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

2012

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

APR 1, 2012

, and ending

MAR 31, 2013

Name of foundation

THE DON & LORRAINE FREEBERG FOUNDATION

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

Room/suite

801 N. BRAND BLVD.

1010

City or town, state, and ZIP code

GLENDALE, CA 91203-1299

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

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

I Fair market value of all assets at end of year **92,470,665.** (from Part II, col (c), line 16) **J Accounting method:** Cash Accrual
 Other (specify) _____

A Employer identification number

95-4307817

B Telephone number

(818)247-3681

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 ► **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	91,080,000.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	121,996.	121,996.		STATEMENT 1
4	Dividends and interest from securities	39,103.	39,103.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
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	91,241,099.	161,099.		
13	Compensation of officers, directors, trustees, etc	22,000.	0.		22,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	156.	0.		156.
24	Total operating and administrative expenses. Add lines 13 through 23	22,156.	0.		22,156.
25	Contributions, gifts, grants paid	1,638,000.			1,638,000.
26	Total expenses and disbursements. Add lines 24 and 25	1,660,156.	0.		1,660,156.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	89,580,943.			
b	Net investment income (if negative, enter -0-)		161,099.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED NOV 25 2013

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012) D

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			<1. >	<1. >
2	Savings and temporary cash investments		889,450.	90,441,742.	90,441,742.
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	STMT 4	672,882.	701,534.	2,028,924.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other				
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers)		1,562,332.	91,143,275.	92,470,665.
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				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)		0.	0.	
	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		220,076.	220,076.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		1,342,256.	90,923,199.	
30	Total net assets or fund balances		1,562,332.	91,143,275.	
31	Total liabilities and net assets/fund balances		1,562,332.	91,143,275.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,562,332.
2	Enter amount from Part I, line 27a	2	89,580,943.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	91,143,275.
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	91,143,275.

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	NONE				
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		
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		

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	137,729.	2,460,635.	.055973
2010	172,941.	2,391,762.	.072307
2009	69,060.	2,215,584.	.031170
2008	60,945.	2,153,677.	.028298
2007	69,692.	2,681,468.	.025990

2 Total of line 1, column (d)

2 .213738

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 .042748

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 32,274,423.

5 Multiply line 4 by line 3

5 1,379,667.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,611.

7 Add lines 5 and 6

7 1,381,278.

8 Enter qualifying distributions from Part XII, line 4

8 1,660,156.

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 ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 2,299.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 5,000.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 7,299.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 5,688.

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

5,688. Refunded ►

11 0.

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 X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

*If "Yes," attach a detailed description of the activities.*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 X

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?

5 X

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

- 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 X

If "Yes," complete Part II, col. (c), and Part XV.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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*

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)? *If "Yes," complete Part XIV*

9 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

10 X

Part VII-A Statements Regarding Activities (continued)

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	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>	
14	The books are in care of ► <u>JAMES R. GEARY</u> Located at ► <u>801 N. BRAND BLVD., SUITE 1010, GLENDALE, CA</u>	Telephone no. ► <u>818-247-3681</u> ZIP+4 ► <u>91203-1299</u>		
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	<input type="checkbox"/>	<u>N/A</u>
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	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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 checked="" type="checkbox"/>	<input type="checkbox"/>
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
(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"/>	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
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(l)(3) or 4942(l)(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"/>	<input checked="" type="checkbox"/>
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	<input type="checkbox"/>
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 checked="" type="checkbox"/>	<input type="checkbox"/>
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	<input checked="" type="checkbox"/>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No
 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)?N/A
►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Yes No

N/A

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 5		22,000.	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

Form 990-PF (2012)

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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		► 0.

