



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE FREEMAN FOUNDATION (9645)		A Employer identification number 13-2965090	
% ROCKEFELLER TRUST COMPANY N		B Telephone number (see instructions) (212) 549-5100	
Number and street (or P O box number if mail is not delivered to street address) C/O ROCKEFELLER TRUST COMPANY NA 10 ROCKEFELLER PLAZA 3rd Floor Sui		C If exemption application is pending, check here ☐	
City or town, state or province, country, and ZIP or foreign postal code New York, NY 10020		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 355,396,458		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	12	12		
	4 Dividends and interest from securities.	5,727,253	5,727,253		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	20,058,672			
	b Gross sales price for all assets on line 6a 125,151,073				
	7 Capital gain net income (from Part IV, line 2)		20,032,708		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	85,569	4,499		
	12 Total. Add lines 1 through 11	25,871,506	25,764,472		
	13 Compensation of officers, directors, trustees, etc	484,131	145,239		338,892
	14 Other employee salaries and wages	226,863			226,863
	15 Pension plans, employee benefits	32,652			32,652
	16a Legal fees (attach schedule)	31,436	0	0	31,436
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	586,637	474,143		112,494
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	681,349	277,651		472
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	35,120			35,120
	21 Travel, conferences, and meetings	62,503			62,503
	22 Printing and publications	11,404			11,404
	23 Other expenses (attach schedule)	534,853	479,272		76,817
	24 Total operating and administrative expenses. Add lines 13 through 23	2,686,948	1,376,305	0	928,653
	25 Contributions, gifts, grants paid	12,409,371			12,409,371
	26 Total expenses and disbursements. Add lines 24 and 25	15,096,319	1,376,305	0	13,338,024
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	10,775,187			
	b Net investment income (if negative, enter -0-)		24,388,167		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,336,164	9,885,430	9,885,430
	3	Accounts receivable ▶ <u>930,092</u>			
		Less allowance for doubtful accounts ▶ _____	775,370	930,092	930,092
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	24,447,175	 28,047,665	27,506,790
	b	Investments—corporate stock (attach schedule)	148,619,286	 154,516,496	224,764,812
	c	Investments—corporate bonds (attach schedule).	23,612,950	 23,018,365	23,381,764
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)	 56,890,171	 52,028,684	 68,927,570	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	257,681,116	268,426,732	355,396,458	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	257,681,116	268,426,732	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	0		
	30	Total net assets or fund balances (see page 17 of the instructions)	257,681,116	268,426,732	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	257,681,116	268,426,732	

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	257,681,116
2	Enter amount from Part I, line 27a	2	10,775,187
3	Other increases not included in line 2 (itemize) ▶ 	3	56,939
4	Add lines 1, 2, and 3	4	268,513,242
5	Decreases not included in line 2 (itemize) ▶ 	5	86,510
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	268,426,732

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	See Additional Data Table		
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	20,032,708
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2012	14,911,925	291,858,926	0 051093
2011	13,231,672	287,383,727	0 046042
2010	13,884,028	273,490,548	0 050766
2009	30,551,089	262,681,729	0 116305
2008	46,200,212	620,134,432	0 0745

2	Total of line 1, column (d).	2	0 338706
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 067741
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	325,578,730
5	Multiply line 4 by line 3.	5	22,055,029
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	243,882
7	Add lines 5 and 6.	7	22,298,911
8	Enter qualifying distributions from Part XII, line 4.	8	13,338,024

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 page 18 of the 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	1	487,763
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	487,763
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	487,763
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	422,865
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	200,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	622,865
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	135,102
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 135,102 Refunded	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ☒		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either - By language in the governing instrument, or - By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) NY			
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	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care ofROCKEFELLER TRUST COMPANY NATelephone no(212) 549-5100 Located at10 ROCKEFELLER PLAZA 3RD FLOOR New York NYZIP +410020			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 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 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☒ Yes	☐ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		No
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GRAEME FREEMAN	Co-Trustee, Executive Director	297,500		
1601 East West Road Honolulu, HI 96848	0			
DOREEN FREEMAN	CO-TRUSTEE	88,475		
499 TABER HILL ROAD STOWE, VT 05672	0			
GEORGE B SNELL ESQ	CO-TRUSTEE	98,156		
260 MADISON AVENUE NEW YORK, NY 10016	0			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JUEFEI WANG	PROGRAM DIRECTOR	107,069		
C/O THE FREEMAN FOUNDATION HONOLULU, HI 96848	40 0			
Total number of other employees paid over \$50,000.				1

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ROCKEFELLER TRUST COMPANY NA 10 ROCKEFELLER PLAZA 3RD FLOOR NEW YORK, NY 10020	INV,ACCOUNTING,TAX	586,637
Total number of others receiving over \$50,000 for professional services.		1

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	323,693,210
b	Average of monthly cash balances.	1b	6,843,572
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	330,536,782
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	330,536,782
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,958,052
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	325,578,730
6	Minimum investment return. Enter 5% of line 5.	6	16,278,937

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	16,278,937
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	487,763
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	487,763
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	15,791,174
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	15,791,174
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	15,791,174

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	13,338,024
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	13,338,024
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	13,338,024
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				15,791,174
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			12,885,924	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 13,338,024				
a Applied to 2012, but not more than line 2a			12,885,924	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				452,100
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				15,339,074
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .	0			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

THE FREEMAN FOUNDATION
1601 EAST WEST ROAD
HONOLULU, HI 96848
(808) 944-7663

b

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

COVER LETTER WITH PERTINENT FINANCIAL INFORMATION

c

Any submission deadlines

NONE

d

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

CONTACT ABOVE

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

TY 2013 Taxes Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	277,651	277,651		
PROPERTY TAXES	472			472
EXCISE TAXES (990PF)	390,000			
NYS CORPORATION TAX (CT-13)	4,340			
	8,886			

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

Page 1

(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From: 01/01/2013 To: 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable				
1	American Red Cross - Hawaii Chapter (ARCHAWAI) 4155 Diamond Head Road Honolulu, HI, 96816	(6610) Contributions - Cash 50% Char	12/11/2013	50,000.00
2	Asia Institute - Crane House (ASIA INS) 1244 South Third Street Louisville, KY, 40203	(6610) Contributions - Cash 50% Char	08/08/2013	30,000 00
3	Asian Art Museum Foundation of SF (738) 200 Larkin Street San Francisco, CA, 94102	(6610) Contributions - Cash 50% Char	05/07/2013	50,000 00
4	ASIANetwork (ASIAN) Illinois Wesleyan University 205 E Beecher Street Bloomington, IL, 61701	(6610) Contributions - Cash 50% Char	12/11/2013	300,000 00
5	Association of Children's Museums (AOCM) 1300 L Street NW Suite 975 Washington, DC, 20005	(6610) Contributions - Cash 50% Char	12/18/2013	2,100,000 00
6	Azusa Pacific University (AZUSPACI) 901 East Alost Avenue PO Box 7000 Azusa, CA, 91702-7000	(6610) Contributions - Cash 50% Char	08/08/2013	66,667 00
7	Blakemore Foundation (BLFO) 1201 Third Avenue Suite 4800 Seattle, WA, 98101-3266	(6610) Contributions - Cash 50% Char	12/11/2013	400,000 00
8	Chaminade University (CHMNDEU) 3140 Wai'alae Avenue Honolulu, HI, 96816	(6610) Contributions - Cash 50% Char	08/08/2013	30,250 00
9	Champlain College (CHAMPCOL) Single Parents Program PO Box 670 Burlington, VT, 05402	(6610) Contributions - Cash 50% Char	11/05/2013	100,000 00

Run Date: 10/21/2014 04:07 PM

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

Page 2

(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From: 01/01/2013 To: 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
10	College for Every Student (COLLEGEF) 1634 Route 30 Cornwall, VT, 05753-9264	(6610) Contributions - Cash 50% Char	08/08/2013	185,000 00
11	Columbia Univ Weatherhead East Asian Inst (CUEAI) Columbia University - MC3333 420 West 118th Street New York, NY, 10027	(6610) Contributions - Cash 50% Char	05/02/2013	59,400 00
		(6610) Contributions - Cash 50% Char	05/02/2013	469,315 00
	Columbia Univ Weatherhead East Asian Inst (CUEAI) Sub Total			528,715 00
12	Columbia University (2250) New York, NY, 10032	(6610) Contributions - Cash 50% Char	07/15/2013	-117 00
13	Croft Institute for International Studies (CROFTIIS) PO Box 158 University, MS, 38677-0158	(6610) Contributions - Cash 50% Char	05/02/2013	24,200 00
14	Drexel University (DREXELUV) 3141 Chestnut Street Philadelphia, PA, 19104-2875	(6610) Contributions - Cash 50% Char	11/05/2013	100,000.00
15	East-West Center Foundation (EWC) 1601 East-West road Honolulu, HI, 96848-1601	(6610) Contributions - Cash 50% Char	08/08/2013	100,000 00
16	Easter Seals Hawaii (ESH) 710 Green Street Honolulu, HI, 96813	(6610) Contributions - Cash 50% Char	05/02/2013	3,500 00
17	Five Colleges, Incorporated (FCLI) Five College Center for East Asian Studies Smith College, Florence Gillman Pavilion Northampton, MA, 01063	2012 Replacement <3,500>		
		(6610) Contributions - Cash 50% Char	05/02/2013	291,650 00
18	Florida International University (FLORIDA) University Park, DM 363 Miami, FL, 33199	(6610) Contributions - Cash 50% Char	05/02/2013	24,500 00

Run Date: 10/21/2014 04 07 PM

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

Page 3

(Gifts were made in cash unless otherwise stated. Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift.)

From: 01/01/2013 **To:** 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
19	Friends of Waikiki Aquarium (FOWA) 2777 Kalakaua Avenue Honolulu, HI, 96815	(6610) Contributions - Cash 50% Char	05/07/2013	50,000 00
20	Furman University (FUUN) 3300 Pointsett Highway Greenville, SC, 29613-6483	(6610) Contributions - Cash 50% Char	05/02/2013	24,486 00
21	George Washington University (GWU)	(6610) Contributions - Cash 50% Char	11/05/2013	100,000 00
22	Hawaiian Islands Land Trust (HAWAIIIS) P O Box 965 Wailuku, HI, 96793	(6610) Contributions - Cash 50% Char	12/11/2013	100,000 00
23	Himalayan Cataract Project (HIMALAYA) P O Box 55 Waterbury, VT, 05676	(6610) Contributions - Cash 50% Char	05/07/2013	40,000 00
24	Historic Hawaii Foundation (HIHAWFOU) 680 Iwilei Road, Suite 690 Honolulu, HI, 96817	(6610) Contributions - Cash 50% Char	12/11/2013	105,000 00
25	Indiana University - East Asian Studies Center (INUN) Memorial Hall West 207 1021 East Third Street Bloomington, IN, 47405-6701	(6610) Contributions - Cash 50% Char	05/02/2013	289,750 00
26	International Student Conferences Inc (INTL SDT) 1150 18th Street NW, Suite LL2 Washington, DC, 20036	(6610) Contributions - Cash 50% Char	05/07/2013	50,000 00
27	Japan Center for International Exchange, Inc (JCIE) 1251 Avenue of Americas New York, NY, 10020	(6610) Contributions - Cash 50% Char	05/07/2013	5,000 00
28	Japan Society (5236) 333 E 47th Street New York, NY, 10017	(6610) Contributions - Cash 50% Char	12/11/2013	200,000 00

Run Date: 10/21/2014 04:07 PM

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

Page 4

(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From: 01/01/2013 To: 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
29	Japan Studies Association, Inc (JSA) Kapiolani Community College Department of Social Sciences Honolulu, HI, 96816	(6610) Contributions - Cash 50% Char	12/11/2013	51,000 00
30	Japan-America Society of Hawaii (JAS HI) P O Box 1412 Honolulu, HI, 96806-1412	(6610) Contributions - Cash 50% Char	12/11/2013	47,500 00
31	Japan-America Society of Oregon (JASO) 312 NW Second Avenue Portland, OR, 97209	(6610) Contributions - Cash 50% Char	05/07/2013	20,000 00
32	Kansas University Endowment Association (KUEA) P O Box 928 Lawrence, KS, 66044	(6610) Contributions - Cash 50% Char	05/02/2013	24,500 00
33	KCETLink (KCETLINK) 901 Battery Street, Suite 308 San Francisco, CA, 94111	(6610) Contributions - Cash 50% Char	08/08/2013	200,000 00
		(6610) Contributions - Cash 50% Char	12/11/2013	100,000 00
		KCETLink (KCETLINK) Sub Total		300,000 00
34	Korea Society (TKS) 950 Third Avenue- 8th floor New York, NY, 10022	(6610) Contributions - Cash 50% Char	05/07/2013	90,000 00
35	Lehigh University (LEHIGH) 27 Memorial Drive West Bethlehem, PA, 18015	(6610) Contributions - Cash 50% Char	08/08/2013	100,000 00
36	Lyon College (LYON) P O Box 2317 2300 Highland Road Batesville, AR, 72503	(6610) Contributions - Cash 50% Char	08/08/2013	33,000 00

Run Date: 10/21/2014 04:07 PM

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

Page 5

(Gifts were made in cash unless otherwise stated. Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift.)

From: 01/01/2013 **To:** 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
37	National Association of Japan-America Societies (NAJAS) 733 Fifteenth Street, N W Suite 700 Washington, DC, 20005	(6610) Contributions - Cash 50% Char	12/11/2013	760,000 00
38	New York University (7228) General P O Box 30826 New York, NY, 10087-0826	(6610) Contributions - Cash 50% Char	12/11/2013	122,000 00
39	Northeast Asia Economic Forum (NAEF) 1601 East-West Road Hawaii, HI, 96848	(6610) Contributions - Cash 50% Char	05/13/2013	70,000 00
40	Oregon Historical Society (OHS) 1200 SW Park Avenue Portland, OR, 97205	(6610) Contributions - Cash 50% Char	05/08/2013	10,000 00
41	Pacific and Asian Affairs Council (PAAC) 1601 East-West Road - 4th Floor Honolulu, HI, 96848 - 1601	(6610) Contributions - Cash 50% Char	05/07/2013	140,000 00
42	Pacific Gateway Center (PACIFICG) 723 Umi Street Honolulu, HI, 96819	(6610) Contributions - Cash 50% Char	12/11/2013	120,000 00
43	Preservation Trust of Vermont (8034) 104 Church Street Burlington, VT, 05401	(6610) Contributions - Cash 50% Char	08/08/2013	250,000 00
44	Punahou School (PUNA) 1601 Punahou Street Honolulu, HI, 96822	(6610) Contributions - Cash 50% Char	05/07/2013	120,000 00
45	Punahou School (PUNAHOU) 1601 Punahou School Honolulu, HI, 96822	(6610) Contributions - Cash 50% Char	12/11/2013	100,000 00

Run Date: 10/21/2014 04:07 PM

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

Page 6

(Gifts were made in cash unless otherwise stated. Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift.)

