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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](http://www.irs.gov/form990pf)

For calendar year **2015** or tax year beginning , **2015**, and ending , **20**

Name of foundation  
**UD SAMUEL FREEMAN CHARITABLE TRUST**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**P O BOX 1802**

City or town, state or province, country, and ZIP or foreign postal code  
**PROVIDENCE, RI 02901-1802**

**A Employer identification number**  
**13-6803465**

**B Telephone number (see instructions)**  
**888-866-3275**

**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

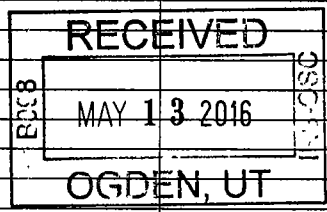
**G** Check all that apply:  
 Initial return  
 Final return  
 Address change  
 Initial return of a former public charity  
 Amended return  
 Name change

**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) **\$ 42,540,151.**

**J** Accounting method:  
 Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>					
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	895,853.	895,853.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	775,819.			
b	Gross sales price for all assets on line 6a <b>7,835,941.</b>				
7	Capital gain net income (from Part IV, line 2)		775,819.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	<b>Total.</b> Add lines 1 through 11	1,671,672.	1,671,672.		
<b>Operating and Administrative Expenses</b>					
13	Compensation of officers, directors, trustees, etc.	307,737.	184,642.		123,095.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 2	680.	NONE	NONE	NONE
b	Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 4	63,994.			63,994.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	80,203.	24,203.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	9,262.	9,262.		
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	463,126.	218,107.	NONE	188,339.
25	Contributions, gifts, grants paid	1,983,470.			1,983,470.
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	2,446,596.	218,107.	NONE	2,171,809.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-774,924.			
b	<b>Net investment income</b> (if negative, enter -0-)		1,453,565.		
c	<b>Adjusted net income</b> (if negative, enter -0-)				



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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	696,495.	1,948,987.	1,948,987.
	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	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations (attach schedule)	STMT 7 2,535,240.	1,635,217.	1,487,807.
	b Investments - corporate stock (attach schedule)	STMT 8 20,212,751.	18,101,003.	30,971,748.
	c Investments - corporate bonds (attach schedule)	STMT 11 5,075,835.	6,083,211.	6,164,646.
	11 Investments - land, buildings, and equipment basis			
Less: accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	STMT 12 1,953,621.	2,034,093.	1,966,963.	
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)	30,473,942.	29,802,511.	42,540,151.	
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)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here	<input type="checkbox"/>		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31	<input checked="" type="checkbox"/>		
	27 Capital stock, trust principal, or current funds	30,473,942.	29,802,511.	
	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)	30,473,942.	29,802,511.		
31 Total liabilities and net assets/fund balances (see instructions)	30,473,942.	29,802,511.		

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	30,473,942.
2 Enter amount from Part I, line 27a	2	-774,924.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 13	3	108,344.
4 Add lines 1, 2, and 3	4	29,807,362.
5 Decreases not included in line 2 (itemize) ADJUST CARRYING VALUE	5	4,851.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,802,511.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 7,835,941.		7,060,122.	775,819.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			775,819.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="font-size: 2em;">{</span> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 <span style="font-size: 2em;">}</span>			<b>2</b>	775,819.	
<b>3</b> 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			<b>3</b>		

**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))
2014	2,014,079.	43,608,523.	0.046185
2013	1,927,819.	41,643,525.	0.046293
2012	1,887,970.	38,677,573.	0.048813
2011	1,965,047.	39,267,511.	0.050043
2010	1,733,718.	37,824,053.	0.045836
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.237170
<b>3</b> 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			<b>3</b> 0.047434
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			<b>4</b> 42,778,927.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 2,029,176.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 14,536.
<b>7</b> Add lines 5 and 6			<b>7</b> 2,043,712.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.			<b>8</b> 2,171,809.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 7,268. Refunded amount is 34,626.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns for Yes and No. Includes questions about political activities, tax returns, and substantial contributors.

