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**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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation
THE FREMONT GROUP FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 193809

Room/suite

City or town, state, and ZIP code
SAN FRANCISCO, CA 94119-3809

A Employer identification number
33-3255428

B Telephone number
(415) 284-8598

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

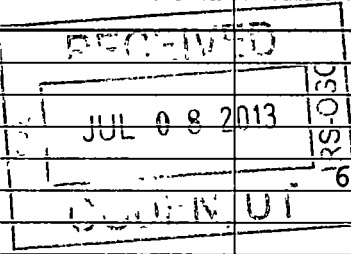
I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 9,064,683. (Part I, column (d) must be on cash basis)

J Accounting method:
 Cash
 Accrual
 Other (specify) **MODIFIED CASH**

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	135,375.	135,375.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	215,322.			
b	Gross sales price for all assets on line 6a	606,094.			
7	Capital gain net income (from Part IV, line 2)		215,322.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	350,697.	350,697.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 2	68,000.	0.		68,000.
c	Other professional fees STMT 3	6,847.	6,847.		0.
17	Interest				
18	Taxes STMT 4	7,762.	903.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 5	1,080.	0.		1,080.
24	Total operating and administrative expenses Add lines 13 through 23	83,689.	7,750.		69,080.
25	Contributions, gifts, grants paid	339,466.			339,466.
26	Total expenses and disbursements. Add lines 24 and 25	423,155.	7,750.		408,546.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<72,458.>			
b	Net investment income (if negative, enter -0-)		342,947.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED Revenue 10 2013

Operating and Administrative Expenses



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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	122,589.	208,693.	208,593.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	7,210,062.	7,058,359.	8,856,090.
	14 Land, buildings, and equipment; basis ▶ Less accumulated depreciation ▶			
15 Other assets (describe ▶ _____)	5,180.	0.	0.	
16 Total assets (to be completed by all filers)	7,337,831.	7,267,052.	9,064,683.	
Liabilities	17 Accounts payable and accrued expenses		1,679.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ _____)			
23 Total liabilities (add lines 17 through 22)	0.	1,679.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	7,337,831.	7,265,373.	
30 Total net assets or fund balances	7,337,831.	7,265,373.		
31 Total liabilities and net assets/fund balances	7,337,831.	7,267,052.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,337,831.
2 Enter amount from Part I, line 27a	2	<72,458.>
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	7,265,373.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,265,373.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 606,094.		390,772.	215,322.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			215,322.

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	215,322.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	451,078.	8,508,607.	.053014
2010	433,989.	7,841,130.	.055348
2009	457,776.	6,806,640.	.067254
2008	486,185.	8,582,706.	.056647
2007	565,672.	10,293,629.	.054954

2 Total of line 1, column (d)	2	.287217
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	.057443
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,663,845.
5 Multiply line 4 by line 3	5	497,677.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,429.
7 Add lines 5 and 6	7	501,106.
8 Enter qualifying distributions from Part XII, line 4	8	408,546.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		}	1	6,859.
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				
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	6,859.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			5	6,859.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,180.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	9,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	14,180.
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	7,321.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 7,321. Refunded <input type="checkbox"/>			11	0.

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 definition)? 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		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"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b 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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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 Yes 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 No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 Yes No
 Website address N/A

14 The books are in care of V.P./TREAS/DIRECTOR Telephone no. 415 284-8598
 Located at 199 FREMONT STREET, 22ND FLOOR, SAN FRANCISCO, CA ZIP+4 94105

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

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
 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 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? *Free Rent* Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? *IRC Sec 4941(d)(2)(E)* 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)? *Reg. 53.4941(d) - (3)(c)(2) Ex-1* 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 instructions)? 1b Yes 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 Yes 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

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.) N/A 2b Yes 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.

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.) N/A 3b Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes 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 Yes 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)? 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 N/A

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

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

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	8,622,454.
b	Average of monthly cash balances	1b	173,328.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,795,782.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,795,782.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	131,937.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,663,845.
6	Minimum investment return. Enter 5% of line 5	6	433,192.

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	433,192.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,859.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,859.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	426,333.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	426,333.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	426,333.