From: 01/01/2013 To: 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
46	SMU - Dedman College (SMUDCOLL) P O Box 750235 Dallas, TX, 75275-0235	(6610) Contributions - Cash 50% Char	05/02/2013	21,890 00
47	Southeast Vermont Community Learning Collaborative (SVTCLC) P O Box 1559 Brattleboro, VT, 05302	(6610) Contributions - Cash 50% Char	05/07/2013	100,500 00
48	SPICE/Stanford University (STUN) 616 Serra Street Encina Hall, E016 Stanford, CA, 94305	(6610) Contributions - Cash 50% Char	05/02/2013	47,665 00
49	Temple University (TEMPUNIV) Bursar's Office 1803 North Broad Street Philadelphia, PA, 19122	(6610) Contributions - Cash 50% Char	11/05/2013	100,000 00
50	The Trustees of Princeton University (TPU) 5 New South Building Princeton, NJ, 08544	(6610) Contributions - Cash 50% Char	05/02/2013	24,500 00
51	The University of Georgia (UGAG) Boyd Graduate Research Center Room 617 Athens, GA, 30602	(6610) Contributions - Cash 50% Char	05/02/2013	24,980 00
52	Trinity University (U TRINIT) Department of Modern Languages and Literatures 715 Stadium Drive #46 San Antonio, TX, 78212-7200	(6610) Contributions - Cash 50% Char	05/02/2013	25,025 00
53	United Board for Christian Higher Education in Asia (UBCHEA) 475 Riverside Drive Suite 1221 New York, NY, 10115	(6610) Contributions - Cash 50% Char	05/08/2013	70,000 00

Run Date 10/21/2014 04:07 PM

Rockefeller Trust Company, N.A.
Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

Page 7

(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift)

From: 01/01/2013 To: 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
54	United States-Indonesia Society (UNSI) 1625 Massachusetts Avenue, NW Suite 550 Washington, DC, 20036	(6610) Contributions - Cash 50% Char	05/07/2013	35,000 00
55	United States-Japan Bridging Foundation Inc (USJBF) 1201-15th treet, NW Washington, DC, 20005	(6610) Contributions - Cash 50% Char	05/07/2013	100,000 00
56	University of Arkansas at Little Rock (ARK UNIV) Arkansas International Center 2801 South UNiversity Avenue Little Rock, AR, 72204-1099	(6610) Contributions - Cash 50% Char	05/02/2013	23,788 00
57	University of California - Santa Barbara (UNIVCALI) Santa Barbara, CA, 93106-2030	(6610) Contributions - Cash 50% Char	11/05/2013	76,950 00
58	University of Cincinnati Foundation (UNIVCINC) PO Box 210063 Cincinnati, OH, 45221-0063	(6610) Contributions - Cash 50% Char	08/08/2013	100,000 00
59	University of Colorado at Boulder (UCB) University Libraries, Archives 184 UCB Boulder, CO, 80309-0184	(6610) Contributions - Cash 50% Char	12/11/2013	25,000 00
60	University of Colorado Foundation (UCOLORAD) Center for Asian Studies 279 UCB Boulder, CO, 80309-0279	(6610) Contributions - Cash 50% Char	10/01/2013	329,600 00
61	University of Georgia (UG)	(6610) Contributions - Cash 50% Char	12/11/2013	100,000 00
62	University of Hawaii at Manoa (UHM) 2515 Dole Street Honolulu, HI, 96822-2328	(6610) Contributions - Cash 50% Char	12/11/2013	120,000 00

Run Date 10/21/2014 04:07 PM

Charitable Contributions
The Freeman Foundation (9645)

Tax ID: 13-2965090

(Gifts were made in cash unless otherwise stated. Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift.)

From: 01/01/2013 **To:** 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
63	University of Hawaii Foundation (UHAWAII) 4303 Diamond Head Road Honolulu, HI, 96816			
		(6610) Contributions - Cash 50% Char	05/07/2013	60,000 00
		(6610) Contributions - Cash 50% Char	12/11/2013	400,000 00
		University of Hawaii Foundation (UHAWAII) Sub Total		460,000 00
64	University of North Carolina at Wilmington (UNIWIL) 601 W College Road Wilmington, NC, 28403-5934			
		(6610) Contributions - Cash 50% Char	05/02/2013	24,497 00
65	University of Oklahoma (UNVO) Schusterman Center 4502 E 41st Street Tulsa, OK, 74135-2512			
		(6610) Contributions - Cash 50% Char	05/02/2013	24,000 00
66	University of Oregon (UNIVORGN) 1226 University of Oregon Eugene, OR, 97403-1226			
		(6610) Contributions - Cash 50% Char	11/05/2013	99,900 00
67	University of Pittsburgh (UNI PITT) Asian Studies Center 4400 Wesley W Posvar Hall Pittsburgh, PA, 15260			
		(6610) Contributions - Cash 50% Char	01/25/2013	-256 30
		(6610) Contributions - Cash 50% Char	05/02/2013	206,709 00
		University of Pittsburgh (UNI PITT) Sub Total		206,452 70
68	University of S Carolina Educational Fdn (UNIVSC) 1600 Hampton Street, Suite 738 Columbia, SC, 29208			
		(6610) Contributions - Cash 50% Char	05/14/2013	100,000 00
69	University of Southern California (UNIV SC) 3710 McClintock Avenue RTH 502 Los Angeles, CA, 90089-4019			
		(6610) Contributions - Cash 50% Char	05/02/2013	132,525 00

2012 Replacement <100,000.7

Run Date: 10/21/2014 04:07 PM

Charitable Contributions
The Freeman Foundation (9645)
Tax ID: 13-2965090

(Gifts were made in cash unless otherwise stated. Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gift.)

From: 01/01/2013 To: 12/31/2013

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
70	University of Tennessee at Chattanooga (TENN UN) 150B Patten Chapel, Dept 4154 615 McCallie Avenue Chattanooga, TN, 37403	(6610) Contributions - Cash 50% Char	05/02/2013	24,497 00
71	University of Texas at Austin (UNIVTX) 222 Rio Grande, Suite 2 201C Austin, TX, 78705	(6610) Contributions - Cash 50% Char	11/05/2013	100,000 00
72	University of Vermont (10657) Bailey/Howe Library Burlington, VT, 05495	(6610) Contributions - Cash 50% Char	12/11/2013	110,000 00
		(6610) Contributions - Cash 50% Char	12/11/2013	200,000 00
		University of Vermont (10657) Sub Total		310,000 00
73	University of Washington (10659) Seattle, WA, 98195	(6610) Contributions - Cash 50% Char	05/02/2013	280,000 00
74	Vermont Chinese School (VMT SCHL) P.O. Box 9209 South Burlington, VT, 05403	(6610) Contributions - Cash 50% Char	12/11/2013	7,000 00
75	Vermont Community Foundation (VCF) po box 30 middibury, VT, 05753	(6610) Contributions - Cash 50% Char	05/07/2013	60,000 00
76	Vermont Land Trust (10775) 8 Bailey Avenue Montpelier, VT, 05602	(6610) Contributions - Cash 50% Char	08/08/2013	257,500 00
77	Wesleyan University (WESUNI) 237 High Street Middletown, CT, 06459	(6610) Contributions - Cash 50% Char	06/04/2013	1,320,000 00
78	World Affairs Council (WDAC) C/o Japanese Connections 241 Perkins Lane Lopez Island, WA, 98261	(6610) Contributions - Cash 50% Char	08/08/2013	75,000 00
50% Charitable Total:				12,512,870 70

Adjustment for 2012 Replacements <103,500>

12,409,370.70

BLAKEMORE FOUNDATION

STATEMENT REGARDING 2011 EXPENDITURE RESPONSIBILITY GRANT FOR THE TAX YEAR ENDING ON DECEMBER 31, 2013

1. **Grantee:** Blakemore Foundation
 1201 Third Avenue, Suite 4900
 Seattle, WA 98101-3099
2. **Grantor:** The Freeman Foundation
 c/o Rockefeller Trust Company
 30 Rockefeller Plaza
 New York, NY 10112
3. **Date of Grant:** August 16, 2011
4. **Amount of Grant:** \$500,000.00
5. **Purpose(s) of Grant**

 Each year the Blakemore Foundation makes grants to American citizens and permanent residents of the United States for the advanced study of Chinese, Japanese, Korean, and other Asian languages in structured language programs in Asia through the Blakemore Freeman Fellowships for Advanced Asian Language Study program. This August 2011 grant from The Freeman Foundation was restricted for use for the 2012-2013 Blakemore Freeman Fellowships.
6. **Grant Funds Spent by Grantee during the Grantee's prior fiscal/calendar years for this specific grant**

 \$319,264.00
7. **Grant Funds Spent by Grantee during the Grantee's current fiscal/calendar year (January 2013 - December 2013) for this specific grant**

 \$180,736.00

8. **Is a list attached of all expenditures of Grant funds during the Grantee's fiscal/calendar year? Yes X No N/A**

9. **Purposes for Grant funds expenditures**

Blakemore Foundation made distributions to individuals for purposes described in Section 4945(d)(3) of the Internal Revenue Code of 1986, as amended.

10. **Grantee Compliance with Grant Terms**

Has Grantee complied with all terms of the Grant? Yes X No . If not, please explain:

11. **Grantee Progress**

The application deadline for the 2012-2013 Blakemore Freeman Fellowships for Advanced Asian Language Study was December 30, 2011.

After reviewing applications, committees for each language group interviewed finalists and in March 2012 awarded 14 Blakemore Freeman Fellowships, including 4 grants for the study of Japanese at the Inter-University Center for Japanese Language Studies in Yokohama (the "IUC"), 7 grants for the study of Chinese at the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing (the "IUP"), 1 grant for the study of Chinese at the International Chinese Language Program at National Taiwan University in Taipei (the "ICLP"), and 2 grants for the study of Korean.

The Freeman grant funds were applied towards a portion of the tuition, airfare and living expenses for the individuals studying Japanese and Chinese at the IUC, the IUP and the ICLP as Blakemore Freeman Fellows during the 2012-2013 school year.

12. **Grantee Diversions**

Has the Grantee diverted any portion of the grant funds from the purpose(s) of the grant?

Yes No X If so, please explain:

13. **Prior Reports**

Dates of any reports previously furnished to Grantor for other grants:

July 1, 2013
February 1, 2013
February 8, 2012
November 4, 2011
January 28, 2011
January 27, 2011
November 24, 2010
January 27, 2010
January 26, 2010
November 16, 2009
January 20, 2009
November 19, 2008
January 24, 2008
December 12, 2007
January 26, 2007
October 11, 2006
February 9, 2006
September 8, 2005
January 7, 2005
July 6, 2004
January 12, 2004
August 11, 2003
February 11, 2003
August 5, 2002
February 3, 2002
September 18, 2002
February 7, 2002
April 26, 2001
October 18, 2000
February 8, 1999
October 31, 1998
June 18, 1998
June 2, 1998
February 6, 1998

Dates of any reports previously furnished to Grantor for this specific grant:

July 23, 2013

February 1, 2013

July 25, 2012

February 8, 2012

14. **Grant Verification**

Has the Grantor (or others at the Grantor's request) verified the Grantee's current or prior reports?

Yes ___ No X. If so, which reports?

BLAKEMORE FOUNDATION

Date: February 5, 2014

By: Eugene Lee
Eugene H. Lee, Trustee

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions August 2011 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds	Grant
413.7 Temporarily Restricted Funds* (Freeman Foundation Grant) - August 2011 grant								
12/14/2012	2382	Stanford University	Tuition at IUC for Cindi Textor	Japanese	12,500.00	\$306,764.00	\$193,236.00	Aug-11
12/14/2012	2382	Stanford University	Tuition at IUC for Jyana Browne	Japanese	12,500.00	\$319,264.00	\$180,736.00	Aug-11
01/02/2013	2389	Head, Angela	Stipend	Chinese	5,400.00	\$324,664.00	\$175,336.00	Aug-11
01/02/2013	2390	Sleboda, Richard	stipend	Chinese	8,500.00	\$333,164.00	\$166,836.00	Aug-11
01/02/2013	2391	UC Regents	Tuition	Chinese	8,000.00	\$341,164.00	\$158,836.00	Aug-11
01/02/2013	2392	Huang, Kathy	stipend	Chinese	5,500.00	\$346,664.00	\$153,336.00	Aug-11
01/02/2013	2393	Stucky-Mack, Nicholas	stipend	Chinese	5,500.00	\$352,164.00	\$147,836.00	Aug-11
01/02/2013	2394	Cohen, Alasdair	stipend	Chinese	5,500.00	\$357,664.00	\$142,336.00	Aug-11
01/02/2013	2395	Field, Jesse	stipend	Chinese	5,500.00	\$363,164.00	\$136,836.00	Aug-11
01/02/2013	2396	McGrath, William	stipend	Chinese	5,500.00	\$368,664.00	\$131,336.00	Aug-11
01/15/2013	2399	Browne, Jyana	Stipend	Japanese	8,334.00	\$376,998.00	\$123,002.00	Aug-11
01/15/2013	2400	Thomas, Stefanie	Stipend	Japanese	8,334.00	\$385,332.00	\$114,668.00	Aug-11
01/15/2013	2401	Walsh, Sarah	Stipend	Japanese	8,334.00	\$393,666.00	\$106,334.00	Aug-11
01/15/2013	2402	Textor, Cindi	Stipend	Japanese	8,334.00	\$402,000.00	\$98,000.00	Aug-11
02/15/2013	2419	National Taiwan University	tuition	Chinese	3,400.00	\$405,400.00	\$94,600.00	Aug-11
03/04/2013	2424	Head, Angela	Stipend	Chinese	5,400.00	\$410,800.00	\$89,200.00	Aug-11
03/04/2013	2425	Sleboda, Richard	stipend	Chinese	5,500.00	\$416,300.00	\$83,700.00	Aug-11
03/04/2013	2426	Fitzpatrick, Tom	stipend	Chinese	5,500.00	\$421,800.00	\$78,200.00	Aug-11
03/04/2013	2427	Huang, Kathy	stipend	Chinese	5,500.00	\$427,300.00	\$72,700.00	Aug-11
03/04/2013	2428	Cohen, Alasdair	stipend	Chinese	5,500.00	\$432,800.00	\$67,200.00	Aug-11
03/04/2013	2429	Stucky-Mack, Nicholas	stipend	Chinese	5,500.00	\$438,300.00	\$61,700.00	Aug-11
03/04/2013	2430	Field, Jesse	stipend	Chinese	5,500.00	\$443,800.00	\$56,200.00	Aug-11
03/04/2013	2431	McGrath, William	stipend	Chinese	5,500.00	\$449,300.00	\$50,700.00	Aug-11
03/12/2013	2434	Textor, Cindi	Stipend	Chinese	7,880.00	\$457,180.00	\$42,820.00	Aug-11
03/12/2013	2435	Walsh, Sarah	Stipend	Japanese	7,880.00	\$465,060.00	\$34,940.00	Aug-11
03/12/2013	2436	Thomas, Stefanie	Stipend	Japanese	7,880.00	\$472,940.00	\$27,060.00	Aug-11
03/12/2013	2437	Browne, Jyana	Stipend	Japanese	7,880.00	\$480,820.00	\$19,180.00	Aug-11
04/11/2013	2443	UC Regents	Tuition at IUP for Richard Sleboda	Chinese	4,300.00	\$485,120.00	\$14,880.00	Aug-11
04/11/2013	2443	UC Regents	Tuition at IUP for Tom Fitzpatrick	Chinese	4,300.00	\$489,420.00	\$10,580.00	Aug-11
05/20/2013	2470	Sleboda, Richard	Stipend	Chinese	5,500.00	\$494,920.00	\$5,080.00	Aug-11
05/20/2013	2471	Fitzpatrick, Tom	Stipend	Chinese	5,080.00	\$500,000.00	\$0.00	Aug-11

GRANT SUMMARY

Grant Awarded August 2011	\$500,000.00
Disbursements paid 1/1/2012 - 12/31/2012 from grant	(\$319,264.00)
Disbursements paid 1/1/2013 - 05/28/2013 from grant	(\$180,736.00)
Balance	\$0.00

