



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990

Return of Organization Exempt From Income Tax

2012

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

| | | | |
|---|---|---|--|
| B Check if applicable | C Name of organization FreedomWorks Inc | | D Employer identification number 52-1349353 |
| <input type="checkbox"/> Address change | Doing Business As | | |
| <input type="checkbox"/> Name change | | | |
| <input type="checkbox"/> Initial return | Number and street (or P O box if mail is not delivered to street address) | Room/suite | E Telephone number (202) 783-3870 |
| <input type="checkbox"/> Terminated | | | |
| <input type="checkbox"/> Amended return | City or town, state or country, and ZIP + 4 Washington, DC 20001 | | |
| <input type="checkbox"/> Application pending | | | G Gross receipts \$ 15,113,858 |
| F Name and address of principal officer Matt Kibbe 400 North Capitol Street NW No 765 Washington, DC 20001 | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |

I Tax-exempt status 501(c)(3) 501(c) (4) (insert no) 4947(a)(1) or 527

J Website: ► www.freedomworks.org

K Form of organization Corporation Trust Association Other ► L Year of formation 1984 M State of legal domicile DC

Part I Summary

| | |
|--|-------------|
| 1 Briefly describe the organization's mission or most significant activities FreedomWorks recruits, educates, trains and mobilizes grassroots activists to advance the ideas of lower taxes, less government and more freedom | |
| 2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets | |
| 3 Number of voting members of the governing body (Part VI, line 1a) | 3 6 |
| 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 5 |
| 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 83 |
| 6 Total number of volunteers (estimate if necessary) | 6 2,300,000 |
| 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a -1,754 |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b 0 |

| | | |
|---|----------------------|-------------------------|
| 8 Contributions and grants (Part VIII, line 1h) | Prior Year 9,991,964 | Current Year 14,787,315 |
| 9 Program service revenue (Part VIII, line 2g) | 0 | 265,554 |
| 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 155 | -45 |
| 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 53,663 | 7,185 |
| 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 10,045,782 | 15,060,009 |

| | | |
|--|-----------|------------|
| 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 900,040 | 30,000 |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | 0 | 0 |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 2,230,561 | 2,788,167 |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | 66,454 | 84,832 |
| b Total fundraising expenses (Part IX, column (D), line 25) ► 972,878 | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 4,466,543 | 12,688,973 |
| 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 7,663,598 | 15,591,972 |
| 19 Revenue less expenses Subtract line 18 from line 12 | 2,382,184 | -531,963 |

| | | |
|--|-------------------------------------|-----------------------|
| 20 Total assets (Part X, line 16) | Beginning of Current Year 7,089,540 | End of Year 7,571,717 |
| 21 Total liabilities (Part X, line 26) | 1,187,944 | 2,202,084 |
| 22 Net assets or fund balances Subtract line 21 from line 20 | 5,901,596 | 5,369,633 |

Part II Signature Block

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

| | | |
|-----------|---|--------------------|
| Sign Here | ***** Signature of officer Lucas Blanchard Vice President of Operations Type or print name and title | 2013-05-15 Date |
|-----------|---|--------------------|

| | | | | | |
|------------------------|---|----------------------|------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name Nicole M Simon CPA | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN P01315245 |
| | Firm's name ► Rogers & Company PLLC | | | Firm's EIN ► 58-2676261 | |
| | Firm's address ► 8300 Boone Boulevard Suite 600 Vienna, VA 22182 | | | Phone no (703) 893-0300 | |

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1 Briefly describe the organization's mission**

Public policy, advocacy and educational organization that focuses on fiscal and economic issues

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 6,077,965 including grants of \$) (Revenue \$)
 Public Education Use of various media, including mail, email, embedded programming and other means to advocate, promote, educate, train, equip and mobilize our members about limited government at the local, state and federal level

4b (Code) (Expenses \$ 2,698,083 including grants of \$) (Revenue \$ 6,706)
 Public Affairs, Public Policy and Government Affairs To include traditional media outreach, through TV radio and interviews, opinion editorials, and online/new media outreach through blogging, social networking, paid advertising, and development of activist networking platform Track legislation on Capitol Hill, analyze bills and alert FreedomWorks members when issues of interest become relevant Publish voting records of Congress on key votes