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).	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	X	
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>		
16	At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <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)? <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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years <u></u> <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.)	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. <u></u>		
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 2015 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 2015.)	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 2015?	4b	X



**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		NONE

**Total number of others receiving over \$50,000 for professional services** . . . . . **NONE**

**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	
<b>Total. Add lines 1 through 3</b> . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	42,521,084.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	909,299.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	43,430,383.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	43,430,383.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	651,456.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	42,778,927.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	2,138,946.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	2,138,946.
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5 . . . . .	<b>2a</b>	14,536.
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	14,536.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	2,124,410.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	2,124,410.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	2,124,410.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	2,171,809.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	2,171,809.
<b>5</b>	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) . . . . .	<b>5</b>	14,536.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	2,157,273.

**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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7 . . . . .				2,124,410.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only. . . . .			1,940,552.	
b Total for prior years 20 13 ,20 ,20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2015.				
a From 2010 . . . . .	NONE			
b From 2011 . . . . .	NONE			
c From 2012 . . . . .	NONE			
d From 2013 . . . . .	NONE			
e From 2014 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4. ► \$ 2,171,809.				
a Applied to 2014, but not more than line 2a . . . . .			1,940,552.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2015 distributable amount . . . . .				231,257.
e Remaining amount distributed out of corpus. . . . .	NONE			
5 Excess distributions carryover applied to 2015. (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016 . . . . .				1,893,153.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2011 . . . . .	NONE			
b Excess from 2012 . . . . .	NONE			
c Excess from 2013 . . . . .	NONE			
d Excess from 2014 . . . . .	NONE			
e Excess from 2015 . . . . .	NONE			

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 2015, 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)

Table with columns: Tax year (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Exempt activities, 2e Qualifying distributions, 3 Alternative tests (Assets, Endowment, Support).

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).)

N/A

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:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV** Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>SEE ATTACHED STATEMENT</p>	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,983,470.
<b>Total</b> .....				<b>3a</b> 1,983,470.
<b>b Approved for future payment</b>				
<b>Total</b> .....				<b>3b</b>





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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,425.	1,425.
FOREIGN DIVIDENDS	154,877.	154,877.
DOMESTIC DIVIDENDS	463,162.	463,162.
OTHER INTEREST	176,821.	176,821.
FOREIGN INTEREST	29,430.	29,430.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	1,466.	1,466.
MARKET DISCOUNT - OTHER INTEREST	18,675.	18,675.
NONQUALIFIED FOREIGN DIVIDENDS	1,959.	1,959.
NONQUALIFIED DOMESTIC DIVIDENDS	48,038.	48,038.
TOTAL	895,853.	895,853.

UD SAMUEL FREEMAN CHARITABLE TRUST

13-6803465

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	680.			
TOTALS	680.	NONE	NONE	NONE

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	61,516.	61,516.
OTHER PROFESSIONAL FEES - CHAR	2,478.	2,478.
TOTALS	63,994.	63,994.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	17,787.	17,787.
EXCISE TAX ESTIMATES	56,000.	
FOREIGN TAXES ON QUALIFIED FOR	5,837.	5,837.
FOREIGN TAXES ON NONQUALIFIED	579.	579.
TOTALS	80,203.	24,203.

UD SAMUEL FREEMAN CHARITABLE TRUST

13-6803465

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INVESTMENT FEE	9,262.	9,262.
TOTALS	9,262. =====	9,262. =====

UD SAMUEL FREEMAN CHARITABLE TRUST

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
912828JE1 UNITED STATES TREAS	535,213.	535,213.	387,565.
B3MXHL7#2 NORWEIGAN GOVT EX DI	2,000,027.	1,100,004.	1,100,242.
912828D31 UNITED STATES TREAS			
TOTALS	2,535,240.	1,635,217.	1,487,807.