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	408,546.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	408,546.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	408,546.

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				426,333.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	68,127.			
b From 2008	69,654.			
c From 2009	120,036.			
d From 2010	44,387.			
e From 2011	30,134.			
f Total of lines 3a through e	332,338.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	408,546.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				408,546.
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))	17,787.			17,787.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	314,551.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	50,340.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	264,211.			
10 Analysis of line 9:				
a Excess from 2008	69,654.			
b Excess from 2009	120,036.			
c Excess from 2010	44,387.			
d Excess from 2011	30,134.			
e Excess from 2012				

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>SEE ATTACHED STATEMENT B</p>	<p>N/A</p>	<p>ALL PUBLIC CHARITIES</p>	<p>SEE ATTACHED STATEMENT B</p>	<p>339,466.</p>
<p>Total</p>			<p>▶ 3a</p>	<p>339,466.</p>
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>			<p>▶ 3b</p>	<p>0.</p>

THE FREMONT GROUP FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 1,600.510 SHS ARTISAN INTERNATIONAL FD INTL FD	P	VARIOUS	11/21/12
b 227.15 SHS BARON AST GROWTH FD	P	11/29/11	05/15/12
c 1,623.67 SHS BARON AST GROWTH FD	P	VARIOUS	05/15/12
d 647.11 SHS BARON AST GROWTH FD	P	03/22/02	11/21/12
e 1,147.14 SHS DODGE & COX INTL STK FD	P	03/27/08	11/21/12
f 1,344.57 SHS LONGLEAF PARTNERS SM CAP FD	P	03/28/08	11/21/12
g 2,471.35 SHS PIMCO FUNDS TOTAL RETURN FUND INSTL	P	VARIOUS	05/15/12
h 6,409.65 SHS PIMCO FUNDS TOTAL RETURN FUND INSTL	P	VARIOUS	05/15/12
i 15.09 SHS PRICE T ROWE GROWTH STK FD INC COM STK	P	12/14/11	05/15/12
j 2,768.10 SHS PRICE T ROWE GROWTH STK FD INC COM S	P	VARIOUS	05/15/12
k CAPITAL GAINS DIVIDENDS			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 37,500.		46,401.	<8,901.>
b 12,273.		11,164.	1,109.
c 87,727.		70,627.	17,100.
d 37,500.		20,378.	17,122.
e 37,500.		47,193.	<9,693.>
f 37,500.		31,866.	5,634.
g 27,827.		27,114.	713.
h 72,172.		68,760.	3,412.
i 542.		465.	77.
j 99,458.		66,804.	32,654.
k 156,095.			156,095.
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<8,901.>
b			1,109.
c			17,100.
d			17,122.
e			<9,693.>
f			5,634.
g			713.
h			3,412.
i			77.
j			32,654.
k			156,095.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	215,322.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST - CUSTODIAN	290,250.	156,095.	134,155.
NORTHERN TRUST MONEY MARKET FUND	1,220.	0.	1,220.
TOTAL TO FM 990-PF, PART I, LN 4	291,470.	156,095.	135,375.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING & TAX SERVICES FEES	68,000.	0.		68,000.	
AUDIT FEES	0.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	68,000.	0.		68,000.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISOR FEES	1,000.	1,000.		0.	
CUSTODIAN FEES	5,847.	5,847.		0.	
TO FORM 990-PF, PG 1, LN 16C	6,847.	6,847.		0.	

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	6,859.	0.		0.	
FOREIGN TAXES	903.	903.		0.	
TO FORM 990-PF, PG 1, LN 18	7,762.	903.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEMBERSHIP FEES	1,000.	0.		1,000.	
RECORDING & FILING FEES	80.	0.		80.	
TO FORM 990-PF, PG 1, LN 23	1,080.	0.		1,080.	

