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**Return of Organization Exempt From Income Tax**

**2012**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

**A For the 2012 calendar year, or tax year beginning** 11/01, 2012, **and ending** 10/31, 2013

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> EMMA FREEMAN TRUST #2114		<b>D Employer identification number</b> 74-6149528
	<b>Doing Business As</b>		<b>E Telephone number</b> (210) 220-4438
	<b>Number and street (or P O box if mail is not delivered to street address)</b>	<b>Room/suite</b>	
	<b>FROST BANK, TRUSTEE P.O. DRAWER 2950</b>		
<b>City, town or post office, state, and ZIP code</b> SAN ANTONIO, TX 78299-2950		<b>G Gross receipts \$</b> 852,424.	
<b>F Name and address of principal officer</b>		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No	
		If "No," attach a list (see instructions)	

<b>I Tax-exempt status</b>	<input checked="" type="checkbox"/> 501(c)(3)	<input type="checkbox"/> 501(c) ( ) ◀ (insert no)	<input type="checkbox"/> 4947(a)(1) or	<input type="checkbox"/> 527
<b>J Website</b>	▶ N/A			
<b>K Form of organization</b>	<input type="checkbox"/> Corporation	<input checked="" type="checkbox"/> Trust	<input type="checkbox"/> Association	<input type="checkbox"/> Other ▶
<b>L Year of formation</b>	1973	<b>M State of legal domicile</b>	TX	

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities THE PRIMARY PURPOSE OF THE EMMA FREEMAN TRUST IS TO ASSIST THE RELIGIOUS AND CHARITABLE BENEFICIARY ORGANIZATIONS.		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	1.
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	0
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>5</b>	0
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	0
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	0	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g)	0	0
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	273,143.	275,904.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c and 11b)	0	0
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	273,143.	275,904.
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	152,373.	130,338.
<b>Expenses</b>	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	22,678.	23,639.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,885.	4,995.
	<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	179,936.	158,972.
<b>19</b> Revenue less expenses Subtract line 18 from line 12	93,207.	116,932.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	<b>21</b> Total liabilities (Part X, line 26)	4,941,891.	5,058,823.
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	0	0

**Part II Signature Block**

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 officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	<b>Signature of officer</b> <i>John H. Ferguson</i>	<b>Date</b> 1-30-14
	<b>Type or print name and title</b> FROST BANK, TRUSTEE	

<b>Paid Preparer Use Only</b>	<b>Print/Type preparer's name</b> STEWART GOODSON	<b>Preparer's signature</b> <i>Stewart Goodson, CPA</i>	<b>Date</b> 1/21/2014	<b>Check <input type="checkbox"/> if self-employed</b>	<b>PTIN</b> P00084462
	<b>Firm's name</b> ▶ ERNST & YOUNG U.S. LLP			<b>Firm's EIN</b> ▶ 34-656596	
	<b>Firm's address</b> ▶ P.O. BOX 2938 SAN ANTONIO, TX 78299-2938			<b>Phone no</b> 210-228-9696	

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

**For Paperwork Reduction Act Notice, see the separate instructions.** Form **990** (2012)

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**Part III** Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III  Yes  No

1 Briefly describe the organization's mission  
ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code \_\_\_\_\_) (Expenses \$ 6,650 including grants of \$ 6,650 ) (Revenue \$ \_\_\_\_\_ )  
AMERICAN CANCER SOCIETY

4b (Code \_\_\_\_\_) (Expenses \$ 6,650 including grants of \$ 6,650 ) (Revenue \$ \_\_\_\_\_ )  
AMERICAN HEART ASSOCIATION

4c (Code \_\_\_\_\_) (Expenses \$ 6,650 including grants of \$ 6,650 ) (Revenue \$ \_\_\_\_\_ )  
THE SALVATION ARMY

4d Other program services (Describe in Schedule O ) ATTACHMENT 2  
(Expenses \$ 110,388 including grants of \$ 110,388 ) (Revenue \$ \_\_\_\_\_ )

4e Total program service expenses 130,338.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20b detailing various organizational requirements and their status.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, and Yes/No checkboxes. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, and controlled entities.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding Form 1096, W-2G, Form W-3, foreign accounts, tax shelter transactions, and charitable contributions.