UD SAMUEL FREEMAN CHARITABLE TRUST

13-6803465

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
166764100 CHEVRON CORP COM	63,984.	63,984.	674,700.
20825C104 CONOCOPHILLIPS COM			
292505104 ENCANA CORP COM	34,523.	34,523.	701,550.
30231G102 EXXON MOBIL CORP COM	197,912.	369,693.	409,600.
74005P104 PRAXAIR INC COM	282,379.	282,379.	1,114,560.
235851102 DANAHER CORP DEL COM	429,289.	429,289.	381,350.
244199105 DEERE & CO COM	336,940.	336,940.	478,300.
291011104 EMERSON ELEC CO COM	408,060.	296,592.	360,800.
302130109 EXPEDITORS INTL WASH	73,062.	65,125.	996,800.
369604103 GENERAL ELEC CO COM	297,726.	297,726.	753,200.
88579Y101 3M CO COM			
12686C109 CABLEVISION SYS CORP	432,889.	432,889.	636,333.
5756029#6 BAYER MOTOREN WERK E	390,617.		
580135101 MCDONALDS CORP COM	360,847.	332,287.	457,740.
886547108 TIFFANY & CO NEW COM	508,529.	508,529.	1,156,910.
B0CCH46#4 HEINEKEN HLDG NV COM	316,378.	316,378.	436,280.
25243Q205 DIAGEO PLC SPONSORED	52,560.		
423012301 HEINEKEN N V SPONSOR			
453142101 IMPERIAL TOBACCO GRO	118,139.		
50076Q106 KRAFT FOODS GROUP IN	285,062.	285,062.	749,850.
5962280#4 LINDT & SPRUENGLI AG	218,536.	218,536.	538,080.
609207105 MONDELEZ INTL INC CO	289,938.	289,938.	595,808.
641069406 NESTLE S A SPONSORED	447,475.	447,475.	699,440.
713448108 PEPSICO INC COM	368,917.	326,856.	527,460.
718172109 PHILIP MORRIS INTL I	40,337.	35,295.	555,870.
742718109 PROCTER & GAMBLE CO	271,402.	271,402.	410,000.
871829107 SYSCO CORP COM	291,101.	291,101.	389,880.
904784709 UNILEVER N V NEW NEW	382,205.	382,205.	628,740.
002824100 ABBOTT LABS COM			

UD SAMUEL FREEMAN CHARITABLE TRUST

13-6803465

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
071813109 BAXTER INTL INC COM			
075887109 BECTON DICKINSON & C	202,316.	202,316.	431,452.
478160104 JOHNSON & JOHNSON CO	290,106.	290,106.	513,600.
66987V109 NOVARTIS A G SPONSOR	417,263.	111,270.	172,080.
941848103 WATERS CORP COM	397,745.	397,745.	672,900.
084670108 BERKSHIRE HATHAWAY I	843,780.	843,780.	1,384,600.
527288104 LEUCADIA NATL CORP C			
540424108 LOEWS CORP COM	155,732.	155,732.	276,480.
570535104 MARKEL CORP COM	183,620.	183,620.	441,675.
053015103 AUTOMATIC DATA PROCE	62,569.	62,569.	847,200.
219350105 CORNING INC COM			
38259P508 GOOGLE INC CL A COM	225,282.		
459200101 INTERNATIONAL BUSINE	794.	505.	481,670.
57636Q104 MASTERCARD INC CL A	202,188.	202,188.	973,600.
92345Y106 VERISK ANALYTICS INC	139,901.	139,901.	384,400.
693390700 PIMCO TOTAL RETURN F			
72200Q182 PIMCO ALL ASSET ALL	2,000,000.		
808090757 SCHRODER EMERGING MK	1,950,000.	1,950,000.	1,632,564.
722005220 PIMCO FOREIGN BOND F	743,748.	738,897.	630,678.
1261291M7 INTERM GOV'T/CREDIT B			
981475106 WORLD FUEL SVCS CORP	469,826.		
22160K105 COSTCO WHSL CORP NEW	595,194.	595,194.	807,500.
82966C103 SIRONA DENTAL SYS IN	487,505.	487,505.	766,990.
026874784 AMERICAN INTL GROUP	418,576.	418,576.	743,640.
171778202 CIELO S A SPONSORED	428,600.		
722005667 PIMCO COMMODITY REAL			
411511306 HARBOR INTERNATIONAL	500,000.	500,000.	469,283.
68380L407 OPPENHEIMER INTL GRO	500,000.	500,000.	556,607.
12508E101 CDK GLOBAL INC COM	10,864.	10,864.	189,880.

UD SAMUEL FREEMAN CHARITABLE TRUST

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
126804301 CABELAS INC COM	609,394.	609,394.	467,300.
191216100 COCA COLA CO COM	742,600.	742,600.	859,200.
966837106 WHOLE FOODS MKT INC	511,779.		
38259P706 GOOGLE INC COM CL C	224,562.		
009363102 AIRGAS INC COM		415,788.	553,280.
311900104 FASTENAL CO COM		419,006.	408,200.
500754106 KRAFT HEINZ CORP COM		118,139.	291,040.
02079K107 ALPHABET INC CL C CO		224,506.	608,622.
02079K305 ALPHABET INC CL A CO		225,282.	622,408.
037833100 APPLE INC COM		411,956.	347,358.
451734107 IHS INC CL A COM		350,664.	355,290.
896239100 TRIMBLE NAVIGATION L		478,696.	429,000.
TOTALS	20,212,751.	18,101,003.	30,971,748.