Form 990-PF (2012)

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	6,921,523.
b Average of monthly cash balances	1b	25,844,389.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	32,765,912.
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	32,765,912.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	491,489.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,274,423.
6 Minimum investment return. Enter 5% of line 5	6	1,613,721.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	1,613,721.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,611.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,611.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,612,110.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,612,110.
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	1,612,110.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,660,156.
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	1,660,156.
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	1,611.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,658,545.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,612,110.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	923.			
e From 2011	15,259.			
f Total of lines 3a through e	16,182.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,660,156.			0.	
a Applied to 2011, but not more than line 2a				
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				1,612,110.
e Remaining amount distributed out of corpus	48,046.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	64,228.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	64,228.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	923.			
d Excess from 2011	15,259.			
e Excess from 2012	48,046.			

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
a Paid during the year				
AMERICAN CIVIL RIGHTS UNION 3213 DUKE STREET, #625 ALEXANDRIA, VA 22314	N/A	PUBLIC	CHARITABLE ACTIVITIES	
BOY SCOUTS OF AMERICA VERDUGO HILLS COUNCIL 1325 GRANDVIEW AVENUE GLENDALE, CA 91201	N/A	PUBLIC	CHARITABLE ACTIVITIES	185,000.
BOYS SCOUTS OF AMERICA-DESERT PACIFIC P.O. BOX 33366 SAN DIEGO, CA 92103	N/A	PUBLIC	CHARITABLE ACTIVITIES	
BRAILLE INSTITUTE 741 NORTH VERMONT AVENUE LOS ANGELES, CA 90029	N/A	PUBLIC	CHARITABLE ACTIVITIES	30,000.
CHEVALIERS DU TASTEVIN FOUNDATION 2001 KIRBY DRIVE, SUITE 1001 HOUSTON, TX 77019	N/A	PUBLIC	CHARITABLE ACTIVITIES	
Total	SEE CONTINUATION SHEET(S)			► 3a 1,638,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

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
	(a) Business code	(b) 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	121,996.
5 Net rental income or (loss) from real estate:			14	39,103.
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	
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)		0.	161,099.	0.
13 Total Add line 12, columns (b), (d), and (e)			13	161,099.

(See worksheet in line 13 instructions to verify calculations.)

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

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

OMB No. 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2012**Name of the organization****Employer identification number****THE DON & LORRAINE FREEBERG FOUNDATION****95-4307817****Organization type (check one).****Filers of:** **Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not treated as a private foundation** 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

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

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

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

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

LHA. For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE DON & LORRAINE FREEBERG FOUNDATION

Employer identification number

95-4307817

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DONALD A. FREEBERG 1976 TRUSTS DTD 1/14/76 801 N. BRAND BLVD., SUITE 1010 GLENDALE, CA 91203-1299	\$ 91,080,000.	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input checked="" type="checkbox"/> Noncash
0		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash

Name of organization

Employer identification number

THE DON & LORRAINE FREEBERG FOUNDATION

95-4307817

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,390.50 SHARES OF STOCK OF SIERRA LAND GROUP, INC. BEQUEATHED BY DON FREEBERG UPON HIS DEATH.	\$ 91,080,000.	12/26/12

Name of organization THE DON & LORRAINE FREEBERG FOUNDATION			Employer identification number 95-4307817
Part III <i>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.</i> Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year. (Enter this information once) ► \$ _____ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE DON & LORRAINE FREEBERG FOUNDATION

