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

2011

For calendar year 2011 or tax year beginning , and ending

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): 111 ROCKVILLE PIKE — Room/suite: 1100

B Telephone number: 240-453-3000

City or town, state, and ZIP code: ROCKVILLE, MD 20850

C If exemption application is pending, check here ☐

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

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 23,892,478.

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

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

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	4,183,594.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,572.	1,572.		STATEMENT 1
	4 Dividends and interest from securities	375,889.	375,889.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	475,713.			
	b Gross sales price for all assets on line 6a 5,463,133.				
	7 Capital gain net income (from Part IV, line 2)		475,713.		
	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	122,202.	110,509.		STATEMENT 3
	12 **Total** Add lines 1 through 11	5,158,970.	963,683.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	124,454.	5,250.		93,454.
	14 Other employee salaries and wages	127,872.	0.		99,659.
	15 Pension plans, employee benefits	43,913.	0.		43,913.
	16a Legal fees STMT 4	27,792.	0.		7,211.
	b Accounting fees STMT 5	7,553.	0.		7,553.
	c Other professional fees STMT 6	38,898.	34,998.		3,900.
	17 Interest				
	18 Taxes STMT 7	15,413.	0.		4,197.
	19 Depreciation and depletion	127,989.	0.		
	20 Occupancy	44,040.	0.		44,040.
	21 Travel, conferences, and meetings	5,908.	0.		5,908.
	22 Printing and publications	807.	0.		807.
	23 Other expenses STMT 8	132,139.	43,314.		82,982.
	24 **Total operating and administrative expenses** Add lines 13 through 23	696,778.	83,562.		393,624.
	25 Contributions, gifts, grants paid	1,512,797.			1,512,797.
	26 **Total expenses and disbursements** Add lines 24 and 25	2,209,575.	83,562.		1,906,421.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,949,395.			
	b **Net investment income** (if negative, enter -0-)		880,121.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	2,152,373.	1,431,090.	1,431,090.
	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.	243,975.	243,975.
	10a Investments - U.S. and state government obligations STMT 9	1,025,782.	0.	0.
	b Investments - corporate stock STMT 10	1,090,485.	921,643.	921,643.
	c Investments - corporate bonds STMT 11	4,776,595.	5,796,639.	5,796,639.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	7,941,800.	10,332,179.	10,322,179.
	14 Land, buildings, and equipment: basis ▶ 5,392,748.			
	Less accumulated depreciation ▶ 215,796.	5,079,363.	5,176,952.	5,176,952.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	22,324,314.	23,902,478.	23,892,478.
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			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	22,324,314.	23,902,478.	
	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			
	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**	22,324,314.	23,902,478.	
	31 **Total liabilities and net assets/fund balances**	22,324,314.	23,902,478.	

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	22,324,314.
2 Enter amount from Part I, line 27a	2	2,949,395.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	25,273,709.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	1,371,231.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,902,478.

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				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,463,133.		4,987,420.	475,713.
b				
c				
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				475,713.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 475,713.

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))
2010	2,211,529.	15,976,320.	.138425
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

2	**Total** of line 1, column (d)	2	.791426
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	.158285
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,908,695.
5	Multiply line 4 by line 3	5	2,676,393.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,801.
7	Add lines 5 and 6	7	2,685,194.
8	Enter qualifying distributions from Part XII, line 4	8	2,137,106.

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	17,602.
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	17,602.
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	17,602.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	8,200.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	11,300.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	19,500.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	23.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,875.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,875. **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?	2		X
If "Yes," attach a detailed description of the activities			
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?	5		X
If "Yes," attach the statement required by General Instruction T			
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?	7	X	
If "Yes," complete Part II, col (c), and Part XV			
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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.CARLFREEMANFOUNDATION.ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 240-453-3000

Located at ▶ 111 ROCKVILLE PIKE, SUITE 1100, ROCKVILLE, MD ZIP+4 ▶ 20850

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 2011, 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 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.)* 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 2011?	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
SEE STATEMENT 13		124,454.	10,683.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	15,277,143.
b	Average of monthly cash balances		1b	1,889,045.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	17,166,188.
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	17,166,188.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	257,493.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	16,908,695.
6	**Minimum investment return.** Enter 5% of line 5		6	845,435.