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O See instructions

Check if Schedule O contains a response to any question in this Part VI.

**Section A. Governing Body and Management**

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . . . . If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
1b	Enter the number of voting members included in line 1a, above, who are independent . . . . .		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . .		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		X
6	Did the organization have members or stockholders? . . . . .		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	a The governing body? . . . . .	X	
8b	b Each committee with authority to act on behalf of the governing body? . . . . .	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates? . . . . .		X
10b	b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . .	X	
12a	12a Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	X	
12b	b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	X	
12c	c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .	X	
13	13 Did the organization have a written whistleblower policy? . . . . .	X	
14	14 Did the organization have a written document retention and destruction policy? . . . . .	X	
15	15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official . . . . .		X
15b	b Other officers or key employees of the organization . . . . . If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		X
16a	16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		X
16b	b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .		

**Section C. Disclosure**

- 17 List the states with which a copy of this Form 990 is required to be filed  NONE
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website  Another's website  Upon request  Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization  FROST BANK TRUST DEPT PO DRAWER 2950 SAN ANTONIO, TX 78299-2950 ATTN: JOHN FERGUSON 210-220-4438

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) FROST BANK TRUSTEE	40.00		X				23,639.	0	0	
(2) -----										
(3) -----										
(4) -----										
(5) -----										
(6) -----										
(7) -----										
(8) -----										
(9) -----										
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										



**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1a Federated campaigns . . . . .	1a			
	b Membership dues . . . . .	1b			
	c Fundraising events . . . . .	1c			
	d Related organizations . . . . .	1d			
	e Government grants (contributions) . . . . .	1e			
	f All other contributions, gifts, grants, and similar amounts not included above . . . . .	1f			
	g Noncash contributions included in lines 1a-1f \$ . . . . .				
	h <b>Total.</b> Add lines 1a-1f . . . . .		0		
<b>Program Service Revenue</b>	<b>Business Code</b>				
	2a				
	b				
	c				
	d				
	e				
	f All other program service revenue . . . . .				
g <b>Total.</b> Add lines 2a-2f . . . . .		0			
<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 3 . . . . .		144,536		144,536
	4 Income from investment of tax-exempt bond proceeds . . . . .		0		
	5 Royalties . . . . .		0		
	6a Gross rents . . . . .	(i) Real (ii) Personal			
	b Less rental expenses . . . . .				
	c Rental income or (loss) . . . . .				
	d Net rental income or (loss) . . . . .		0		
	7a Gross amount from sales of assets other than inventory . . . . .	(i) Securities (ii) Other	707,888		
	b Less cost or other basis and sales expenses . . . . .		576,520		
	c Gain or (loss) . . . . .		131,368		
	d Net gain or (loss) . . . . .		131,368		131,368
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a			
	b Less direct expenses . . . . .	b			
	c Net income or (loss) from fundraising events . . . . .		0		
	9a Gross income from gaming activities See Part IV, line 19 . . . . .	a			
	b Less direct expenses . . . . .	b			
	c Net income or (loss) from gaming activities . . . . .		0		
	10a Gross sales of inventory, less returns and allowances . . . . .	a			
	b Less cost of goods sold . . . . .	b			
	c Net income or (loss) from sales of inventory . . . . .		0		
<b>Miscellaneous Revenue</b>		<b>Business Code</b>			
11a					
b					
c					
d All other revenue . . . . .					
e <b>Total.</b> Add lines 11a-11d . . . . .		0			
12 <b>Total revenue.</b> See instructions . . . . .		275,904			275,904