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions August 2011 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds	Grant
413 7	Temporarily Restricted Funds* (Freeman Foundation Grant) - August 2011 grant							
12/14/2012	2382	Stanford University	Tuition at IUC for Cindi Textor	Japanese	12,500.00	\$306,764.00	\$193,236.00	Aug-11
12/14/2012	2382	Stanford University	Tuition at IUC for Jyana Browne	Japanese	12,500.00	\$319,264.00	\$180,736.00	Aug-11
01/02/2013	2389	Head, Angela	Stipend	Chinese	5,400.00	\$324,664.00	\$175,336.00	Aug-11
01/02/2013	2390	Siebold, Richard	stipend	Chinese	8,500.00	\$333,164.00	\$166,836.00	Aug-11
01/02/2013	2391	UC Regents	Tuition	Chinese	8,000.00	\$341,164.00	\$158,836.00	Aug-11
01/02/2013	2392	Huang, Kathy	stipend	Chinese	5,500.00	\$346,664.00	\$153,336.00	Aug-11
01/02/2013	2393	Stucky-Mack, Nicholas	stipend	Chinese	5,500.00	\$352,164.00	\$147,836.00	Aug-11
01/02/2013	2394	Cohen, Alasdair	stipend	Chinese	5,500.00	\$357,664.00	\$142,336.00	Aug-11
01/02/2013	2395	Field, Jesse	stipend	Chinese	5,500.00	\$363,164.00	\$136,836.00	Aug-11
01/02/2013	2396	McGrath, William	stipend	Chinese	5,500.00	\$368,664.00	\$131,336.00	Aug-11
01/15/2013	2399	Browne, Jyana	Stipend	Japanese	8,334.00	\$376,998.00	\$123,002.00	Aug-11
01/15/2013	2400	Thomas, Stefanie	Stipend	Japanese	8,334.00	\$385,332.00	\$114,668.00	Aug-11
01/15/2013	2401	Walsh, Sarah	Stipend	Japanese	8,334.00	\$393,666.00	\$106,334.00	Aug-11
01/15/2013	2402	Textor, Cindi	Stipend	Japanese	8,334.00	\$402,000.00	\$98,000.00	Aug-11
02/15/2013	2419	National Taiwan University	Tuition	Chinese	3,400.00	\$405,400.00	\$94,600.00	Aug-11
03/04/2013	2424	Head, Angela	Stipend	Chinese	5,400.00	\$410,800.00	\$89,200.00	Aug-11
03/04/2013	2425	Siebold, Richard	stipend	Chinese	5,500.00	\$416,300.00	\$83,700.00	Aug-11
03/04/2013	2426	Fitzpatrick, Tom	stipend	Chinese	5,500.00	\$421,800.00	\$78,200.00	Aug-11
03/04/2013	2427	Huang, Kathy	stipend	Chinese	5,500.00	\$427,300.00	\$72,700.00	Aug-11
03/04/2013	2428	Cohen, Alasdair	stipend	Chinese	5,500.00	\$432,800.00	\$67,200.00	Aug-11
03/04/2013	2429	Stucky-Mack, Nicholas	stipend	Chinese	5,500.00	\$438,300.00	\$61,700.00	Aug-11
03/04/2013	2430	Field, Jesse	stipend	Chinese	5,500.00	\$443,800.00	\$56,200.00	Aug-11
03/04/2013	2431	McGrath, William	stipend	Chinese	5,500.00	\$449,300.00	\$50,700.00	Aug-11
03/12/2013	2434	Textor, Cindi	Stipend	Chinese	7,880.00	\$457,180.00	\$42,820.00	Aug-11
03/12/2013	2435	Walsh, Sarah	Stipend	Japanese	7,880.00	\$465,060.00	\$34,940.00	Aug-11
03/12/2013	2436	Thomas, Stefanie	Stipend	Japanese	7,880.00	\$472,940.00	\$27,060.00	Aug-11
03/12/2013	2437	Browne, Jyana	Stipend	Japanese	7,880.00	\$480,820.00	\$19,180.00	Aug-11
04/11/2013	2443	UC Regents	Tuition at IUP for Richard Siebold	Chinese	4,300.00	\$485,120.00	\$14,880.00	Aug-11
04/11/2013	2443	UC Regents	Tuition at IUP for Tom Fitzpatrick	Chinese	4,300.00	\$489,420.00	\$10,580.00	Aug-11
05/20/2013	2470	Siebold, Richard	Stipend	Chinese	5,500.00	\$494,920.00	\$5,080.00	Aug-11
05/20/2013	2471	Fitzpatrick, Tom	Stipend	Chinese	5,080.00	\$500,000.00	\$0.00	Aug-11

GRANT SUMMARY

Grant Awarded August 2011	\$500,000.00
Disbursements paid 1/1/2012 - 12/31/2012 from grant	(\$319,264.00)
Disbursements paid 1/1/2013 - 05/28/2013 from grant	(\$180,736.00)
Balance	\$0.00

BLAKEMORE FOUNDATION

STATEMENT REGARDING 2012 EXPENDITURE RESPONSIBILITY GRANT FOR THE TAX YEAR ENDING ON DECEMBER 31, 2013

1. **Grantee:** Blakemore Foundation
 1201 Third Avenue, Suite 4900
 Seattle, WA 98101-3099
2. **Grantor:** The Freeman Foundation
 c/o Rockefeller Trust Company
 30 Rockefeller Plaza
 New York, NY 10112
3. **Date of Grant:** August 16, 2012
4. **Amount of Grant:** \$500,000.00
5. **Purpose(s) of Grant**

Each year the Blakemore Foundation makes grants to American citizens and permanent residents of the United States for the advanced study of Chinese, Japanese, Korean, and other Asian languages in structured language programs in Asia through the Blakemore Freeman Fellowships for Advanced Asian Language Study program. This August 2012 grant from The Freeman Foundation was restricted for use for the 2013-2014 Blakemore Freeman Fellowships.

6. **Grant Funds Spent by Grantee during the Grantee's prior
fiscal/calendar years for this specific grant**

None
7. **Grant Funds Spent by Grantee during the Grantee's current
fiscal/calendar year (January 2013 - December 2013) for this
specific grant**

\$341,870.00

8. **Is a list attached of all expenditures of Grant funds during the Grantee's fiscal/calendar year? Yes X No N/A**

9. **Purposes for Grant funds expenditures**

Blakemore Foundation is making distributions to individuals for purposes described in Section 4945(d)(3) of the Internal Revenue Code of 1986, as amended.

10. **Grantee Compliance with Grant Terms**

Has Grantee complied with all terms of the Grant? Yes X No . If not, please explain:

11. **Grantee Progress**

The application deadline for the 2013-2014 Blakemore Freeman Fellowships for Advanced Asian Language Study was December 31, 2012.

After reviewing applications, committees for each language group interviewed finalists and in March 2013 awarded 12 Blakemore Freeman Fellowships, including 4 grants for the study of Japanese at the Inter-University Center for Japanese Language Studies in Yokohama (the "IUC"), 3 grants for the study of Chinese at the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing (the "IUP"), 3 grants for the study of Chinese at the International Chinese Language Program at National Taiwan University in Taipei (the "ICLP"), and 1 grant for the study of Korean, and 1 grant for the study of Indonesian.

During fiscal year 2013, Freeman grant funds were applied towards a portion of the tuition, airfare and living expenses for the individuals studying Japanese and Chinese at the IUC, the IUP and the ICLP as Blakemore Freeman Fellows during the 2013-2014 school year.

12. **Grantee Diversions**

Has the Grantee diverted any portion of the grant funds from the purpose(s) of the grant?

Yes No X If so, please explain:

13. **Prior Reports**

Dates of any reports previously furnished to Grantor for other grants:

July 23, 2013
February 1, 2013
July 25, 2012
February 8, 2012
November 4, 2011
January 28, 2011
January 27, 2011
November 24, 2010
January 27, 2010
January 26, 2010
November 16, 2009
January 20, 2009
November 19, 2008
January 24, 2008
December 12, 2007
January 26, 2007
October 11, 2006
February 9, 2006
September 8, 2005
January 7, 2005
July 6, 2004
January 12, 2004
August 11, 2003
February 11, 2003
August 5, 2002
February 3, 2002
September 18, 2002
February 7, 2002
April 26, 2001
October 18, 2000
February 8, 1999
October 31, 1998
June 18, 1998
June 2, 1998
February 6, 1998

Dates of any reports previously furnished to Grantor for this specific grant:

July 1, 2013

February 1, 2013

14. **Grant Verification**

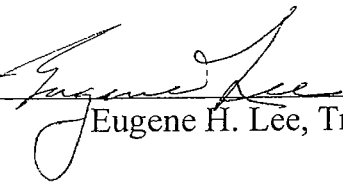
Has the Grantor (or others at the Grantor's request) verified the Grantee's current or prior reports?

Yes ___ No X. If so, which reports?

BLAKEMORE FOUNDATION

Date: February 5, 2014

By:


Eugene H. Lee, Trustee

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions August 2012 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds	Grant
413.8	Temporarily Restricted Funds (Freeman Foundation Grant) - August 2012 grant							
08/16/2012		Freeman Foundation check						
05/01/2013	2454	McNelly, Kimberly	Stipend	Japanese	\$5,062.00	\$5,062.00	\$500,000.00	Aug-12
05/20/2013	2472	National Taiwan University	Tuition at ICLP for Nathan McGovern	Chinese	\$3,300.00	\$8,362.00	\$494,938.00	Aug-12
05/20/2013	2473	National Taiwan University	Tuition deposit at ICLP for Nathan McGovern	Chinese	\$300.00	\$8,662.00	\$491,638.00	Aug-12
05/20/2013	2473	National Taiwan University	Tuition deposit at ICLP for Aubrey Kenton Thibaut	Chinese	\$300.00	\$8,962.00	\$491,338.00	Aug-12
05/20/2013	2473	National Taiwan University	Tuition deposit at ICLP for Scott McGinnis	Chinese	\$300.00	\$9,262.00	\$491,038.00	Aug-12
07/18/2013	2493	DeSapio, Dominic	Stipend	Chinese	\$8,800.00	\$18,062.00	\$490,738.00	Aug-12
07/18/2013	2494	Schoen, Luke	Stipend & reimburse IUP tuition deposit	Chinese	\$9,300.00	\$27,362.00	\$481,938.00	Aug-12
07/29/2013	2499	UC Regents	Tuition at IUP for Dominic DeSapio	Chinese	\$8,000.00	\$35,362.00	\$472,638.00	Aug-12
07/29/2013	2499	UC Regents	Tuition at IUP for Peter Hick	Chinese	\$8,000.00	\$43,362.00	\$464,638.00	Aug-12
07/29/2013	2499	UC Regents	Tuition at IUP for Luke Schoen	Chinese	\$8,000.00	\$51,362.00	\$456,638.00	Aug-12
07/29/2013	2500	McGinnis, Scott	Stipend	Chinese	\$8,800.00	\$60,162.00	\$448,638.00	Aug-12
07/29/2013	2501	Thibaut, Aubrey Kenton	Stipend	Chinese	\$8,800.00	\$68,962.00	\$439,838.00	Aug-12
08/19/2013	2509	Hick, Peter	Stipend	Chinese	\$5,400.00	\$74,362.00	\$431,038.00	Aug-12
08/19/2013	2510	McGovern, Nathan	Stipend	Chinese	\$5,400.00	\$79,762.00	\$425,638.00	Aug-12
08/19/2013	2507	McGovern, Nathan	Tuition at ICLP for Nathan McGovern	Chinese	\$3,950.00	\$83,712.00	\$420,238.00	Aug-12
08/19/2013	2507	Thibaut, Aubrey Kenton	Tuition at ICLP for Aubrey Kenton Thibaut	Chinese	\$3,950.00	\$87,662.00	\$416,288.00	Aug-12
08/19/2013	2507	McGinnis, Scott	Tuition at ICLP for Scott McGinnis	Chinese	\$3,950.00	\$91,612.00	\$412,338.00	Aug-12
08/19/2013	2511	Linzer, Joanna	Stipend	Japanese	\$7,552.00	\$99,164.00	\$408,388.00	Aug-12
08/19/2013	2512	McNelly, Kimberly	Stipend	Japanese	\$7,552.00	\$106,716.00	\$400,836.00	Aug-12
08/19/2013	2513	Spitz, Benjamin	Stipend	Japanese	\$7,552.00	\$114,268.00	\$393,284.00	Aug-12
08/19/2013	2514	Tucker, Beth	Stipend	Japanese	\$7,552.00	\$121,820.00	\$385,732.00	Aug-12
08/29/2013	2506	Inter-University Center	Tuition at IUC for Joanna Linzer	Japanese	\$12,500.00	\$134,320.00	\$378,180.00	Aug-12
08/29/2013	2506	Inter-University Center	Tuition at IUC for Kimberly McNelly	Japanese	\$15,500.00	\$149,820.00	\$365,680.00	Aug-12
08/29/2013	2506	Inter-University Center	Tuition at IUC for Benjamin Spitz	Japanese	\$15,500.00	\$165,320.00	\$350,180.00	Aug-12
08/29/2013	2506	Inter-University Center	Tuition at IUC for Beth Tucker	Japanese	\$15,500.00	\$180,820.00	\$334,680.00	Aug-12
10/22/2013	2520	DeSapio, Dominic	Stipend	Chinese	\$5,400.00	\$186,220.00	\$319,180.00	Aug-12
10/22/2013	2521	Schoen, Luke	Stipend	Chinese	\$5,400.00	\$191,620.00	\$313,780.00	Aug-12
10/22/2013	2522	Hick, Peter	Stipend	Chinese	\$5,400.00	\$197,020.00	\$308,380.00	Aug-12
11/01/2013	2526	McGovern, Nathan	Stipend	Chinese	\$5,400.00	\$202,420.00	\$302,980.00	Aug-12
11/01/2013	2527	Thibaut, Aubrey Kenton	Stipend	Chinese	\$5,400.00	\$207,820.00	\$297,580.00	Aug-12
11/01/2013	2528	McGinnis, Scott	Stipend	Chinese	\$5,400.00	\$213,220.00	\$292,180.00	Aug-12
11/01/2013	2529	Linzer, Joanna	Stipend	Chinese	\$5,400.00	\$220,695.00	\$286,780.00	Aug-12
11/01/2013	2530	McNelly, Kimberly	Stipend	Japanese	\$7,475.00	\$228,170.00	\$279,305.00	Aug-12
11/01/2013	2531	Spitz, Benjamin	Stipend	Japanese	\$7,475.00	\$235,645.00	\$271,830.00	Aug-12
11/01/2013	2532	Tucker, Beth	Stipend	Japanese	\$7,475.00	\$243,120.00	\$264,355.00	Aug-12
11/15/2013	2533	National Taiwan University	Tuition at ICLP for Nathan McGovern	Chinese	\$3,950.00	\$247,070.00	\$256,880.00	Aug-12
11/15/2013	2533	National Taiwan University	Tuition at ICLP for Aubrey Kenton Thibaut	Chinese	\$3,950.00	\$251,020.00	\$252,930.00	Aug-12
11/15/2013	2533	National Taiwan University	Tuition at ICLP for Scott McGinnis	Chinese	\$3,950.00	\$254,970.00	\$248,980.00	Aug-12
12/04/2013	2534	UC Regents	Tuition at IUP for Dominic DeSapio	Chinese	\$7,500.00	\$262,470.00	\$245,030.00	Aug-12
12/04/2013	2534	UC Regents	Tuition at IUP for Peter Hick	Chinese	\$7,500.00	\$269,970.00	\$237,530.00	Aug-12
12/04/2013	2534	UC Regents	Tuition at IUP for Luke Schoen	Chinese	\$7,500.00	\$277,470.00	\$230,030.00	Aug-12
12/05/2013	2535	Inter-University Center	Tuition at IUC for Joanna Linzer	Japanese	\$12,500.00	\$289,970.00	\$222,530.00	Aug-12
12/05/2013	2535	Inter-University Center	Tuition at IUC for Kimberly McNelly	Japanese	\$15,500.00	\$305,470.00	\$210,030.00	Aug-12
12/05/2013	2535	Inter-University Center	Tuition at IUC for Benjamin Spitz	Japanese	\$15,500.00	\$320,970.00	\$194,530.00	Aug-12

Blakemore Foundation
TRANSACTION DETAIL BY ACCOUNT
Transactions August 2012 Grant

Date	Num	Paid To/Received From	Purpose	Class	Amount	Total Disbursed	Balance of Grant Funds	Grant
413 8		Temporarily Restricted Funds (Freeman Foundation Grant) - August 2012 grant						
12/05/2013	2535	Inter-University Center	Tuition at IUC for Beth Tucker	Japanese	\$15,500.00	\$336,470.00	\$163,530.00	Aug-12
12/31/2013	2538	DeSapio, Dominic	Stipend	Chinese	\$5,400.00	\$341,870.00	\$158,130.00	Aug-12
GRANT SUMMARY								
			Grant Awarded August 2012		\$500,000.00			
			Disbursements paid 1/1/2013 - 12/31/2013 from grant		(\$341,870.00)			
			Balance to be disbursed in 2014		<u>\$158,130.00</u>			

BLAKEMORE FOUNDATION

STATEMENT REGARDING 2013 EXPENDITURE RESPONSIBILITY GRANT FOR THE TAX YEAR ENDING ON DECEMBER 31, 2013

1. **Grantee:** Blakemore Foundation
1201 Third Avenue, Suite 4900
Seattle, WA 98101-3099
2. **Grantor:** The Freeman Foundation
c/o Rockefeller Trust Company
30 Rockefeller Plaza
New York, NY 10112
3. **Date of Grant:** December 9, 2013
4. **Amount of Grant:** \$400,000.00
5. **Purpose(s) of Grant**

Each year the Blakemore Foundation makes grants to American citizens and permanent residents of the United States for the advanced study of Chinese, Japanese, Korean, and other Asian languages in structured language programs in Asia through the Blakemore Freeman Fellowships for Advanced Asian Language Study program. This grant from The Freeman Foundation is restricted for use for the 2014-2015 Blakemore Freeman Fellowships.