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	845,435.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 17,602.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	17,602.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	827,833.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	827,833.
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	827,833.

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	1,906,421.
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	230,685.
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	2,137,106.
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	2,137,106.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				827,833.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 309,996.				
b From 2007 1,930,374.				
c From 2008 3,560,165.				
d From 2009 3,038,375.				
e From 2010 1,423,058.				
f **Total** of lines 3a through e	10,261,968.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 2,137,106.				
a Applied to 2010, 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 2011 distributable amount				827,833.
e Remaining amount distributed out of corpus	1,309,273.			
5 Excess distributions carryover applied to 2011 (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	11,571,241.			
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 2010. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	309,996.			
9 **Excess distributions carryover to 2012** Subtract lines 7 and 8 from line 6a	11,261,245.			
10 Analysis of line 9:				
a Excess from 2007 1,930,374.				
b Excess from 2008 3,560,165.				
c Excess from 2009 3,038,375.				
d Excess from 2010 1,423,058.				
e Excess from 2011 1,309,273.				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 15

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				
ALLIANCE FOR LUPUS RESEARCH 18 JAMES STREET SHREWSBURY, PA 7702	NONE	PUBLIC CHARITY	HEALTH	2,500.
ATLANTIC GENERAL HOSPITAL 9733 HEALTHWAY DRIVE BERLIN, MD 21811	NONE	PUBLIC CHARITY	HEALTH	250.
ART LEAGUE OF OCEAN CITY, INC. PO BOX 3503 OCEAN CITY, MD 21843	NONE	PUBLIC CHARITY	ART	500.
A WIDER CIRCLE 4808 MOORLAND LANE, STE 802 BETHESDA, MD 20814-6140	NONE	PUBLIC CHARITY	SOCIAL SERVICE	5,000.
BEST BUDDIES INTERNATIONAL 100 SE 2ND STREET, SUITE 2200 MIAMI, FL 33131	NONE	PUBLIC CHARITY	SOCIAL SERVICES	800.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,512,797.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,572.	
4 Dividends and interest from securities			14	375,889.	
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	110,079.	
8 Gain or (loss) from sales of assets other than inventory			18	475,713.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a TAX EXEMPT INCOME			01	8,137.	
b FEDERAL TAX REFUND			01	3,800.	
c OTHER INCOME			01	186.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		975,376.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 975,376.

(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).

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

[signature] 11/10/2012 President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAVID F. GRALING CPA	David F. [signature] CPA	11-9-12		P00366995
Firm's name ▶ GELMAN, ROSENBERG & FREEDMAN			Firm's EIN ▶ 52-1392008	
Firm's address ▶ 4550 MONTGOMERY AVE SUITE 650N BETHESDA, MD 20814-2930			Phone no (301) 951-9090	

Form 990-PF (2011)

123622
12-02-11

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	Employer identification number
THE CARL M. FREEMAN FOUNDATION, INC.	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, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

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

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

Name of organization: THE CARL M. FREEMAN FOUNDATION, INC.

Employer identification number: 52-6047536

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF JOSHUA M. FREEMAN 2300 N STREET NW WASHINGTON, DC 20037	$ 400,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	ESTATE OF JOSHUA M. FREEMAN 2300 N STREET NW WASHINGTON, DC 20037	$ 2,457,359.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
3	THE FREEMAN FOUNDATION CLAT C/O EARL COLSON, TRUSTEE, ARENT FOX LLP, 1050 CONNECTICUT AVE, NW WASHINGTON, DC 20036	$ 1,326,235.	Person [X] 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) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	CONGRESSIONAL BANK: 341,545 SHARES COMMON STOCK; 21,962 WARRANTS; 2,134 OPTIONS	$ 2,457,359.	VARIOUS

(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	Employer identification number
THE CARL M. FREEMAN FOUNDATION, INC.	52-6047536

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year (Enter this information once) ▶ $ ______

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
INTEREST EARNED	1,572.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,572.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
PUBLICLY TRADED SECURITIES - DIVIDENDS	267,412.	0.	267,412.
PUBLICLY TRADED SECURITIES - INTEREST	108,477.	0.	108,477.
TOTAL TO FM 990-PF, PART I, LN 4	375,889.	0.	375,889.