4c (Code) (Expenses \$ 2,395,947 including grants of \$) (Revenue \$ 260,408)
 Meetings and Events This program is responsible for all event planning for FreedomWorks and its entities both nationally and regionally Events include FreePAC's, National and Regional Activist Fly-In's as well as mobilizing and activating volunteers across the country for FreedomWorks' sponsored functions

(Code) (Expenses \$ 1,093,843 including grants of \$) (Revenue \$)
 Grassroots Mobilization Training, equipping and mobilizing our members across the country to advocate for limited government at the local, state and federal level

(Code) (Expenses \$ 927,025 including grants of \$) (Revenue \$)
 Political Campaign Activities Provide service center for grassroots activists to help elect limited government conservatives to elected office Engages in campaigns in support of candidates who support a pro-freedom agenda

(Code) (Expenses \$ 763,904 including grants of \$ 30,000) (Revenue \$ 3,392)
 Strategic Planning and Research Strategic development, planning and research on various programs aimed at promoting consumer-focused economic policies in both domestic and international economic markets including, regulatory policy, fiscal policy, health care policy, tax policy and energy and environmental policies and other mission related issues

4d Other program services (Describe in Schedule O)

(Expenses \$ 2,784,772 including grants of \$ 30,000) (Revenue \$ 3,392)

4e Total program service expenses ► 13,956,767

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

| | Yes | No |
|-----|-----|----|
| 1 | | No |
| 2 | Yes | |
| 3 | Yes | |
| 4 | | |
| 5 | Yes | |
| 6 | | No |
| 7 | | No |
| 8 | | No |
| 9 | | No |
| 10 | | No |
| 11a | Yes | |
| 11b | | No |
| 11c | | No |
| 11d | Yes | |
| 11e | Yes | |
| 11f | Yes | |
| 12a | | No |
| 12b | Yes | |
| 13 | | No |
| 14a | | No |
| 14b | | No |
| 15 | | No |
| 16 | | No |
| 17 | Yes | |
| 18 | | No |
| 19 | | No |
| 20a | | No |
| 20b | | |

Part IV Checklist of Required Schedules (continued)

| | | | | |
|-----|---|-----|-----|----|
| 21 | Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | 21 | Yes | |
| 22 | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III | 22 | | No |
| 23 | Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J | 23 | Yes | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25 | 24a | | No |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | |
| d | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | 24d | | |
| 25a | Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I | 25a | | No |
| b | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | 25b | | No |
| 26 | Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II | 26 | | No |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III | 27 | | No |
| 28 | Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | 28a | | No |
| a | A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | 28b | Yes | |
| b | A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | 28c | | No |
| c | An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV | 29 | Yes | |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M | 30 | | No |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | 31 | | No |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II | 32 | | No |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I | 33 | | No |
| 34 | Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 | 34 | Yes | |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)? | 35a | Yes | |
| b | If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 | 35b | Yes | |
| 36 | Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 | 36 | | |
| 37 | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI | 37 | | No |
| 38 | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O | 38 | Yes | |

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

| | | Yes | No |
|--|---------------|-----|----|
| 1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable | 1a 131 | | |
| b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable | 1b 0 | | |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c Yes | | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a 83 | | |
| b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) | 2b Yes | | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3a | No | |
| b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | 3b | | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | 4a | No | |
| b If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts | 4b | | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | 5a | No | |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | No | |
| c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | 5c | | |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | 6a | Yes | |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | Yes | |
| 7 Organizations that may receive deductible contributions under section 170(c). | 7a | | |
| a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? | 7b | | |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7c | | |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7d | | |
| d If "Yes," indicate the number of Forms 8282 filed during the year | 7e | | |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7f | | |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7g | | |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7h | | |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 8 | | |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 9a | | |
| 9 Sponsoring organizations maintaining donor advised funds. | 9b | | |
| a Did the organization make any taxable distributions under section 4966? | | | |
| b Did the organization make a distribution to a donor, donor advisor, or related person? | | | |
| 10 Section 501(c)(7) organizations. Enter | 10a | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10b | | |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | | | |
| 11 Section 501(c)(12) organizations. Enter | 11a | | |
| a Gross income from members or shareholders | 11b | | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | | |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | 13a | | |
| a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O | 13b | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13c | | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | 14a | No | |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 14b | | |