95-4307817

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CHILDREN'S HOSPITAL 4650 SUNSET BLVD. LOS ANGELES, CA 90027	N/A	PUBLIC	CHARITABLE ACTIVITIES	135,000.
CLAREMONT INSTITUTE 937 W. FOOTHILL BLVD., SUITE E CLAREMONT, CA 91711	N/A	PUBLIC	CHARITABLE ACTIVITIES	
CLAREMONT MCKENNA COLLEGE 500 EAST NINTH STREET CLAREMONT, CA 917116400	N/A	PUBLIC	CHARITABLE ACTIVITIES	10,000.
COALITION TO SALUTE AMERICA'S HEROES P.O. BOX 96440 WASHINGTON, DC 200906440	N/A	PUBLIC	CHARITABLE ACTIVITIES	
DELTA WATERFOWL FOUNDATION P.O. BOX 3128 BISMARCK, ND 58502	N/A	PUBLIC	CHARITABLE ACTIVITIES	
DESERT CABALLEROS WESTERN MUSEUM 21 NORTH FRONTIER STREET WICKENBURG, AZ 85390	N/A	PUBLIC	CHARITABLE ACTIVITIES	
GIVE KIDS THE WORLD 210 SOUTH BASS ROAD KISSIMMEE, FL 34746	N/A	PUBLIC	CHARITABLE ACTIVITIES	390,000.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, CA 900271498	N/A	PUBLIC	CHARITABLE ACTIVITIES	15,000.
LAW ENFORCEMENT LEGAL DEFENSE FUND 45005 AVIATION DRIVE, P.O. BOX 16129 WASHINGTON, DC 200416129	N/A	PUBLIC	CHARITABLE ACTIVITIES	
LOS ANGELES HABITAT FOR HUMANITY 17700 S. FIGUEROA STREET GARDENA, CA 90248	N/A	PUBLIC	CHARITABLE ACTIVITIES	
Total from continuation sheets				1,423,000.

THE DON & LORRAINE FREEBERG FOUNDATION

95-4307817

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MARINE MILITARY ACADEMY 320 IWO JIMA BLVD. <u>HARLINGEN, TX 78550</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
PACIFIC LEGAL FOUNDATION 3900 LENNANE DRIVE, SUITE 200 <u>SACRAMENTO, CA 95834</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	5,000.
PACIFIC RESEARCH INSTITUTE ONE EMBARCADERO CENTER, SUITE 350 <u>SAN FRANCISCO, CA 94111</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	30,000.
PI BETA PHI FOUNDATION 1154 TOWN & COUNTRY COMMONS DRIVE <u>TOWN COUNTRY, MO 63017</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
SAINT FRANCIS EPISCOPAL CHURCH P.O. BOX 1220 <u>PAUMA VALLEY, CA 92061</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	2,500.
SAINT JOHN'S HEALTH CENTER FOUNDATION 1328 22ND STREET <u>SANTA MONICA, CA 904042091</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
SALK INSTITUTE FOR BIOLOGICAL STUDIES P.O. BOX 85800 <u>SAN DIEGO, CA 921865800</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	2,500.
SALUTE AMERICA'S HEROES P.O. BOX 96002 <u>WASHINGTON, DC 200906002</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
SAN GABRIEL VALLEY HABITAT FOR HUMANITY 121 HABITAT STREET <u>AMERICUS, GA 31709-3498</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	263,000.
SCRIPPS HEALTH FOUNDATION P.O. BOX 2669 <u>LA JOLLA, CA 92038</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
Total from continuation sheets				

THE DON & LORRAINE FREEBERG FOUNDATION

95-4307817

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SHRINERS HOSPITALS FOR CHILDREN 3160 GENEVA STREET <u>LOS ANGELES, CA 900201199</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
SIGMA CHI FOUNDATION 1714 HINMAN AVE. <u>EVANSTON, IL 60201</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	105,000.
THE ASSOCIATION OF NAVAL AVIATION 2550 HUNTINGTON AVENUE, SUITE 202 <u>ALEXANDRIA, VA 22303</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
THE CONSERVATIVE CAUCUS FOUNDATION 450 MAPLE AVENUE <u>VIENNA, VA 22180</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
THE LIBERTY COMMITTEE P.O. BOX 98121 <u>WASHINGTON, DC 200906002</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
UCLA 10920 WILSHIRE BLVD., SUITE 1400 <u>LOS ANGELES, CA 900246516</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	50,000.
UNIVERSITY OF MINNESOTA FOUNDATION-CARLSON SCHOOL OF MANAGEMENT 321-19TH AVENUE SOUTH, SUITE 4-300 <u>MINNEAPOLIS, MN 55455</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	100,000.
UTAH WETLANDS FOUNDATION 136 S. MAIN ST. STE. 418, <u>SALT LAKE CITY, UT 84101</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
VETERANS AIRLIFT COMMAND 5775 WAYZATA BLVD., SUITE 700 <u>ST. LOUIS PARK, MN 55416</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	
YMCA OF METROPOLITAN LOS ANGELES 625 S. NEW HAMPSHIRE AVE. <u>LOS ANGELES, CA 90005</u>	N/A	PUBLIC	CHARITABLE ACTIVITIES	30,000.
Total from continuation sheets				

