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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE FREMONT GROUP FOUNDATION

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

City or town, state or province, country, and ZIP or foreign postal code
SAN FRANCISCO, CA 94119-3809

A Employer identification number
33-3255428

B Telephone number
(415) 284-8598

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
▶ \$ **11,349,618.** (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				N/A	
1	Contributions, gifts, grants, etc., received				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	96,863.	96,863.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	353,165.			
b	Gross sales price for all assets on line 6a	543,366.			
7	Capital gain net income (from Part IV, line 2)		353,165.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	450,028.	450,028.		
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 2	6,452.	0.		6,452.
b	Accounting fees STMT 3	60,000.	0.		60,000.
c	Other professional fees STMT 4	7,245.	7,245.		0.
17	Interest				
18	Taxes STMT 5	9,678.	839.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	85.	0.		85.
24	Total operating and administrative expenses. Add lines 13 through 23	83,460.	8,084.		66,537.
25	Contributions, gifts, grants paid	330,393.			330,393.
26	Total expenses and disbursements. Add lines 24 and 25	413,853.	8,084.		396,930.
27	Subtract line 26 from line 12.	36,175.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		441,944.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	208,693.	257,884.	257,884.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8	7,058,359.	7,045,182.	11,091,734.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	7,267,052.	7,303,066.	11,349,618.		
Liabilities	17	Accounts payable and accrued expenses	1,679.	1,518.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)	1,679.	1,518.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	7,265,373.	7,301,548.			
30	Total net assets or fund balances	7,265,373.	7,301,548.			
31	Total liabilities and net assets/fund balances	7,267,052.	7,303,066.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,265,373.
2	Enter amount from Part I, line 27a	2	36,175.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,301,548.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,301,548.

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 120.01 SHS PRICE T ROWE GROWTH STOCK FUND	P	12/14/12	05/29/13
b 4,545.26 SHS PRICE T ROWE GROWTH STOCK FUND	P	10/19/04	05/29/13
c 3,229.71 SHS PRICE T ROWE GROWTH STOCK FUND	P	10/19/04	11/04/13
d CAPITAL GAINS DIVIDENDS			
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 5,145.		4,457.	688.
b 194,855.		108,586.	86,269.
c 160,000.		77,158.	82,842.
d 183,366.			183,366.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			688.
b			86,269.
c			82,842.
d			183,366.
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	353,165.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	408,546.	8,663,845.	.047155
2011	451,078.	8,508,607.	.053014
2010	433,989.	7,841,130.	.055348
2009	457,776.	6,806,640.	.067254
2008	486,185.	8,582,706.	.056647

2 Total of line 1, column (d)	2	.279418
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	.055884
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,978,937.
5 Multiply line 4 by line 3	5	557,663.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,419.
7 Add lines 5 and 6	7	562,082.
8 Enter qualifying distributions from Part XII, line 4	8	396,930.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	8,839.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	8,839.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	8,839.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,321.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	11,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	18,321.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	9,482.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 9,482. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>CA</u>		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>V.P./TREAS/DIRECTOR</u> Telephone no. ▶ <u>415 284-8598</u> Located at ▶ <u>199 FREMONT STREET, 22ND FLOOR, SAN FRANCISCO, CA</u> ZIP+4 ▶ <u>94105</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TDF 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <i>Free Rent</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <i>IRC Sec 4941(c)(2)(E)</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <i>Reg 53.4941(d)-(3)(c)(2) Ex. 1</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,949,292.
b	Average of monthly cash balances	1b	181,609.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	10,130,901.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,130,901.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,964.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,978,937.
6	Minimum investment return. Enter 5% of line 5	6	498,947.

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	498,947.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,839.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,839.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	490,108.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	490,108.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	490,108.

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	396,930.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	396,930.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	396,930.

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				490,108.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	69,654.			
b From 2009	120,036.			
c From 2010	44,387.			
d From 2011	30,134.			
e From 2012				
f Total of lines 3a through e	264,211.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	396,930.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				396,930.
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))	93,178.			93,178.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	171,033.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	171,033.			
10 Analysis of line 9:				
a Excess from 2009	96,512.			
b Excess from 2010	44,387.			
c Excess from 2011	30,134.			
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	
NORTHERN TRUST - CUSTODIAN	278,882.	183,366.	95,516.	95,516.		
NORTHERN TRUST MONEY MARKET FUND	1,347.	0.	1,347.	1,347.		
TO PART I, LINE 4	280,229.	183,366.	96,863.	96,863.		

