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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation FREMONT FOUNDATION		A Employer identification number 36-3611956													
		B Telephone number (see instructions) (847) 948-1244													
Number and street (or P O box number if mail is not delivered to street address) 610 BRIERHILL ROAD		Room/suite													
City or town, state, and ZIP code DEERFIELD, IL 60015															
G Check all that apply <table border="1" style="display: inline-table; vertical-align: middle;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table border="1" style="display: inline-table; vertical-align: middle;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Name change		
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H Check type of organization <table border="1" style="display: inline-table; vertical-align: middle;"> <tr><td><input checked="" type="checkbox"/></td><td>Section 501(c)(3) exempt private foundation</td></tr> <tr><td><input type="checkbox"/></td><td>Section 4947(a)(1) nonexempt charitable trust</td></tr> <tr><td><input type="checkbox"/></td><td>Other taxable private foundation</td></tr> </table>		<input checked="" type="checkbox"/>	Section 501(c)(3) exempt private foundation	<input type="checkbox"/>	Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/>	Other taxable private foundation								
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I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 2,807,947.		J Accounting method <table border="1" style="display: inline-table; vertical-align: middle;"> <tr><td><input checked="" type="checkbox"/></td><td>Cash</td></tr> <tr><td><input type="checkbox"/></td><td>Accrual</td></tr> <tr><td><input type="checkbox"/></td><td>Other (specify) _____</td></tr> </table> (Part I, column (d) must be on cash basis)		<input checked="" type="checkbox"/>	Cash	<input type="checkbox"/>	Accrual	<input type="checkbox"/>	Other (specify) _____						
<input checked="" type="checkbox"/>	Cash														
<input type="checkbox"/>	Accrual														
<input type="checkbox"/>	Other (specify) _____														
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												
1 Contributions, gifts, grants, etc., received (attach schedule)		4,980.													
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B															
3 Interest on savings and temporary cash investments															
4 Dividends and interest from securities		76,257.	76,257.												
5 a Gross rents															
5 b Net rental income or (loss)		82,439.													
6 a Net gain or (loss) from sale of assets not on line 10															
6 b Gross sales price for all assets on line 6a		312,402.													
7 Capital gain net income (from Part IV, line 2)															
8 Net short-term capital gain															
9 Income modifications															
10 a Gross sales less returns and allowances															
10 b Less Cost of goods sold															
11 Other income (attach schedule)															
12 Total. Add lines 1 through 11		163,676.	158,696.												
13 Compensation of officers, directors, trustees, etc		0													
14 Other employee salaries and wages															
15 Pension plans, employee benefits															
16 a Legal fees (attach schedule)															
16 b Accounting fees (attach schedule) ATCH. 2		4,980.	3,980.												
16 c Other professional fees (attach schedule)			1,000.												
17 Interest															
18 Taxes (attach schedule) (see instructions) ATCH. 3		6,525.	25.												
19 Depreciation (attach schedule) and depletion															
20 Occupancy															
21 Travel, conferences, and meetings															
22 Printing and publications															
23 Other expenses (attach schedule)															
24 Total operating and administrative expenses															
Add lines 13 through 23		11,505.	4,005.												
25 Contributions, gifts, grants paid		352,519.													
26 Total expenses and disbursements Add lines 24 and 25		364,024.	4,005.												
27 Subtract line 26 from line 12		-200,348.													
a Excess of revenue over expenses and disbursements															
b Net investment income (if negative, enter -0-)		154,691.													
c Adjusted net income (if negative, enter -0-)															

Operating and Administrative Expenses

Assets	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		131,504.	282,026.
	3 Accounts receivable ►			
	Less. allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule).			
	b Investments - corporate stock (attach schedule) ATCH 4			47.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 5		2,970,446.	2,619,576.
	14 Land, buildings, and equipment basis ►			2,525,874.
	Less accumulated depreciation ► (attach schedule)			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,101,950.	2,901,602.	2,807,947.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,101,950.	2,901,602.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3,101,950.	2,901,602.	
	31 Total liabilities and net assets/fund balances (see instructions)	3,101,950.	2,901,602.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,101,950.
2 Enter amount from Part I, line 27a	2	-200,348.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,901,602.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,901,602.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) 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					
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	82,439.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	423,332.	3,223,581.	0.131324
2010	285,696.	3,405,714.	0.083887
2009	306,835.	3,395,947.	0.090353
2008	280,989.	4,477,602.	0.062754
2007	259,564.	5,445,491.	0.047666
2 Total of line 1, column (d)			2 0.415984
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 0.083197
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,908,047.
5 Multiply line 4 by line 3			5 241,941.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,547.
7 Add lines 5 and 6			7 243,488.
8 Enter qualifying distributions from Part XII, line 4			8 353,519.