THE DON & LORRAINE FREEBERG FOUNDATION

95-4307817

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

223831
05-01-12

**The Don and Lorraine Freeberg Foundation
Statement to Form 990-PF, Page 5, Part VII-A . Q11
For the Tax Year Ended March 31, 2013**

The Don and Lorraine Freeberg Foundation ("Foundation"), founded by Don Freeberg and Lorraine Freeberg , owned 3,390.50 shares of the common stock of Sierra Land Group, Inc. (SLG). SLG's FEIN is 95-2555837 and is located at 801 N. Brand Blvd., Glendale, CA 91203. The shares were bequeathed to the Foundation by Don Freeberg as Trustee of The Donald A. Freeberg 1976 Trusts DTD 1/14/76 ("Trusts) upon the death of Don Freeberg in September 2011.

The Trusts owned a total of 6,781.00 shares which accounted for 93-percent of the outstanding stocks in SLG prior to the death of Don Freeberg . The 3,390.50 of shares bequeathed to the Foundation represented ½ of the Trusts' ownership in SLG and were transferred to the Foundation in December 2012.

Subsequently SLG redeemed all the 3,390.50 shares of SLG shares owned by the Foundation for \$91,080,000 on December 26, 2012. SLG retired such shares on the same day. The redemption met the requirements of Treasury Regulation Sec. 53-4941(d)-3(d), such that it was not an act of self-dealing.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME - SIERRA LAND GROUP, INC.	121,282.
INTEREST INCOME - SMITH BARNEY	714.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	121,996.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND - SMITH BARNEY	39,103.	0.	39,103.
TOTAL TO FM 990-PF, PART I, LN 4	39,103.	0.	39,103.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAX BOARD FILING FEE	10.	0.		10.
ATTORNEY GENERAL REGISTRY	25.	0.		25.
SECRETARY OF STATE	20.	0.		20.
DUES & SUBSCRIPTIONS	72.	0.		72.
SUPPLIES	29.	0.		29.
TO FORM 990-PF, PG 1, LN 23	156.	0.		156.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TESORO PETROLEUM CORP.	187,083.	1,147,580.
BHP BILLITON LTD.	514,451.	881,344.
TOTAL TO FORM 990-PF, PART II, LINE 10B	701,534.	2,028,924.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 5

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
SHIRLEY HOUGH 801 N. BRAND BLVD., #1010 GLENDALE, CA 91203-1299	SECRETARY 0.00	4,000.	0. 0.
DANIEL FREEBERG 801 N. BRAND BLVD., #1010 GLENDALE, CA 91203-1299	PRESIDENT & CEO 0.00	4,000.	0. 0.
LORRAINE FREEBERG 801 N. BRAND BLVD., #1010 GLENDALE, CA 91203-1299	DIRECTOR 0.00	6,000.	0. 0.
DIRK HEIM 801 N. BRAND BLVD., #1010 GLENDALE, CA 91203-1299	DIRECTOR 0.00	4,000.	0. 0.
JAMES GEARY 801 N. BRAND BLVD., #1010 GLENDALE, CA 91203-1299	CFO 0.00	4,000.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		22,000.	0. 0.