FORM 990-PF	LEGAL FEES				STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
LEGAL FEES	6,452.	0.		6,452.		
TO FM 990-PF, PG 1, LN 16A	6,452.	0.		6,452.		

FORM 990-PF	ACCOUNTING FEES				STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
ACCOUNTING & TAX SERVICES FEES	50,000.	0.		50,000.		
AUDIT FEES	10,000.	0.		10,000.		
TO FORM 990-PF, PG 1, LN 16B	60,000.	0.		60,000.		

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISOR FEES	1,000.	1,000.			0.
CUSTODIAN FEES	6,245.	6,245.			0.
TO FORM 990-PF, PG 1, LN 16C	7,245.	7,245.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAXES	8,839.	0.			0.
FOREIGN TAXES	839.	839.			0.
TO FORM 990-PF, PG 1, LN 18	9,678.	839.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
RECORDING & FILING FEES	85.	0.			85.
TO FORM 990-PF, PG 1, LN 23	85.	0.			85.

FOOTNOTES	STATEMENT	7
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COMPENSATION EXPLANATION

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

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT A	COST	7,045,182.	11,091,734.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,045,182.	11,091,734.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
BRENDA A. LEVINE P.O. BOX 193809 SAN FRANCISCO, CA 94119-3809	PRES/DIRECTOR 0.00	0.	0. 0.
ALAN M. DACHS P.O. BOX 193809 SAN FRANCISCO, CA 94119-3809	DIRECTOR 0.00	0.	0. 0.
RICHARD S. KOPF P.O. BOX 193809 SAN FRANCISCO, CA 94119-3809	V-P/SCTY/DIRECTOR 0.00	0.	0. 0.
DEBORAH L. DUNCAN P.O. BOX 193809 SAN FRANCISCO, CA 94119-3809	V-P/TREASURER/DIRECTOR 0.00	0.	0. 0.
SHU C. HUANG P.O. BOX 193809 SAN FRANCISCO, CA 94119-3809	V-P/DIRECTOR 0.00	0.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0. 0.

FREMONT GROUP FOUNDATION
Detail of Investment Securities
2013

33-3255428
STATEMENT A

<u>Investment Securities</u>	Number of Shares	Book Value Start of Year	Book Value End of Year	12/31/2013 Market Value
Artisan International Fund	22,922 72	565,116	571,748	698,685
Baron Growth Fund	12,782 97	405,223	427,642	925,104
Dodge & Cox Income Fund	19,794 87	235,846	243,906	267,825
Dodge & Cox International Fund	12,679 40	521,631	521,631	545,721
Dodge & Cox Stock Fund	16,552 27	1,655,975	1,690,513	2,795,182
Longleaf Partners Small Cap Fund	18,589 69	440,576	440,576	603,421
PIMCO Total Return	95,822 98	975,631	1,007,374	1,024,348
T Rowe Price Growth Stock Fund	55,922 88	1,522,115	1,333,032	2,939,866
T Rowe Price Mid Cap Fund	17,746 41	736,247	808,762	1,291,584
Total Mutual Funds Securities		<u>7,058,359</u>	<u>7,045,182</u>	<u>11,091,734</u>

THE FREMONT GROUP FOUNDATION**Summary of Charitable Contributions****Form 199****2013 Calendar/ Tax YEAR****STATEMENT B****33-3255428****PART XV, LINE 3 – GRANTS & CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT
LINE 3(a) – Grants and Contributions Paid During the Year 2013**