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	1, 547.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	2		
3	Add lines 1 and 2 . . .	3	1, 547.	
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	1, 547.	
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	4, 282.	
b	Exempt foreign organizations - tax withheld at source . . .	6b		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7	4, 282.	
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	2, 735.	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 2, 735. Refunded ► 11	11		

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	1b		X
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>				
c	Did the foundation file Form 1120-POL for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . <i>If "Yes," attach the statement required by General Instruction T</i>	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	6		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>	7		X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <i>II,</i>			
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> . . .	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . .	9		X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	10		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 ► BARBARA FREMONT Located at ► 610 BRIERHILL ROAD DEERFIELD, IL	Telephone no ► 847-948-1244 ZIP+4 ► 60015-4406	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	N/A
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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?				5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>						
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No				
If "Yes," attach the statement required by Regulations section 53.4945-5(d)						
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			7b	N/A
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?					

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 6		0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1. NONE

2.

3.

4.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1. NONE

2.

All other program-related investments. See instructions

3. NONE

Total. Add lines 1 through 3 ►

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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	2,735,481.
b Average of monthly cash balances	1b	216,851.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,952,332.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	2,952,332.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	44,285.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,908,047.
6 Minimum investment return. Enter 5% of line 5	6	145,402.

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	145,402.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,547.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,547.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	143,855.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	143,855.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	143,855.

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	353,519.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	353,519.
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	1,547.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	351,972.

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				143,855.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	60,467.			
c From 2009	138,689.			
d From 2010	118,468.			
e From 2011	270,633.			
f Total of lines 3a through e		588,257.		
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 353,519.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				143,855.
e Remaining amount distributed out of corpus	209,664.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		797,921.		
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		797,921.		
10 Analysis of line 9				
a Excess from 2008	60,467.			
b Excess from 2009	138,689.			
c Excess from 2010	118,468.			
d Excess from 2011	270,633.			
e Excess from 2012	209,664.			

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

	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)(ii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ROBERT S. FREMONT AND BARBARA FREMONT

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

N/A

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

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

a The name, address, and telephone number 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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 7				
Total			► 3a	352,519.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	76,257.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	82,439.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				158,696.	
13 Total. Add line 12, columns (b), (d), and (e)			13		158,696.
(See worksheet in line 13 instructions to verify calculations)					

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

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

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets	1a(1)	X
b	Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations	1b(1) 1b(2) 1b(3) 1b(4) 1b(5) 1b(6)	X X X X X X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

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

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

Sign
Here

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

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

Paid Preparer Use Only	Print/Type preparer's name MARIANNE E. PHALIN	Preparer's signature <i>Marianne E. Phalin</i>	Date 5-1-13	Check <input type="checkbox"/> if self-employed	PTIN P00066939
	Firm's name ► MILLER, COOPER & CO., LTD.	Firm's EIN ► 36-2897372			
	Firm's address ► 1751 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL	60015	Phone no 847-205-5000		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
312,402.		FRANKLIN INCOME A PROPERTY TYPE: SECURITIES 229,963.				P	12/26/2008 82,439.	07/17/2012
TOTAL GAIN(LOSS)							<u>82,439.</u>	

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

ATTACHMENT 1

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
SMITH BARNEY 01226 DIVIDENDS HARTFORD LIFE & ANNUITY INSURANCE CO	67,164. 9,093.	67,164. 9,093.
TOTAL	<u>76.257.</u>	<u>76.257.</u>

FORM 990PF, PART I - ACCOUNTING FEES

ATTACHMENT 2

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	4,980.	3,980.		1,000.
TOTALS	<u><u>4,980.</u></u>	<u><u>3,980.</u></u>		<u><u>1,000.</u></u>

FORM 990PF, PART I - TAXES

ATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ILLINOIS FILING FEE	15.	15.
ILLINOIS CHARITY BUREAU FUND	10.	10.
FEDERAL TAXES	6,500.	
 TOTALS	 <u>6,525.</u>	 <u>25.</u>

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

MS #919215 CORPORATE STOCK

TOTALS

ENDING
BOOK VALUE

47.

ENDING
FMV

47.

ATTACHMENT 4

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MS #919215 MUTUAL FUNDS	1,000,000.	932,607.
MS #919215 ANNUITIES	1,619,576.	1,593,267.
TOTALS	<u>2,619,576.</u>	<u>2,525,874.</u>

ATTACHMENT 5

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

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

ATTACHMENT 6

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS _____
SEE ATTACHED STATEMENT OF CONTRIBUTIONS

NONE
EXEMPT ORGANIZATIONS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT
352,519

TOTAL CONTRIBUTIONS PAID

352,519

Morgan Stanley

Page 4 of 5

Ref: 00000138 00000899

2012 Year End Summary

THE FREMONT FOUNDATION

Account Number 599-01226-15 310

2 0 1 2 Y E A R E N D S U M M A R Y

Listed below are checks written on your FMA.

