Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , **and ending**

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

Name of foundation
THE CARL M. FREEMAN FOUNDATION, INC.

A Employer identification number
52-6047536

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
18330 VILLAGE CENTER DR, 2ND FLOOR

B Telephone number
240-779-8026

City or town, state, and ZIP code
OLNEY, MD 20832

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 ▶ ☐

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)* ▶$ 22,324,314.

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))	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	1,848,092.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,665.	2,665.		STATEMENT 1
	4	Dividends and interest from securities	172,166.	229,921.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	355,604.			
	b	Gross sales price for all assets on line 6a 1,853,723.				
	7	Capital gain net income (from Part IV, line 2)		389,808.		
	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	34,527.	-2,311.		STATEMENT 3
	12	**Total** Add lines 1 through 11	2,413,054.	620,083.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	150,595.	0.		124,795.
	14	Other employee salaries and wages	64,138.	0.		64,138.
	15	Pension plans, employee benefits	360.	0.		360.
	16a	Legal fees STMT 4	94,986.	0.		8,695.
	b	Accounting fees STMT 5	28,211.	0.		28,211.
	c	Other professional fees STMT 6	66,456.	38,161.		28,295.
	17	Interest	304.	304.		0.
	18	Taxes STMT 7	16,317.	0.		4,172.
	19	Depreciation and depletion	64,081.	0.		
	20	Occupancy	33,248.	0.		33,248.
	21	Travel, conferences, and meetings	23,213.	0.		23,213.
	22	Printing and publications	219.	0.		219.
	23	Other expenses STMT 8	101,686.	79,518.		101,686.
	24	**Total operating and administrative expenses** Add lines 13 through 23	643,814.	117,983.		417,032.
	25	Contributions, gifts, grants paid	1,609,100.			1,609,100.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,252,914.	117,983.		2,026,132.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	160,140.			
	b	**Net investment income** (if negative, enter -0-)		502,100.		
	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	7,956,176.	2,152,373.	2,152,373.
	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		257,916.	257,916.
	10a	Investments - U.S and state government obligations STMT 9	1,451,307.	1,025,782.	1,025,782.
	b	Investments - corporate stock STMT 10	2,637,873.	1,090,485.	1,090,485.
	c	Investments - corporate bonds STMT 11	545,202.	4,776,595.	4,776,595.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	4,438,302.	7,941,800.	7,941,800.
	14	Land, buildings, and equipment: basis ▶ 5,169,828. Less accumulated depreciation STMT 13▶ 90,465.	4,953,497.	5,079,363.	5,079,363.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	21,982,357.	22,324,314.	22,324,314.
Liabilities	17	Accounts payable and accrued expenses		0.	
	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)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	-2,320,890.	-2,320,890.	
	29	Retained earnings, accumulated income, endowment, or other funds	24,303,247.	24,645,204.	
	30	**Total net assets or fund balances**	21,982,357.	22,324,314.	
	31	**Total liabilities and net assets/fund balances**	21,982,357.	22,324,314.	

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	21,982,357.
2	Enter amount from Part I, line 27a	2	160,140.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	181,817.
4	Add lines 1, 2, and 3	4	22,324,314.
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	22,324,314.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	ADDITIONAL K-1 ST GAINS NOT ON BOOKS	P	VARIOUS	VARIOUS
c	ADDITIONAL K-1 LT GAINS NOT ON BOOKS	P	VARIOUS	VARIOUS
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	1,853,723.		1,498,119.	355,604.
b				31,076.
c				3,128.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				355,604.
b				31,076.
c				3,128.
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	389,808.
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 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))
2009	2,375,965.	13,248,201.	.179342
2008	4,400,123.	16,824,888.	.261525
2007	2,936,029.	20,656,870.	.142133
2006	1,023,652.	14,623,458.	.070001
2005	1,434,916.	13,216,712.	.108568