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 . . . . .	130,338.	130,338.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16, . . . . .	0			
4 Benefits paid to or for members . . . . .	0			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	23,639.		23,639.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .	0			
7 Other salaries and wages . . . . .	0			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	0			
9 Other employee benefits . . . . .	0			
10 Payroll taxes . . . . .	0			
11 Fees for services (non-employees)				
a Management . . . . .	0			
b Legal . . . . .	0			
c Accounting . . . . .	4,150.		4,150.	
d Lobbying . . . . .	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees . . . . .	0			
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . . . .	0			
12 Advertising and promotion . . . . .	0			
13 Office expenses . . . . .	0			
14 Information technology . . . . .	0			
15 Royalties . . . . .	0			
16 Occupancy . . . . .	0			
17 Travel . . . . .	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	0			
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	0			
23 Insurance . . . . .	0			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a FOREIGN TAXES . . . . .	845.		845.	
b . . . . .				
c . . . . .				
d . . . . .				
e All other expenses . . . . .				
25 Total functional expenses Add lines 1 through 24e	158,972.	130,338.	28,634.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	0	1	0
	2	Savings and temporary cash investments	0	2	0
	3	Pledges and grants receivable, net	0	3	0
	4	Accounts receivable, net	0	4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7	Notes and loans receivable, net	0	7	0
	8	Inventories for sale or use	0	8	0
	9	Prepaid expenses and deferred charges	0	9	0
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D		10a	
	b	Less accumulated depreciation		10b	
			0	10c	0
	11	Investments - publicly traded securities <b>ATCH 4</b>	4,941,891.	11	5,058,823.
	12	Investments - other securities See Part IV, line 11	0	12	0
	13	Investments - program-related See Part IV, line 11	0	13	0
	14	Intangible assets	0	14	0
15	Other assets See Part IV, line 11	0	15	0	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	4,941,891.	16	5,058,823.	
Liabilities	17	Accounts payable and accrued expenses	0	17	0
	18	Grants payable	0	18	0
	19	Deferred revenue	0	19	0
	20	Tax-exempt bond liabilities	0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties	0	23	0
	24	Unsecured notes and loans payable to unrelated third parties	0	24	0
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26	<b>Total liabilities.</b> Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds	4,941,891.	30	5,058,823.
	31	Paid-in or capital surplus, or land, building, or equipment fund	0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds	0	32	0
33	<b>Total net assets or fund balances</b>	4,941,891.	33	5,058,823.	
34	<b>Total liabilities and net assets/fund balances.</b>	4,941,891.	34	5,058,823.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	275,904.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	158,972.
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	116,932.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	4,941,891.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	0
<b>6</b>	Donated services and use of facilities	<b>6</b>	0
<b>7</b>	Investment expenses	<b>7</b>	0
<b>8</b>	Prior period adjustments	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	0
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	5,058,823.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
<b>1</b> Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>b</b> Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>c</b> If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
<b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
<b>b</b> If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Public Charity Status and Public Support**

OMB No 1545-0047

**2012**

Open to Public Inspection

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions

Department of the Treasury  
Internal Revenue Service

Name of the organization: **EMMA FREEMAN TRUST #2114** Employer identification number: **74-6149528**

**Part I Reason for Public Charity Status** (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
- 10  An organization organized and operated exclusively to test for public safety See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
  - a  Type I    b  Type II    c  Type III-Functionally integrated    d  Type III-Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
  - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X
  - (ii) A family member of a person described in (i) above? 

	Yes	No
11g(ii)		X
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above? 

	Yes	No
11g(iii)		X
- h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									130,338.

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2012; 15 Public support percentage from 2011 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2012; b 33 1/3% support test - 2011; 17a 10%-facts-and-circumstances test - 2012; b 10%-facts-and-circumstances test - 2011; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business under section 513; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12).