6. **Grant Funds Spent by Grantee during the Grantee's prior fiscal/calendar years for this specific grant**

None
7. **Grant Funds Spent by Grantee during the Grantee's current fiscal/calendar year (January 2013 - December 2013) for this specific grant**

None
8. **Is a list attached of all expenditures of Grant funds during the Grantee's fiscal/calendar year? Yes ___ No X N/A ___**

No grant funds were disbursed during fiscal year 2013.

9. **Purposes for Grant funds expenditures**

Blakemore Foundation will make distributions to individuals for purposes described in Section 4945(d)(3) of the Internal Revenue Code of 1986, as amended.

10. **Grantee Compliance with Grant Terms**

Has Grantee complied with all terms of the Grant? Yes X No _____. If not, please explain:

11. **Grantee Progress**

The application deadline for the 2014-2015 Blakemore Freeman Fellowships for Advanced Asian Language Study was December 30, 2013.

Committees for each language group are currently reviewing applications and will select finalists to be interviewed in March 2014. Grants will be then be awarded for the study of Japanese at the Inter-University Center for Japanese Language Studies in Yokohama (the "IUC"), the study of Chinese at the Inter-University Program for Chinese Language Studies at Tsinghua University in Beijing (the "IUP"), the study of Chinese at the International Chinese Language Program at National Taiwan University in Taipei (the "ICLP"), and for the study of other languages of East and Southeast Asia.

Freeman grant funds will be applied towards a portion of the tuition, airfare and living expenses for the 2014-2015 Blakemore Freeman Fellows selected to study Japanese and Chinese at the IUC, the IUP and the ICLP.

12. **Grantee Diversions**

Has the Grantee diverted any portion of the grant funds from the purpose(s) of the grant?

Yes ____ No X If so, please explain:

13. **Prior Reports**

Dates of any reports previously furnished to Grantor for other grants:

July 23, 2013
July 1, 2013
February 1, 2013
July 25, 2012
February 8, 2012
November 4, 2011
January 28, 2011
January 27, 2011
November 24, 2010
January 27, 2010
January 26, 2010
November 16, 2009
January 20, 2009
November 19, 2008
January 24, 2008
December 12, 2007
January 26, 2007
October 11, 2006
February 9, 2006
September 8, 2005
January 7, 2005
July 6, 2004
January 12, 2004
August 11, 2003
February 11, 2003
August 5, 2002
February 3, 2002
September 18, 2002
February 7, 2002
April 26, 2001
October 18, 2000
February 8, 1999
October 31, 1998
June 18, 1998
June 2, 1998
February 6, 1998

Dates of any reports previously furnished to Grantor for this specific grant:

None

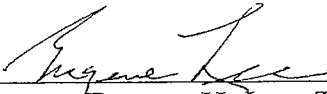
14. **Grant Verification**

Has the Grantor (or others at the Grantor's request) verified the Grantee's current or prior reports?

Yes ___ No X. If so, which reports?

BLAKEMORE FOUNDATION

Date: February 5, 2014

By: 
Eugene H. Lee, Trustee

Form 8949

Statement A

The Freeman Foundation
13-2965090

Short-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
360	Advance Auto Parts, Inc	08/29/12	04/16/13	28,874	25,922	B	(59)	2,893
2820	Advance Auto Parts, Inc	08/29/12	04/16/13	226,182	203,055			23,127
780	Aflac, Inc	04/26/12	01/15/13	40,673	35,045			5,628
4148 3	DoubleLine Total Return Bnd Fd	11/30/12	09/06/13	44,843	47,125			(2,282)
4298 8	DoubleLine Total Return Bnd Fd	10/31/12	09/06/13	46,470	48,878			(2,407)
924561	DoubleLine Total Return Bnd Fd	10/10/12	09/06/13	9,994,509	10,540,000			(545,491)
10	Google Inc - Class A	10/10/13	10/28/13	10,154	8,634			1,519
830	Google Inc - Class A	10/10/13	10/28/13	842,767	716,659			126,107
0 12	Liberty Global PLC - A	12/13/12	06/14/13	9	9			(0)
8159	Liberty Global PLC - A	12/13/12	06/14/13	596,927	614,791			(17,864)
0 48	Liberty Global, PLC - Ser C	12/13/12	06/14/13	33	34			(0)
6092	Liberty Global, PLC - Ser C	12/13/12	06/14/13	418,712	429,912			(11,201)
40	MSCI Inc	10/15/12	07/19/13	1,388	1,031			358
240	MSCI Inc	10/15/12	07/19/13	8,328	6,183			2,145
560	MSCI Inc	10/02/12	07/12/13	19,330	14,702			4,629
560	MSCI Inc	10/02/12	07/17/13	19,342	14,702			4,640
570	MSCI Inc	10/02/12	07/18/13	19,805	14,964			4,841
620	MSCI Inc	10/02/12	07/16/13	21,343	16,277			5,066
710	MSCI Inc	10/02/12	07/15/13	24,554	18,639			5,915
5900	MSCI Inc	10/02/12	07/17/13	203,781	154,891			48,890
5920	MSCI Inc	10/02/12	07/18/13	205,696	155,416			50,280
6470	MSCI Inc	10/02/12	07/16/13	222,723	169,855			52,868
3870	Pharmacyclics Inc	06/19/12	03/12/13	353,407	165,082			188,325
4020	Pharmacyclics Inc	06/18/12	03/12/13	367,105	166,403			200,702
3420	Qualcomm Inc	04/25/13	08/15/13	227,895	213,488	B	637	15,044
30920	Singapore Telecom LTD	08/01/12	07/15/13	93,645	89,567			4,078
34895	Vanguard GNMA Fund-ADM	09/09/13	12/04/13	365,000	361,511			3,489
4920	Vodafone Group PLC - SP ADR	05/31/13	10/03/13	174,665	142,928			31,737
100	ADVANCED AUTO PARTS INC	08/29/12	04/19/13	7,819	7,201		0	618
200	ADVANCED AUTO PARTS INC	08/29/12	04/19/13	15,638	14,401	B	(33)	1,204
1280	ADVANCED AUTO PARTS INC	08/29/12	04/19/13	100,081	92,167		(0)	7,914
170	ADVANCED AUTO PARTS INC	08/29/12	04/19/13	13,292	12,241	E	341	1,392
300	ADVANCED AUTO PARTS INC	08/29/12	04/19/13	23,456	21,602	E	281	2,136
100	AFLAC INC	04/26/12	01/15/13	5,214	4,493	B	1	722
30	AFLAC INC	04/27/12	01/16/13	1,565	1,348	B	(140)	78
100	AFLAC INC	04/27/12	01/16/13	5,217	4,492	B	(1)	724
390	AFLAC INC	04/27/12	01/16/13	20,345	17,520		0	2,825
790	AFLAC INC	04/27/12	01/15/13	41,194	35,489	B	(3,674)	2,031
540	AFLAC INC	04/27/12	01/16/13	28,169	24,258	E	(419)	3,492
390	AFLAC INC	04/27/12	01/16/13	20,345	17,520		0	2,825

Form 8949

Statement A

The Freeman Foundation
13-2965090

Short-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
1660	AFLAC INC	04/27/12	01/15/13	86,559	74,572		0	11,988
3430	AFLAC INC	04/27/12	01/16/13	178,928	154,085		(0)	24,843
6210	AFLAC INC	08/21/12	01/15/13	323,816	290,070		(0)	33,745
820	AFLAC INC	08/21/12	01/15/13	42,758	38,302	B	1,466	5,922
30	GOOGLE INC-A	10/10/13	10/28/13	30,461	25,903	E	61	4,619
310	MALLINCKRODT PLC	06/17/13	08/13/13	13,858	14,001	T	143	(0)
48 75	MALLINCKRODT PLC	06/17/13	08/13/13	2,179	2,202	T	23	(0)
119 25	MALLINCKRODT PLC	06/17/13	08/13/13	5,331	5,386	T	55	(0)
50	MSCI INC	10/02/12	07/19/13	1,735	1,313	E	(38)	384
90	MSCI INC	10/03/12	07/12/13	3,107	2,459	E	3	650
480	MSCI INC	10/03/12	07/12/13	16,569	13,117	E	31	3,483
300	MSCI INC	10/02/12	07/12/13	10,356	7,876	E	(174)	2,306
370	MSCI INC	10/02/12	07/12/13	12,772	9,713	BE	(155)	2,903
560	MSCI INC	10/02/12	07/12/13	19,330	14,702	E	(60)	4,569
3210	MSCI INC	10/02/12	07/15/13	111,012	84,271	E	377	27,117
110	MSCI INC	10/02/12	07/15/13	3,804	2,888	E	(71)	846
2750	MSCI INC	10/02/12	07/19/13	95,426	72,195	E	(323)	22,909
310	MSCI INC	10/02/12	07/19/13	10,757	8,138	E	(47)	2,572
290	MSCI INC	10/02/12	07/19/13	10,063	7,613		(0)	2,450
100	MSCI INC	10/02/12	07/19/13	3,470	2,625	E	(76)	769
4060	MSCI INC	10/02/12	07/15/13	140,408	106,586		(0)	33,822
400	QUALCOMM	04/25/13	08/19/13	26,881	24,969	T	(1,911)	-
5400	QUALCOMM	04/25/13	08/19/13	362,890	336,080		0	26,810
3380	QUALCOMM	04/25/13	08/19/13	227,142	210,361	T	(16,781)	-
0 1273	ROYAL DUTCH SHELL PLC ADR A	12/23/13	12/27/13	9	9	BE	0	0
2	SAMSUNG ELECTRONICS CO LTD PFD	08/20/13	11/15/13	1,888	1,554	BE	(60)	274
6	SAMSUNG ELECTRONICS CO LTD PFD	08/27/13	11/15/13	5,663	4,688	BE	(186)	789
16	SAMSUNG ELECTRONICS CO LTD PFD	08/20/13	11/15/13	15,101	12,431	BE	(198)	2,472
17	SAMSUNG ELECTRONICS CO LTD PFD	08/27/13	11/13/13	15,622	13,281	BE	446	2,787
17	SAMSUNG ELECTRONICS CO LTD PFD	08/20/13	11/18/13	16,475	13,208	BE	(143)	3,125
35	SAMSUNG ELECTRONICS CO LTD PFD	08/27/13	11/13/13	32,163	27,344	BE	(27)	4,792
11	SAMSUNG ELECTRONICS CO LTD PFD	08/26/13	11/13/13	10,108	8,626	BE	(36)	1,447
10	SAMSUNG ELECTRONICS CO LTD PFD	08/26/13	11/13/13	9,190	7,841	T	(1,348)	-
10	SAMSUNG ELECTRONICS CO LTD PFD	08/26/13	11/13/13	9,190	7,841	BE	584	1,932
19	SAMSUNG ELECTRONICS CO LTD PFD	08/26/13	11/13/13	17,460	14,899	BE	1,110	3,672
82	SAMSUNG ELECTRONICS CO LTD PFD	08/23/13	11/15/13	77,393	63,953	BE	(2,212)	11,227
96	SAMSUNG ELECTRONICS CO LTD PFD	08/27/13	11/13/13	88,220	75,001	BE	5,332	18,551
135	SAMSUNG ELECTRONICS CO LTD PFD	08/20/13	11/18/13	130,833	104,887	BE	(3,814)	22,132
201	SAMSUNG ELECTRONICS CO LTD PFD	08/26/13	11/13/13	184,710	157,613	BE	(651)	26,446
208	SAMSUNG ELECTRONICS CO LTD PFD	08/23/13	11/15/13	196,313	162,223	BE	(581)	33,509

Form 8949

Statement A

The Freeman Foundation

Short-Term Transactions:

13-2965090

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
62	SAMSUNG ELECTRONICS CO LTD PFD	08/23/13	11/15/13	58,516	48,355	BE	(1,595)	8,567
303	SAMSUNG ELECTRONICS CO LTD PFD	08/20/13	11/18/13	293,648	235,413	BE	316	58,551
5080	SINGAPORE TELECOMMUNICATIONS (SG)	08/01/12	07/15/13	15,385	14,715	E	(123)	547
8000	SINGAPORE TELECOMMUNICATIONS (SG)	08/01/12	07/15/13	24,229	23,174	E	(82)	974
31600	VIRGIN MEDIA INC	12/13/12	06/07/13	553,000	78,542	BE	-	474,458
3460	VODAFONE GROUP PLC ADR	03/12/13	10/03/13	122,833	95,689		0	27,144
16530	VODAFONE GROUP PLC ADR	03/12/13	10/03/13	586,831	457,152		0	129,679
	Adjustment to proceeds			18	18			0
Totals				19,064,906	17,766,319	-	(23,810)	1,274,777

Form 8949

Statement B

The Freeman Foundation
13-2965090

Short-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
83000	Bank of America Float% 6/15/17	12/13/12	12/04/13	80,510	79,046			1,464
984000	Comcast Corp 5 70% 05/15/2018	02/14/13	04/25/13	1,193,543	1,173,986			19,556
1E+06	CT Build American 5 2% 12/1/22	12/04/12	02/25/13	1,212,970	1,237,679			(24,709)
76000	Fedex Corp Nts, 8 0% 01/15/19	03/01/13	06/25/13	95,298	99,572			(4,275)
940000	GE Cap Corp 5 625% 05/01/18	08/22/12	03/15/13	1,112,415	1,095,826			16,588
1E+06	General Elec 4 65% 10/17/21	03/15/13	12/13/13	1,130,286	1,154,974			(24,688)
35000	JPMorgan Chase 6% 10/01/2017	07/16/13	12/04/13	40,245	39,718			526
1E+06	Morgan Stanley 1 75% 02/25/16	02/21/13	10/23/13	1,194,274	1,183,733			10,541
1E+06	Morgan Stanley 6 00% 04/28/15	03/15/12	02/21/13	1,167,659	1,110,196			57,464
64000	Morgan Stanley 6 25% 08/09/26	10/23/13	12/04/13	73,410	74,355			(945)
1E+06	NBC Universal 2 875% 1/15/23	04/25/13	09/17/13	1,073,138	1,189,217			(116,079)
4400	Ophir Energy Plc - Nil Paid Rt	05/04/12	03/15/13	11,676	-			11,676
6032	Ophir Energy Plc - Nil Paid Rt	05/03/12	03/15/13	16,007	-			16,007
16875	PICC Prop & Cas Rt Exp 6/13/13	11/05/12	06/11/13	7,181	-			7,181
21889	PICC Prop & Cas Rt Exp 6/13/13	11/13/12	06/11/13	9,315	-			9,315
10945	PICC Prop & Cas Rt Exp 6/13/13	11/15/12	06/11/13	4,658	-			4,658
9496 3	PICC Prop & Cas Rt Exp 6/13/13	11/16/12	06/11/13	4,041	-			4,041
14585	PICC Prop & Cas Rt Exp 6/13/13	11/19/12	06/11/13	6,207	-			6,207
15895	PICC Prop & Cas Rt Exp 6/13/13	11/27/12	06/11/13	6,764	-			6,764
21120	PICC Prop & Cas Rt Exp 6/13/13	02/04/13	06/11/13	8,988	-			8,988
13640	PICC Prop & Cas Rt Exp 6/13/13	02/05/13	06/11/13	5,805	-			5,805
12392	PICC Prop & Cas Rt Exp 6/13/13	11/06/12	06/11/13	5,273	-			5,273
13640	PICC Prop & Cas Rt Exp 6/13/13	02/06/13	06/11/13	5,805	-			5,805
18791	PICC Prop & Cas Rt Exp 6/13/13	11/12/12	06/11/13	7,997	-			7,997
750000	TX Build America 4 611% 3/1/21	12/20/12	02/25/13	875,963	885,272			(9,309)
75000	U S Treasury 5 375% 02/15/31	07/11/13	12/04/13	93,059	95,656			(2,597)
1E+06	U S Treasury 5 375% 02/15/31	07/11/13	10/23/13	1,936,568	1,911,331			25,238
1E+06	US Bancorp 4 125% 05/24/21	07/16/13	09/11/13	1,192,914	1,220,998			(28,083)
200000	US Treas Inf lx 1 625% 1/15/15	02/13/13	11/05/13	252,395	250,811			1,584
1E+06	US Treas Inf lx 1 625% 1/15/15	01/16/13	11/05/13	1,744,051	1,731,846			12,205
25000	US Treas Inf lx 1 625% 1/15/15	02/13/13	05/16/13	31,900	31,908			(7)
3E+06	US Treas N/B 0 625% 04/30/18	05/16/13	09/17/13	2,756,369	2,846,292			(89,923)
90000	US Treas N/B 0 625% 04/30/18	05/16/13	07/11/13	86,861	89,260			(2,399)
203000	US Treas N/B 0 875% 04/30/17	05/16/13	12/04/13	203,587	204,970			(1,384)
3E+06	US Treas N/B 1 125% 05/31/19	05/16/13	07/11/13	2,812,863	2,919,189			(106,326)
3E+06	US Treas N/B 2 5% 08/15/2023	09/17/13	10/01/13	2,761,346	2,707,095			54,251
37000	US Treasury 0 625% 07/15/16	07/11/13	12/04/13	37,152	36,962			190
1E+06	US Treasury 2 125% 08/15/21	02/25/13	07/11/13	1,157,386	1,218,444			(61,058)
49000	US Treasury 2 25% 01/31/15	11/05/13	12/04/13	50,168	50,175			(7)