2	Total of line 1, column (d)	2	.761569
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	.152314
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,976,320.
5	Multiply line 4 by line 3	5	2,433,417.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,021.
7	Add lines 5 and 6	7	2,438,438.
8	Enter qualifying distributions from Part XII, line 4	8	2,211,529.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	10,042.
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	10,042.
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	10,042.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	11,042.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	13,042.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,000.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 3,000. **Refunded** ▶			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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d 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*	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? *If "Yes," attach a conformed copy of the changes*	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	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	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? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Yes	No
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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.FREEMANFOUNDATION.ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no.▶240-779-8026

Located at ▶18330 VILLAGE CENTER DR, 2ND FLOOR, OLNEY, MD ZIP+4 ▶20832

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

		Yes	No
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country▶			

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

		Yes	No
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):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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 page 22 of the instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ 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.) N/A	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? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2010 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 2010.)* N/A	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 2010?	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)? N/A | 5b | |

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? N/A ☐ Yes ☐ 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? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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? N/A | 7b | |

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
MICHELLE L. FREEMAN ALL C/O THE ORGANIZATION'S ADDRESS	CHAIRMAN/PRESIDENT 18.00	116,359.	3,833.	0.
STEPHEN B. HUTTLER	SECRETARY/TRUSTEE 2.00	0.	0.	0.
CHRISTINE A. SHREVE	TREASURER/TRUSTEE 4.00	25,800.	0.	0.
PATTI GRIMES	VP-OUTREACH & PROGRAMMING 4.00	8,436.	1,113.	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

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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
HOGAN & LOVELLS LLP - COLUMBIA SQUARE, 555 13TH STREET, NW, WASHINGTON, DC 20004	LEGAL SERVICES	94,985.
SPOSATO LANDSCAPE CO., INC. 16181 HUDSON ROAD, MILTON, DE 19968	LANDSCAPING/PROPERTY MAINT.	65,239.
ZEIDLER PARTNERSHIP INC. - 105 SOUTH NARCISSUS AVE. SUITE 310 , WEST PALM BEACH,	DUE DILIGENCE CONSULTANTS	51,997.

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.

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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	11,863,047.
b	Average of monthly cash balances			1b	4,356,567.
c	Fair market value of all other assets			1c	0.
d	**Total** (add lines 1a, b, and c)			1d	16,219,614.
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	16,219,614.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	243,294.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	15,976,320.
6	**Minimum investment return** Enter 5% of line 5			6	798,816.

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	798,816.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,042.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	303.		
c	Add lines 2a and 2b			2c	10,345.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	788,471.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	788,471.
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	788,471.

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	2,026,132.
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	185,397.
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	2,211,529.
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	2,211,529.

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.

Form **990-PF** (2010)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				788,471.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 789,180.				
b From 2006 309,996.				
c From 2007 1,930,374.				
d From 2008 3,560,165.				
e From 2009 3,038,375.				
f **Total** of lines 3a through e	9,628,090.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 2,211,529.				
a Applied to 2009, 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 2010 distributable amount				788,471.
e Remaining amount distributed out of corpus	1,423,058.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,051,148.			
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 2009. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	789,180.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	10,261,968.			
10 Analysis of line 9:				
a Excess from 2006 309,996.				
b Excess from 2007 1,930,374.				
c Excess from 2008 3,560,165.				
d Excess from 2009 3,038,375.				
e Excess from 2010 1,423,058.				

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 2010, 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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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 the 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 of the person to whom applications should be addressed:

SEE STATEMENT 14

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:

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
a *Paid during the year*				
SEE STATEMENT 15				
Total			▶ 3a	1609100.
b *Approved for future payment*				
JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 20852-4816	NONE	PUBLIC CHARITY	SOCIAL SERVICES	100,000.
Total			▶ 3b	100,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	2,665.	
4 Dividends and interest from securities			14	172,166.	
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			18	34,527.	
8 Gain or (loss) from sales of assets other than inventory			18	355,604.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		564,962.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 564,962.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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12-07-10

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

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 or fiduciary) is based on all information of which preparer has any knowledge

Michelle A Freeman 11/14/2011 President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID F. GRALING CPA	David F. Graling CPA	11-14-11		

Firm's name ▶ GELMAN, ROSENBERG & FREEDMAN | Firm's EIN ▶

Firm's address ▶ 4550 MONTGOMERY AVE., SUITE 650 NORTH
BETHESDA, MD 20814-2930 | Phone no (301) 951-9090

Form 990-PF (2010)

023622
04-26-11

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

THE CARL M. FREEMAN FOUNDATION, INC.