UD SAMUEL FREEMAN CHARITABLE TRUST

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FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
025816AW9 AMERICAN EXPRESS CO	490,560.	490,560.	514,630.
035229DD2 ANHEUSER BUSCH COS I	513,711.	511,986.	534,500.
073902KF4 BEAR STEARNS COS INC	489,355.		
084664AD3 BERKSHIRE HATHAWAY F			
20030NAU5 COMCAST CORP NEW NT			
20825CAR5 CONOCOPHILLIPS GTD N	575,072.	562,328.	536,290.
459200GJ4 INTERNATIONAL BUSINE			
78387GAP8 SBC COMMUNICATIONS I			
88732JAK4 TIME WARNER CABLE IN			
931142BY8 WAL-MART STORES INC	491,970.		
36200H5U4 GOVERNMENT NATL MTG	47,739.	41,798.	46,575.
36224WAL7 GOVERNMENT NATL MTG	9,215.	7,926.	8,166.
822582AH5 SHELL INTL FIN B V C	508,708.		
037833AK6 APPLE INC SR UNSECD	445,550.	445,550.	487,185.
084670BF4 BERKSHIRE HATHAWAY I	495,500.	495,500.	526,955.
00206RCC4 AT&T INC SR UNSECD N	500,030.	500,023.	499,760.
94974BFR6 WELLS FARGO & CO UNS	508,425.	507,126.	505,480.
38145XAA1 GOLDMAN SACHS GROUP		505,549.	503,575.
46625HKA7 JPMORGAN CHASE & CO		992,190.	983,780.
913017BV0 UNITED TECHNOLOGIES		1,022,675.	1,017,750.
TOTALS	5,075,835.	6,083,211.	6,164,646.

UD SAMUEL FREEMAN CHARITABLE TRUST

13-6803465

FORM 990PF, PART II - OTHER INVESTMENTS  
 =====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
8EJP59995 SKYBRIDGE MULTI-ADVI	C	1,153,621.	2,034,093.	1,966,963.
80105N113 SANOFI CONTINGENT VA	C			
99Z467765 SKYBRIDGE MULTI-ADVI	C	800,000.		
TOTALS		1,953,621.	2,034,093.	1,966,963.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
INCOME ADJUSTMENT	99,633.
SALES ADJUSTMENT	8,711.
	-----
TOTAL	108,344.
	=====

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

OFFICER NAME:

BANK OF AMERICA N.A.

ADDRESS:

114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION ..... 252,136.

OFFICER NAME:

MS ELIZABETH E MURRAY

ADDRESS:

C/O BANK OF AMERICA, 114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 10,206.

OFFICER NAME:

PAMELA MURRAY

ADDRESS:

C/O BANK OF AMERICA, 114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 2,675.

OFFICER NAME:

GEORGE FRAMPTON

ADDRESS:

C/O BANK OF AMERICA, 114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 10,206.

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

OFFICER NAME:

JOHN PALMS

ADDRESS:

C/O BANK OF AMERICA, 114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 10,206.

OFFICER NAME:

CATHERINE MURRAY SMITH

ADDRESS:

C/O BANK OF AMERICA, 114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 10,206.

OFFICER NAME:

CHRISTOPHER J ELLIMAN

ADDRESS:

C/O BANK OF AMERICA, 114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 10,206.

OFFICER NAME:

PAUL VERKUIL

ADDRESS:

C/O BANK OF AMERICA, 114 W 47TH ST  
NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION ..... 1,896.

TOTAL COMPENSATION:

307,737.

=====

UD SAMUEL FREEMAN CHARITABLE TRUST  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

13-6803465

RECIPIENT NAME:

BANK OF AMERICA, N.A.

ADDRESS:

114 W 47TH ST

NEW YORK, NY 10036

FORM, INFORMATION AND MATERIALS:

LETTER, BUDGET AND IRS DETERMINATION LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 16