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	110,079.	110,079.	
K-1 UBI LOSS	0.	430.	
TAX EXEMPT INCOME	8,137.	0.	
FEDERAL TAX REFUND	3,800.	0.	
OTHER INCOME	186.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	122,202.	110,509.	

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	27,792.	0.		7,211.
TO FM 990-PF, PG 1, LN 16A	27,792.	0.		7,211.

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	7,553.	0.		7,553.
TO FORM 990-PF, PG 1, LN 16B	7,553.	0.		7,553.

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	3,900.	0.		3,900.
INVESTMENT FEES	34,998.	34,998.		0.
TO FORM 990-PF, PG 1, LN 16C	38,898.	34,998.		3,900.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES, PEN., & INT.	11,216.	0.		0.
REAL ESTATE TAXES	4,197.	0.		4,197.
TO FORM 990-PF, PG 1, LN 18	15,413.	0.		4,197.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUE DILIGENCE - ART CENTER	41,633.	0.		41,633.
DUES AND SUBSCRIPTIONS	2,714.	0.		2,714.
INSURANCE	13,199.	0.		13,199.
LOSS ON DISPOSAL OF FIXED ASSETS	5,842.	0.		0.
TELEPHONE	9,352.	0.		9,352.
POSTAGE AND DELIVERY	154.	0.		154.
COMPUTER MAINTENANCE	1,014.	0.		1,014.
MISCELLANEOUS	2,551.	0.		2,550.
EQUIPMENT MAINTENANCE	540.	0.		540.
EQUIPMENT RENTAL	2,145.	0.		2,145.
LICENSES AND FEES	84.	0.		84.
GRANT & PROGRAM RELATED EXP	9,021.	0.		9,021.
OFFICE EXPENSES	410.	0.		410.
BANK FEES	115.	0.		115.
CREDIT CARD EXPENSE	51.	0.		51.
K-1 EXPENSES	43,314.	43,314.		0.
TO FORM 990-PF, PG 1, LN 23	132,139.	43,314.		82,982.

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
	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	921,643.	921,643.
TOTAL TO FORM 990-PF, PART II, LINE 10B	921,643.	921,643.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	5,796,639.	5,796,639.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,796,639.	5,796,639.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUNDS	FMV	7,658,741.	7,648,741.
LP/LLC INVESTMENTS	FMV	33,548.	33,548.
CONGRESSIONAL BANK STOCK	FMV	2,457,359.	2,457,359.
CSV - KEYMAN INSURANCE POLICY	FMV	182,531.	182,531.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,332,179.	10,322,179.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHELLE L. FREEMAN ALL C/O THE ORGANIZATION'S ADDRESS	CHAIRMAN/PRESIDENT 18.00	0.	0.	0.
STEPHEN B. HUTTLER	SECRETARY/TRUSTEE 2.00	0.	0.	0.
CHRISTINE A. SHREVE	TREASURER/TRUSTEE 4.00	31,869.	0.	0.
PATTI GRIMES	EXECUTIVE DIRECTOR 28.00	87,735.	9,683.	0.
GAIL MERRIAM	CONTROLLER 2.00	4,850.	1,000.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		124,454.	10,683.	0.

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

ORGANIZATIONS ELIGIBLE TO APPLY FOR GRANTS MUST MEET THE FOLLOWING CRITERIA:
-BENEFICIARIES MUST BE AN IRS-RECOGNIZED 501(C)(3) TAX-EXEMPT, NONPROFIT ORGANIZATION OR PUBLIC AGENCY SPECIFICALLY SERVING THE RESIDENTS OF OUR FUNDING AREAS.
- ORGANIZATIONS APPLYING IN MONTGOMERY COUNTY MUST HAVE AN OPERATING BUDGET OF $750,000 OR LESS.
- ORGANIZATIONS APPLYING IN SUSSEX COUNTY MUST HAVE A BUDGET OF $500,000 OR LESS FOR SUSSEX COUNTY PROGRAMMING.