Employer identification number

52-6047536

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, aggregate 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 aggregate 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization	Employer identification number
THE CARL M. FREEMAN FOUNDATION, INC.	52-6047536

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE FREEMAN FOUNDATION CLAT 18330 VILLAGE CENTER DRIVE, 2ND FLOOR OLNEY, MD 20832	$ 1,326,235.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	ESTATE OF JOSHUA M. FREEMAN 2300 N STREET NW WASHINGTON, DC 20037	$ 250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	ESTATE OF JOSHUA M. FREEMAN 2300 N STREET NW WASHINGTON, DC 20037	$ 271,857.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE CARL M. FREEMAN FOUNDATION, INC.	52-6047536

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	PREPAID ASSESSMENTS	$ 271,857.	01/01/10

(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

THE CARL M. FREEMAN FOUNDATION, INC.

Employer identification number

52-6047536

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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) ▶ $

(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

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	LAND - LOT 3	080709		.000	16	2,049,000.			2,049,000.			0.
2	LAND - LOT 5	080709		.000	16	1,215,000.			1,215,000.			0.
3	LAND - LOT 9	080709		.000	16	412,000.			412,000.			0.
4	LAND - LOT 2004	080709		.000	16	460,000.			460,000.			0.
5	BAYSIDE CONDO	080709		.000	16	416,000.			416,000.	25,280.		0.
6	FREEMAN STAGE	010109		.000	16	217,118.			217,118.	17,633.		0.
7	STAGE CAFE/BATHROOM	080709		.000	16	335,595.			335,595.	14,242.		0.
8	FURNITURE AND EQUIPMENT	VARIES		.000	16	54,555.			54,555.	31,205.		0.
9	SOFTWARE	VARIES		.000	16	10,560.			10,560.	2,105.		0.
	* TOTAL 990-PF PG 1 DEPR					5,169,828.		0.	5,169,828.	90,465.	0.	0.

028102
05-01-10

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST EARNED	2,665.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,665.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PUBLICLY TRADED SECURITIES - DIVIDENDS	76,613.	0.	76,613.
PUBLICLY TRADED SECURITIES - INTEREST	95,553.	0.	95,553.
TOTAL TO FM 990-PF, PART I, LN 4	172,166.	0.	172,166.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
K-1 OTHER INCOME	0.	10,599.	
TAX EXEMPT INCOME	3,411.	0.	
TAX EXEMPT INCOME	0.	0.	
FEDERAL TAX REFUND	4,945.	0.	
OTHER INCOME	26,171.	0.	
INCOME INCL. IN INVESTMENT INC. IN PART I, & ON 990T AS UBI	0.	-12,910.	
TOTAL TO FORM 990-PF, PART I, LINE 11	34,527.	-2,311.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	94,986.	0.		8,695.
TO FM 990-PF, PG 1, LN 16A	94,986.	0.		8,695.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	28,211.	0.		28,211.
TO FORM 990-PF, PG 1, LN 16B	28,211.	0.		28,211.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	28,295.	0.		28,295.
INVESTMENT FEES	38,161.	38,161.		0.
TO FORM 990-PF, PG 1, LN 16C	66,456.	38,161.		28,295.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	12,145.	0.		0.
REAL ESTATE TAXES	4,172.	0.		4,172.
TO FORM 990-PF, PG 1, LN 18	16,317.	0.		4,172.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CAPACITY BUILDING/OUTREACH	2,832.	0.		2,832.
DUE DILIGENCE - ART CENTER	53,154.	0.		53,154.
DUES AND SUBSCRIPTIONS	3,902.	0.		3,902.
LICENSES AND FEES	84.	0.		84.
OFFICE EXPENSES	1,162.	0.		1,162.
MISCELLANEOUS	5,323.	0.		5,323.
POSTAGE AND DELIVERY	320.	0.		320.
COMPUTER MAINTENANCE	155.	0.		155.
TELEPHONE	8,308.	0.		8,308.
WEBSITE MAINTENANCE	520.	0.		520.
K-1 EXPENSES	0.	79,518.		0.
INSURANCE	12,698.	0.		12,698.
GRANT & PROGRAM RELATED EXP	8,708.	0.		8,708.
LOSS ON DISPOSAL OF ASSETS	4,099.	0.		4,099.
BANK FEES	421.	0.		421.
TO FORM 990-PF, PG 1, LN 23	101,686.	79,518.		101,686.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS	X		1,025,782.	1,025,782.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,025,782.	1,025,782.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,025,782.	1,025,782.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	1,090,485.	1,090,485.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,090,485.	1,090,485.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	4,776,595.	4,776,595.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,776,595.	4,776,595.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUNDS	FMV	7,870,884.	7,870,884.
LP/LLC INVESTMENTS	FMV	70,916.	70,916.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,941,800.	7,941,800.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND - LOT 3	2,049,000.	0.	2,049,000.
LAND - LOT 5	1,215,000.	0.	1,215,000.
LAND - LOT 9	412,000.	0.	412,000.
LAND - LOT 2004	460,000.	0.	460,000.
BAYSIDE CONDO	416,000.	25,280.	390,720.
FREEMAN STAGE	217,118.	17,633.	199,485.
STAGE CAFE/BATHROOM	335,595.	14,242.	321,353.
FURNITURE AND EQUIPMENT	54,555.	31,205.	23,350.
SOFTWARE	10,560.	2,105.	8,455.
TOTAL TO FM 990-PF, PART II, LN 14	5,169,828.	90,465.	5,079,363.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PATTI GRIMES
36097 SAND COVE ROAD
SELBYVILLE, DE 19975

