HATHAWAY F	505,420.	515,790.
20030NAU5 COMCAST CORP NEW NT	502,820.	613,380.
20825CAR5 CONOCOPHILLIPS GTD N	490,525.	614,960.
459200GJ4 INTERNATIONAL BUSINE	587,435.	603,830.
78387GAP8 SBC COMMUNICATIONS I	497,085.	537,100.
88732JAK4 TIME WARNER CABLE IN	294,099.	308,235.
931142BY8 WAL-MART STORES INC	491,970.	547,595.
36200H5U4 GOVERNMENT NATL MTG	81,467.	90,399.
36224WAL7 GOVERNMENT NATL MTG	24,358.	28,493.
822582AH5 SHELL INTL FIN B V C	510,780.	534,060.
TOTALS	5,481,024.	6,118,967.

UD SAMUEL FREEMAN CHARITABLE TST

13-6803465

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
8EJP59995 SKYBRIDGE MULTI-ADVI	C	1,000,000.	1,029,980.
80105N113 SANOFI CONTINGENT VA	C	85,525.	59,500.
TOTALS		1,085,525.	1,089,480.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
EST REIMBURSEMENT-PRINCIPAL	810.
REIMBURSED GRANT	15,000.

TOTAL	15,810.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	10,810.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- 10,810.00 =====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	35,201.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 35,201.00 =====

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

OFFICER NAME:

BANK OF AMERICA N.A.

ADDRESS:

ONE BRYANT PARK
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 246,834.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

OFFICER NAME:

MS ELIZABETH E MURRAY

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 12,413.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

OFFICER NAME:

PAMELA MURRAY

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 12,413.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

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

OFFICER NAME:

MR HILTON C SMITH JR

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 12,413.

OFFICER NAME:

JOHN PALMS

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 12,413.

OFFICER NAME:

CATHERINE MURRAY SMITH

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 12,413.

OFFICER NAME:

CHRISTOPHER J ELLIMAN

ADDRESS:

C/O BANK OF AMERICA, ONE BRYANT PARK
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 10,866.

TOTAL COMPENSATION:

319,765.

=====

UD SAMUEL FREEMAN CHARITABLE TST
FORM 990PF, PART XV - LINES 2a - 2d
=====

13-6803465

RECIPIENT NAME:
BANK OF AMERICA, N.A.
ADDRESS:
ONE BRYANT PARK
NEW YORK, NY 10036
FORM, INFORMATION AND MATERIALS:
LETTER, BUDGET AND IRS DETERMINATION LETTER
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

STATEMENT 18

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

UD SAMUEL FREEMAN CHARITABLE TST
13-6803465

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
SOUTH CAROLINA COASTAL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	60,000.00
NEW YORK RESTORATION PROJECT	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	50,000.00
BEDFORD AUDUBON SOCIETY, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
STORM KING ART CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	50,000.00
AGAPE-INNERCITY CHRISTIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
THE DWELLING PLACE OF NY, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	40,000.00
PALMETTO PROJECT, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
CHICAGO ELECTRICAL TRAUMA	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	80,000.00
SHINING HOPE FOR COMMUNITIES,	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	45,000.00
REGENTS OF THE UNIVERSITY OF	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	5,000.00
ACTIONAID USA	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	30,000.00
WOMEN FOR WOMEN INTERNATIONAL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	25,000.00
PUPPIES BEHIND BARS, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	50,000.00
ALZHEIMER'S DRUG DISCOVERY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	45,000.00
COLLEGE OF CHARLESTON FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	222,500.00
FRIENDS OF JOHN JAY HOMESTEAD	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
HEALTH ADVOCATES FOR OLDER	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	20,000.00
MARYMOUNT MANHATTAN COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	100,000.00
TURNINGPOINT WOMEN'S HEALTHCARE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	35,000.00
WALKILL VALLEY LAND TRUST, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	50,000.00
SUMMER ON THE HILL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
LEGAL AID SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	20,000.00
DAWSON COUNTY HUMANE SOCIETY,	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
GAILLARD PERFORMANCE HALL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	25,000.00
JUNIOR TENNIS CHAMPIONS CENTER,	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	25,000.00
PALMETTO PROJECT, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	30,000.00
MEDICAL UNIVERSITY OF SOUTH	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	40,000.00
AGAPE-INNERCITY CHRISTIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
EAST HARLEM EMPLOYMENT SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	40,000.00
COLD SPRING HARBOR LABORATORY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	90,000.00
WHITE PINE HISTORICAL RAILROAD	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	49,000.00
WILDERNESS SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	24,600.00
THE ALLIANCE FOR CLIMATE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	25,000.00
ASPEN COMMUNITY FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00

UD SAMUEL FREEMAN CHARITABLE TST
13-6803465

Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient	Amount
CHARLESTON STAGE COMPANY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
B & O RAILROAD MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	50,000.00
CHARLESTON ANIMAL SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
GAILLARD PERFORMANCE HALL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	25,000.00
EPISCOPAL CHARITIES OF THE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
SOUTH CAROLINA COASTAL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	4,600.00
EARTH ECHO INTERNATIONAL	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	25,000.00
OUR LADY OF MERCY COMMUNITY	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
MIDDLE EAST CHILDREN'S INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	25,000.00
SHAKESPEARE THEATRE	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
OUR LADY OF PERPETUAL HELP	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	30,000.00
COMMUNITY FOR EDUCATION	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	14,600.00
MY SISTERS PLACE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	58,200.00
HUGUENOT SOCIETY OF SOUTH	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
SOUTH CAROLINA AQUARIUM	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
LEAGUE OF CONSERVATION VOTERS	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	23,000.00
GIBBES MUSEUM OF ART	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	10,000.00
SHINING HOPE FOR COMMUNITIES	NONE	UNRESTRICTED GENERAL SUPPORT	PUBLIC CHARITY	15,000.00
				1,741,500.00