	FOOTNOTES	STATEMENT	6
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COMPENSATION EXPLANATION

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

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A	COST	7,058,359.	8,856,090.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,058,359.	8,856,090.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	8
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB EXPENSE ACCOUNT
BRENDA A. LEVINE P.O. BOX 193809 SAN FRANCISCO, CA 941193809	PRES/DIRECTOR 0.00	0.	0. 0.
ALAN M. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0. 0.
RICHARD S. KOPF P.O. BOX 193809 SAN FRANCISCO, CA 941193809	V-P/SCTY/DIRECTOR 0.00	0.	0. 0.
DEBORAH L. DUNCAN P.O. BOX 193809 SAN FRANCISCO, CA 941193809	V-P/TREASURER/DIRECTOR 0.00	0.	0. 0.
SHU C. HUANG P.O. BOX 193809 SAN FRANCISCO, CA 941193809	DIRECTOR 0.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FREMONT GROUP FOUNDATION
Detail of Investment Securities
2012

33-3255428
STATEMENT A

<u>Investment Securities</u>	Number of Shares	Book Value Start of Year	Book Value End of Year	12/31/2012 Market Value
Artisan International Fund	22,697 82	605,351	565,116	558,139
Baron Growth Fund	12,463 90	443,111	405,223	668,813
Dodge & Cox Income Fund	19,200 68	226,754	235,846	266,121
Dodge & Cox International Fund	12,679.40	568,824	521,631	439,214
Dodge & Cox Stock Fund	16,314 83	1,624,095	1,655,975	1,988,778
Longleaf Partners Small Cap Fund	18,589 69	472,442	440,576	536,870
PIMCO Total Return	92,919 98	1,003,917	975,631	1,044,421
T Rowe Price Growth Stock Fund	63,795 70	1,584,927	1,522,115	2,410,202
T Rowe Price Mid Cap Fund	16,708 55	680,641	736,247	943,532
Total Mutual Funds Securities		<u>7,210,062</u>	<u>7,058,359</u>	<u>8,856,090</u>

THE FREMONT GROUP FOUNDATION
Summary of Charitable Contributions
Form 990-PF
2012 Calendar/ Tax YEAR