TELEPHONE NUMBER

302-436-3003

FORM AND CONTENT OF APPLICATIONS

THE FACES APPLICATION PROCESS HAS THREE STEPS, AND YOU MUST COMPLETE ALL STEPS IN ORDER FOR YOUR APPLICATION TO BE CONSIDERED.
1. DETERMINE ELIGIBILITY - PLEASE VISIT OUR FACES WEB PAGE TO DETERMINE WHETHER YOUR ORGANIZATION IS ELIGIBLE TO APPLY FOR A FACES GRANT.
2. APPLY ONLINE - PLEASE SUBMIT YOUR ONLINE APPLICATION. PLEASE NOTE: YOU WILL NOT BE ABLE TO SAVE YOUR APPLICATION - IT MUST BE COMPLETED IN ONE SESSION OR YOU WILL LOSE YOUR INFORMATION.
3. SUBMIT A PRINTED COPY OF THE APPLICATION (AVAILABLE AFTER YOU COMPLETE THE ONLINE VERSION) WITH REQUIRED ATTACHMENTS TO: 36097 SAND COVE ROAD, SELBYVILLE, DE 19975.

ANY SUBMISSION DEADLINES

THERE ARE 1 OR 2 CYCLES FOR FACES GRANTS EACH YEAR. CONSULT THE WEBSITE FOR CURRENT DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

CARL M. FREEMAN FOUNDATION WEBSITE, WWWW.FREEMANFOUNDATION.ORG, CONTAINS ALL RESTRICTIONS AND CRITERIA.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
A WIDER CIRCLE 4808 MOORLAND LANE STE 802 BETHESDA, MD 20814	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
AISH INTERNATIONAL 520 8TH AVENUE SUITE 2004 NEW YORK, NY 10018	NONE EDUCATION	PUBLIC CHARITY	50,000.
AMERICAN CANCER SOCIETY PO BOX 163 SALISBURY, MD 21803-0163	NONE HEALTH	PUBLIC CHARITY	1,000.
AUTISM SPEAKS 1990 K STREET NW WASHINGTON, DC 20036	NONE SOCIAL SERVICES	PUBLIC CHARITY	2,500.
BETHANY VOLUNTEER FIRE COMPANY PO BOX 950 BETHANY BEACH, DE 19930	NONE SOCIAL SERVICES	PUBLIC CHARITY	500.
BOONSBORO FREE LIBRARY - C/O WASHINGTON CTY. FREE LIBRARY, 401 POTOMAC STREET BOONSBORO, MD 21713	NONE ENVIRONMENTAL	PUBLIC CHARITY	500.
CHARITYWORKS FUND/CFNCR 1616 ANDERSON ROAD, ROOM 219 MCLEAN, VA 22102	NONE SOCIAL SERVICES	PUBLIC CHARITY	17,000.
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE ENVIRONMENTAL	PUBLIC CHARITY	500.

