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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2013

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation FREMONT FOUNDATION		A Employer identification number 36-3611956
Number and street (or P O box number if mail is not delivered to street address) 610 BRIERHILL ROAD		Room/suite
City or town, state or province, country, and ZIP or foreign postal code DEERFIELD, IL 60015		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,656,771.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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
1 Contributions, gifts, grants, etc., received (attach schedule)		10,548.
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B		
3 Interest on savings and temporary cash investments		
4 Dividends and interest from securities		86,226.
5 a Gross rents		86,226.
b Net rental income or (loss)		
6 a Net gain or (loss) from sale of assets, not on line 10		
b Gross sales price for all assets on line 6a		
7 Capital gain net income (from Part IV, line 2)		
8 Net short-term capital gain		
9 Income modifications		
10 a Gross sales less returns and allowances		
b Less Cost of goods sold		
c Gross profit or (loss) (attach schedule)		
11 Other income (attach schedule) ATCH. 2		6,917.
12 Total. Add lines 1 through 11		103,691.
13 Compensation of officers, directors, trustees, etc		93,143.
14 Other employee salaries and wages		
15 Pension plans, employee benefits		
16 a Legal fees (attach schedule)		
b Accounting fees (attach schedule) ATCH. 3		4,060.
c Other professional fees (attach schedule)		3,244.
17 Interest		816.
18 Taxes (attach schedule) (see instructions) ATCH. 4		3,434.
19 Depreciation (attach schedule) and depletion		3,434.
20 Occupancy		
21 Travel, conferences, and meetings		
22 Printing and publications		
23 Other expenses (attach schedule)		
24 Total operating and administrative expenses.		
Add lines 13 through 23		7,494.
25 Contributions, gifts, grants paid		6,678.
26 Total expenses and disbursements. Add lines 24 and 25		414,728.
27 Subtract line 26 from line 12		422,222.
a Excess of revenue over expenses and disbursements		6,678.
b Net investment income (if negative, enter -0-)		0
c Adjusted net income (if negative, enter -0-)		415,544.

JSA For Paperwork Reduction Act Notice, see instructions.
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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	282,026.	58,388.	58,388.	
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) ATCH 5			76.	
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis ►				
Less accumulated depreciation ► (attach schedule)					
12 Investments - mortgage loans					
13 Investments - other (attach schedule) ATCH 6	2,619,576.	2,524,683.	2,598,307.		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation ► (attach schedule)					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,901,602.	2,583,071.	2,656,771.		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	0	0		
	Foundations that follow SFAS 117, check here. ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	2,901,602.	2,583,071.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, ► <input type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)	2,901,602.	2,583,071.		
31 Total liabilities and net assets/fund balances (see instructions)	2,901,602.	2,583,071.			
Net Assets or Fund Balances					

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	2,901,602.
2 Enter amount from Part I, line 27a	2	-318,531.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,583,071.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,583,071.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (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 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	351,972.	2,908,047.	0.121034
2011	423,332.	3,223,581.	0.131324
2010	285,696.	3,405,714.	0.083887
2009	306,835.	3,395,947.	0.090353
2008	280,989.	4,477,602.	0.062754

2 Total of line 1, column (d)	2	0.489352
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	0.097870
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,646,141.
5 Multiply line 4 by line 3	5	258,978.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	865.
7 Add lines 5 and 6	7	259,843.
8 Enter qualifying distributions from Part XII, line 4	8	415,544.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	865.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2 3 4 5	865. 0 865.	
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,735.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,735.	
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	1,870.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11	1,870. Refunded ►	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► BARBARA FREMONT Located at ► 610 BRIERHILL ROAD DEERFIELD, IL	Telephone no ► 847-948-1244 ZIP+4 ► 60015-4406
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year.	► 15 N/A
16	At any time during calendar year 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 TD F 90-22 1 If "Yes," enter the name of the foreign country ► N/A	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.		
1a	During the year did the foundation (either directly or indirectly)	Yes No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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)	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	X

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		0	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	-----
2	-----	-----
3	-----	-----
4	-----	-----

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

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

Amount

1	NONE	-----
2	-----	-----

All other program-related investments. See instructions

3	NONE	-----
	-----	-----

Total. Add lines 1 through 3 ►

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	2,543,547.
b Average of monthly cash balances	1b	142,891.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,686,438.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	2,686,438.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	40,297.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,646,141.
6 Minimum investment return. Enter 5% of line 5	6	132,307.