STATEMENT B
33-3255428

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

Line 3(a) - Contributions paid during 2012

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

LINE 3(a) -- Grants and Contributions Paid During the Year 2012

<u>Date</u>	<u>Activity Type/Donee Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
<u>Community/Social Service Support</u>			
02/27/12	Alameda County Community Food Bank, PO Box 2599, Oakland, CA 94614	General	100
07/30/12	Alameda County Community Food Bank, PO Box 2599, Oakland, CA 94614	Unrestricted	100
12/21/12	AmenCares, 88 Hamilton Ave, Stamford, CT 06902	Hurricane Sandy Relief	100
12/21/12	AmenCares, 88 Hamilton Ave, Stamford, CT 06902	Hurricane Sandy Relief	500
08/24/12	Avon Products Foundation, Inc , Donation Office, 1 Avon Plaza, Rye, NY 10580	Avon Walk for Breast Cancer (Tran Tran #263030)	1,320
08/31/12	Avon Products Foundation, Inc , Donation Office, 1 Avon Plaza, Rye, NY 10580	Unrestricted	250
07/27/12	Boys & Girls Clubs of San Francisco, 55 Hawthorne Street, Suite 600, San Francisco, CA 94105	Minonty Academic Achievement Programs	15,000
11/27/12	Boy Scouts of America, San Francisco Bay Area Council, 1001 Davis Street, San Leandro, CA 94577	Unrestricted	1,250
01/26/12	Canine Companions for Independence, PO Box 446, Santa Rosa, CA 95402	General	200
01/26/12	Canine Companions for Independence, PO Box 446, Santa Rosa, CA 95402	Unrestricted	136
04/27/12	CASA of Contra Costa County, 2020 N Broadway, Ste 204, Walnut Creek, CA 94596	Unrestricted	500
07/26/12	East Oakland Youth Development Center (EOYDC), 8200 International Boulevard, Oakland, CA 94621	Site Expansion	10,000
07/26/12	East Oakland Youth Development Center (EOYDC), 8200 International Boulevard, Oakland, CA 94621	Operations	5,000
01/26/12	Food for the Poor, 6401 Lyons Road, P O Box 979004, Coconut Creek, FL 33097	General	200
01/26/12	Food Pantry, The, 500 De Haro Street, SF, CA 94107	General	1,500
01/05/12	Handful Players, 1700 California Street, Suite 335, San Francisco, CA 94109	2012 Afterschool & Summer Children's Theater Workshops & Community Performances	5,000
12/28/12	Idaho Community Foundation, 210 West State Street, Boise, ID 83702	Purdy Pond Silver Creek Resoltration Special Project	10,000
06/21/12	Jewish Family & Children's Services, 2150 Post Street, SF, CA 94115	Unrestricted	1,500
11/27/12	Mercy Corps, 45 SW Ankeny Street, Portland, OR 97204	General Fund	100
11/27/12	New Door Ventures, 3075 21st Street, San Francisco, CA 94110	Unrestricted	500
02/27/12	Raising A Reader, SF & Alameda County, 470 3rd St, Suite 120, SF, CA 94107	San Francisco Chapter	100
11/15/12	Raising A Reader, SF & Alameda County, 470 3rd St, Suite 120, SF, CA 94107	General Operations	1,000
01/26/12	SF Court Appointed Special Advocate (SFCASA), 100 Bush Street, Suite 650, SF, CA 94104	General	150
11/15/12	SF Court Appointed Special Advocate (SFCASA), 100 Bush Street, Suite 650, SF, CA 94104	General	15,000
01/26/12	SF Food Bank, 900 Pennsylvania Ave , San Francisco, CA 94107	General	200
06/07/12	SF Food Bank, 900 Pennsylvania Ave , San Francisco, CA 94107	Food from the Bar Fundraiser/ General	44,605
11/15/12	South of Market Childcare Center, 790 Folsom St , San Francisco, CA	Tuition Scholarship Program	15,000
12/21/12	Teen Esteem, P O Box 966, Danville, CA 94526	General	100
07/27/12	Trnps for Kids, 138 Sunnyside, Mill Valley, CA 94941	25th Anniversary Event	500
07/27/12	Trnps for Kids, 138 Sunnyside, Mill Valley, CA 94941	Mountain Bike Rides, eam-a-bike/job training & environmental education programs in the Bay Area	10,000
02/27/12	United Negro College Fund, 220 Montgomery St , Suite 1120 Floor, San Francisco, CA 94104	Unrestricted	2,500
03/29/12	United Negro College Fund, 220 Montgomery St , Suite 1120 Floor, San Francisco, CA 94104	Unrestricted	1,000
07/27/12	United Negro College Fund, 220 Montgomery St , Suite 1120 Floor, San Francisco, CA 94104	Program Support	15,000
11/27/12	United Negro College Fund, 220 Montgomery St , Suite 1120 Floor, San Francisco, CA 94104	Unrestricted	1,250
10/19/12	U S Fund for UNICEF, 125 Maiden Lane, New York, NY 10038	In Memory Of (IMO)-Teresta Dumagung(Signd Malicdem) - Emergency Relief in the Philippines	300
12/21/12	Year Up, Inc, 93 Summer St, Boston, MA 02110	General Fund	850
Total Community/Social Service Support			160,811
<u>Conservation/Environment</u>			
08/29/12	Animal Haven, 251 Centre St , New York, NY 10013	Dixon's Recovery Fund	100
08/29/12	Animal Haven, 251 Centre St , New York, NY 10013	Unrestricted	100
12/21/12	Best Friends Animal Society, 5001 Angel Canyon Road, Kanab, UT 84741-5000	Unrestricted	500
08/31/12	Bideawee, Inc, 410 E 28th Street, New York, NY 10016	Unrestricted	100
09/27/12	FOCAS (Frends of Bergen County Animal Shelter, PO Box 439, Hasbrouck Heights, NJ 07604	On-Going Needs	100
07/27/12	The Nature Conservancy-Idaho Chapter, 116 First Avenue, North, Hailey, ID 83333	Operations at the Conservancy's Silver Creek Preserve in Picabo, Idaho	5,000
06/21/12	Peninsula Open Space Turst, 222 High St, Palo Alto, CA 94301	General	500
07/30/12	SPCA - East Bay, 8323 Baldwin St, Oakland, CA 94621	General	100
04/27/12	SPCA - San Francisco, 2500 16th Street, San Francisco, CA 94103	Unrestricted	2,000