Form 8949

Statement B

The Freeman Foundation

Short-Term Transactions:

13-2965090

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
93000	US Treasury N/B 3 25% 07/31/16	11/05/13	12/04/13	99,804	99,701			103
1E+06	US Treasury N/B 3 625% 8/15/19	02/25/13	07/11/13	1,293,332	1,339,502			(46,170)
110000	US Treasury TIPS 1 25% 4/15/14	12/06/12	05/16/13	123,171	122,687			484
952000	US Treasury TIPS 1 25% 4/15/14	12/06/12	11/05/13	1,057,238	1,050,274			6,965
456000	US Tres Infl 2 5% 07/15/2016	01/16/13	11/05/13	581,256	580,804			452
470000	US Tres Infl 2 5% 07/15/2016	12/11/12	11/05/13	599,101	598,454			648
75000	Wachovia 6% 11/15/2017	12/20/12	05/16/13	89,263	88,959			304
570000	Wachovia 6% 11/15/2017	12/20/12	07/16/13	656,862	672,287			(15,425)
0 2557	Royal Dutch Shell PLC-ADR A	12/23/13	12/27/13	18	18			0
	Adjustment to Proceeds			151,069	151,069			-
Totals				29,117,163	29,342,267	-	-	(225,103)

Form 8949

Statement C

The Freeman Foundation

Short-Term Transactions:

13-2965090

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
	0 106 ROYAL DUTCH SHELL PLC ADR A	09/26/13	09/30/13	7	7		-	0
	0 1273 ROYAL DUTCH SHELL PLC ADR A	12/23/13	12/27/13	9	9		-	0
	18000 SINGAPORE TELECOMMUNICATIONS (SG)	08/01/12	07/16/13	54,331	52,141		-	2,190
Totals				54,347	52,157	-	-	2,191

Form 8949

Statement D

The Freeman Foundation
13-2965090

Long-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
1640	Aflac, Inc	10/12/11	06/12/13	92,197	67,620			24,577
7920	Aflac, Inc	10/12/11	06/12/13	445,243	326,553			118,690
10730	Aflac, Inc	12/06/11	01/17/13	551,410	479,182	B	3,461	75,688
9340	Annaly Mortgage Management Inc	08/11/11	06/05/13	125,888	167,379			(41,491)
3490	FedEx Corporation	09/21/12	11/08/13	460,577	294,906			165,671
9500	FedEx Corporation	09/21/12	10/31/13	1,242,730	802,753			439,978
10	Google Inc - Class A	10/18/12	10/28/13	10,154	6,889			3,265
10	Google Inc - Class A	10/19/12	10/28/13	10,154	6,883			3,270
150	Google Inc - Class A	04/18/11	10/29/13	152,612	78,479	B	(24,772)	49,361
8930	Hewlett-Packard Company	08/22/11	08/09/13	241,126	223,179			17,948
14120	Hewlett-Packard Company	08/19/11	08/08/13	377,236	334,215	B	(273,583)	(230,562)
119	LG Electronics Inc - PFD	03/09/11	09/12/13	2,919	4,434	B	(33)	(1,549)
7470	Ophir Energy Plc	05/03/12	05/24/13	44,924	60,019	B	(9,359)	(24,454)
7610	Ophir Energy Plc	05/03/12	05/28/13	46,591	61,144	B	(9,535)	(24,087)
1900	Quest Diagnostics Incorporated	07/21/11	01/31/13	110,274	108,880	B	98	1,491
2200	Quest Diagnostics Incorporated	03/08/11	02/01/13	127,152	125,760			1,392
12530	Quest Diagnostics Incorporated	03/08/11	02/01/13	724,189	716,260			7,929
17420	Santos Limited	03/10/11	08/23/13	229,002	254,924			(25,921)
18540	Santos Limited	03/09/11	08/23/13	243,726	277,804			(34,078)
21580	Santos Limited	03/09/11	08/22/13	277,601	323,356			(45,755)
37010	Santos Limited	03/10/11	08/26/13	491,720	541,603			(49,883)
3000	Singapore Telecom LTD	05/08/12	07/23/13	9,233	7,556			1,677
3000	Singapore Telecom LTD	05/07/12	07/23/13	9,233	7,556			1,677
42000	Singapore Telecom LTD	05/04/12	07/22/13	127,638	106,042			21,596
42000	Singapore Telecom LTD	05/07/12	07/23/13	129,267	105,790			23,477
68000	Singapore Telecom LTD	05/14/12	07/15/13	205,946	176,172			29,774
125000	Singapore Telecom LTD	05/15/12	07/17/13	375,552	318,168			57,384
125000	Singapore Telecom LTD	05/15/12	07/18/13	373,554	318,168			55,386
1120	Svenska Handelsbanken AB - A s	12/08/11	05/03/13	50,858	30,699			20,158
1120	Svenska Handelsbanken AB - A s	12/08/11	05/06/13	50,136	30,699			19,437
1520	Svenska Handelsbanken AB - A s	12/07/11	05/10/13	67,619	41,514	B	37	26,141
2790	Svenska Handelsbanken AB - A s	12/08/11	05/07/13	126,427	76,474	B	102	50,055
5910	Svenska Handelsbanken AB - A s	12/08/11	05/03/13	268,365	161,993			106,372
6510	Svenska Handelsbanken AB - A s	12/07/11	05/13/13	289,859	177,802			112,057
1070	Tiffany & Co	07/17/12	12/20/13	97,178	56,734			40,444
5200	Tiffany & Co	07/26/12	12/20/13	472,267	289,984			182,284
6520	Tiffany & Co	07/17/12	12/20/13	592,150	345,705			246,445
4100	Vedanta Resources PLC	03/28/11	07/15/13	68,245	144,099			(75,853)
6430	Vedanta Resources PLC	03/29/11	07/15/13	107,028	229,108			(122,080)
10480	Vedanta Resources PLC	03/25/11	07/15/13	174,441	373,538			(199,097)

Form 8949

Statement D

The Freeman Foundation
13-2965090

Long-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
14220	Vedanta Resources PLC	03/28/11	07/16/13	235,068	499,776			(264,708)
540	AFLAC INC	12/06/11	01/17/13	27,750	24,115	E	419	4,054
340	AFLAC INC	12/06/11	01/17/13	17,472	15,184	B	1,165	3,454
1130	AFLAC INC	12/06/11	06/11/13	63,888	50,464	B	3,872	17,296
2000	AFLAC INC	12/06/11	01/16/13	104,331	89,316		0	15,015
2530	AFLAC INC	12/06/11	06/11/13	143,040	112,985	B	8,670	38,725
2940	AFLAC INC	10/12/11	06/11/13	166,221	121,220		0	45,000
20	GOOGLE INC-A	10/18/12	10/28/13	20,308	13,779	E	41	6,570
40	GOOGLE INC-A	10/19/12	10/28/13	40,615	27,534	BE	4,433	17,515
10	GOOGLE INC-A	04/18/11	10/29/13	10,174	5,232	B	(1,053)	3,889
100	GOOGLE INC-A	04/18/11	10/29/13	101,741	52,319	BE	(5,635)	43,788
90	GOOGLE INC-A	04/18/11	10/29/13	91,567	47,088	BE	(9,664)	34,816
880	GOOGLE INC-A	04/18/11	10/29/13	895,325	460,411		-	434,914
460	HEWLETT PACKARD CO COM (**)	08/22/11	08/09/13	12,421	11,496	B	(7,607)	(6,682)
880	HEWLETT PACKARD CO COM (**)	08/19/11	08/09/13	23,762	20,829	B	(15,715)	(12,783)
3160	HEWLETT PACKARD CO COM (**)	08/19/11	08/09/13	85,326	74,796	B	(56,433)	(45,903)
15060	HEWLETT PACKARD CO COM (**)	02/24/11	08/09/13	406,648	648,261	B	291,797	50,183
740	HEWLETT PACKARD CO COM (**)	02/24/11	08/09/13	19,981	31,853	B	1,123	(10,749)
5	LG ELECTRONICS PFD	03/15/11	09/16/13	123	171	B	0	(47)
54	LG ELECTRONICS PFD	03/15/11	09/24/13	1,296	1,846	B	7	(543)
58	LG ELECTRONICS PFD	03/09/11	09/06/13	1,486	2,161	BE	(21)	(696)
60	LG ELECTRONICS PFD	03/09/11	08/23/13	1,558	2,236	BE	(14)	(691)
70	LG ELECTRONICS PFD	03/09/11	08/29/13	1,791	2,608	BE	(25)	(843)
32	LG ELECTRONICS PFD	03/15/11	09/16/13	789	1,094	BE	(111)	(416)
52	LG ELECTRONICS PFD	03/15/11	09/16/13	1,282	1,777	BE	2	(494)
86	LG ELECTRONICS PFD	03/09/11	09/04/13	2,224	3,205	BE	(12)	(993)
100	LG ELECTRONICS PFD	03/09/11	09/05/13	2,581	3,726	BE	(48)	(1,194)
110	LG ELECTRONICS PFD	03/09/11	08/26/13	2,855	4,099	BE	(16)	(1,260)
110	LG ELECTRONICS PFD	03/09/11	08/30/13	2,857	4,099	BE	(64)	(1,307)
110	LG ELECTRONICS PFD	03/09/11	09/10/13	2,766	4,099	BE	(37)	(1,370)
110	LG ELECTRONICS PFD	03/09/11	09/11/13	2,734	4,099	BE	(26)	(1,391)
110	LG ELECTRONICS PFD	03/15/11	09/17/13	2,658	3,760	BE	0	(1,101)
116	LG ELECTRONICS PFD	03/09/11	09/09/13	2,932	4,323	BE	(25)	(1,415)
119	LG ELECTRONICS PFD	03/09/11	09/13/13	2,863	4,434	B	(33)	(1,605)
144	LG ELECTRONICS PFD	03/15/11	09/23/13	3,444	4,922	BE	32	(1,445)
360	LG ELECTRONICS PFD	03/15/11	09/16/13	8,876	12,304	BE	12	(3,417)
364	LG ELECTRONICS PFD	03/09/11	09/13/13	8,758	13,564	BE	365	(4,441)
553	LG ELECTRONICS PFD	03/09/11	09/16/13	13,634	20,607	BE	(212)	(7,185)
32	LG ELECTRONICS PFD	03/09/11	09/16/13	789	1,192	BE	100	(304)
588	LG ELECTRONICS PFD	03/15/11	09/24/13	14,112	20,097	BE	77	(5,909)

Form 8949

Statement D

The Freeman Foundation
13-2965090

Long-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
628	LG ELECTRONICS PFD	03/09/11	08/23/13	16,309	23,402	BE	(141)	(7,234)
630	LG ELECTRONICS PFD	03/09/11	09/06/13	16,144	23,476	BE	(229)	(7,561)
800	LG ELECTRONICS PFD	03/09/11	08/29/13	20,472	29,811	BE	(290)	(9,630)
896	LG ELECTRONICS PFD	03/09/11	09/13/13	21,558	33,389	BE	899	(10,931)
950	LG ELECTRONICS PFD	03/09/11	09/04/13	24,564	35,401	BE	(132)	(10,969)
1115	LG ELECTRONICS PFD	03/09/11	09/05/13	28,776	41,549	BE	(534)	(13,308)
1260	LG ELECTRONICS PFD	03/09/11	09/09/13	31,850	46,953	BE	(1,301)	(16,404)
1260	LG ELECTRONICS PFD	03/09/11	09/12/13	30,903	46,953	BE	(940)	(16,990)
1266	LG ELECTRONICS PFD	03/09/11	08/26/13	32,862	47,176	BE	(185)	(14,499)
1266	LG ELECTRONICS PFD	03/09/11	08/30/13	32,876	47,176	BE	(740)	(15,040)
1269	LG ELECTRONICS PFD	03/09/11	09/10/13	31,915	47,288	BE	(432)	(15,806)
1269	LG ELECTRONICS PFD	03/09/11	09/11/13	31,537	47,288	BE	(301)	(16,052)
1269	LG ELECTRONICS PFD	03/15/11	09/17/13	30,664	43,373	BE	5	(12,704)
1580	LG ELECTRONICS PFD	03/15/11	09/23/13	37,794	54,003	BE	350	(15,859)
11000	OPHIR ENERGY PLC	05/04/12	05/28/13	67,346	85,321	B	(13,305)	(31,280)
950	PEPSICO INC	08/11/11	03/12/13	72,947	59,971	E	6,445	19,421
4300	QUEST DIAGNOSTICS INC COM	03/08/11	01/31/13	249,567	245,803	B	(610)	3,154
360	QUEST DIAGNOSTICS INC COM	07/21/11	01/31/13	20,894	20,630		0	264
6170	QUEST DIAGNOSTICS INC COM	07/21/11	01/31/13	358,099	353,574	B	875	5,400
0 106	ROYAL DUTCH SHELL PLC ADR A	07/31/12	09/30/13	7	7	T	0	-
0 2368	ROYAL DUTCH SHELL PLC ADR A	07/31/12	09/30/13	16	16	BW	1	(0)
0 1273	ROYAL DUTCH SHELL PLC ADR A	07/31/12	09/30/13	8	9	T	0	0
26000	Singapore Telecom LTD	05/10/12	07/16/13	78,479	66,870	BE	(89)	11,520
3000	SINGAPORE TELECOMMUNICATIONS (SG)	05/11/12	07/15/13	9,086	7,807	BE	380	1,659
3000	SINGAPORE TELECOMMUNICATIONS (SG)	05/04/12	07/22/13	9,117	7,574	BE	(336)	1,206
5000	SINGAPORE TELECOMMUNICATIONS (SG)	05/14/12	07/15/13	15,143	12,954	BE	106	2,295
6000	SINGAPORE TELECOMMUNICATIONS (SG)	05/09/12	07/22/13	18,234	15,139	E	233	3,328
7000	SINGAPORE TELECOMMUNICATIONS (SG)	05/10/12	07/15/13	21,200	18,003	E	(169)	3,027
8700	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/19/13	25,980	22,145	BE	652	4,487
7920	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/22/13	24,069	20,159		(0)	3,910
920	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/22/13	2,796	2,342	E	(32)	422
20	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/22/13	61	51	E	(1)	9
440	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/22/13	1,337	1,120	BE	(21)	196
14080	SINGAPORE TELECOMMUNICATIONS (SG)	05/10/12	07/15/13	42,643	36,213		(0)	6,430
60	SINGAPORE TELECOMMUNICATIONS (SG)	05/10/12	07/15/13	182	154	BE	(1)	26
560	SINGAPORE TELECOMMUNICATIONS (SG)	05/10/12	07/15/13	1,696	1,440	BE	9	265
15920	SINGAPORE TELECOMMUNICATIONS (SG)	05/08/12	07/23/13	48,998	40,099	BE	(1,368)	7,531
17080	SINGAPORE TELECOMMUNICATIONS (SG)	05/08/12	07/23/13	52,569	43,020	BE	(738)	8,810
18000	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/19/13	53,751	45,816	T	(7,935)	-
5000	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/17/13	15,022	12,727	B	(227)	2,068

Form 8949

Statement D

The Freeman Foundation

Long-Term Transactions:

13-2965090

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
21000	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/17/13	63,093	53,452	BE	(688)	8,952
26000	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/18/13	77,699	66,179	BE	89	11,609
12300	SINGAPORE TELECOMMUNICATIONS (SG)	05/09/12	07/23/13	37,857	31,035	BE	(1,399)	5,422
23220	SINGAPORE TELECOMMUNICATIONS (SG)	05/09/12	07/23/13	71,466	58,589		0	12,878
1780	SINGAPORE TELECOMMUNICATIONS (SG)	05/09/12	07/23/13	5,478	4,491	BE	(192)	795
4000	SINGAPORE TELECOMMUNICATIONS (SG)	05/11/12	07/15/13	12,114	10,409	BE	58	1,763
35000	SINGAPORE TELECOMMUNICATIONS (SG)	05/11/12	07/15/13	106,002	91,081	BE	3,132	18,053
46700	SINGAPORE TELECOMMUNICATIONS (SG)	05/09/12	07/22/13	141,921	117,833	BE	(2,760)	21,328
33000	SINGAPORE TELECOMMUNICATIONS (SG)	05/10/12	07/16/13	99,608	84,873	BE	3,713	18,448
15300	SINGAPORE TELECOMMUNICATIONS (SG)	05/10/12	07/16/13	46,182	39,350	BE	721	7,553
76700	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/16/13	231,512	195,228	E	(2,474)	33,810
80300	SINGAPORE TELECOMMUNICATIONS (SG)	05/15/12	07/19/13	239,788	204,391	E	2,590	37,987
390	SVENSKA HANDELSBKN	12/08/11	05/10/13	17,350	10,690	BE	(24)	6,635
230	SVENSKA HANDELSBKN	12/08/11	05/10/13	10,232	6,304	BE	(14)	3,913
1170	SVENSKA HANDELSBKN	12/07/11	05/13/13	52,095	31,955	E	(768)	19,371
70	SVENSKA HANDELSBKN	12/07/11	05/13/13	3,117	1,912	BE	(14)	1,191
1240	SVENSKA HANDELSBKN	12/06/11	05/14/13	54,397	33,300	E	814	21,912
100	SVENSKA HANDELSBKN	12/06/11	05/14/13	4,387	2,685		0	1,701
310	SVENSKA HANDELSBKN	12/06/11	05/14/13	13,599	8,325		(0)	5,274
1370	SVENSKA HANDELSBKN	12/08/11	05/10/13	60,946	37,552	BE	(85)	23,309
770	SVENSKA HANDELSBKN	12/08/11	05/10/13	34,254	21,106		0	13,149
2480	SVENSKA HANDELSBKN	12/07/11	05/14/13	108,794	67,734	B	1,135	42,195
3200	SVENSKA HANDELSBKN	12/06/11	05/14/13	140,380	85,935		(0)	54,445
5230	SVENSKA HANDELSBKN	12/07/11	05/10/13	232,662	142,842	E	(3,229)	86,590
5530	SVENSKA HANDELSBKN	12/07/11	05/14/13	242,594	151,036	B	2,530	94,088
5910	SVENSKA HANDELSBKN	12/08/11	05/06/13	264,556	161,993		(0)	102,563
100	SVENSKA HANDELSBKN	12/06/11	05/14/13	4,387	2,685	BE	6	1,708
7120	SVENSKA HANDELSBKN	12/06/11	05/14/13	312,345	191,205	BE	1,138	122,278
14690	SVENSKA HANDELSBKN	12/08/11	05/07/13	665,667	402,654		-	263,013
460	VEDANTA RESOURCES	03/24/11	07/11/13	7,713	16,430		(0)	(8,717)
170	VEDANTA RESOURCES	03/24/11	07/11/13	2,851	6,072	BE	(555)	(3,776)
1480	VEDANTA RESOURCES	03/24/11	07/10/13	23,458	52,862	B	(3,469)	(32,873)
2140	VEDANTA RESOURCES	03/30/11	07/11/13	35,883	78,937	E	(1,964)	(45,018)
3560	VEDANTA RESOURCES	03/31/11	07/11/13	59,693	135,499	BE	5,077	(70,729)
720	VEDANTA RESOURCES	03/31/11	07/11/13	12,073	27,404	E	(661)	(15,992)
6590	VEDANTA RESOURCES	03/25/11	07/10/13	104,451	234,887	E	6,049	(124,387)
7080	VEDANTA RESOURCES	04/01/11	07/11/13	118,716	274,236	B	21,356	(134,164)
	Adjustment to Proceeds			458,375	458,375			-
Totals				17,905,632	15,974,841	-	(88,210)	1,842,582

Form 8949

Statement E

The Freeman Foundation
13-2965090

Long-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
2260	Advance Auto Parts, Inc	11/04/09	04/23/13	181,240	86,616			94,624
11340	Advance Auto Parts, Inc	11/04/09	04/25/13	942,475	434,613			507,861
1460	Advance Auto Parts, Inc	VARIOUS	04/25/13	121,342	97,415			23,927
800	Advance Auto Parts, Inc	VARIOUS	04/26/13	66,297	35,546			30,751
840	Advance Auto Parts, Inc	11/04/09	04/26/13	69,612	32,194			37,418
5320	Advance Auto Parts, Inc	11/03/09	04/26/13	440,874	203,747			237,127
1050	Advance Auto Parts, Inc	11/04/09	04/19/13	82,098	40,242			41,856
2300	Advance Auto Parts, Inc	11/04/09	04/22/13	181,989	88,149			93,840
120	Advance Auto Parts, Inc	12/06/10	04/23/13	9,623	8,244			1,379
3950	Alexion Pharmaceuticals, Inc	10/15/09	11/04/13	486,634	90,355			396,279
860	Alexion Pharmaceuticals, Inc	10/15/09	11/05/13	103,864	19,672			84,192
	Annaly Mortgage Management Inc		01/00/00	2,055	-			2,055
500000	Caterpillar Inc 5 7% 8/15/16	08/24/11	02/22/13	581,045	564,636			16,409
60000	Caterpillar Inc 5 7% 8/15/16	12/27/11	02/22/13	69,725	68,838			887
65830	China Agri-Industries Holdings	05/06/10	04/12/13	31,571	82,700			(51,129)
66900	China Agri-Industries Holdings	05/06/10	04/15/13	31,453	84,044			(52,591)
8270	China Agri-Industries Holdings	05/06/10	04/17/13	3,818	10,389			(6,571)
6250	China Agri-Industries Holdings	05/12/10	04/02/13	3,157	7,923			(4,766)
34750	China Agri-Industries Holdings	05/12/10	04/03/13	17,112	44,050			(26,938)
68000	China Agri-Industries Holdings	05/13/10	04/02/13	34,347	87,433			(53,086)
39000	China Agri-Industries Holdings	05/14/10	04/02/13	19,699	50,423			(30,724)
12000	China Agri-Industries Holdings	05/18/10	04/17/13	5,540	14,955			(9,415)
2000	China Agri-Industries Holdings	05/19/10	04/17/13	923	2,484			(1,561)
65770	China Agri-Industries Holdings	11/24/10	04/03/13	32,387	82,808			(50,421)
6970	China Agri-Industries Holdings	11/24/10	04/12/13	3,343	8,776			(5,433)
25000	China Agri-Industries Holdings	11/29/10	04/17/13	11,542	30,618			(19,076)
113260	China Agri-Industries Holdings	11/24/10	04/11/13	56,181	142,601			(86,420)
20770	China Agri-Industries Holdings	05/05/10	04/02/13	10,491	27,141			(16,650)
53610	China Agri-Industries Holdings	11/26/10	04/17/13	24,750	65,168			(40,418)
106390	China Agri-Industries Holdings	11/26/10	04/18/13	48,248	129,327			(81,079)
61000	China Agri-Industries Holdings	05/17/10	04/12/13	29,255	76,653			(47,398)
150000	Comcast Corp Notes, 5 300%	12/27/11	02/14/13	156,426	155,343			1,083
410000	Comcast Corp Notes, 5 300%	06/24/11	02/14/13	427,564	425,401			2,163
13480	Covidien PLC	11/26/08	10/04/13	813,453	451,025			362,428
800	Covidien PLC	11/28/08	10/07/13	47,968	26,643			21,325
7610	Covidien PLC	11/28/08	10/07/13	456,295	253,440			202,854
2050	Covidien PLC	VARIOUS	10/04/13	123,708	74,325			49,382
390	Covidien PLC	12/06/10	10/03/13	23,669	15,175			8,494
590	Covidien PLC	11/04/10	10/03/13	35,807	21,539			14,268

Form 8949

Statement E

The Freeman Foundation
13-2965090

Long-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
340	Covidien PLC	11/25/08	10/04/13	20,517	11,456			9,061
5780	Covidien PLC	11/28/08	10/04/13	348,795	192,495			156,300
9320	Covidien PLC	11/25/08	10/03/13	565,628	314,040			251,588
430000	E I Du Pont, 6% 07/15/18	09/15/11	02/22/13	530,182	510,929			19,252
4060	FedEx Corporation	02/09/10	11/08/13	535,801	317,610			218,191
9810	FedEx Corporation	04/23/09	11/11/13	1,300,757	519,341			781,415
3400	FedEx Corporation	04/22/09	11/11/13	450,823	186,996			263,827
4260	FedEx Corporation	02/09/10	11/11/13	564,855	333,256			231,599
250000	Freddie Mac 1 375% 02/25/14	12/27/11	02/13/13	253,033	252,234			799
900000	Freddie Mac 1 375% 02/25/14	10/25/11	02/13/13	910,917	907,589			3,328
980000	General Mills 5 7% 02/15/17	09/12/11	01/16/13	1,151,500	1,119,440			32,060
1E+06	GS Group 5 75% 01/24/2022	08/24/12	12/13/13	1,141,449	1,098,599			42,850
44650	Hewlett-Packard Company	09/27/10	08/09/13	1,205,632	1,854,225			(648,594)
455000	Honeywell 5 0% Due 2/15/19	03/09/09	01/23/13	541,600	449,163			92,437
340	JP Morgan Chase Pfd 8 625%	12/06/10	03/14/13	8,817	9,333			(516)
810	JP Morgan Chase Pfd 8 625%	11/04/10	03/13/13	20,978	22,653			(1,675)
1390	JP Morgan Chase Pfd 8 625%	11/04/10	03/14/13	36,048	38,874			(2,826)
1460	JP Morgan Chase Pfd 8 625%	11/04/10	03/12/13	37,873	40,832			(2,959)
2940	JP Morgan Chase Pfd 8 625%	12/06/10	03/18/13	76,368	80,706			(4,338)
3120	JP Morgan Chase Pfd 8 625%	12/06/10	03/15/13	81,036	85,647			(4,611)
160000	Keycorp 5 1% Due 3/24/21	03/21/12	04/23/13	188,984	174,109			14,875
4350	Mastercard Inc - Class A	10/13/08	12/24/13	3,532,775	700,523			2,832,251
775000	MD Baltimore 4% 11/01/17	08/23/11	02/04/13	869,542	844,846			24,697
2020	MSCI Inc	12/13/10	07/11/13	69,511	74,012			(4,501)
1570	MSCI Inc	12/07/10	07/08/13	54,240	57,989			(3,749)
2570	MSCI Inc	12/08/10	07/08/13	88,788	95,288			(6,500)
2260	MSCI Inc	12/07/10	07/10/13	76,704	83,474			(6,770)
3650	MSCI Inc	12/09/10	07/10/13	123,880	134,230			(10,350)
220	MSCI Inc	12/10/10	07/11/13	7,570	8,057			(487)
3660	MSCI Inc	12/09/10	07/11/13	125,945	134,598			(8,653)
3840	MSCI Inc	12/07/10	07/09/13	130,943	141,832			(10,889)
5900	MSCI Inc	12/10/10	07/12/13	203,660	216,082			(12,422)
90	MSCI Inc	12/10/10	07/15/13	3,112	3,296			(184)
148000	NVR Inc Corp 3 95% 9/15/22	10/04/12	12/04/13	140,138	152,552			(12,413)
975000	NY BAB 4 047% 10/01/20	05/20/11	06/25/13	1,012,148	971,730			40,417
6460	Pepsico, Inc	02/02/09	03/13/13	495,788	320,650			175,138
1650	Pepsico, Inc	12/06/10	08/02/13	137,892	107,415			30,477
1780	Pepsico, Inc	02/02/09	08/02/13	148,756	88,352			60,404
2720	Pepsico, Inc	11/04/10	08/02/13	227,313	176,071			51,242
34720	Pepsico, Inc	02/02/09	03/12/13	2,666,023	1,723,369			942,654

Form 8949

Statement E

The Freeman Foundation
13-2965090

Long-Term Transactions:

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
3110	Regeneron Pharmaceuticals	12/02/10	11/04/13	882,378	92,172			790,205
1120	Regeneron Pharmaceuticals	12/02/10	11/05/13	329,347	33,194			296,154
13920	Singapore Telecom LTD	11/08/10	07/19/13	41,567	35,194			6,374
26000	Singapore Telecom LTD	11/08/10	07/22/13	79,014	65,735			13,279
5080	Singapore Telecom LTD	11/08/10	07/23/13	15,635	12,844			2,791
1420	Thermo Fisher Scientific Inc	08/27/10	07/12/13	125,008	61,198			63,810
5460	Thermo Fisher Scientific Inc	08/26/10	06/20/13	443,682	237,374			206,308
6970	Thermo Fisher Scientific Inc	08/26/10	07/12/13	613,595	303,021			310,573
14340	Thermo Fisher Scientific Inc	08/27/10	07/15/13	1,262,829	618,014			644,815
3640	Thermo Fisher Scientific Inc	08/26/10	06/19/13	308,667	158,249			150,417
385000	TX St Build 5 503% 10/1/22	07/21/11	02/25/13	472,507	428,353			44,154
1570	Unilever Plc - Sponsored ADR	11/04/10	05/31/13	66,116	48,751			17,365
2750	Unilever Plc - Sponsored ADR	12/06/10	05/31/13	115,809	80,630			35,179
120000	UPS 5 125% Due 4/1/19	03/20/09	04/23/13	144,353	119,943			24,409
1E+06	US Bancorp 2 2% 11/15/16	03/21/12	07/16/13	1,248,060	1,231,444			16,616
1E+06	US Treas N/B 1 75% 04/15/13	06/20/11	04/15/13	1,150,000	1,150,000			-
2E+06	US Treas N/B 2 625% 11/15/20	08/17/11	07/11/13	2,276,884	2,273,499			3,385
465000	US Treasury TIPS 1 25% 4/15/14	09/06/12	11/05/13	516,403	509,123			7,280
590000	US Treasury TIPS 1 25% 4/15/14	09/10/12	11/05/13	655,221	646,316			8,905
875000	US Tres Infl 2 5% 07/15/2016	08/09/12	11/05/13	1,115,348	1,096,105			19,244
88960	Vanguard GNMA Fund-ADM	07/18/11	05/16/13	960,766	975,000			(14,234)
89606	Vanguard GNMA Fund-ADM	12/27/11	05/16/13	967,742	1,000,000			(32,258)
111866	Vanguard GNMA Fund-ADM	08/16/11	05/16/13	1,208,152	1,252,899			(44,746)
490666	Vanguard GNMA Fund-ADM	02/26/09	05/16/13	5,299,196	5,171,623			127,573
430000	Verizon Comm 6 35% 04/01/19	03/24/09	01/16/13	541,688	425,574			116,114
7410	Vodafone Group PLC - SP ADR	05/07/10	12/16/13	273,584	148,248			125,336
17370	Vodafone Group PLC - SP ADR	04/30/09	12/17/13	643,509	323,028			320,481
1779	Vodafone Group PLC - SP ADR	12/06/10	12/17/13	65,907	46,379			19,528
2630	Vodafone Group PLC - SP ADR	11/04/10	12/16/13	97,102	74,870			22,233
7541	Vodafone Group PLC - SP ADR	12/06/10	12/16/13	278,421	196,594			81,827
8100	Vodafone Group PLC - SP ADR	04/30/09	12/16/13	299,060	150,635			148,425
29670	Vodafone Group PLC - SP ADR	05/10/10	12/16/13	1,095,445	621,420			474,024
54170	Vodafone Group PLC - SP ADR	04/29/09	12/16/13	2,000,008	1,007,795			992,213
2700	Vodafone Group PLC - SP ADR	11/04/10	10/03/13	95,853	76,862			18,990
10580	Vodafone Group PLC - SP ADR	05/10/10	10/03/13	375,600	221,592			154,009
940000	Wal-Mart Stores 5 8% 2/15/18	09/14/11	01/16/13	1,149,742	1,105,610			44,132
209000	Yum! Brands 6 25% 3/15/18	03/07/12	12/02/13	244,319	240,614			3,705
756000	Yum! Brands 6 25% 3/15/18	03/07/12	11/04/13	858,771	870,803			(12,032)
	Adjustment to Proceeds			(563,729)	(563,729)			
Totals				53,627,458	41,241,523	-	-	12,385,935