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	132,307.
2a Tax on investment income for 2013 from Part VI, line 5	2a	865.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	865.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	131,442.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	131,442.
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	131,442.

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	415,544.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	415,544.
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	865.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	414,679.

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				131,442.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11,20 10,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008	60,467.			
b From 2009	138,689.			
c From 2010	118,468.			
d From 2011	270,633.			
e From 2012	209,664.			
f Total of lines 3a through e	797,921.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 415,544.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				131,442.
e Remaining amount distributed out of corpus	284,102.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,082,023.			
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				
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)	60,467.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,021,556.			
10 Analysis of line 9				
a Excess from 2009	138,689.			
b Excess from 2010	118,468.			
c Excess from 2011	270,633.			
d Excess from 2012	209,664.			
e Excess from 2013	284,102.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)				
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)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

BARBARA FREMONT

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

N/A

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

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

a The name, address, and telephone number or e-mail 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.

N/A

6 Any submission deadlines

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 8				
Total			► 3a	414,728.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	86,226.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b ATCH 9				6,917.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				93,143.	
13 Total Add line 12, columns (b), (d), and (e)				13	93,143.

Part VI B. Relationship of Activities to the Accomplishment of Exempt Purposes

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

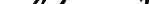
2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

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

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

Sign
Here


Signature of officer or trustee

7/17/14

 ~~President~~

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

Paid Preparer Use Only	Print/Type preparer's name MARIANNE E PHALIN	Preparer's signature <i>Marianne E Phalin</i>	Date 7-14-14	Check <input type="checkbox"/> if self-employed	PTIN P00066939
	Firm's name ► MILLER, COOPER & CO., LTD.	Firm's EIN ► 36-2897372			
	Firm's address ► 1751 LAKE COOK ROAD, SUITE 400 DEERFIELD, IL	60015	Phone no	847-205-5000	

Form 990-PF (2013)

Name of the organization

FREMONT FOUNDATION

Employer identification number

36-3611956

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization FREMONT FOUNDATION

Employer identification number
36-3611956**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BARBARA FREMONT 610 BRIERHILL ROAD DEERFIELD, IL 60015	\$ 10,548.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization FREMONT FOUNDATION

Employer identification number

36-3611956

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$-----	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$-----	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$-----	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$-----	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$-----	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$-----	

Name of organization FREMONT FOUNDATION

Employer identification number

36-3611956

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.*

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY 919215 DIVIDENDS HARTFORD LIFE & ANNUITY INSURANCE CO	51,119. 35,107.	51,119. 35,107.
TOTAL	<u><u>86,226.</u></u>	<u><u>86,226.</u></u>

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BRIARWOOD SCHOLARSHIP FOUNDATION SETTLEMENT INCOME	6,488. 429.	6,488. 429.
TOTALS	<u><u>6,917.</u></u>	<u><u>6,917.</u></u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

ATTACHMENT 3

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	4,060.	3,244.		816.
TOTALS	<u><u>4,060.</u></u>	<u><u>3,244.</u></u>		<u><u>816.</u></u>

FORM 990PF, PART I - TAXES

ATTACHMENT 4

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ILLINOIS FILING FEE	10.	10.
ILLINOIS CHARITY BUREAU FUND	15.	15.
FOREIGN TAXES	3,409.	3,409.
TOTALS	<u><u>3,434.</u></u>	<u><u>3,434.</u></u>

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MS #919215 CORPORATE STOCK		76.
TOTALS		<u>76.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MS #919215 MUTUAL FUNDS	1,000,000.	1,035,679.
MS #919215 ANNUITIES	1,524,683.	1,562,628.
TOTALS	<u>2,524,683.</u>	<u>2,598,307.</u>

ATTACHMENT 6

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

ATTACHMENT 7

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

FORM 9000P, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 8

RECIPIENT NAME AND ADDRESS

AND

RECIPIENT NAME AND ADDRESS

SEE ATTACHED STATEMENT OF CONTRIBUTIONS

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

FOUNDATION STATUS OF RECIPIENT

NONE

EXEMPT ORGANIZATIONS

<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHARITABLE	414,728

TOTAL CONTRIBUTIONS PAID

414,728

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISCELLANEOUS INCOME					
TOTALS		19			6,917.
					<u><u>6,917.</u></u>