07/26/12	SPCA - San Francisco, 2500 16th Street, San Francisco, CA 94103	Unrestricted	500
10/19/12	Special Haven, 213 G Street, Antioch, CA 94509	Unrestricted	1,000
11/21/12	Tony La Russa's Animal Rescue Foundation, 2890 Mitchell Drive, Walnut Creek, CA 94598	Unrestricted	100
06/21/12	ULI Foundation, 1025 Thomas Jefferson St NW, Suite 500 West, Washington, DC 20007	General	500
06/21/12	ULI Foundation, 1025 Thomas Jefferson St NW, Suite 500 West, Washington, DC 20007	2012 Annual Fund	100
11/15/12	Wood River Land Trust, 119 E Bullion Street, Hailey, ID 83333	Protect & Restore the Lands & Rivers in the Wood River Valley	5,000
01/26/12	World Wildlife Fund, 1250 24th Street, N W , PO Box 97180, Washington, DC 20037-1175	General	100
Total Conservation/Environment			15,800

Civic/Cultural/Historical

09/27/12	Fort Worth Opera Association, Inc. , 1300 Gendy St , Fort Worth, TX 76107	General	1,250
12/21/12	KQED, 2601 Marposa St , San Francisco, CA 94110	Unrestricted	350
Total Civic/Cultural/Historical			1,600