CIRCLE OF HOPE THERAPEUTIC RIDING INC PO BOX 463 BARNESVILLE, MD 20838-0463	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
COLLEGETRACKS, INC. 5126 MANNING DRIVE BETHESDA, MD 20814	NONE EDUCATION	PUBLIC CHARITY	5,000.
COMMUNITY FOUNDATION FOR MONT. COUNTY 8720 GEORGIA AVENUE, SUITE 202 SILVER SPRING, MD 20910	NONE SOCIAL SERVICES	PUBLIC CHARITY	4,900.
COURT APPOINTED SPECIAL ADVOCATE OF MONT. CO. 1010 GRANDIN AVENUE, SUITE A-1 ROCKVILLE, MD 20851-1341	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
DAGSBORO VOLUNTEER FIRE DEPARTMENT INC. PO BOX 128, 31500 NORMA LEE CT. DAGSBORO, DE 19939	NONE SOCIAL SERVICES	PUBLIC CHARITY	250.
DELAWARE CENTER FOR THE INLAND BAYS, INC 39375 INLET ROAD REHOBOTH BEACH, DE 19971	NONE ENVIRONMENTAL	PUBLIC CHARITY	3,000.
DELAWARE DISTRICT III WORLD SERIES SENIOR 310 NANCY STREET GEORGETOWN , DE 19947	NONE SOCIAL SERVICES	PUBLIC CHARITY	35,000.
DELAWARE TECHNICAL & COMMUNITY COLLEGE PO BOX 610 GEORGETOWN , DE 19947	NONE EDUCATION	PUBLIC CHARITY	14,250.
DON BOSCO CRISTO REY HIGH SCHOOL 1010 LARCH AVE. TAKOMA PARK , MD 20912	NONE EDUCATION	PUBLIC CHARITY	7,500.
DWELLING PLACE, INC. 610 E. DIAMOND AVENUE #300 GAITHERSBURG , MD 20877-5321	NONE SOCIAL SERVICES	PUBLIC CHARITY	2,500.

FIRST STEPS PRIMEROS PASOS PO BOX 1003 GEORGETOWN, DE 19947	NONE SOCIAL SERVICES	PUBLIC CHARITY	150.
FRANKFORD ELEMENTARY SCHOOL 30207 FRANKFORD SCHOOL RD FRANKFORD, DE 19945	NONE EDUCATION	PUBLIC CHARITY	5,000.
FRANKLIN E. "WIMP" HAMBURG GOLF MEMORIAL 8 KNODE CIRCLE BOONSBORO , MD 21713	NONE EDUCATION	PUBLIC CHARITY	1,000.
FUTURE LINK, INC. P.O. BOX 7284 GAITHERSBURG, MD 20898	NONE EDUCATION	PUBLIC CHARITY	5,000.
GEORGETOWN BOYS & GIRLS CLUB 115 NORTH RACE STREET GEORGETOWN, DE 19947	NONE SOCIAL SERVICES	PUBLIC CHARITY	1,000.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE SOCIAL SERVICES	PUBLIC CHARITY	1,500.
HOUSE OF RUTH 5 THOMAS CIRCLE, NW WASHINGTON, DE 20005	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
HOWARD T. ENNIS SCHOOL 20345 ENNIS ROAD GEORGETOWN, DE 19947	NONE EDUCATION	PUBLIC CHARITY	5,000.
INDIAN RIVER SCHOOL DISTRICT 31 HOOSIER STREET SELBYVILLE, DE 19975	NONE SOCIAL SERVICES	PUBLIC CHARITY	1,000.
INTERNATIONAL ARTS & ARTISTS 9 HILLYER COURT NW WASHINGTON, DC 20008	NONE ARTS & DRAMA	PUBLIC CHARITY	8,000.

JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 20582-4816	NONE SOCIAL SERVICES	PUBLIC CHARITY	50,000.
JOSHUA M. FREEMAN FOUNDATION INC 18330 VILLAGE CENTER DRIVE, 2ND FLOOR OLNEY, MD 20832	NONE ARTS & DRAMA	PUBLIC CHARITY	690,000.
JUVENILE DIABETES RESEARCH FOUNDATION 1400 K STREET NW SUITE 725 WASHINGTON, MD 20005	NONE HEALTH	PUBLIC CHARITY	25,000.
LANDON SCHOOL 6101 WILSON LANE BETHESDA, MD 20817-3199	NONE EDUCATION	PUBLIC CHARITY	75,000.
LOWER SUSSEX POP WARNER PO BOX 609 FRANKFORD, DE 19945	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
MARINE TOYS FOR TOTS FOUNDATION 18251 QUANTICO GATEWAY DRIVE TRIANGLE, VA 22172	NONE SOCIAL SERVICES	PUBLIC CHARITY	1,000.
MARYLAND STATE WRESTLING ASSOCIATION 11350 MCCORMICK ROAD, EP IV, SUITE 200 HUNT VALLEY, MD 21031	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
MERCY HEALTH CLINIC - 7-1 METROPOLITAN COURT, PO BOX 4115 GAITHERSBURG, MD 20885-411	NONE HEALTH	PUBLIC CHARITY	5,000.
MILTON HISTORICAL SOCIETY PO BOX 112 MILTON, DE 19968-0112	NONE EDUCATION	PUBLIC CHARITY	5,000.
MONTGOMERY COUNTY COMMUNITY FOUNDATION 8720 GEORGIA AVENUE, SUITE 302 SILVER SPRING, MD 20910	NONE EDUCATION	PUBLIC CHARITY	32,500.

MOST BLESSED SACRAMENT SCHOOL 11242 RACETRACK ROAD BERLIN, MD 21811	NONE SOCIAL SERVICES	PUBLIC CHARITY	500.
NEW HOPE REC AND DEVELOPMENT CTR. INC. 12564 NORTH OLD STATE ROAD, P.O. BOX 310 ELLENDALE, DE	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
OLNEY BALLET THEATRE 3460 OLNEY-LAYTONSVILLE ROAD, SUITE 310 OLNEY , MD 20832	NONE ARTS	PUBLIC CHARITY	10,000.
OLNEY THEATRE 2001 OLNEY SANDY SPRING ROAD OLNEY, MD 20832	NONE ARTS & DRAMA	PUBLIC CHARITY	16,350.
POSSUM POINT PLAYERS, INC. PO BOX 96 GEORGETOWN, DE 19947	NONE ARTS & DRAMA	PUBLIC CHARITY	250.
RED WIGGLER FOUNDATION, INC PO BOX 968 CLARKSBURG, MD 20871	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
ROXANNA FIRE COMPANY 35943 ZION CHURCH ROAD FRANKFORD, DE 19945	NONE SOCIAL SERVICES	PUBLIC CHARITY	2,000.
SAINT PETER'S SCHOOL 2900 SANDY SPRING ROAD OLNEY , MD 20832	NONE EDUCATION	PUBLIC CHARITY	500.
SARA CHASE CARLSON SCHOLARSHIP FUND PO BOX 1006, 508 SOUTH MAIN STREET BERLIN, MD 21811	NONE EDUCATION	PUBLIC CHARITY	250.
SELBYVILLE FIRE COMPANY PO BOX 88 SELBYVILLE, DE 19975	NONE SOCIAL SERVICES	PUBLIC CHARITY	500.