Form 8949

Statement F

The Freeman Foundation

Long-Term Transactions:

13-2965090

	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Shares	Description of Property	Date Acquired	Date Sold	Proceeds	Cost or other Basis	Code	Amount of Adjustment	Gain or (Loss)
	310 MALLINCKRODT PLC	11/04/10	08/13/13	13,858	8,988		-	4,870
	48 75 MALLINCKRODT PLC	12/06/10	08/13/13	2,179	1,507		-	673
	119 25 MALLINCKRODT PLC	11/28/08	08/13/13	5,331	3,154		-	2,177
	400 QUALCOMM	02/09/10	08/19/13	26,881	15,171		-	11,709
	3380 QUALCOMM	02/09/10	08/19/13	227,142	128,198		-	98,944
	10 SAMSUNG ELECTRONICS CO LTD PFD	06/13/12	11/18/13	9,684	6,430		-	3,254
Totals				285,075	163,448	-	-	121,627

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SHORT TERM COVERED (SEE ATTACHED)	P		
SHORT TERM NONCOVERED (SEE ATTACHED)	P		
SHORT TERM NOT REPORTED (SEE ATTACHED)	P		
LONG TERM COVERED (SEE ATTACHED)	P		
LONG TERM NONCOVERED (SEE ATTACHED)	P		
LONG TERM NOT REPORTED (SEE ATTACHED)	P		
GAIN ON LITIGATION SETTLEMENT	P		
STATE STREET BANK - CAPITAL GAIN DISTRIBUTION	P		
ROCKEFELLER GA INVESTORS	P		
5500 FUND	P		
5500 FUND	P		
2006 SPECIAL GLOBAL OPPS	P		
2006 SPECIAL GLOBAL OPPS	P		
ROCKEFELLER ACCESS FUND 06-I	P		
ROCKEFELLER ACCESS FUND 06-I	P		
ROCKEFELLER ALT STRATEGIES QP, LP	P		
ROCKEFELLER ALT STRATEGIES QP, LP	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,064,906		17,766,319	1,274,777
29,117,163		29,342,267	-225,104
54,347		52,157	2,190
17,905,632		15,974,841	1,842,581
53,627,458		41,241,523	12,385,935
285,075		163,448	121,627
456			456
6,912			6,912
2,730,501			2,730,501
13,933			13,933
197,660			197,660
94			94
		3,556	-3,556
119,049			119,049
2,027,813			2,027,813
74			74
		436,270	-436,270

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,298,587
			-225,104
			2,190
			1,930,791
			12,385,935
			121,627
			456
			6,912
			2,730,501
			13,933
			197,660
			94
			-3,556
			119,049
			2,027,813
			74
			-436,270

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Expenditure Responsibility Statement

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Blakemore Foundation - SEE ATTACHED						NO			

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE FREEMAN FOUNDATION (9645)
EIN: 13-2965090

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT ATTACHED	23,018,365	23,381,764

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE FREEMAN FOUNDATION (9645)
EIN: 13-2965090

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED STATEMENT	154,516,496	224,764,812

TY 2013 Investments Government Obligations Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

US Government Securities - End of

Year Book Value: 17,563,518

US Government Securities - End of

Year Fair Market Value: 17,455,734

**State & Local Government
Securities - End of Year Book**

Value: 10,484,147

**State & Local Government
Securities - End of Year Fair**

Market Value: 10,051,056

TY 2013 Investments - Land Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

TY 2013 Land, Etc. Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

TY 2013 Legal Fees Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	31,436			31,436

TY 2013 Other Assets Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
5500 FUND, LP	8,598,073	8,674,820	19,696,754
ROCKEFELLER GA INVEST 2006, LP	18,774,146	15,037,877	18,085,673
2006 SPECIAL GLOBAL OPPORTUN	1,911,080	1,602,666	1,176,274
ROCKEFELLER ACCESS FD 06-I	23,818,027	23,363,355	29,804,883
ROCKEFELLER ALT STRATEGIES QP	3,788,845	3,349,948	163,720
DIVIDENDS RECEIVABLE- MM SWEEP	0	18	18
DIVIDEND RECEIVABLE- F/X ADJ			248

TY 2013 Other Decreases Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Description	Amount
OID NOT RECORDED ON BOOKS	86,510

TY 2013 Other Expenses Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
UTILITIES	20,156			20,156
PHONE/FAX/INTERNET	8,292			8,292
SUPPLIES / OFFICE EXPENSE	5,568			5,568
POSTAGE	7,373			7,373
COMPUTER EXPENSE	105			105
INSURANCE	5,048			5,048
LANDSCAPING	11,340			11,340
BANK FEES	8,012	8,012		8,012
REPAIRS AND MAINTENANCE	2,501			2,501
COMPUTER EQUIPMENT	4,576			4,576
FEES & LICENSES	3,846			3,846
ROCKEFELLER ALT STRAT QP	2,701	2,767		
ROCKEFELLER 2006 SGO, LLC	27,384	27,281		
ROCKEFELLER ACCESS FD '06-I	95,848	109,109		
ROCKEFELLER GA INVESTORS 2006	197,257	197,257		
5500 FUND	134,846	134,846		

TY 2013 Other Income Schedule**Name:** THE FREEMAN FOUNDATION (9645)**EIN:** 13-2965090

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Cash Received on Virgin Media Stock Merg	78,542		
Non Dividend Distribution	2,528		
NET Gain ON F/X TRANSLATION-IRC SEC 988	4,499	4,499	

TY 2013 Other Increases Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Description	Amount
INTEREST AND DIVIDENDS TIMING ADJ	56,939

TY 2013 Other Liabilities Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Description	Beginning of Year - Book Value	End of Year - Book Value
DECEMBER 2007 PAYROLL PAID IN		

TY 2013 Other Professional Fees Schedule

Name: THE FREEMAN FOUNDATION (9645)

EIN: 13-2965090

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RTC AGENCY FEES	586,637	474,143		112,494

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2012

Quantity		Book Value	Market Value
Cash / Cash Equivalents:			
	Cash	142,587 20	142,587 20
	Cash	3,193,577 24	3,193,577 24
	Total Cash & Equivalents	3,336,164.44	3,336,164.44
Accounts Receivable:			
	Accrued Dividends Receivable	289,863 37	289,863 37
	Accrued Interest Receivable	485,506 33	485,506 33
	Total Accounts Receivable	775,369.70	775,369.70
Equities:			
30,720 00	Advance Auto Parts, Inc	1,403,445 91	2,222,592 00
93,910 00	Aflac, Inc	3,985,229 13	4,988,499 20
14,050 00	Alexion Pharmaceuticals, Inc	317,073 78	1,317,047 00
34,150 00	Anadarko Petroleum Corporation	1,963,628 81	2,537,686 50
9,340 00	Annaly Mortgage Management Inc	167,379 34	131,133 60
18,760 00	Apache Corporation	1,792,301 95	1,472,660 00
36,350 00	Arcos Dorados Holdings, Inc	432,281 33	434,746 00
35,570 00	Baker Hughes Incorporated	1,489,725 44	1,452,952 69
23,200 00	BioMarin Pharmaceutical Inc	481,731 77	1,141,440 00
33,320 00	Boskalis Westminster - CVA	1,067,384 07	1,493,579 43
12,130 00	BP PLC - Spons ADR	480,302 48	505,093 20
92,510 00	CareFusion Corporation	1,908,694 68	2,643,935 80
7,530 00	Carnival Corporation	235,519 84	276,878 10
729,560 00	Centrica plc	2,836,467 27	3,956,131 60
32,460 00	Chevron Corporation	2,008,781 67	3,510,224 40
755,770 00	China Agri-Industries Holdings	947,492 61	423,184 79
75,610 00	China Mobile (Hong Kong) Ltd	3,354,059 90	4,439,819 20
39,410 00	Comcast Corporation - CL A	726,629 76	1,472,357 60
32,760 00	Comerica Incorporated	1,227,729 23	993,938 40
26,450 00	Continental Resources, Inc	623,632 81	1,943,810 50
40,360 00	Covidien PLC	1,495,165 63	2,330,386 40
62,030 00	Delphi Automotive PLC	2,018,597 36	2,372,647 50
933,008 54	DoubleLine Total Return Bnd Fd	10,636,002 48	10,570,986 78
23,750 00	Dover Corp	1,457,357 38	1,560,612 50
2,960 00	Exxon Mobil Corporation	207,135 20	256,188 00
34,520 00	FedEx Corporation	2,454,861 51	3,166,174 40
18,160 00	First Niagara Financial Group,	172,992 92	144,008 80

5,850 00	GlaxoSmithKline plc-ADR	259,092 40	254,299 50
11,690 00	Goldman Sachs Group	1,236,583 24	1,491,176 40
8,365 00	Google Inc - Class A	4,400,163 68	5,917,233 70
88,000 00	Hewlett-Packard Company	3,259,272 89	1,254,000 00
52,120 00	Honeywell Inc	2,011,498 11	3,308,056 40
12,640 00	HSBC Finance Corp - 6 36% Pfd	300,606 06	316,758 40
24,290 00	Hyundai Motor Co , Ltd - 2nd	1,386,846 28	1,715,268 90
7,820 00	Hyundai Motor Company Ltd PFD	473,920 32	506,200 87
201,210 00	ING Groep	1,907,582 30	1,873,096 65
91,270 00	J P Morgan Chase & Co	3,107,392 98	4,013,059 76
3,450 00	Johnson & Johnson	218,086 84	241,845 00
38,922 00	Johnson Matthey PLC	1,113,619 30	1,503,229 39
10,060 00	JP Morgan Chase Pfd 8 625%	278,046 26	261,258 20
30,700 00	Korea Electric Power Corp	807,937 79	873,189 64
158,410 00	Korea Electric Power Corp SP	1,968,925 78	2,212,987 70
18,920 00	LG Electronics Inc - PFD	695,660 51	360,524 02
4,350 00	Mastercard Inc - Class A	700,523 13	2,137,068 00
3,370 00	McDonalds Corp	267,806 91	297,267 70
59,060 00	Merck & Co Inc	2,275,341 06	2,417,916 40
164,410 00	Microsoft Corp	4,175,407 39	4,391,341 78
60,050 00	MSCI Inc	1,849,012 58	1,860,949 50
32,200 00	Murata Manufacturing Osaka	1,849,616 52	1,880,645 35
3,450 00	Nestle SA-Spons ADR For Reg	194,114 26	224,635 37
45,170 00	NetApp, Inc	1,536,370 26	1,515,453 50
55,000 00	NGK Spark Plug Co , Ltd Tokyo	726,587 85	725,148 90
64,200 00	Novartis AG - ADR	3,529,575 92	4,063,860 00
19,980 00	Oceaneering International, Inc	568,221 21	1,074,724 20
26,080 00	Ophir Energy Plc	238,682 33	213,871 26
65,970 00	Oracle Corporation	1,889,375 48	2,198,120 40
48,280 00	Pepsico, Inc	2,475,827 68	3,303,800 40
7,890 00	Pharmacyclics Inc	331,484 89	455,884 20
1,098,800 00	PICC Prop & Casualty Co Ltd	1,429,658 16	1,539,568 95
127,560 00	Prudential plc	1,280,611 11	1,794,590 05
43,390 00	Qualcomm Inc	1,638,152 77	2,684,088 04
27,460 00	Quest Diagnostics Incorporated	1,570,544 97	1,600,094 20
8,190 00	Regeneron Pharmaceuticals	242,730 31	1,401,063 30
17,820 00	Reinsurance Group of America,	1,001,622 81	953,726 40
14,680 00	Roche Holdings AG	2,519,999 64	2,950,914 95
79,000 00	Royal Caribbean Cruises Ltd	2,360,684 19	2,686,000 00
44,656 00	Royal Dutch Shell PLC-ADR A	2,465,387 19	3,079,031 20
63,250 00	Safran SA	1,802,520 50	2,718,040 54
3,410 00	Samsung Electronics Co , Pfd	2,035,770 23	2,713,793 99
3,900 00	Sanofi-Aventis - ADR	124,151 04	184,782 00
94,550 00	Santos Limited	1,397,686 73	1,089,591 05
95,650 00	Sberbank - Sponsored ADR	1,135,436 26	1,176,495 00
650,000 00	Semen Gresik (Persero) Tbk	671,670 39	1,069,001 30
1,011,000 00	Singapore Telecom LTD	2,596,526 82	2,731,313 96

8,100 00	SMC Corporation, Tokyo	1,479,879 57	1,457,653 39
104,320 00	Smiths Group plc	1,661,593 51	2,019,589 08
68,880 00	Svenska Handelsbanken AB - A s	1,877,468 85	2,460,661 75
90,830 00	SwedBank AB	947,004 91	1,773,191 71
3,620 00	Target Corporation	206,424 78	214,195 40
31,830 00	Thermo Fisher Scientific Inc	1,377,856 72	2,030,117 40
12,790 00	Tiffany & Co	692,422 98	733,378 60
26,390 00	Toronto-Dominion Bank	1,722,388 94	2,225,468 70
28,320 00	Tullow Oil plc	574,318 73	580,486 35
4,320 00	Unilever Plc - Sponsored ADR	129,381 32	167,270 40
39,990 00	UnitedHealth Group Inc	2,248,885 63	2,169,057 60
781,097 83	Vanguard GNMA Fund-ADM	8,399,521 30	8,521,777 28
57,430 00	Vedanta Resources PLC	2,047,015 25	1,080,079 81
31,600 00	Virgin Media Inc	1,123,288 36	1,161,300 00
141,950 00	Vodafone Group PLC - SP ADR	2,867,422 42	3,575,720 50
50,890 00	Wal-Mart Stores, Inc	2,272,010 41	3,472,224 70
93,710 00	Wells Fargo Company	1,644,191 37	3,203,007 80
329,500 00	Wynn Macau, Limited	662,166 09	890,615 22
20,220 00	Yum! Brands, Inc	488,105 76	1,342,608 00
	Total Equities	148,619,286.49	180,072,084.50

Corporate Bonds

1,270,000 00	Bank of America Float% 6/15/17	1,193,844 85	1,177,102 04
1,070,000 00	BB&T Corp 3 95% 4/29/2016	1,123,616 83	1,166,782 57
560,000 00	Caterpillar Inc 5 7% 8/15/16	636,362 58	649,655 44
560,000 00	Comcast Corp Notes, 5 300%	583,424 66	587,543 04
1,070,000 00	CSX Corp Debt 6 250% 4/1/15	1,173,642 66	1,198,142 13
1,000,000 00	CT Build American 5 2% 12/1/22	1,240,792 83	1,228,730 00
535,000 00	Duke Energy Ind 3 75% 07/15/20	571,653 76	592,432 25
430,000 00	E I Du Pont, 6% 07/15/18	512,927 21	530,678 05
915,000 00	Fedex Corp Nts, 8 0% 01/15/19	951,558 74	1,205,058 66
940,000 00	GE Cap Corp 5 625% 05/01/18	1,101,716 82	1,116,281 96
980,000 00	General Mills 5 7% 02/15/17	1,120,800 90	1,151,594 08
1,015,000 00	GS Group 5 75% 01/24/2022	1,106,558 13	1,199,945 18
455,000 00	Honeywell 5 0% Due 2/15/19	449,113 41	541,112 39
1,075,000 00	JPMorgan Chase 6% 10/01/2017	1,216,509 12	1,272,628 00
1,175,000 00	Keycorp 5 1% Due 3/24/21	1,282,083 59	1,368,885 58
1,070,000 00	Morgan Stanley 6 00% 04/28/15	1,112,633 77	1,165,452 56
1,280,000 00	NVR Inc Corp 3 95% 9/15/22	1,322,313 58	1,326,406 40
1,070,000 00	PNC Funding 5 125% 02/08/20	1,193,808 69	1,272,578 82
1,150,000 00	TD Bank 2 375% 10/19/16	1,163,239 47	1,208,459 10
1,110,000 00	UPS 5 125% Due 4/1/19	1,109,454 20	1,350,006 42
430,000 00	Verizon Comm 6 35% 04/01/19	425,550 29	543,427 55
645,000 00	Wachovia 6% 11/15/2017	774,644 30	773,468 52
940,000 00	Wal-Mart Stores 5 8% 2/15/18	1,106,892 62	1,151,543 24
965,000 00	Yum! Brands 6 25% 3/15/18	1,139,806 49	1,173,159 19
	Total Corporate Bonds	23,612,949.50	24,951,073.17