<u>Date</u>	<u>Activity Type/Donee Name & Address</u>	<u>Foundation Status of Receipt</u>	<u>Purpose</u>	<u>Amount</u>
Community/Social Service Support				
03/15/13	Afghan Coalition, 39155 Liberty Street, Suite D-460, Fremont, CA 94538	PC	Woman Support Group	500
07/26/13	Alameda County Community Food Bank, PO Box 2599, Oakland, CA 94614	PC	Respond to the evolving needs of the community, to have sufficient access to healthy food	100
03/27/13	Bay Area Rescue Mission, P O Box 1112, Richmond, CA 94802	PC	Meet the needs of hungry, hurting men, women & children	100
07/22/13	Boys & Girls Clubs of San Francisco, 55 Hawthorne Street, Suite 600, San Francisco, CA 94105	PC	Youth Workforce Development Programs	15,000
01/28/13	Canine Companions for Independence, PO Box 446, Santa Rosa, CA 95402	PC	help provide assistance dogs & follow-up services to graduates to those with disabilities	100
01/28/13	Canine Companions for Independence, PO Box 446, Santa Rosa, CA 95402	PC	help provide assistance dogs & follow-up services to graduates to those with disabilities	100
11/26/13	Canine Companions for Independence, PO Box 446, Santa Rosa, CA 95402	PC	help provide assistance dogs & follow-up services to graduates to those with disabilities	200
02/27/13	CASA of Contra Costa County, 2020 N Broadway, Ste 204, Walnut Creek, CA 94596	PC	help provide a CASA advocate during the court process for abused & neglected childrent & youth in foster care	500
02/27/13	Child Aid, 917 SW Oak St , Ste 320, Portland, OR 97205	PC	Program Support	500
11/26/13	Child Aid, 917 SW Oak St , Ste 320, Portland, OR 97205	PC	Program Support	500
05/22/13	Children's Hospital Branches, Inc , 5700 Martin Luther King Jr Way T-2, Oakland, CA 94609	PC	Program Support	100
05/22/13	City of Hope, 1500 E Duarte Road, Duarte, CA 91010	PC	Program Support	150
03/07/13	Community Action Program of Lancaster County, P O Box 359, Lancaster, PA 17608	PC	Domestic Violence Services of Lancaster County- In Memory of Tom Hyson	300
07/22/13	East Oakland Youth Development Center (EOYDC), 8200 International Boulevard, Oakland, CA 94621	PC	Program Support	15,000
01/28/13	Food for the Poor, 6401 Lyons Road, P O Box 979004, Coconut Creek, FL 33097	PC	Program Support	200
10/30/13	Food for the Poor, 6401 Lyons Road, P O Box 979004, Coconut Creek, FL 33097	PC	Program Support	200
11/18/13	Fred Finch Youth Center, 3800 Coolidge Ave, Oakland, CA 94602-3399	PC	Transition Age Youth (TAY) Programs	5,000
01/14/13	Handful Players, 1700 California Street, Suite 335, San Francisco, CA 94109	PC	2013-2014 After-School & Summer Season's free Children's Theatre Workshops & Community Performances	5,000
06/28/13	UC Hastings Foundation aka Hastings 1066 Fdn, 200 McAllister Street, San Francisco, CA 94102	PC	Legal Education Program Support	500
10/16/13	Heartland Hospice Memorial Fund, 333 N Summit ST, Toledo, OH 43604	PC	In Memory of Sarah J Griffith	300
05/22/13	Jewish Family & Children's Services, 2150 Post Street, SF, CA 94115	PC	Program Support	1,500
12/16/13	La Casa de las Madres, 1663 Mission Street, Suite 225, San Francisco, CA 94103	PC	Program Support	500
09/20/13	Lamplighters Music Theatre, 469 Bryant St, SF, CA 94107	PC	Program Support	100
07/26/13	Mercy Corps, 45 SW Ankeny Street, Portland, OR 97204	PC	Program Support	109
10/30/13	New Door Ventures, 3075 21st Street, San Francisco, CA 94110	PC	Program Support	500
12/04/13	Pop Warner Little Scholars, Inc P O Box 551, Pacifica, CA 94044	PC	General Fund for Pacifica Tigersharks Pop Warner Football & Cheer	500
12/16/13	Raising A Reader, SF & Alameda County, 470 3rd St, Suite 120, SF, CA 94107(Given by hand)	PC	General Operations	1,000
01/28/13	Salvation Army, The, Hurricane Sandy Relief, 440 West Nyack Road, West Nyack, NY 10994	PC	Hurricane Sandy Relief	100
01/28/13	Salvation Army, The, Hurricane Sandy Relief, 440 West Nyack Road, West Nyack, NY 10994	PC	Hurricane Sandy Relief	500
03/13/13	SF Court Appointed Special Advocate (SFCASA), 100 Bush Street, Suite 650, SF, CA 94104	PC	Program Support	500
11/18/13	SF Court Appointed Special Advocate (SFCASA), 100 Bush Street, Suite 650, SF, CA 94104	PC	Core Advocacy Program	15,000
06/03/13	SF Food Bank, 900 Pennsylvania Ave , San Francisco, CA 94107	PC	Food From the Bar Campaign	50,000
12/18/13	SF Food Bank, 900 Pennsylvania Ave , San Francisco, CA 94107	PC	Program Support	125
02/27/13	Save the Children, 54 Wilton Road, Westport, CT 06880	PC	In Memory Of (IMO)-Renato Blancaflor - Children in the Philippines	300
11/18/13	South of Market Childcare Center, 790 Folsom St , San Francisco, CA	PC	Scholarship Program	15,000
01/28/13	Special Olympics Inc, PO Box 5130, San Jose, CA 95150-5130	PC	Program Support	100
12/18/13	Special Olympics Northern California, 1445 Koll Circle, Ste 104, San Jose, CA 95112-4811	PC	Program Support	100
04/24/13	Teen Challenge of East Bay, Inc , PO Box 24309, San Jose, CA 95154	PC	Program Support	200
11/26/13	Teen Esteem, P O Box 966, Danville, CA 94526	PC	Program Support	200
07/22/13	Trnps for Kids, 138 Sunnyside, Mill Valley, CA 94941	PC	Program Support in 2013	10,000
12/03/13	Trnps for Kids, 138 Sunnyside, Mill Valley, CA 94941	PC	Program Support	500
03/15/13	United Negro College Fund, 220 Montgomery St , Suite 1120 Floor, San Francisco, CA 94104	PC	Scholarships through Campaign for Emergency Student Aid	20,000
12/18/13	United Negro College Fund, 220 Montgomery St , Suite 1120 Floor, San Francisco, CA 94104	PC	2013-2014 Campaign	1,500
03/27/13	United Way of the Bay Area, 221 Main Street, Ste 300, SF, CA 94105	PC	Unrestricted to Koko Campaign	1,000