Morgan Stanley

CLIENT STATEMENT

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THE FREMONT FOUNDATION
610 BRIERHILL ROAD

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CASH RELATED ACTIVITY

DEBIT CARD/CHECK ACTIVITY

CHECKS WRITTEN

CHECKS WITH NO CODE

Date Written	Date Paid	Check Number	Activity Type	Payee	Expense Category	Credits/(Debits)
12/11	1/10	3600	Check	ALZHEIMERS ASSN		\$ (100.00)
12/15	1/4	3602	Check	JEWISH NATIONAL FUND		(500.00)
12/17	1/4	3603	Check	JEWISH NATIONAL FUND		(180.00)
1/8	1/14	3604	Check	PALM SPRINGS ART MUSEUM		(1,000.00)
1/11	1/16	3605	Check	DESERT AIDS PROJECT		(2,000.00)

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Morgan Stanley

DEBIT CARD/CHECK ACTIVITY
CHECKS WRITTEN (CONTINUED)

CHECKS WITH NO CODE (CONTINUED)

Date Written	Date Paid	Check Number	Activity Type	Payee	Expense Category	Credits/(Debits)
1/11	1/18	3606	Check	JEWISH NATIONAL FUND		(36.00)
1/10	1/16	3607	Check	JEWISH FEDERATION LION OF JUDA		(5,000.00)
2/5	2/14	3609	Check	CV REP		(5,000.00)
2/5	2/12	3610	Check	JEWISH FEDERATION OF PALM SPR		(50,000.00)
2/5	2/20	3611	Check	ISRAEL GUIDE DOG CENTER BLIND		(200.00)
2/5	2/22	3612	Check	JEWISH FAMILY SERVICE		(1,000.00)
2/5	2/19	3613	Check	HEBREW DAY SCHOOL		(100.00)
2/5	2/12	3614	Check	THE AUXILIARY OF NORTH SHORE		(1,000.00)
2/5	2/21	3615	Check	DESERT COMMUNITY FOUNDATION		(250.00)
2/5	2/14	3616	Check	BETTY FORD CTR FDN		(5,000.00)
2/11	2/15	3617	Check	BARBARA SINATRA CHILDRENS CTR		(1,000.00)
2/11	2/19	3618	Check	AIDS ASSISTANCE PGM		(500.00)
2/25	3/4	3619	Check	JEWISH NATL FUND		(500.00)
3/2	3/18	3620	Check	RAVINIA FESTIVAL		(50,000.00)
3/13	3/20	3621	Check	JEWISH NATIONAL FUND		(90.00)
3/13	3/19	3622	Check	PALM SPRINGS FRIENDS OF PHILHA		(50.00)
3/13	3/20	3623	Check	CHILDRENS DISCOVERY MUSEUM		(100.00)
3/21	4/3	3624	Check	RAVINIA FESTIVAL		(3,194.00)
3/25	4/1	3625	Check	PALM SPRINGFIELD OF PHILHARMON		(10,960.00)
3/27	4/4	3626	Check	SCCC		(10,000.00)
3/25	4/2	3627	Check	CHICAGO BOTANIC GARDEN		(1,500.00)
3/27	4/15	3628	Check	ART INST OF CHICAGO		(80.00)
4/16	4/23	3629	Check	MCCALLUM THEATRE		(6,896.00)
4/23	4/30	3630	Check	PALM SPRINGS FRIEND OF PHILHAR		(100.00)
4/30	5/6	3631	Check	PALM SPRING FRIENDS OF PHILHAR		(50.00)
4/30	5/6	3632	Check	PALM SPRINGS ART MUSEUM		(100.00)
5/11	5/21	3633	Check	JEWISH NATIONAL FUND		(90.00)
5/15	5/22	3634	Check	STOP CANCER		(50.00)
5/19	5/30	3635	Check	EVERY CHILD FDN		(5,000.00)
6/3	6/10	3636	Check	CANCER WELLNESS CTR		(660.00)

Morgan Stanley

CLIENT STATEMENT

2013 Annual Review

Active Assets Account THE FREMONT FOUNDATION
225-919215-163 610 BRIERHILL ROAD

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DEBIT CARD/CHECK ACTIVITY CHECKS WRITTEN (CONTINUED)