GRANTS WILL NOT BE DISTRIBUTED TO:
- INDIVIDUALS.
- POLITICAL ASSOCIATIONS OR CANDIDATES.
- ORGANIZATIONS THAT WOULD DISPERSE THE FUNDING TO OTHERS.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A - 2D (CONTINUATION)

RESTRICTIONS AND LIMITATIONS ON AWARDS

- ORGANIZATIONS THAT DISCRIMINATE BY RACE, CREED, GENDER, SEXUAL ORIENTATION, AGE, RELIGION, DISABILITY OR NATIONAL ORIGIN.

REGIONAL CRITERIA:
- IN MONTGOMERY COUNTY, ORGANIZATIONS MUST BE BASED IN THE COUNTY TO BE ELIGIBLE FOR FUNDING.
- IN SUSSEX COUNTY, ORGANIZATIONS MAY APPLY IF BASED IN OTHER COUNTIES, BUT 100% OF THE FUNDING MUST BE USED TO SERVE RESIDENTS OF SUSSEX COUNTY.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BETHESDA-CHEVY CHASE ROTARY CLUB FOUNDATION 9401 OLD GEORGETOWN RD. BETHESDA, MD 20814	NONE	PUBLIC CHARITY	HEALTH	5,000.
BIG BROTHERS BIG SISTERS OF DELAWARE, INC 413 LARCH CIRCLE WILMINGTON, DE 19804	NONE	PUBLIC CHARITY	SOCIAL SERVICE	5,000.
BOONSBORO FREE LIBRARY 401 POTOMAC STREET BOONSBORO, MD 21713	NONE	PUBLIC CHARITY	EDUCATION	500.
BOYS AND GIRLS CLUB OF DELAWARE, INC. 115 N. RACE ST. GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,675.
CAPE VIKINGS POP WARNER PO BOX 351 LEWES, DE 19958 LEWES, DE 19958	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
CATHOLIC CHARITIES FOUNDATION 924 G STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
COMMUNITY FOUNDATION FOR MONT. COUNTY 8720 GEORGIA AVENUE, SUITE 202 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	SOCIAL SERVICES	15,000.
COMM FOUNDATION - NAT'L CAPITA REGION 1201 15TH ST. NW, SUITE 420 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
COURT APPOINTED SPECIAL ADVOCATE OF MONTGOMERY CO. 1010 GRANDIN AVENUE, SUITE A-1 ROCKVILLE, MD 20851-1341	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
DAGSBORO VOLUNTEER FIRE DEPARTMENT INC. 31500 NORMA LEE CT. DAGSBORO, DE 19939	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500.
Total from continuation sheets				1,503,747.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
DC PUBLIC EDUCATION FUND 111 QUINCY PLACE, NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	EDUCATION	1,000.
DECESARIS/PROUT CANCER FOUNDATION PO BOX 6089 ANNAPOLIS, MD 21401	NONE	PUBLIC CHARITY	HEALTH	5,000.
DELAWARE BREAST CANCER COALITION, INC. PO BOX 71 OCEAN VIEW, DE 19970	NONE	PUBLIC CHARITY	HEALTH	3,000.
DELAWARE COMMUNITY FOUNDATION 100 WEST 10TH ST., SUITE 115 WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	SOCIAL SERVICES	250.
DELAWARE DISTRICT III WORLD SERIES SENIOR 105 SPICER STREET GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	35,000.
DELAWARE NATURE SOCIETY 15411 ABBOTT'S POND ROAD MILFORD, DE 19963	NONE	PUBLIC CHARITY	ENVIRONMENTAL	5,000.
DELAWARE TECHNICAL & COMMUNITY COLLEGE PO BOX 660 GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	EDUCATION	15,000.
DOWN SYNDROME NETWORK OF MONTGOMERY CTY. PO BOX 10416 ROCKVILLE, MD 20849	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,500.
EAGLES NEST FELLOWSHIP CHURCH, INC. PO BOX 129 MILTON, DE 19968	NONE	PUBLIC CHARITY	ARTS & DRAMA	720.
EASTER SEALS 1420 SPRING STREET SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	HEALTH	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EASTERN MONTGOMERY EMERGENCY ASSISTANCE NETWORK P.O. BOX 10474 SILVER SPRING, MD 20914-0474	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