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

| | | | Yes | No |
|--|-----------|-----|-----|----|
| 1a Enter the number of voting members of the governing body at the end of the tax year | 1a | 6 | | |
| If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O | | | | |
| b Enter the number of voting members included in line 1a, above, who are independent | 1b | 5 | | |
| 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | 2 | Yes | | |
| 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3 | No | | |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | 4 | No | | |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | 5 | No | | |
| 6 Did the organization have members or stockholders? | 6 | Yes | | |
| 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | 7a | Yes | | |
| b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | 7b | Yes | | |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | 8a | Yes | | |
| a The governing body? | 8b | Yes | | |
| b Each committee with authority to act on behalf of the governing body? | 9 | No | | |
| 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | | | |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

| | | Yes | No |
|---|------------|-----|----|
| 10a Did the organization have local chapters, branches, or affiliates? | 10a | No | |
| b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | 10b | | |
| 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | 11a | Yes | |
| b Describe in Schedule O the process, if any, used by the organization to review this Form 990 | | | |
| 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | Yes | |
| b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | Yes | |
| c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | 12c | Yes | |
| 13 Did the organization have a written whistleblower policy? | 13 | Yes | |
| 14 Did the organization have a written document retention and destruction policy? | 14 | Yes | |
| 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | 15a | Yes | |
| a The organization's CEO, Executive Director, or top management official | 15b | Yes | |
| b Other officers or key employees of the organization | | | |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) | | | |
| 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | No | |
| b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | | |

Section C. Disclosure

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| 17 List the States with which a copy of this Form 990 is required to be filed | <input checked="" type="checkbox"/> AL | <input checked="" type="checkbox"/> AK | <input checked="" type="checkbox"/> AR | <input checked="" type="checkbox"/> AZ | <input checked="" type="checkbox"/> CT | <input checked="" type="checkbox"/> DC | <input checked="" type="checkbox"/> FL | <input checked="" type="checkbox"/> GA | <input checked="" type="checkbox"/> HI | <input checked="" type="checkbox"/> IL | <input checked="" type="checkbox"/> KS | <input checked="" type="checkbox"/> KY | <input checked="" type="checkbox"/> ME | <input checked="" type="checkbox"/> MD | <input checked="" type="checkbox"/> MA | <input checked="" type="checkbox"/> MN | <input checked="" type="checkbox"/> MS | <input checked="" type="checkbox"/> MO | <input checked="" type="checkbox"/> NH | <input checked="" type="checkbox"/> NY | <input checked="" type="checkbox"/> NC | <input checked="" type="checkbox"/> ND | <input checked="" type="checkbox"/> OH | <input checked="" type="checkbox"/> OK | <input checked="" type="checkbox"/> OR | <input checked="" type="checkbox"/> PA | <input checked="" type="checkbox"/> RI | <input checked="" type="checkbox"/> SC | <input checked="" type="checkbox"/> TN | <input checked="" type="checkbox"/> UT | <input checked="" type="checkbox"/> VA | <input checked="" type="checkbox"/> WA | <input checked="" type="checkbox"/> WV | <input checked="" type="checkbox"/> WI | <input checked="" type="checkbox"/> NJ | <input checked="" type="checkbox"/> CO |
| 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply | <input type="checkbox"/> Own website | <input type="checkbox"/> Another's website | <input checked="" type="checkbox"/> Upon request | <input type="checkbox"/> Other (explain in Schedule O) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization | <input checked="" type="checkbox"/> The Organization | Organizations address | Washington, DC | (202) 783-3870 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099- MISC) | (E) Reportable compensation from related organizations (W-2/1099- MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|--|--------------------------|--------|-----------------|------------------------|--------|--|---|--|
| | | Individual trustee or director | Institutional Trustee | Office | Key Employee | Highest Compensated | Former | | | |
| (1) Hon Richard K Arney Chairman - resigned as of 11/30/2012 | 20 00 20 00 | X | | X | | | | 244,562 | 244,562 | 0 |
| (2) Matt Kibbe President & CEO | 11 00 29 00 | X | | X | | | | 118,853 | 321,343 | 29,701 |
| (3) Hon James H Burnley Board Member | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (4) Thomas Knudsen Board Member | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (5) Richard J Stephenson Board Member | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (6) Mary Albaugh Board Member | 1 00 0 00 | X | | | | | | 0 | 0 | 0 |
| (7) Hon C Boyden Gray Board Member | 1 00 1 00 | X | | | | | | 0 | 0 | 0 |
| (8) Judith Mulcahy VP of Operations/Treasurer | 22 00 18 00 | | | X | | | | 43,700 | 35,755 | 4,105 |
| (9) Wayne Brough VP of Research/Secretary | 9 00 31 00 | | | X | | | | 32,517 | 115,289 | 12,627 |
| (10) Lucas Blanchard VP of Operations/Treasurer | 22 00 18 00 | | | X | | | | 42,506 | 34,778 | 6,586 |
| (11) David Kirby VP of Development/Interim Treasurer | 21 00 19 00 | | | X | | | | 72,623 | 67,036 | 20,848 |
| (12) Adam Brandon Executive Vice President | 20 00 20 00 | | | X | | | | 83,825 | 80,538 | 14,537 |
| (13) Max Pappas VP of Public Policy | 30 00 10 00 | | | | X | | | 105,156 | 33,207 | 20,576 |
| (14) Richard Walker VP Political & Grassroots | 40 00 0 00 | | | | X | | | 139,223 | 0 | 23,481 |
| (15) Dean Clancy VP Healthcare Policy/Legis. Counsel | 12 00 28 00 | | | | X | | | 50,716 | 112,884 | 24,507 |
| (16) Andrew Smith VP of Member Marketing | 24 00 16 00 | | | | X | | | 75,671 | 50,447 | 18,511 |
| (17) Ryan Hecker Legal Advisor | 39 60 40 | | | | X | | | 121,827 | 1,230 | 19,513 |