Education-General

08/29/12	Bishop O'Dowd High School, 9500 Stearns Avenue, Oakland, CA 94605	Unrestricted	1,250
05/30/12	Black Pine Circle School, 2027 7th Street, Berkeley, CA 94710	Annual Fund	375
01/25/12	Carleton College, One North College Street, Northfield, MN 55057-4070	Unrestricted	5,000
01/25/12	Colorado College, 14 E Cache La Poudre, Colorado Spngs, CO 80903	Unrestricted	250
12/28/12	Colorado College, 14 E Cache La Poudre, Colorado Springs, CO 80903	General Fund	150
02/07/12	Council on Foundations, 2121 Crystal Drive, Suite 700, Arlington, VA 22202-3706	General	400
12/10/12	Council on Foundations, 2121 Crystal Drive, Suite 700, Arlington, VA 22202-3706	General	400
02/29/12	Day School Foundation, The, (St Matthews Episcopal Day School) 204 East Second Ave San Mateo, CA 94401	General	5,000
06/21/12	Day School Foundation, The, (St Matthews Episcopal Day School) 204 East Second Ave San Mateo, CA 94401	8th Grade Hamlin Project	1,400
10/19/12	Foothill Parent Faculty Association, 2775 Cedro Lane, Walnut Creek, CA 94598	Unrestricted	500
11/27/12	Foster City Elementary School PTA (PTA CA Congress of Parents Teachers & Students In) 461 Beach Park Blvd, Foster City, CA 94404	Unrestricted	100
11/15/12	Ghiberti Foundation (Grace Cathedral), The, 1100 California Street, San Francisco, CA 94108	Community Preschool Student Scholarships	10,000
11/15/12	Girls Incorporated of Alameda County, 13666 East 14th Street, San Leandro, CA 94578	Eureka! Teen Achievement Program	20,000
03/29/12	Hamlin School, The, 2120 Broadway, San Francisco, CA 94115	Annual Fund	1,775
12/28/12	Hamlin School, The, 2120 Broadway, San Francisco, CA 94115	Annual Fund	1,775
07/27/12	Head-Royce School, 4315 Lincoln Avenue, Oakland, CA	Heads-Up Summer & Saturday Program	20,000
07/27/12	Head-Royce School, 4315 Lincoln Avenue, Oakland, CA	12- '13 Heads-Up After School Tutoring Program	10,000
12/21/12	Hillsborough Schools Foundation, 300 El Cerrito Avenue, Hillsborough, CA 94010	General Fund	5,000
12/21/12	Junipero Serra High School, 451 West 20th Avenue, San Mateo, CA 94403	General	1,000
04/25/12	Mann Montesson School, 5200 Paradise Drive, Corte Madera, CA 94925	Tuition Relief Assistance through "Fund the Children" initiative	5,000
07/27/12	Mann Montesson School, 5200 Paradise Drive, Corte Madera, CA 94925	General	500
12/28/12	Mann Montesson School, 5200 Paradise Drive, Corte Madera, CA 94925	General Fund	500
09/27/12	Menlo Atherton Athletic Boosters, PO Box 1288, Menlo Park, CA 94026	Menlo Atherton Football	250
04/27/12	Menlo Atherton Foundation for the Future, PO Box 1228, Menlo Park, CA 94026	General	500
05/30/12	Monte Vista High School Academic Booster NPO, 3131 Stone Valley Road, Danville, CA 94526	General	250
04/27/12	Monte Vista High School Athletic Boosters, 3131 Stone Valley Road, Danville, CA 94526	Softball Program	225
11/27/12	NORTHGATE PARENT-FACULTY CLUB, 425 Castle Rock Road, Walnut Creek, CA 94598	Unrestricted	500
12/21/12	Smith College, The Trustees of the, 33 Elm Street, Northampton, MA 01063-0024	Smith Fund	10,000
05/30/12	St Francis High School, 200 Foothill Blvd, La Cananda, CA 91011	General Fund	500
09/28/12	St Ignatius High School, 2001 37th Avenue, San Francisco, CA 94116	Maureen Bruschera Scholarship Fund	500
11/27/12	St Olaf College, 1520 St Olaf Avenue, Northfield, MN 55057	Unrestricted	2,500
09/28/12	Terra Nova Home School Club, 1450 Terra Nova Blvd , Pacifica, CA 94044	Terra Nova Band	500
03/29/12	UC Berkeley Foundation, 2080 Addison St #4200, Berkeley, CA 94720-4200	Cal Parents Fund	400
04/25/12	The Regents of the University of California, Berkeley, Cal Performances, 101 Zellerbach Hall #4800 Univ of CA, Berkeley CA 94720-4800	Aley Camp	10,000
08/29/12	UCSF Foundation, 555 Mission Bay Blvd South, RM 352W, SF, CA 94158-9001	Cardiology	3,000
11/18/12	UCSF Foundation, 505 Parnassus Avenue, M-1182, San Francisco, CA 94143	Athena Breast Health Network	10,257
03/29/12	University of Pennsylvania, 433 Franklin Building, 3451 Walnut Street, Philadelphia, PA 19104-6285	Penn Fund	250
03/29/12	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St , Philadelphia, PA 19104-6285	Jerome Fisher Program in Management & Technology	250
03/29/12	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St , Philadelphia, PA 19104-6285	School of Engineering & Applied Science (SEAS) Annual Giving Fund	250
03/29/12	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St , Philadelphia, PA 19104-6285	Wharton School Annual Giving Fund	250
09/27/12	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St , Philadelphia, PA 19104-6285	General	1,250
12/28/12	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St , Philadelphia, PA 19104-6285	General Fund	300
	University of San Diego Foundation, 9500 Gilman Drive, La Jolla, CA 92093	Peter Linneman Real Estate Fund	
12/21/12	University of San Francisco, PO Box 742254, Los Angeles, CA 90074-2254	Emmet B Keefe, Jr Scholarship Fund	100
03/01/12	University of Utah, 540 Arapeen Drive Ste 250, Salt Lake City, UT 84108	Unrestricted (Football Restricted Gift Account)	1,500
02/29/12	University of Utah, 540 Arapeen Drive Ste 250, Salt Lake City, UT 84108	David Eccles School of Business A P Heiner Scholarship Fund	2,500
02/29/12	Urban School of SF, The, 1563 Page Street, San Francisco, CA 94117	2012 Endowment Fund	500
01/25/12	Wesleyan University, 318 High Street, Middletown, CT 06459	Scholarships	10,000
	Westchester Day School, 856 Onenta Avenue, Mamaroneck, NY 10543	General Fund	
Total Education-General			146,907