THE FREMONT GROUP FOUNDATION**Summary of Charitable Contributions****Form 199****2013 Calendar/ Tax YEAR****STATEMENT B****33-3255428****PART XV, LINE 3 – GRANTS & CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT
LINE 3(a) – Grants and Contributions Paid During the Year 2013**

<u>Date</u>	<u>Activity Type/Donee Name & Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose</u>	<u>Amount</u>
01/28/13	U S Fund for UNICEF, 125 Maiden Lane, New York, NY 10038	PC	Program Support	100
12/18/13	U S Fund for UNICEF, 125 Maiden Lane, New York, NY 10038	PC	Program Support	100
07/22/13	Year Up, Inc, San Francisco Bay Area, 210 Spear Street, San Francisco, CA 94105	PC	Core Programming in San Francisco & Silicon Valley Campuses	10,000
	Total Community/Social Service Support			173,884
<u>Conservation/Environment</u>				
03/26/13	Animal Talk Rescue, 6514 roosevelt Way NE, Seattle, WA 98115	PC	Program Support	100
03/27/13	Bat Conservation International, PO Box 162603, austin, TX 78716	PC	work on behalf of bats & their ecosystems	250
11/26/13	Best Friends Animal Society, 5001 Angel Canyon Road, Kanab, UT 84741-5000	PC	Program Support	500
11/18/13	The Nature Conservancy-Idaho Chapter, 116 First Avenue, North, Hailey, ID 83333	PC	General Operations at the Conservancy's Silver Creek Preserve in Picabo, Idaho	5,000
04/24/13	SPCA - East Bay, 8323 Baldwin St, Oakland, CA 94621	PC	Program Support	100
05/22/13	SPCA - San Francisco, 201 Alabama Street, San Francisco, CA 94103	PC	Program Support	100
10/30/13	SPCA - San Francisco, 201 Alabama Street, San Francisco, CA 94103	PC	Program Support	2,000
11/26/13	Special Haven, 213 G Street, Antioch, CA 94509	PC	Support the Multi-Sensory Environment	500
11/18/13	Wood River Land Trust, 119 E Bullion Street, Hailey, ID 83333	PC	Annual Operating Budget	5,000
12/18/13	World Wildlife Fund, 1250 24th Street, N W , PO Box 97180, Washington, DC 20037-1175	PC	Efforts to protect the natural world	150
12/18/13	Yosemite Conservancy, 101 Montgomery St, Ste 1700, San Francisco, CA 941004	PC	Help preserve & protect Yosemite's natural & historic resources & enncing the visitor experence	100
	Total Conservation/Environment			13,800
<u>Civic/Cultural/Historical</u>				
02/27/13	KQED, 2601 Marposa St , San Francisco, CA 94110	PC	Annual Appeal	500
	Total Civic/Cultural/Historical			500
<u>Education-General</u>				
07/26/13	Bishop O'Dowd High School, 9500 Stearns Avenue, Oakland, CA 94605	PC	Annual Fund	1,250
01/28/13	Carleton College, One North College Street, Northfield, MN 55057-4070	PC	Help sustain the College & provide vital resources for learning & teaching	5,000
12/18/13	Colorado College, 14 E Cache La Poudre, Colorado Springs, CO 80903	PC	Help provide liberal arts education oportunites to the students	150
02/27/13	Crystal Spngs Uplands School, 400 Uplands Drve, Hillsborough, CA 94010	PC	Annual Fund	5,000
02/27/13	Day School Foundation, The, (St Matthews Episcopal Day School) 204 East Second Ave #732 San Mateo, CA 94401	PC	2012-2013 Annual Fund	5,000
12/18/13	Foothill Parent Faculty Association, 2775 Cedro Lane, Walnut Creek, CA 94598	PC	Unrestricted to Foothill Middle School Parent Faculty Association	250