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

| | | | | | |
|-----------|--|---|-----------|-----------|---------|
| 1b | Sub-Total | ► | | | |
| c | Total from continuation sheets to Part VII, Section A . . . | ► | | | |
| d | Total (add lines 1b and 1c) | ► | 1,202,513 | 1,168,403 | 200,894 |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **15**

| | Yes | No |
|--|--------------|-----------|
| 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | 3 Yes | |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | 4 Yes | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | 5 | No |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|----------------------------------|---------------------|
| Rebecca Hagelin Communications & Marketi LLC 4572 25th Rd North Arlington VA 22207 | Advertising services | 3,033,964 |
| Terra Eclipse Inc 9043 Soquel Dr Aptos CA 95003 | Website Design | 1,199,978 |
| Facebook 15161 Collections Center Drive Chicago IL 60693 | Advertising Services | 806,475 |
| FT Travel - Marin County 700 Airport Blvd STE 360 Burlingham CA 94010 | Event services | 613,947 |
| Stephen Clouse & Associates Inc 22780 Indian Creek Drive 100 Dulles VA 20166 | Direct Mail & Marketing Services | 511,608 |
| 2 Total number of independent contractors (including but not limited to those listed above) who received more than | | |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►24

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|--|--|-------------------------|--|---|---|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a Federated campaigns | 1a | | | |
| | b Membership dues | 1b | | | |
| | c Fundraising events | 1c | | | |
| | d Related organizations | 1d | | | |
| | e Government grants (contributions) | 1e | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 14,787,315 | | |
| | g Noncash contributions included in lines 1a-1f \$ | | 27,000 | | |
| | h Total. Add lines 1a-1f | | 14,787,315 | | |
| Program Service Revenue | 2a Registration fees | Business Code 900099 | 265,554 | 265,554 | |
| | b | | | | |
| | c | | | | |
| | d | | | | |
| | e | | | | |
| | f All other program service revenue | | | | |
| | g Total. Add lines 2a-2f | | 265,554 | | |
| | 3 Investment income (including dividends, interest, and other similar amounts) | | 42 | | 42 |
| 4 Income from investment of tax-exempt bond proceeds | | | | | |
| 5 Royalties | | 6,706 | 6,706 | | |
| 6a Gross rents | (i) Real | (ii) Personal | | | |
| b Less rental expenses | | | | | |
| c Rental income or (loss) | | | | | |
| d Net rental income or (loss) | | | | | |
| 7a Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | |
| b Less cost or other basis and sales expenses | 26,913 | | | | |
| c Gain or (loss) | 27,000 | | | | |
| d Net gain or (loss) | -87 | | | | |
| 8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 | a | | | | |
| b Less direct expenses | b | | | | |
| c Net income or (loss) from fundraising events | | | | | |
| 9a Gross income from gaming activities See Part IV, line 19 | a | | | | |
| b Less direct expenses | b | | | | |
| c Net income or (loss) from gaming activities | | | | | |
| 10a Gross sales of inventory, less returns and allowances | a | 25,095 | | | |
| b Less cost of goods sold | b | 26,849 | | | |
| c Net income or (loss) from sales of inventory | | | -1,754 | | -1,754 |
| Miscellaneous Revenue | Business Code | | | | |
| 11a Other income | 900099 | 2,233 | 2,233 | | |
| b | | | | | |
| c | | | | | |
| d All other revenue | | | | | |
| e Total. Add lines 11a-11d | | 2,233 | | | |
| 12 Total revenue. See Instructions | | 15,060,009 | 274,493 | -1,754 | -45 |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response to any question in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-------------------------------|---|--|---|
| 1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21 | 30,000 | 30,000 | | |
| 2 Grants and other assistance to individuals in the United States See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 673,518 | 517,593 | 83,226 | 72,699 |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 1,699,241 | 1,361,205 | 105,672 | 232,364 |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 54,698 | 43,816 | 3,402 | 7,480 |
| 9 Other employee benefits | 191,082 | 153,069 | 11,883 | 26,130 |
| 10 Payroll taxes | 169,628 | 135,883 | 10,549 | 23,196 |
| 11 Fees for services (non-employees) | | | | |
| a Management | | | | |
| b Legal | 223,615 | 133,296 | 65,263 | 25,056 |
| c Accounting | 261,124 | | 261,124 | |
| d Lobbying | | | | |
| e Professional fundraising services See Part IV, line 17 | 84,832 | | | 84,832 |
| f Investment management fees | 9 | | 9 | |
| g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) | 1,053,556 | 964,573 | 5,343 | 83,640 |
| 12 Advertising and promotion | 5,163,160 | 5,121,854 | | 41,306 |
| 13 Office expenses | 1,414,407 | 1,092,025 | 32,335 | 290,047 |
| 14 Information technology | 1,327,656 | 1,273,676 | 35,050 | 18,930 |
| 15 Royalties | | | | |
| 16 Occupancy | 297,968 | 251,657 | 14,771 | 31,540 |
| 17 Travel | 1,146,387 | 1,094,158 | 5,532 | 46,697 |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 1,331,243 | 1,318,484 | 2,354 | 10,405 |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 253,915 | 210,404 | 13,878 | 29,633 |
| 23 Insurance | 40,193 | 32,138 | 2,569 | 5,486 |
| 24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O) | | | | |
| a Publication costs | 155,551 | 146,413 | | 9,138 |
| b Dues & registrations | 15,796 | 6,427 | 9,356 | 13 |
| c Miscellaneous | 4,393 | 1,280 | 11 | 3,102 |
| d Prof fundraising alloc | 0 | 68,816 | 0 | -68,816 |
| e All other expenses | | | | |
| 25 Total functional expenses. Add lines 1 through 24e | 15,591,972 | 13,956,767 | 662,327 | 972,878 |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) | 1,365,570 | 1,045,587 | 0 | 319,983 |