Checking account number XXXXX1045

Capital expenditures

Sequence number	Check number	Date written	Date processed	Description	Amount	Sequence number	Check number	Date written	Date processed	Description	Amount
00003523	03523	12/21/12	01/03/12	ANTI DEFAMATION LEAGUE	\$ 1,800.00	00003527	03527	01/03/12	01/13/12	JEWISH NATIONAL FUND	\$ 54.00
00003528	03528	01/03/12	01/12/12	BETTY FORD CENTER	100.00	00003529	03529	01/03/12	01/13/12	JEWISH NATIONAL FUND	90.00
00003530	03530	01/08/12	01/18/12	JEWISH FEDERATION OF DESE	400.00	00003531	03531	01/08/12	01/18/12	JEWISH FEDERATION OF THE	750.00

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Page 5 of 5

2012 Year End Summary

Ref: 00000138 00000900

THE FREMONT FOUNDATION
Account Number 599-01226-15 310

Summary of Expenses 2012 - continued

Checking account number XXXXX1045

Capital expenditures

Sequence number	Check number	Date written	Date processed	Description	Amount	Sequence number	Check number	Date written	Date processed	Description	Amount
00003532	03532	01/09/12	01/18/12	RAVINIA ANNUAL FUND	\$ 6,000.00	00003533	03533	01/09/12	01/26/12	PARKINSONS DISEASE	\$ 500.00
00003534	03534	01/09/12	01/17/12	AMERICAN HEART ASSN	15.00	00003535	03535	01/09/12	01/13/12	JEWISH FEDERATION	250.00
00003536	03536	01/09/12	01/19/12	JEWISH NATIONAL FUND	54.00	00003537	03537	01/23/12	01/27/12	PALM SPRINGS ART MUSEUM	1,000.00
00003538	03538	01/23/12	02/14/12	GONZALEZ FAMILY	200.00	00003540	03540	01/23/12	02/15/12	DESERT COMM FDN	400.00
00003541	03541	02/26/12	02/28/12	BIKUR CHOLIM	1,000.00	00003542	03542	01/29/12	02/02/12	JEWISH FEDERATION	5,000.00
00003543	03543	01/29/12	02/22/12	ISRAEL GUIDE DOG CTR	200.00	00003544	03544	02/01/12	02/08/12	DESERT AIDS PROJECT	1,000.00
00003545	03545	02/16/12	02/22/12	JEWISH FEDERATION	45,000.00	00003546	03546	02/20/12	03/08/12	EVERYCHILD FOUNDATION	5,000.00
00003548	03548	03/19/12	03/22/12	PALM SPRINGS FRIENDS OF P	10,000.00	00003549	03549	03/19/12	03/27/12	CHICAGO BOTANIC GARDEN	1,500.00
00003550	03550	03/19/12	03/30/12	LYNN SAGE CANCER RESEARCH	50.00	00003551	03551	03/19/12	03/26/12	PALM SPRINGS FRIENDS OF P	50.00
00003552	03552	03/25/12	04/03/12	MEMORIAL SLOAN KETTERING	75.00	00003553	03553	03/25/12	03/30/12	PALM SPRINGS FRIENDS OF P	50.00
00003554	03554	03/25/12	04/16/12	PHILIP AND CAROL TRAUB PA	100.00	00003555	03555	04/02/12	04/12/12	PALM SPRINGS ART MUSEUM	25.00
00003556	03556	04/10/12	04/18/12	MCCALLUM THEATRE	6,964.00	Total					\$ 87,627.00