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 2 columns: Line number, Percentage. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12. Also complete this part for any additional information. (See instructions)

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS							ATTACHMENT 1
(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV)		(V)		(VI) AMOUNT OF SUPPORT
			YES	NO	YES	NO	
AMERICAN HEART ASSOCIATION	13-5613797	07	X		X	X	6,650
THE ARC OF SAN ANTONIO	74-1200110	07	X		X	X	6,650
BAPTIST CHILD AND FAMILY SERVICES	74-2874382	09	X		X	X	6,650
CLIFFORD CRAIG-BLEDSE MEMORIAL FOUNDATION	74-6108505	11	X		X	X	6,650
TEMPLE BETH-EL	74-1246242	01	X		X	X	6,650
CONGREGATION RODFEI SHOLOM	74-1394415	01	X		X	X	6,650
CONGREGATION AGUDAS ACHIM	74-1356588	01	X		X	X	6,650
GOLDEN MANOR JEWISH HOME FOR THE AGED	74-6061449	09	X		X	X	6,650
JEWISH FEDERATION OF SAN ANTONIO	74-1109662	09	X		X	X	6,650
SAN ANTONIO LIGHTHOUSE FOR THE BLIND	74-1339051	07	X		X	X	6,650
THE SALVATION ARMY	75-0800678	07	X		X	X	6,650
CHRISTUS SANTA ROSA HEALTHCARE	74-1109665	03	X		X	X	6,650
AMERICAN CANCER SOCIETY	23-7040934	07	X		X	X	6,650
SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION	74-1224362	07	X		X	X	6,650
FREEMAN EDUCATIONAL FOUNDATION	74-6149527	11	X		X	X	37,238
TOTAL AMOUNT OF SUPPORT							<u>130,338</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990. See separate instructions.

Name of the organization

EMMA FREEMAN TRUST #2114

Employer identification number

74-6149528

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements. Includes checkboxes for purposes of conservation easements (preservation of land for public use, protection of natural habitat, preservation of open space, preservation of an historically important land area, preservation of a certified historic structure). Includes a table for 'Held at the End of the Tax Year' with rows 2a, 2b, 2c, 2d. Includes questions 3-9 regarding monitoring, expenses, and reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a, 1b, 2, 2a, 2b regarding reporting requirements and amounts for art and historical treasures.

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2012

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition
b Scholarly research
c Preservation for future generations
d Loan or exchange programs
e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

b If "Yes," explain the arrangement in Part XIII and complete the following table

Table with columns for Amount and rows for 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10

Table with columns (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back and rows for 1a-1g

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment %
b Permanent endowment 100.0000 %
c Temporarily restricted endowment %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
(ii) related organizations

Table with columns Yes, No and rows 3a(i), 3a(ii), 3b

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with columns (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value and rows for 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)).

Part VII Investments - Other Securities. See Form 990, Part X, line 12

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

Part VIII Investments - Program Related. See Form 990, Part X, line 13

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered (1) through (10).

Part IX Other Assets. See Form 990, Part X, line 15

Table with 2 columns: (a) Description, (b) Book value. Rows numbered (1) through (10).

Part X Other Liabilities. See Form 990, Part X, line 25

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes. Rows numbered 1 through 11.

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII.

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
<b>a</b>	Net unrealized gains on investments	<b>2a</b>		
<b>b</b>	Donated services and use of facilities	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII)	<b>2d</b>		
<b>e</b>	Add lines 2a through 2d		<b>2e</b>	
<b>3</b>	Subtract line 2e from line 1		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII)	<b>4b</b>		
<b>c</b>	Add lines 4a and 4b		<b>4c</b>	
<b>5</b>	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		<b>5</b>	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements		<b>1</b>	
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25			
<b>a</b>	Donated services and use of facilities	<b>2a</b>		
<b>b</b>	Prior year adjustments	<b>2b</b>		
<b>c</b>	Other losses	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII)	<b>2d</b>		
<b>e</b>	Add lines 2a through 2d		<b>2e</b>	
<b>3</b>	Subtract line 2e from line 1		<b>3</b>	
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII)	<b>4b</b>		
<b>c</b>	Add lines 4a and 4b		<b>4c</b>	
<b>5</b>	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		<b>5</b>	

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

PART V, LINE 4

AS SET FORTH IN THE TRUST INSTRUMENT AND FOLLOWED BY THE TRUSTEE, THIS

ORGANIZATION SUPPORTS THE BENEFICIARY ORGANIZATIONS.