07/22/13	Ghiberti Foundation (Grace Cathedral), The, 1100 California Street, San Francisco, CA 94108	PC	Community Preschool Student Scholarships	10,000
11/18/13	Girls Incorporated of Alameda County, Simpson Center for Girls, 510 16th St, Oakland, CA 94612	PC	Eureka! Teen Achievement Program	20,000
03/13/13	Hamilton Family Center, The, 1631 Hayes Street, San Francisco, CA 94117	PC	Program Support	500
11/28/13	Hamlin School, The, 2120 Broadway, San Francisco, CA 94115	PC	Annual Fund	1,775
07/22/13	Head-Royce School, 4315 Lincoln Avenue, Oakland, CA	PC	Heads-Up Program for 2013-2014	20,000
12/18/13	Hillsborough Schools Foundation, 300 El Cerrito Avenue, Hillsborough, CA 94010	PC	Educational Support	5,000
01/28/13	Menlo Atherton Foundation for the Future, PO Box 1228, Menlo Park, CA 94026	PC	General/ Annual Giving Campaign	500
05/22/13	Regents of the University of Michigan, The, Dept CH 10189, Palatine, IL 60055-0189	PC	Scholarships	10,000
12/04/13	Smith College, The Trustees of the, 33 Elm Street, Northampton, MA 01063-0024	PC	Women's Educational Support	10,000
05/22/13	St Francis High School, 200 Foothill Blvd, La Canada, CA 91011	PC	Assist in efforts to meet demands of college preparatory education	500
07/26/13	St Ignatius High School, 2001 37th Avenue, San Francisco, CA 94116	PC	Maureen Bruschera Scholarship Fund	500
11/28/13	St Olaf College, 1520 St. Olaf Avenue, Northfield, MN 55057	PC	General St Olaf Fund	2,500
01/25/13	UC Berkeley Foundation, 2080 Addison St #4200, Berkeley, CA 94720-4200	PC	General/ Cal Parents Fund	500
01/25/13	UC Berkeley Foundation, 2080 Addison St #4200, Berkeley, CA 94720-4200	PC	Boalt Hall/ General	1,000
05/22/13	UC Berkeley Foundation, 2080 Addison St #4200, Berkeley, CA 94720-4200	PC	Library Acquisitions	500
06/28/13	UC Irvine Foundation, 100 Theory, Suite 250, Irvine, CA 92617	PC	2013 Senior Class Gift	125
01/14/13	The Regents of the University of California, Berkeley, Cal Performances, 101 Zellerbach Hall #4800, Univ of CA, Berkeley, CA 94720-4800	PC	2013 Oakland/Berkeley AileyCamp Program	10,000
11/05/13	UCSF Foundation, Helen Diller Family Comprehensive Cancer Center, Box 0248, 220 Montgomery St, 5th Floor 5011R, San Francisco, CA 94104	PC	Athena Breast Health Network	10,059

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LINE 3(a) – Grants and Contributions Paid During the Year 2013**

<u>Date</u>	<u>Activity Type/Donor Name & Address</u>	<u>Foundation Status of Recipient</u>	<u>Purpose</u>	<u>Amount</u>
11/26/13	University of Chicago, 1427 East 60th Street, Chicago, IL 60637	PC	College Fund	100
02/27/13	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St, Philadelphia, PA 19104-6285	PC	Wharton School	500
11/26/13	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St, Philadelphia, PA 19104-6285	PC	The Penn Fund	400
12/04/13	University of Pennsylvania, 433 Franklin Building, 3451 Walnut St, Philadelphia, PA 19104-6285	PC	Wharton Fund	500
10/30/13	University of San Francisco, 2130 Fulton St, LMF 115, San Francisco, CA 94122	PC	Emmet B Keffe, Jr Scholarship Fund	100
02/27/13	University of Utah, 540 Arapsee Drive Ste 250, Salt Lake City, UT 84108	PC	David Eccles School of Business	6,000
02/27/13	Wesleyan University, 318 High Street, Middletown, CT 06459	PC	Scholarships	10,000
Total Education-General				137,709