As you requested, copies of this document have also been sent to:
MILLER COOPER

S U M M A R Y

Morgan Stanley

CLIENT STATEMENT

2012 Annual Review

Active Assets Account
225-919215-310

THE FREMONT FOUNDATION
610 BRIERHILL ROAD

DEBIT CARD/CHECK ACTIVITY CHECKS WRITTEN

CHECKS WITH NO CODE

Date Written	Date Paid	Check Number	Activity Type	Payer	Expense Category	Credits/(Debits)
4/30	5/17	3557	Check	SOUTHERN CALIF COUNSELING CTR		\$15,000.00
5/3	5/11	3558	Check	JEWISH NATIONAL FUND		(180.00)
5/18	6/4	3559	Check	THE ART INST OF CHICAGO		(70.00)
5/25	6/4	3560	Check	DESERT AIDS PROJECT		(500.00)
						(500.00)
6/16	6/22	3563	Check	JEWISH UNITED FUND BCC PAY		(500.00)
6/18	6/25	3564	Check	IL HOLOCAUST MUSEUM		(500.00)
6/18	6/22	3565	Check	COD		(1,000.00)
6/18	6/26	3566	Check	US HOLOCAUST MEM MUS		(5,000.00)
6/18	6/21	3567	Check	THE AUXILIARY		(100.00)
7/2	7/17	3568	Check	AMERICAN FRIENDS OF ISRAEL PHI		(30,000.00)
7/10	8/14	3569	Check	BRIARWOOD SCHOLARSHIP DAY		(1,000.00)
7/19	8/22	3570	Check	MARCH OF DIMES		(25.00)
7/19	7/30	3571	Check	AUXILIARY AT EVANSTON & GLENBRO		(375.00)
7/19	7/27	3572	Check	JEWISH NATIONAL FUND		(54.00)
7/30	8/15	3574	Check	CITY OF HOPE GLESBY FUND FOR M		(100.00)
7/30	8/8	3575	Check	JNF		(500.00)
						(54.00)
9/6	9/14	3577	Check	JEWISH NATIONAL FUND		(54.00)
9/10	9/25	3578	Check	BIKUR CHOLIM		(5,000.00)
9/10	9/14	3579	Check	JEWISH UNITED FUND		(150,000.00)
9/24	10/11	3580	Check	CA LITERARY & PROLOQUE SOC		(350.00)
9/24	10/4	3581	Check	MCCALLUM THEATRE		(10,000.00)
9/27	10/15	3582	Check	JEWISH NATIONAL FUND		(90.00)
9/27	10/22	3583	Check	FREE WHEELCHAIR MISSION		(150.00)
9/27	11/9	3584	Check	ISRAEL GUIDE DOG CENTER FOR TH		(1,000.00)

CONTINUED

Morgan Stanley

CLIENT STATEMENT

2012 Annual Review

Active Assets Account THE FREMONT FOUNDATION
225-919215-310 610 BRIERHILL ROAD

DEBIT CARD/CHECK ACTIVITY

CHECKS WRITTEN (CONTINUED)

CHECKS WITH NO CODE (CONTINUED)

Date Written	Date Paid	Check Number	Activity Type	Payer	Expense Category	Credits/(Debits)
9/27	10/4	3585	Check	JCC CHICAGO		(100.00)
9/7	10/9	3586	Check	LYNN SAGE CANCER RESEARCH		(500.00)
9/27	10/5	3587	Check	FRIENDS OF THE IDF		(1,800.00)
10/16	10/23	3588	Check	CONTEMPORARY ART COUNCIL		(2,500.00)
10/16	10/23	3589	Check	PALM SPRINGS ART MUSEUM		(10,000.00)
10/22	11/7	3590	Check	MEMORIAL SLOAN KETTERING CANCER		(1,000.00)
10/22	10/29	3591	Check	JEWISH FEDERATION OF PALM SPR		(20,000.00)
11/1	11/9	3592	Check	JEWISH UNITED FUND		(90.00)
11/12	11/23	3593	Check	JEWISH FAMILY SERVICE		(2,500.00)
11/12	11/21	3594	Check	MAGEN DAVID ADOM		(3,600.00)
11/12	11/23	3595	Check	ALZHEIMERS ASSN JUDY FUND		(5,000.00)
11/27	12/7	3596	Check	JEWISH NATIONAL FUND		(54.00)
11/27	12/31	3597	Check	SCHNITZER NOVACK BREAST CANCER		(100.00)
11/27	12/7	3598	Check	US HOLOCAUST MUSEUM		(1,000.00)
12/20	12/20	3599	Check	GROSSMONT HOSP FDN		(100.00)
12/11	12/26	3601	Check	US HOLOCAUST MEMORIAL MUSEUM		(5,000.00)
TOTAL CHECKS WITH NO CODE						(264,892.00)

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust

FREMONT FOUNDATION

Employer identification number

36-3611956

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4 ()	
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ► 5		

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	82,439.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11 ()	
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ► 12		82,439.

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

Schedule D (Form 1041) 2012

Part III . Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		
14	Net long-term gain or (loss):			
a	Total for year	14a		82,439.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ►	15		82,439.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
<input type="checkbox"/>	Yes. Skip lines 25 and 26, go to line 27 and check the "No" box	25		
<input type="checkbox"/>	No. Enter the amount from line 23	26		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same?	27		
<input type="checkbox"/>	Yes. Skip lines 27 thru 30, go to line 31	27		
<input type="checkbox"/>	No. Enter the smaller of line 17 or line 22	28		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

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

FREMONT FOUNDATION

Employer identification number

36-3611956

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

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 82,439.

Schedule D-1 (Form 1041) 2012