Medical - Care & Research

08/30/12	AIDS Foundation (SF), 1035 market Street, Ste 400, SF, CA 94103	Unrestricted	100
11/14/12	Alzheimer's Association, Greater KY/Southern Indiana, 6100 Dutchmans Lane, Suite 401, Louisville, KY 40205	In Memory Of (IMO) - Stanley P Brill (Greg Brill)	300
01/26/12	American Cancer Society, CA Division, 1710 Webster St, Oakland, CA 94617	General	200
03/05/12	American Cancer Society, CA Division, 1710 Webster St, Oakland, CA 94617	Daffodil Days	5,185
05/29/30	American Cancer Society, Great West Division Inc, 4550 E Bell Road, Ste 126, Phoenix, AZ 85032	Unrestricted	100
08/31/12	American Cancer Society, 20 Mercer Street, Hackensack, NJ 07601	Max Newland#3826 NYC Tnathlon	875
02/27/12	American Diabetes Association, Matching Gifts Dept, 1701 N Beauregard St, Alexandria, VA 22311	General	100
05/30/12	Brain Aneurysm Foundation, The, 269 Hanover Street, Building 3, Hanover, MA 02339	Research	100
08/29/12	Brain Aneurysm Foundation, The, 269 Hanover Street, Building 3, Hanover, MA 02339	Research	100
01/26/12	Doctors without Borders, 333 7th Ave, Floor 2, New York, NY 10001	General	200
12/28/12	Doctors without Borders, 333 7th Ave, Floor 2, New York, NY 10001	Unrestricted	200
07/26/12	Glaucoma Research Foundation, 251 Post Street, Ste 600, San Francisco, CA 94108	Glaucoma Research	500
02/27/12	High Fives Non-Profit Foundation, PO Box 3121, Truckee, CA 96160	Winter Empowerment Fund (benefiting Jake Hickman's Recovery)	500
07/30/12	Leukemia and Lymphoma Society, Silicon Valley & Monterey Bay Area, 675 N First Street, Suite 1100, San Jose, CA 95112-5156	Unrestricted	1,863
11/20/12	Michael J Fox Foundation for Parkinson's Research, The, Grand Central Station, PO Box 4777, NY, NY 10163-4777	In Memory Of (IMO) - Hilda Gonzalez (Yvette Bermudez)	300
	Muscular Dystrophy Association, M/S DE Chapter, 8501 Lasalle Rd, Ste 211, Towson, MD 21286-5923	Unrestricted	
12/28/12	Muscular Dystrophy Association, 50 Federal St, Floor 6, Boston, MA 02110	Unrestricted	2,600
05/30/12	National Multiple Sclerosis Society-No CA Chapter, 1700 Owens St, Suite 190, SF, CA 94158	Unrestricted	100
04/27/12	Operation Smile, 6435 Tidewater Drive, Norfolk, VA 23509	Unrestricted	100
05/30/12	Saint Martha Manor, 470 Manor Avenue, Downingtown, PA 19335	IMO - Margaret Carlin (Larry Carlin's Mom)	300
02/27/12	Smile Train, The, 41 Madison Ave, 28th Floor, New York, NY 10010	General	125
01/26/12	Southampton Fresh Air Home, P O Box 244, Southampton, NY 11969-0244	General	250
01/26/12	Southampton Hospital Foundation, 240 Meeting House Lane, Southampton, NY 11968	General	250
Total Medical - Care & Research			14,348

GRAND TOTAL - CONTRIBUTIONS PAID DURING 2012

\$339,466

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. THE FREMONT GROUP FOUNDATION	Employer identification number (EIN) or 33-3255428
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 193809	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94119-3809	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

V.P./TREAS/DIRECTOR

- The books are in the care of ▶ **199 FREMONT STREET, 22ND FLOOR - SAN FRANCISCO, CA 94105**
 Telephone No ▶ **415 284-8598** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2012** or
 ▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 14,180.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 5,180.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$ 9,000. *

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

* PAID VIA EFTPS ON 5/9/13