**Part XIII** Supplemental Information (continued)

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**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service  
Name of the organization

EMMA FREEMAN TRUST #2114

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Employer identification number

74-6149528

**Part I General Information on Grants and Assistance**

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) AMERICAN CANCER SOCIETY P. O. BOX 720366 OKLAHOMA CITY, OK 73162	23-7040934	501(C)(3)	6,650				CHARITABLE
(2) AMERICAN HEART ASSOCIATION P. O. BOX 22035 ST. PETERSBURG, FL 33742	13-5613797	501(C)(3)	6,650				CHARITABLE
(3) THE SALVATION ARMY P. O. BOX 36607 DALLAS, TX 75235	75-0800678	501(C)(3)	6,650				CHARITABLE
(4) BAPTIST CHILD AND FAMILY SERVICES 1506 BEXAR CROSSING	74-2874382	501(C)(3)	6,650				CHARITABLE
(5) CLIFFORD CRAIG-BLEDSE MEMORIAL FOUNDATION 8706 MISSION ROAD SAN ANTONIO, TX 78214	74-6108505	501(C)(3)	6,650				CHARITABLE
(6) CONGREGATION AGUDAS ACHIM 16550 HUEBNER RD SAN ANTONIO, TX 78248	74-1356588	501(C)(3)	6,650				CHARITABLE
(7) TEMPLE BETH-EL 211 BELKNAP SAN ANTONIO, TX 78212	74-1246242	501(C)(3)	6,650				CHARITABLE
(8) CONGREGATION RODEFI SHOLOM 4154 SWAN'S LANDING SAN ANTONIO, TX 78217	74-1394415	501(C)(3)	6,650				CHARITABLE
(9) SAN ANTONIO LIGHTHOUSE FOR THE BLIND 2305 ROOSEVELT AVENUE SAN ANTONIO, TX 78210	74-1339051	501(C)(3)	6,650				CHARITABLE
(10) SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION 343 WEST HOUSTON ST., SUITE 505	74-1224362	501(C)(3)	6,650				CHARITABLE
(11) CHRISTUS SANTA ROSA HEALTHCARE 343 W HOUSTON ST., SUITE 505	74-1109665	501(C)(3)	6,650				CHARITABLE
(12) JEWISH FEDERATION OF SAN ANTONIO 12500 NW MILITARY HWY, SUITE 200	74-1109662	501(C)(3)	6,650				CHARITABLE

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

**3** Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

EMMA FREEMAN TRUST #2114

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Employer identification number

74-6149528

**Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	GOLDEN MANOR - JEWISH HOME FOR THE AGED 12500 NW MILITARY HWY STE 250	74-6061449	501(C)(3)	6,650				CHARITABLE
(2)	THE ARC OF SAN ANTONIO INC 13430 WEST AVE SAN ANTONIO, TX 78216-2005	74-1200110	501(C)(3)	6,650				CHARITABLE
(3)	FREEMAN EDUCATIONAL FOUNDATION FROST NATIONAL BANK	74-6149527	501(C)(3)	37,238				CHARITABLE
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... 15

3 Enter total number of other organizations listed in the line 1 table ..... 0

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

**Part IV** Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

PART I, LINE 2

PER THE GOVERNING INSTRUMENT, THE EMMA FREEMAN TRUST IS REQUIRED TO DISTRIBUTE PERIODICALLY, BUT AT LEAST ANNUALLY, ALL OF THE NET INCOME OF THE TRUST TO THE FOLLOWING RELIGIOUS AND CHARITABLE ORGANIZATIONS:

AMERICAN CANCER SOCIETY, AMERICAN HEART ASSOCIATION, THE SALVATION ARMY, BATIST CHILD AND FAMILY SERVICES, CLIFFORD CRAIG-BLEDSE MEMORIAL FOUNDATION, CONGREGATION AGUDAS ACHIM, TEMPLE BETH-EL, CONGREGATION RODFEI SHOLOM, SAN ANTONIO LIGHTHOUSE, SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION, CHRISTUS SANTA ROSA HEALTHCARE, JEWISH FEDERATION OF SAN ANTONIO, GOLDEN MANOR - JEWISH HOME FOR THE AGED, THE ARC OF SAN ANTONIO,

**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

**Part IV** Supplemental information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

AND FREEMAN EDUCATIONAL FOUNDATION.