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

| | | (A) Beginning of year | (B) End of year |
|------------------------------------|---|---------------------------------|---------------------------|
| Assets | 1 Cash—non-interest-bearing | 4,123,668 | 1 1,879,822 |
| | 2 Savings and temporary cash investments | 2 | |
| | 3 Pledges and grants receivable, net | 78,000 | 3 |
| | 4 Accounts receivable, net | 2,804 | 4 11,230 |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L | 6 | |
| | 7 Notes and loans receivable, net | 7 | |
| | 8 Inventories for sale or use | 8 | 48,203 |
| | 9 Prepaid expenses and deferred charges | 353,084 | 9 342,573 |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 10a | 3,421,952 |
| | b Less accumulated depreciation | 10b | 1,175,912 |
| | | 1,080,344 | 10c 2,246,040 |
| | 11 Investments—publicly traded securities | 5 | 11 1,999,980 |
| | 12 Investments—other securities See Part IV, line 11 | 12 | |
| | 13 Investments—program-related See Part IV, line 11 | 13 | |
| | 14 Intangible assets | 14 | |
| | 15 Other assets See Part IV, line 11 | 1,451,635 | 15 1,043,869 |
| | 16 Total assets. Add lines 1 through 15 (must equal line 34) | 7,089,540 | 16 7,571,717 |
| Liabilities | 17 Accounts payable and accrued expenses | 792,607 | 17 1,613,550 |
| | 18 Grants payable | 18 | |
| | 19 Deferred revenue | 19 | |
| | 20 Tax-exempt bond liabilities | 20 | |
| | 21 Escrow or custodial account liability Complete Part IV of Schedule D | 21 | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D | 395,337 | 25 588,534 |
| | 26 Total liabilities. Add lines 17 through 25 | 1,187,944 | 26 2,202,084 |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | |
| | 27 Unrestricted net assets | 5,823,596 | 27 5,369,633 |
| | 28 Temporarily restricted net assets | 78,000 | 28 0 |
| | 29 Permanently restricted net assets | 29 | |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | |
| | 30 Capital stock or trust principal, or current funds | 30 | |
| | 31 Paid-in or capital surplus, or land, building or equipment fund | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | 32 | |
| | 33 Total net assets or fund balances | 5,901,596 | 33 5,369,633 |
| | 34 Total liabilities and net assets/fund balances | 7,089,540 | 34 7,571,717 |

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

| | | | |
|----|---|----|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 15,060,009 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 15,591,972 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -531,963 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 5,901,596 |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 5,369,633 |

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

| | Yes | No |
|---|-----|-----|
| 1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | 2a | No |
| 2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | 2b | Yes |
| 2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | 2c | Yes |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? 3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | 3a | No |
| | 3b | |

2012

Open to Public
Inspection**SCHEDULE C**
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.

► See separate instructions.

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

| | |
|--|--|
| Name of the organization FreedomWorks Inc | Employer identification number 52-1349353 |
|--|--|

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ► \$ 927,025

3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No

4a Was a correction made? Yes No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ 927,025

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ 927,025

4 Did the filing organization file **Form 1120-POL** for this year? Yes No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds If none, enter -0- | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0- |
|----------|-------------|---------|---|--|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | |
|---|---|--|------------------------------------|---|---|---|---|--|--|-------------------|-------------|--|--|
| 1a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | | | | | | | | | | | | |
| f | Lobbying nontaxable amount Enter the amount from the following table in both columns | | | | | | | | | | | | |
| If the amount on line 1e, column (a) or (b) is: The lobbying nontaxable amount is: <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table> | | Not over \$500,000 | 20% of the amount on line 1e | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | Over \$17,000,000 | \$1,000,000 | | |
| Not over \$500,000 | 20% of the amount on line 1e | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000 | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000 | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000 | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000 | | | | | | | | | | | | |
| g | Grassroots nontaxable amount (enter 25% of line 1f) | | | | | | | | | | | | |
| h | Subtract line 1g from line 1a If zero or less, enter -0- | | | | | | | | | | | | |
| i | Subtract line 1f from line 1c If zero or less, enter -0- | | | | | | | | | | | | |
| j | If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | | |

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|---|-----------------|-----------------|-----------------|-----------------|------------------|
| Calendar year (or fiscal year beginning in) | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) Total |
| 2a Lobbying nontaxable amount | | | | | |
| b Lobbying ceiling amount (150% of line 2a, column(e)) | | | | | |
| c Total lobbying expenditures | | | | | |
| d Grassroots nontaxable amount | | | | | |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | |
| f Grassroots lobbying expenditures | | | | | |