EL CENTRO CULTURAL, INC. P.O. BOX 347 GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
GEORGETOWN ELEMENTARY SCHOOL 301-A WEST MARKET ST. GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	EDUCATION	5,000.
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,500.
HOUSE OF RUTH 5 THOMAS CIRCLE, NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
HOSPICE CARING, INC. 518 SOUTH FREDERICK AVENUE GAITHERSBURG, MD 20872	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
INDIAN RIVER SCHOOL DISTRICT 31 HOOSIER STREET SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	ARTS & DRAMA	1,250.
INDIAN RIVER SOCCER CLUB PO BOX 1366 OCEAN VIEW, DE 19970	NONE	PUBLIC CHARITY	SOCIAL SERVICES	250.
INTERNATIONAL ARTS & ARTISTS 9 HILLYER COURT NW WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	ARTS & DRAMA	17,000.
JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 20852-4816	NONE	PUBLIC CHARITY	SOCIAL SERVICES	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JOHN M. CLAYTON ELEMENTARY SCHOOL 252 CLAYTON AVENUE FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	EDUCATION	5,000.
JOSHUA M. FREEMAN FOUNDATION 36097 SAND COVE ROAD SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	ARTS & DRAMA	780,000.
JUVENILE DIABETES RESEARCH FOUNDATION 1400 K STREET NW SUITE 725 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	HEALTH	25,000.
LANDON SCHOOL 6101 WILSON LANE BETHESDA, MD 20817-3199	NONE	PUBLIC CHARITY	EDUCATION	75,000.
LIFE WITH CANCER 1302 FAIRGROVE LANE CROWNSVILLE, MD 21032	NONE	PUBLIC CHARITY	SOCIAL SERVICES	15,000.
MARTHA'S TABLE INC. 2114 14TH STREET, NW WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
MARYLAND STATE WRESTLING ASSOCIATION 10811 RED RUN BLVD., SUITE 200 OWINGS MILLS, MD 21117	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
MID-COUNTY UNITED MINISTRIES 2424 REEDIE DRIVE WHEATON, MD 20902	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
MONTGOMERY COUNTY BEEF 4-H CLUB 5925 DAMASCUS ROAD LAYTONSVILLE, MD 20882	NONE	PUBLIC CHARITY	EDUCATION	3,302.
MOST BLESSED SACRAMENT SCHOOL 11242 RACETRACK ROAD BERLIN, MD 21811	NONE	PUBLIC CHARITY	ARTS & DRAMA	550.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
NATIONAL MS SOCIETY - DELAWARE CHAPTER TWO MILL ROAD, SUITE 106 WILMINGTON, DE 19806	NONE	PUBLIC CHARITY	HEALTH	250.
NEW HOPE REC AND DEVELOPMENT CTR. INC. 12564 NORTH OLD STATE ROAD ELLENDALE, DE 19941-2820	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
OLNEY BALLET THEATRE 3460 OLNEY-LAYTONSVILLE ROAD, SUITE 210 OLNEY, MD 20832	NONE	PUBLIC CHARITY	ARTS	1,000.
OLNEY LIONS FOUNDATION 2705 GOLD MINE ROAD BROOKVILLE, MD 20833	NONE	PUBLIC CHARITY	SOCIAL SERVICES	250.
OLNEY THEATRE CENTER 2001 OLNEY SANDY SPRING ROAD OLNEY, MD 20832	NONE	PUBLIC CHARITY	ARTS & DRAMA	15,000.
OPERATION FLY, INC. 11300 POTOMAC OAKS DRIVE ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500.
PROJECT VISABILITY 150 NE 1ST STREET DELRAY BEACH, FL 33444	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,500.
RAINBOW COMMUNITY DEVELOPMENT CENTER 2120-A INDUSTRIAL PARKWAY SILVER SPRING, MD 20904-2000	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