**SCHEDULE O**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

EMMA FREEMAN TRUST #2114

Employer identification number

74-6149528

FORM 990, PART VI, SECTION B, LINE 11A

THE ADMINISTRATOR FOR THE TRUST REVIEWS AND SIGNS FORM 990 AS REQUIRED BY  
INTERNAL BANK POLICIES.

FORM 990, PART VI, SECTION B, LINE 12C

FROST BANK HAS A WRITTEN CONFLICT OF INTEREST POLICY. BANK POLICY  
REQUIRES ALL OFFICERS AND DIRECTORS TO ANNUALLY DISCLOSE INTERESTS THAT  
COULD GIVE RISE TO CONFLICT OF INTEREST. THE BANK INTERNAL POLICIES ARE  
REGULARLY AND CONSISTENTLY MONITORED FOR COMPLIANCE AND ENFORCEMENT BY  
INTERNAL AND EXTERNAL AUDITORS. FROST BANK HAS A WRITTEN WHISTLEBLOWER  
POLICY AND A WRITTEN DOCUMENT RETENTION AND DESTRUCTION POLICY.  
COMPENSATION FOR THE TRUSTEE IS EITHER SET BY THE GOVERNING DOCUMENT OR  
REFLECT CHARGES THAT ARE NORMAL AND CUSTOMARY AS ESTABLISHED BY THE BANK  
FOR SIMILAR ACCOUNTS.

FORM 990, PART VI, SECTION C, LINE 19

COPIES OF FORM 1023, TRUST GOVERNING DOCUMENTS, TAX RETURNS, AND  
FINANCIAL REPORTS ARE AVAILABLE TO THE PUBLIC UPON WRITTEN REQUEST. A  
COPY OF THE CONFLICT OF INTEREST POLICY IS ALSO AVAILABLE TO THE PUBLIC  
UPON WRITTEN REQUEST.

ATTACHMENT 1

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

THE PRIMARY PURPOSE OF THE EMMA FREEMAN TRUST IS TO ASSIST THE  
RELIGIOUS AND CHARITABLE BENEFICIARY ORGANIZATIONS. EACH OF THESE  
RELIGIOUS AND CHARITABLE ORGANZIATIONS IS ORGANIZED AND OPERATED

Name of the organization

EMMA FREEMAN TRUST #2114

Employer identification number

74-6149528

ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

EXCLUSIVELY FOR RELIGIOUS, CHARITABLE, OR EDUCATIONAL PURPOSES AND  
ALL CONTRIBUTIONS SHALL BE USED ONLY IN THE STATE OF TEXAS.

ATTACHMENT 2FORM 990, PART III, LINE 4D - OTHER PROGRAM SERVICES

<u>DESCRIPTION</u>	<u>GRANTS</u>	<u>EXPENSES</u>	<u>REVENUE</u>
BAPTIST CHILD AND FAMILY SERVICES	6,650.	6,650.	
CLIFFORD CRAIG-BLED SOE MEMORIAL FOUNDATION	6,650.	6,650.	
CONGREGATION AGUDAS ACHIM	6,650.	6,650.	
TEMPLE BETH-EL	6,650.	6,650.	
CONGREGATION RODFEI SHOLOM	6,650.	6,650.	
SAN ANTONIO LIGHTHOUSE FOR THE BLIND	6,650.	6,650.	
SANTA ROSA CHILDREN'S HOSPITAL FOUNDATION	6,650.	6,650.	
CHRISTUS SANTA ROSA HEALTHCARE	6,650.	6,650.	
JEWISH FEDERATION OF SAN ANTONIO	6,650.	6,650.	
GOLDEN MANOR - JEWISH HOME FOR THE AGED	6,650.	6,650.	
THE ARC OF SAN ANTONIO	6,650.	6,650.	
FREEMAN EDUCATIONAL FOUNDATION	37,238.	37,238.	
TOTALS	<u>110,388.</u>	<u>110,388.</u>	