Medical - Care & Research

06/28/13	AIDS Foundation (SF), 1035 Market Street, Ste 400, San Francisco, CA 94103	PC	Efforts to end HIV	100
07/26/13	Alex's Lemonade Stand Foundation, 333 E Lancaster Ave, #414, Wynnewood, PA 19096	PC	Help Fund Pediatric Cancer Research Projects	250
02/27/13	Alzheimer's Association, Greater Kentucky/Southern Indiana, 6100 Dutchmans Lane, Suite 401, Louisville, KY 40205	PC	In Memory Of (IMO) - Roselyn Brill	300
04/24/13	American Cancer Society, 1599 Clifton Road, Atlanta, GA 30329-4250	PC	Cancer Research	100
11/26/13	American Cancer Society, CA Division, 1710 Webster St, Oakland, CA 94617	PC	Cancer Research	200
07/18/13	American Cancer Society, P O Box 22718, Oklahoma City, OK 73123-1718	PC	Research Department IMO - Kathy Richard's Spouse/ Dan Richards	500
05/22/13	American Diabetes Association, Matching Gifts Department, 1701 N Beauregard St, Alexandria, VA 22311	PC	Prevent & Cure Diabetes & to improve lives of all people affected by diabetes	100
01/28/13	American Red Cross, PO Box 37243, Washington, D C 20013	PC	Hurricane Sandy Relief	100
12/16/13	American Red Cross Bay Area Chapter, 1663 Market St, San Francisco CA 94103	PC	Relief efforts for Typhoon Haiyan, Philippines	500
07/26/13	Breast Cancer Connections, 390 Cambridge Ave, Palo Alto, CA 94306	PC	Skincare/makeup Sessions for Cancer Patients Program	500
10/30/13	CPMC Foundation, PO Box 7999, San Francisco, CA 94120-7999	PC	Research in the Oncology Dept	200
09/20/13	Glaucoma Research Foundation, 251 Post Street, Ste 600, San Francisco, CA 94108	PC	Glaucoma Research	200
11/26/13	Institute for EthnoMedicine, Inc, The, P O Box 3464, Jackson, WY 83001	PC	Support research to discover new cures for serious illnesses	500
06/04/13	Leukemia & Lymphoma Society, The, Greater Bay Area, 221 Main St, Suite 1650, San Francisco, CA 94105	PC	IMO- Carol Dalrymple	300
05/22/13	National Multiple Sclerosis Society-No CA Chapter, 1700 Owens St, Suite 190, San Francisco, CA 94158	PC	Research, program & services to people with MS	100
02/27/13	Smile Train, The, 41 Madison Ave, 28th Floor, New York, NY 10010	PC	help provide safe, high quality cleft care for children	200
03/27/13	Smile Train, The, 41 Madison Ave, 28th Floor, New York, NY 10010	PC	help provide safe, high quality cleft care for children	150
11/26/13	Smile Train, The, 41 Madison Ave, 28th Floor, New York, NY 10010	PC	help provide safe, high quality cleft care for children	200
Total Medical - Care & Research				4,500

GRAND TOTAL - CONTRIBUTIONS PAID DURING 2013**\$330,393**

<u>Date of Pledge</u>	<u>Outstanding Pledges:</u>	<u>Public Charity</u>	<u>Purpose</u>	<u>Amount Outstanding 12/31/13</u>
	NONE			
TOTAL OUTSTANDING PLEDGES				0

No recipient is related by blood, marriage, adoption, or employment to any disqualified person

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

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

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

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

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

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

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

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

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

04

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

V. P. / TREAS / DIRECTOR

• The books are in the care of ▶ **199 FREMONT STREET, 22ND FLOOR - SAN FRANCISCO, CA 94105**
Telephone No. ▶ **415 284-8598** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2013** or
▶ tax year beginning _____, and ending _____.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	18,321.
3b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	7,321.
3c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	11,000.*

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

* PAID VIA EFTPS ON 5/9/14.