ROCKVILLE PRESBYTERIAN CHURCH 215 WEST MONTGOMERY AVENUE ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
RONALD MCDONALD HOUSE CHARITIES ONE KROC DRIVE OAK BROOK, IL 60523	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ROXANNA FIRE COMPANY 35943 ZION CHURCH ROAD FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	SOCIAL SERVICES	7,500.
ROXANNA FIRE DEPARTMENT LADIES AUXILIARY 35943 ZION CHURCH ROAD FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500.
SAINT PETER'S SCHOOL 2900 SANDY SPRING ROAD OLNEY, MD 20832	NONE	PUBLIC CHARITY	EDUCATION	1,000.
SOME 71 "O" STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
ST. JOHN'S EPISCOPAL SCHOOL 3427 OLNEY-LAYTONVILLE RD OLNEY, MD 20832	NONE	PUBLIC CHARITY	EDUCATION	10,000.
STEPPING STONES SHELTER PO BOX 712 ROCKVILLE, MD 20848-0712	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500.
STONE SOUP FILMS 1070 THOMAS JEFFERSON ST NW #202 WASHINGTON, DC 20007	NONE	PUBLIC CHARITY	SOCIAL SERVICES	250.
SUNFLOWER BAKERY 8507 ZIGGY LANE GAITHERSBURG, MD 20877	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
SUSSEX COUNTY FAMILY FUND PO BOX 110 LEWES, DE 19958	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
SUSSEX TECH ADULT DIVISION EVEN START 17099 COUNTY SEAT HIGHWAY GEORGETOWN, DE 19947-0351	NONE	PUBLIC CHARITY	EDUCATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SUSSEX TECHNICAL HIGH SCHOOL - DRAMA CLUB PO BOX 351 GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	ARTS & DRAMA	250.
TEACH FOR AMERICA 5185 MACARTHUR BOULEVARD, NW, SUITE 250 WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	EDUCATION	5,000.
THEARC 2428 TRACY PLACE, NW WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	SOCIAL SERVICES	25,000.
THE SENIOR CONNECTION OF MONT. COUNTY INC 3950 FERRARA DRIVE SILVER SPRING, MD 20906	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
THE WARD MUSEUM OF WILDFOWL ART 909 S. SCHUMAKER DRIVE SALISBURY, MD 21804	NONE	PUBLIC CHARITY	EDUCATION	500.
THE WASHINGTON BALLET 2428 TRACY PLACE, NW WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	ARTS	10,000.
THE WELLNESS COMMUNITY-DELAWARE 18947 JOHN J. WILLIAMS HIGHWAY, SUITE 312 REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	HEALTH	5,000.
UNITED WAY OF DELAWARE 206 ACADEMY STREET, SUITE #2 GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	250.
UPPER MONTGOMERY ASSISTANCE NETWORK 7600 G LINDBERGH DRIVE GAITHERSBURG, MD 20879	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
VENTURE PHILANTHROPY PARTNERS 1201 15TH STREET, NW, SUITE 420 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	SOCIAL SERVICES	200,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VISIBLE MEN, INC. 4836 RUGBY AVENUE, SUITE 201 BETHESDA, MD 20814	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500.
WASHINGTON NATIONAL OPERA P.O. BOX 101510 ARLINGTON, VA 22210	NONE	PUBLIC CHARITY	ARTS & DRAMA	10,000.
WEST SIDE NEW BEGINNINGS, INC. 19801 NORWOOD STREET REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
YELLOW RIBBON FUND, INC. 4905 DELRAY AVE., SUITE 500 BETHESDA, MD 20814	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
Total from continuation sheets				