ATTACHMENT 3FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A) <u>TOTAL</u> <u>REVENUE</u>	(B) <u>RELATED OR</u> <u>EXEMPT REVENUE</u>	(C) <u>UNRELATED</u> <u>BUSINESS REV.</u>	(D) <u>EXCLUDED</u> <u>REVENUE</u>
INTEREST INCOME	21,210.			21,210.
DIVIDEND INCOME	109,041.			109,041.

Name of the organization

Employer identification number

EMMA FREEMAN TRUST #2114

74-6149528

ATTACHMENT 3 (CONT'D)FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	<u>(A) TOTAL REVENUE</u>	<u>(B) RELATED OR EXEMPT REVENUE</u>	<u>(C) UNRELATED BUSINESS REV.</u>	<u>(D) EXCLUDED REVENUE</u>
SHORT TERM CAPITAL GAIN DISTRIBUTIONS	14,285.			14,285.
TOTALS	<u>144,536.</u>			<u>144,536.</u>

ATTACHMENT 4FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
SHORT-TERM PRIME PORTFOLIO	351,103.
MUTUAL FUNDS	2,535,253.
CORPORATE NOTES & BONDS	341,540.
TAXABLE BOND FUNDS	1,830,927.
TOTALS	<u>5,058,823.</u>

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

EMMA FREEMAN TRUST #2114

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990 ▶ See separate instructions.

**Related Organizations and Unrelated Partnerships**

**2012**

Open to Public  
Inspection

Employer identification number

74-6149528

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33 )

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----	-----	-----	-----	-----	-----
(2) -----	-----	-----	-----	-----	-----
(3) -----	-----	-----	-----	-----	-----
(4) -----	-----	-----	-----	-----	-----
(5) -----	-----	-----	-----	-----	-----
(6) -----	-----	-----	-----	-----	-----

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year )

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity		(g) Section 512(b)(13) controlled entity?
					Yes	No	
(1) FREEMAN EDUCATIONAL FOUNDATION #2113 P.O. BOX 2950 SAN ANTONIO, TX 78299 74-6149527	CHARITABLE	TX	201(C)(3)	11 III-O	N/A		X
(2) AMERICAN HEART ASSOCIATION P.O. BOX 22035 ST PETERSBURG, FL 33742 13-5613797	CHARITABLE	TX	501(C)(3)	07	N/A		X
(3) THE ARC OF SAN ANTONIO 13430 WEST AVE SAN ANTONIO, TX 78216 74-1200110	CHARITABLE	TX	501(C)(3)	07	N/A		X
(4) BAPTIST CHILD AND FAMILY SERVICES 1506 BEXAR CROSSING SAN ANTONIO, TX 78232 74-2874382	CHARITABLE	TX	501(C)(3)	09	N/A		X
(5) CLIFFORD CRAIG-BLEDSE MEMORIAL FOUNDATI 8706 MISSION ROAD SAN ANTONIO, TX 78214 74-6108505	CHARITABLE	TX	501(C)(3)	11 I	N/A		X
(6) TEMPLE BETH EL 211 BELKNAP SAN ANTONIO, TX 78212 74-1246242	CHARITABLE	TX	501(C)(3)	01	N/A		X
(7) CONGREGATION RODFEI SHOLOM 4154 SWAN'S LANDING SAN ANTONIO, TX 78217 74-1394415	CHARITABLE	TX	501(C)(3)	01	N/A		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

EMMA FREEMAN TRUST #2114

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

**Related Organizations and Unrelated Partnerships**

**2012**

Open to Public  
Inspection

Employer identification number  
74-6149528

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33 )