CHECKS WITH NO CODE (CONTINUED)

Date Written	Date Paid	Check Number	Activity Type	Payee	Expense Category	Credits/(Debits)
6/12	6/24	3638	Check	JEWISH UNITED FUND		(1,000.00)
6/21	7/2	3640	Check	US HOLOCAUST MUSEUM		(15,000.00)
6/21	7/1	3641	Check	MCCALLUM THEATRE		(1,000.00)
6/27	6/28	3642	Check	COD FDN		(1,000.00)
6/21	6/28	3644	Check	PALM SPRINGS ART MUSEUM		(2,150.00)
6/21	6/28	3645	Check	PALM SPRINGS ART MUSEUM		(3,000.00)
6/21	7/1	3646	Check	IL HOLOCAUST MUSEUM		(75.00)
6/21	7/8	3648	Check	STATUE OF LIBERTY ELLIS ISLAND		(50.00)
6/24	7/1	3649	Check	CANCER WELLNESS		(80.00)
7/14	8/13	3651	Check	BRIARWOOD SCHOLARSHIP FDN		(750.00)
7/14	7/29	3652	Check	PALM SPRINGS ART MUSEUM		(5,000.00)
7/22	7/31	3654	Check	JEWISH NATIONAL FUND		(54.00)
7/22	7/31	3655	Check	JEWISH NATIONAL FUND		(54.00)
7/22	7/29	3656	Check	US HOLOCAUST MEMORIAL		(36.00)
7/27	8/7	3657	Check	MCCALLUM THEATRE		(5,000.00)
8/5	8/13	3658	Check	JEWISH UNITED FUND		(150,000.00)
8/19	8/29	3661	Check	AMERICAN FRIENDS OF THE ISRAEL		(1,200.00)
8/27	9/5	3662	Check	IL HOLOCAUST MUSEUM		(5,000.00)
8/30	9/13	3664	Check	BIKUR CHOLIM		(5,000.00)
9/7	9/16	3666	Check	MCCALLUM THEATRE		(10,000.00)
9/17	9/24	3668	Check	THE AUXILIARY		(60.00)
9/17	10/10	3669	Check	ANTI DEFAMATION LEAGUE		(1,000.00)
9/24	10/2	3670	Check	AMERICAN FRIENDS OF THE ISRAEL		(25,000.00)
10/15	10/24	3671	Check	JEWISH NATIONAL FUND		(54.00)
10/15	10/24	3672	Check	JEWISH NATIONAL FUND		(54.00)
10/21	10/30	3673	Check	JEWISH NATIONAL FUND		(54.00)
10/21	10/28	3674	Check	COD FDN		(300.00)
10/22	10/28	3675	Check	JEWISH FAMILY SERVICE		(1,000.00)
11/18	11/22	3676	Check	JEWISH FAMILY SERVICE		(5,000.00)
11/18	11/22	3677	Check	PALM SPRINGS ART MUSEUM		(200.00)
				COUNCIL FOR JEWI		(150.00)

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Morgan Stanley

Active Assets Account
225-919215-163

THE FREMONT FOUNDATION
610 BRIERHILL ROAD

DEBIT CARD/CHECK ACTIVITY

CHECKS WRITTEN (CONTINUED)

CHECKS WITH NO CODE (CONTINUED)

Date Written	Date Paid	Check Number	Activity Type	Payee	Expense Category	Credits/Debits
11/18	11/29	3678	Check	JEWISH NATIONAL FUND		(360.00)
11/18	11/25	3679	Check	THE STEVE CHASE HUMANITARIAN		(1,000.00)
11/18	12/10	3680	Check	ALZHEIMERS ASSN JUDY FUND		(5,000.00)
11/18	11/27	3681	Check	JEWISH NATIONAL FUND		(36.00)
11/27	12/19	3682	Check	BIKUR CHOLIM		(5,000.00)
12/15	12/19	3683	Check	AIDS ASSISTANCE PGM		(400.00)
12/16	12/30	3685	Check	EISENHOWER MED CTR		(250.00)
12/16	12/19	3686	Check	AIDS ASSISTANCE PGM		(1,000.00)
12/16	12/27	3687	Check	THE PALM SPRINGS OPERA GUILD		(1,000.00)
12/23	12/31	3688	Check	JEWISH FEDERATION		(75.00)
						\$414,728.00