U.S. Government Obligations			
810,000 00	Fannie Mae 6 625% 11/15/30	1,061,824 26	1,233,633 24
1,700,000 00	Fed Home Loan Bank 5% 11/17/17	1,948,198 67	2,038,041 60
1,150,000 00	Freddie Mac 1 375% 02/25/14	1,160,928 08	1,165,457 15
1,215,000 00	US Bancorp 2 2% 11/15/16	1,234,030 48	1,265,918 22
1,150,000 00	US Treas N/B 1 75% 04/15/13	1,154,609 08	1,155,391 20
2,195,000 00	US Treas N/B 2 625% 11/15/20	2,278,664 17	2,409,012 50
2,117,000 00	US Treasury TIPS 1 25% 4/15/14	2,376,425 71	2,385,511 50
1,345,000 00	US Tres Infl 2 5% 07/15/2016	1,752,194 08	1,770,475 18
Total U.S. Government Obligations		12,966,874.53	# 13,423,440.59
State Government Obligations			
500,000 00	KY BAB 6 164% 08/01/23	574,036 05	621,875 00
500,000 00	KY St BAB 4 44% 11/01/16	553,563 50	557,995 00
1,500,000 00	KY St Wtr 5 15% 11/01/24	1,819,198 92	1,789,425 00
775,000 00	MD Baltimore 4% 11/01/17	846,054 00	874,479 00
975,000 00	NY BAB 4 047% 10/01/20	971,549 01	1,100,804 25
525,000 00	NY Nassau Cnty 1 976% 11/15/19	531,624 24	529,394 25
950,000 00	NY Triborough 4 05% 11/15/21	1,035,363 02	1,054,272 00
1,000,000 00	Oregon St Hwy, 1 906% 11/15/18	1,000,000 00	1,006,540 00
1,000,000 00	PA Build America 4 55% 2/15/21	1,144,942 37	1,177,610 00
750,000 00	TX Build America 4 611% 3/1/21	887,493 84	882,352 50
700,000 00	TX Dallas 0% 02/15/16	665,405 34	658,952 00
385,000 00	TX St Build 5 503% 10/1/22	428,883 84	479,159 45
950,000 00	VA St Pub Bldg BA 4 2% 8/1/21	1,022,185 72	1,082,591 50
Total State Government Obligations		11,480,299.85	# 11,815,449.95
Total US & State Government Obligations		24,447,174.38	25,238,890.54
Other Assets:			
	Div Receivable - F/X Value Adjustment	-	113 63
	Unsettled Purch Pay - F/X Value Adjustment	-	(10,001 68)
	Unsettled Sales Rec - F/X Value Adjustment	-	(24 90)
1,284,779 77	2006 Special Global Opps LLC (LP)	1,911,080 00	1,284,779 77
14,980,534 90	5500 Fund (LP)	8,598,073 00	14,980,534 90
28,320,346 08	Rockefeller Access Fund 06-I (LP)	23,818,026 63	28,320,346 08
157,030 93	Rockefeller Alt Strat QP (LP)	3,788,845 00	157,030 93
22,118,597 66	Rockefeller GA Investors 2006 (LP)	18,774,146 00	22,118,597 66
Total Other Assets		56,890,170.63	66,851,376.39
Grand Totals		257,681,115.14	# 301,224,958.74

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2013

Quantity	Security Name	Cost (USD)	Market Value (USD)
	Cash / Cash Equivalents:		
9,810,883 7900	Cash	9,810,883 79	9,810,883 79
	Cash	74,546 39	74,546 39
	Total Cash & Equivalents	9,885,430 18	9,885,430 18
	Accounts Receivable:		
	Accrued Dividends Receivable	368,133 21	368,133 21
	Accrued Interest Receivable	561,959 09	561,959 09
	Total Accounts Receivable	930,092 30	930,092 30
	Equities:		
48,900 0000	Aflac, Inc	2,016,215 44	3,266,520 00
9,240 0000	Alexion Pharmaceuticals, Inc	207,046 00	1,227,848 16
361,000 0000	Amada Co Ltd	2,637,306 75	3,184,081 83
34,150 0000	Anadarko Petroleum Corporation	1,963,628 81	2,708,778 00
34,140 0000	Apache Corporation	3,013,920 60	2,933,991 60
59,570 0000	Arcos Dorados Holdings, Inc	750,543 50	721,988 40
47,780 0000	Baker Hughes Incorporated	2,089,469 13	2,640,322 80
23,200 0000	BioMarin Pharmaceutical Inc	481,731 77	1,632,120 00
33,320 0000	Boskalis Westminster - CVA	1,067,384 07	1,763,581 31
12,130 0000	BP PLC - Spons ADR	480,302 48	589,639 30
33,830 0000	Capital One Financial Corp	1,860,893 20	2,591,716 30
92,510 0000	CareFusion Corporation	1,908,694 68	3,683,748 20
14,280 0000	Carnival Corporation	459,510 79	573,627 60
729,560 0000	Centrica plc	2,836,467 27	4,200,496 97
32,460 0000	Chevron Corporation	2,008,781 67	4,054,578 60
94,710 0000	China Mobile (Hong Kong) Ltd	4,304,696 48	4,952,385 90
55,500 0000	Coach, Inc	2,996,782 01	3,115,215 00
39,410 0000	Comcast Corporation - CL A	726,629 76	2,047,940 65
36,830 0000	Comerica Incorporated	1,396,239 84	1,750,898 20
26,450 0000	Continental Resources, Inc	623,632 81	2,976,154 00
14,060 0000	Copa Holdings SA CI A	1,959,337 78	2,251,146 60
30,220 0000	Ctrip com International - ADR	1,458,530 39	1,499,516 40
62,030 0000	Delphi Automotive PLC	2,018,597 36	3,729,863 90
148,780 0000	DnB Holding ASA	2,510,548 75	2,660,433 08
23,750 0000	Dover Corp	1,457,357 38	2,292,825 00
40,740 0000	Expedia, Inc	2,436,607 51	2,837,948 40
2,960 0000	Exxon Mobil Corporation	207,135 20	299,552 00
18,160 0000	First Niagara Financial Group,	172,992 92	192,859 20

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2013

Quantity	Security Name	Cost (USD)	Market Value (USD)
5,850 0000	GlaxoSmithKline plc-ADR	259,092 40	312,331 50
11,690 0000	Goldman Sachs Group	1,236,583 24	2,072,169 40
7,055 0000	Google Inc - Class A	3,664,960 76	7,906,609 05
52,120 0000	Honeywell Inc	2,011,498 11	4,762,204 40
12,640 0000	HSBC Finance Corp - 6 36% Pfd	300,606 06	289,456 00
24,290 0000	Hyundai Motor Co , Ltd - 2nd	1,386,846 28	3,013,905 53
7,820 0000	Hyundai Motor Company Ltd PFD	473,920 32	929,412 22
28,770 0000	Incyte Corporation	1,164,828 20	1,456,625 10
310,730 0000	ING Groep	3,045,771 95	4,325,210 86
94,120 0000	J P Morgan Chase & Co	3,250,905 02	5,504,137 60
3,450 0000	Johnson & Johnson	218,086 84	315,985 50
38,922 0000	Johnson Matthey PLC	1,113,619 30	2,113,995 03
5,453,500 0000	Kalbe Farma TBK PT	825,851 69	560,367 86
61,280 0000	Korea Electric Power Corp	1,522,223 45	2,024,720 94
158,410 0000	Korea Electric Power Corp SP	1,968,925 78	2,631,190 10
34,247 0000	Mallinckrodt PLC	1,420,622 42	1,789,748 23
4,640 0000	McDonalds Corp	393,084 41	450,219 20
76,570 0000	Merck & Co Inc	3,125,871 81	3,832,328 50
164,410 0000	Microsoft Corp	4,175,407 39	6,150,578 10
56,000 0000	Murata Manufacturing Company,	3,328,824 86	4,976,593 72
3,450 0000	Nestle SA-Spons ADR For Reg	194,114 26	253,314 18
45,170 0000	NetApp, Inc	1,536,370 26	1,858,293 80
84,000 0000	NGK Spark Plug Co , Ltd	1,251,004 26	1,990,104 66
64,200 0000	Novartis AG - ADR	3,529,575 92	5,160,396 00
19,980 0000	Oceaneering International, Inc	568,221 21	1,576,022 40
65,970 0000	Oracle Corporation	1,889,375 48	2,524,012 20
1,854,800 0000	PICC Prop & Casualty Co Ltd	2,453,539 52	2,750,952 76
127,560 0000	Prudential plc	1,280,611 11	2,830,442 13
43,430 0000	Qualcomm Inc	1,733,240 42	3,224,677 50
3,960 0000	Regeneron Pharmaceuticals	117,364 10	1,089,950 40
45,130 0000	Reinsurance Group of America,	2,910,236 57	3,493,513 30
60,485 0000	Rio Tinto plc - Spon ADR	3,194,878 82	3,413,168 55
14,680 0000	Roche Holdings AG	2,519,999 64	4,114,190 60
97,780 0000	Royal Caribbean Cruises Ltd	2,986,174 73	4,636,727 60
45,895 0000	Royal Dutch Shell PLC-ADR A	2,546,275 63	3,270,936 65
63,250 0000	Safran SA	1,802,520 50	4,402,918 27
3,670 0000	Samsung Electronics Co , Pfd	2,239,016 18	3,534,818 49
3,900 0000	Sanofi-Aventis - ADR	124,151 04	209,157 00
158,730 0000	Sberbank - Sponsored ADR	1,961,544 75	1,996,823 40
28,550 0000	Seattle Genetics, Inc	826,003 73	1,138,859 50

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2013

Quantity	Security Name	Cost (USD)	Market Value (USD)
650,000 0000	Semen Gresik (Persero) Tbk	671,670 39	756,062 47
8,100 0000	SMC Corporation	1,479,879 57	2,042,340 63
104,320 0000	Smiths Group plc	1,661,593 51	2,556,608 71
46,010 0000	St Jude Medical	2,576,139 52	2,850,319 50
97,620 0000	Subsea 7 SA	1,801,310 93	1,867,880 42
90,830 0000	SwedBank AB	947,004 91	2,559,970 04
3,620 0000	Target Corporation	206,424 78	229,037 40
40,540 0000	Toronto-Dominion Bank	3,015,094 10	3,820,489 60
106,090 0000	Tullow Oil plc	1,717,838 99	1,502,019 37
54,810 0000	United Continental Hld Inc	1,928,012 11	2,073,462 30
53,770 0000	UnitedHealth Group Inc	3,197,528 39	4,048,881 00
14,970 0000	Visa Inc - Class A Shares	3,269,054 29	3,333,519 60
50,890 0000	Wal-Mart Stores, Inc	2,272,010 41	4,004,534 10
93,710 0000	Wells Fargo Company	1,644,191 37	4,254,434 00
329,500 0000	Wynn Macau, Limited	662,166 09	1,493,719 17
33,200 0000	Yum! Brands, Inc	1,324,654 30	2,510,252 00
920,771 1870	Vanguard GNMA Fund-ADM	9,539,189 50	9,594,435 77
Total Equities		154,516,495.93	224,764,811.71
Corporate Bonds:			
1,187,000 0000	Bank of America Float% 6/15/17	1,131,712 16	1,164,591 81
1,070,000 0000	BB&T Corp 3 95% 4/29/2016	1,107,935 32	1,139,094 18
1,065,000 0000	Citigroup 4 45% 01/10/17	1,158,086 73	1,154,245 94
875,000 0000	Comcast Corp Bonds, 7 050%	1,075,852 90	1,058,605 63
1,070,000 0000	CSX Corp Debt 6 250% 4/1/15	1,128,084 88	1,143,663 08
1,126,000 0000	Duke Energy Ind 3 75% 07/15/20	1,215,334 40	1,167,236 37
1,325,000 0000	Fedex Corp Nts, 8 0% 01/15/19	1,471,776 88	1,646,627 85
1,031,000 0000	General Electric 6 75% 3/15/32	1,284,369 26	1,276,692 46
1,140,000 0000	Goldman Sachs 6 125% 02/15/33	1,285,005 10	1,282,316 46
1,550,000 0000	JPMorgan Chase 6% 10/01/2017	1,726,145 93	1,773,384 45
1,015,000 0000	Keycorp 5 1% Due 3/24/21	1,097,729 29	1,109,306 70
848,000 0000	Lubrizol Nts, 8 875% 2/1/19	1,136,513 44	1,100,214 70
1,098,000 0000	Morgan Stanley 6 25% 08/09/26	1,274,908 60	1,269,071 69
1,132,000 0000	NVR Inc Corp 3 95% 9/15/22	1,166,067 72	1,069,884 90
1,070,000 0000	PNC Funding 5 125% 02/08/20	1,178,056 12	1,201,779 06
1,150,000 0000	TD Bank 2 375% 10/19/16	1,159,849 94	1,193,962 20
990,000 0000	UPS 5 125% Due 4/1/19	989,577 87	1,126,025 01
1,131,000 0000	Verizon 6 40% 09/15/33	1,211,742 17	1,300,786 85
1,245,000 0000	Yum! Brands 3 875% 11/01/2023	1,219,616 68	1,204,274 81
Total Corporate Bonds		23,018,365.39	23,381,764.15

THE FREEMAN FOUNDATION
13-2965090
ATTACHMENT TO FORM 990-PF
2013

Quantity	Security Name	Cost (USD)	Market Value (USD)
State Government Obligations			
500,000 0000	KY BAB 6 164% 08/01/23	568,402 07	560,205 00
500,000 0000	KY St BAB 4 44% 11/01/16	539,891 98	538,520 00
1,500,000 0000	KY Univ BAB 5 15% 11/01/24	1,796,356 09	1,616,625 00
525,000 0000	NY Nassau Cnty 1 976% 11/15/19	530,709 43	502,509 00
1,000,000 0000	NY Port Auth 6 04% 12/01/29	1,162,068 89	1,135,830 00
950,000 0000	NY Triborough 4 05% 11/15/21	1,026,790 05	975,450 50
1,000,000 0000	OH St 2 731% 1/1/17	1,040,577 47	1,028,200 00
1,000,000 0000	Oregon St Hwy, 1 906% 11/15/18	1,000,000 00	975,070 00
1,000,000 0000	PA Build America 4 55% 2/15/21	1,128,647 49	1,068,250 00
700,000 0000	TX Dallas 0% 02/15/16	675,960 47	663,859 00
950,000 0000	VA St Pub Bldg BA 4 2% 8/1/21	1,014,743 07	986,537 00
	Total State Government Obligations	10,484,147.01	10,051,055.50
U.S. Government Obligations			
810,000 0000	Fannie Mae 6 625% 11/15/30	1,052,017 64	1,053,630 18
1,700,000 0000	Fed Home Loan Bank 5% 11/17/17	1,899,086 24	1,939,994 10
1,480,000 0000	U S Treasury 5 375% 02/15/31	1,886,263 26	1,813,694 12
2,698,000 0000	US Treas N/B 0 875% 04/30/17	2,723,599 65	2,689,989 64
2,660,000 0000	US Treasury 0 625% 07/15/16	2,657,359 00	2,663,325 00
1,908,000 0000	US Treasury 2 25% 01/31/15	1,950,742 62	1,950,483 53
2,174,000 0000	US Treasury N/B 1 25% 04/15/14	2,181,126 10	2,181,048 11
2,082,000 0000	US Treasury N/B 3 25% 07/31/16	2,227,747 45	2,223,349 06
848,000 0000	US Treasury, N/B 4 50% 5/15/38	985,576 06	940,220 00
	Total U.S. Government Obligations	17,563,518.02	17,455,733.74
	Total US & State Government Obligations	28,047,665.03	27,506,789.24
Other Assets:			
	Div Receivable - F/X Value Adjustment	0 00	248 26
	Dividends Receivable - MM Sweeps	17 73	17 73
1,176,274 4200	2006 Special Global Opps LLC (LP)	1,602,666 00	1,176,274 42
19,696,753 7100	5500 Fund (LP)	8,674,820 00	19,696,753 71
29,804,882 5600	Rockefeller Access Fund 06-I (LP)	23,363,355 00	29,804,882 56
163,720 4600	Rockefeller Alt Strat QP (LP)	3,349,948 00	163,720 46
18,085,673 1800	Rockefeller GA Investors 2006 (LP)	15,037,877 00	18,085,673 18
	Total Other Assets	52,028,683.73	68,927,570.32
	Grand Totals	268,426,732.56	355,396,457.90