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year )

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) CONGREGATION AGUDAS ACHIM 16550 HUEBNER RD SAN ANTONIO, TX 78248 74-1356588	CHARITABLE	TX	501(C)(3)	01	N/A		X
(2) GOLDEN MANOR JEWISH HOME FOR THE AGED 12500 NW MILITARY HWY STE 250 SAN ANTONIO, TX 78231 74-6061449	CHARITABLE	TX	501(C)(3)	09	N/A		X
(3) JEWISH FEDERATION OF SAN ANTONIO 12500 NW MILITARY HWY STE 200 SAN ANTONIO, TX 78231 74-1109662	CHARITABLE	TX	501(C)(3)	09	N/A		X
(4) SAN ANTONIO LIGHTHOUSE FOR THE BLIND 2305 ROOSEVELT AVENUE SAN ANTONIO, TX 78210 74-1339051	CHARITABLE	TX	501(C)(3)	07	N/A		X
(5) THE SALVATION ARMY P O BOX 36607 DALLAS, TX 78235 75-0800678	CHARITABLE	TX	501(C)(3)	07	N/A		X
(6) CHRISTUS SANTA ROSA HEALTHCARE 343 WEST HOUSTON ST, SUITE 505 SAN ANTONIO, TX 78205 74-1109665	CHARITABLE	TX	501(C)(3)	03	N/A		X
(7) AMERICAN CANCER SOCIETY P O BOX 720366 OKLAHOMA CITY, OK 73162 23-7040934	CHARITABLE	OK	501(C)(3)	07	N/A		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

EMMA FREEMAN TRUST #2114

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public  
Inspection

Employer identification number  
74-6149528

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33 )

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) SANTA ROSA CHILDRENS HOSPITAL FOUNDATION 74-1224362 343 WEST HOUSTON ST, SUITE 505 SAN ANTONIO, TX 78205	CHARITABLE	TX	501(C)(3)	07	N/A		X
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Table with 10 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Predominant income; (f) Share of total income; (g) Share of end-of-year assets; (h) Disproportionate allocations; (i) Code V-UBI amount; (j) General or managing partner?; (k) Percentage ownership.

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Table with 10 columns: (a) Name, address, and EIN of related organization; (b) Primary activity; (c) Legal domicile; (d) Direct controlling entity; (e) Type of entity; (f) Share of total income; (g) Share of end-of-year assets; (h) Percentage ownership; (i) Section 512(b)(13) controlled entity?.

**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

	Yes	No
<b>1</b> During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
<b>b</b> Gift, grant, or capital contribution to related organization(s)	X	
<b>c</b> Gift, grant, or capital contribution from related organization(s)		X
<b>d</b> Loans or loan guarantees to or for related organization(s)		X
<b>e</b> Loans or loan guarantees by related organization(s)		X
<b>f</b> Dividends from related organization(s)		X
<b>g</b> Sale of assets to related organization(s)		X
<b>h</b> Purchase of assets from related organization(s)		X
<b>i</b> Exchange of assets with related organization(s)		X
<b>j</b> Lease of facilities, equipment, or other assets to related organization(s)		X
<b>k</b> Lease of facilities, equipment, or other assets from related organization(s)		X
<b>l</b> Performance of services or membership or fundraising solicitations for related organization(s)		X
<b>m</b> Performance of services or membership or fundraising solicitations by related organization(s)		X
<b>n</b> Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
<b>o</b> Sharing of paid employees with related organization(s)		X
<b>p</b> Reimbursement paid to related organization(s) for expenses		X
<b>q</b> Reimbursement paid by related organization(s) for expenses		X
<b>r</b> Other transfer of cash or property to related organization(s)		X
<b>s</b> Other transfer of cash or property from related organization(s)		X

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
<b>2</b> If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds				
<b>(1)</b>				
<b>(2)</b>				
<b>(3)</b>				
<b>(4)</b>				
<b>(5)</b>				
<b>(6)</b>				

**Part VI** Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

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**Part VII** **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

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