SHEPHERD'S TABLE 8210-A COLONIAL LANE SILVER SPRING, MD 20910	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
SOUTHERN DE ACADEMY OF LIFELONG LEARNING 820A SAVANNAH ROAD LEWES, DE 19958	NONE EDUCATION	PUBLIC CHARITY	5,000.
ST. JOHN'S EPISCOPAL SCHOOL 3427 OLNEY-LAYTONVILLE RD OLNEY, MD 20832	NONE EDUCATION	PUBLIC CHARITY	10,000.
STEPPING STONES SHELTER PO BOX 712 ROCKVILLE, MD 20848-0712	NONE SOCIAL SERVICES	PUBLIC CHARITY	1,000.
SUSAN G. KOMEN FOR A CURE 5005 LBJ FREEWAY, SUITE 250 DALLAS, TX 75244	NONE HEALTH	PUBLIC CHARITY	3,000.
SUSSEX COUNTY HABITAT FOR HUMANITY PO BOX 100 NASSAU, DE 19969	NONE SOCIAL SERVICES	PUBLIC CHARITY	1,200.
SUSSEX COUNTY RETURN DAY, INC. PO BOX 55 GEORGETOWN, DE 19947	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
SUSSEX TECH ADULT DIVISION EVEN START 17099 COUNTY SEAT HIGHWAY, PO BOX 351 GEORGETOWN, DE	NONE EDUCATION	PUBLIC CHARITY	5,000.
TAI SOPHIA INSTITUTE P.O. BOX 783 OLNEY, MD 20832	NONE HEALTH	PUBLIC CHARITY	1,500.
THE COMMUNITY FOUNDATION-NAT'L CAP REG 1201 15TH ST. NW, SUITE 420 WASHINGTON, DC 20005	NONE HEALTH	PUBLIC CHARITY	10,000.

THE ELLINGTON FUND 3303 WATER STREET, NW #7A WASHINGTON, DC 20007	NONE ARTS	PUBLIC CHARITY	1,500.
THE SENIOR CONNECTION OF MONT. CTY., INC 3950 FERRARA DRIVE SILVER SPRING, MD 20906	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
THE TRUST FOR THE NATIONAL MALL PO BOX 96475 WASHINGTON, DC 20090-6475	NONE EDUCATION	PUBLIC CHARITY	2,125.
THE WARD MUSEUM OF WILDFOWL ART 909 S. SCHUMAKER DRIVE SALISBURY, MD 21804	NONE EDUCATION	PUBLIC CHARITY	500.
THE ARC 2428 TRACY PLACE, NW WASHINGTON, DC 20008	NONE SOCIAL SERVICES	PUBLIC CHARITY	24,000.
UNITED WAY OF DELAWARE 206 ACADEMY STREET, SUITE #2 GEORGETOWN, DE 19947	NONE SOCIAL SERVICES	PUBLIC CHARITY	250.
UPPER MONTGOMERY COUNTY VFD PO BOX 8 BEALLSVILLE, MD 20839	NONE SOCIAL SERVICES	PUBLIC CHARITY	500.
VENTURE PHILANTHROPY PARTNERS 1201 15TH STREET NW, SUITE 420 WASHINGTON, DC 20005	NONE SOCIAL SERVICES	PUBLIC CHARITY	200,000.
WASHINGTON NATIONAL OPERA 2600 VIRGINIA AVENUE, NW SUITE 301 WASHINGTON, DC 20037	NONE ARTS & DRAMA	PUBLIC CHARITY	185,000.
WASHINGTON NATIONALS DREAM FOUNDATION 1500 SOUTH CAPITAL STREET, SE WASHINGTON, DC 20003	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.

WEST SIDE NEW BEGINNINGS, INC. 19801 NORWOOD STREET REHOBOTH BEACH, DE 19971	NONE SOCIAL SERVICES	PUBLIC CHARITY	625.
WOMEN FOR WOMEN INTERNATIONAL 4455 CONNECTICUT AVENUE, NW #200 WASHINGTON, DC 20008	NONE EDUCATION	PUBLIC CHARITY	1,000.
WUMCO HELP, INC PO BOX 247 POOLESVILLE, MD 20837-0247	NONE SOCIAL SERVICES	PUBLIC CHARITY	1,000.
YEAR UP, INC. 2801 M STREET, NW WASHINGTON, DC 20007	NONE EDUCATION	PUBLIC CHARITY	5,000.
YWCA DELAWARE, INC 20155 OFFICE CIRCLE UNIT 1 GEORGETOWN , DE 19947	NONE SOCIAL SERVICES	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,609,100.