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

| | (a) | | | (b) | | |
|---|-----|----|--------|-----|--|--|
| | Yes | No | Amount | | | |
| 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of | | | | | | |
| a Volunteers? | | | | | | |
| b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? | | | | | | |
| c Media advertisements? | | | | | | |
| d Mailings to members, legislators, or the public? | | | | | | |
| e Publications, or published or broadcast statements? | | | | | | |
| f Grants to other organizations for lobbying purposes? | | | | | | |
| g Direct contact with legislators, their staffs, government officials, or a legislative body? | | | | | | |
| h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? | | | | | | |
| i Other activities? | | | | | | |
| j Total Add lines 1c through 1i | | | | | | |
| 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? | | | | | | |
| b If "Yes," enter the amount of any tax incurred under section 4912 | | | | | | |
| c If "Yes," enter the amount of any tax incurred by organization managers under section 4912 | | | | | | |
| d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? | | | | | | |

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

| | 1 | Yes | No |
|--|---|-----|----|
| 1 Were substantially all (90% or more) dues received nondeductible by members? | 1 | Yes | |
| 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? | 2 | | No |
| 3 Did the organization agree to carry over lobbying and political expenditures from the prior year? | 3 | | No |

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

| | | |
|---|----|--|
| 1 Dues, assessments and similar amounts from members | 1 | |
| 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid). | 2a | |
| a Current year | 2b | |
| b Carryover from last year | 2c | |
| c Total | 3 | |
| 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 4 | |
| 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? | 5 | |
| 5 Taxable amount of lobbying and political expenditures (see instructions) | | |

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information

| Identifier | Return Reference | Explanation |
|---|------------------|---|
| Organizations Direct and Indirect Political Campaign Activities | Part I-A, Line 1 | FreedomWorks sponsors a political action committee and a SuperPAC |

SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Name of the organization
FreedomWorks Inc**Employer identification number**
52-1349353**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|--|-------------------------|------------------------------|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

| | |
|---|---|
| 1 Purpose(s) of conservation easements held by the organization (check all that apply) | <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area |
| | <input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure |
| | <input type="checkbox"/> Preservation of open space |
| 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year | |
| a Total number of conservation easements | Held at the End of the Year |
| b Total acreage restricted by conservation easements | 2a |
| c Number of conservation easements on a certified historic structure included in (a) | 2b |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2c |
| 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____ | 2d |
| 4 Number of states where property subject to conservation easement is located ► _____ | |
| 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____ | |
| 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____ | |
| 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements | |

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

| | |
|---|------------|
| (i) Revenues included in Form 990, Part VIII, line 1 | ► \$ _____ |
| (ii) Assets included in Form 990, Part X | ► \$ _____ |
| 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items | |
| a Revenues included in Form 990, Part VIII, line 1 | ► \$ _____ |
| b Assets included in Form 990, Part X | ► \$ _____ |

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

| | |
|---|---|
| a <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other |
| c <input type="checkbox"/> Preservation for future generations | |

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

| | Amount |
|-----------|---------------|
| 1c | |
| 1d | |
| 1e | |
| 1f | |

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|---|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

| Yes | No |
|---------------|-----------|
| 3a(i) | |
| 3a(ii) | |
| 3b | |

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

| | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | 646,475 | 113,453 | 533,022 | |
| d Equipment | 2,775,477 | 1,062,459 | 1,713,018 | |
| e Other | | | | 0 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 2,246,040 |

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|--|----------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| Other | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) ► | | |

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|------------------------------------|----------------|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

| | | |
|---|---|----|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | |
| a | Net unrealized gains on investments | 2a |
| b | Donated services and use of facilities | 2b |
| c | Recoveries of prior year grants | 2c |
| d | Other (Describe in Part XIII) | 2d |
| e | Add lines 2a through 2d | 2e |
| 3 | Subtract line 2e from line 1 | 3 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a |
| b | Other (Describe in Part XIII) | 4b |
| c | Add lines 4a and 4b | 4c |
| 5 | Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12) | 5 |

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

| | | |
|---|--|----|
| 1 | Total expenses and losses per audited financial statements | 1 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | |
| a | Donated services and use of facilities | 2a |
| b | Prior year adjustments | 2b |
| c | Other losses | 2c |
| d | Other (Describe in Part XIII) | 2d |
| e | Add lines 2a through 2d | 2e |
| 3 | Subtract line 2e from line 1 | 3 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a |
| b | Other (Describe in Part XIII) | 4b |
| c | Add lines 4a and 4b | 4c |
| 5 | Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) | 5 |

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

| Identifier | Return Reference | Explanation |
|---|------------------|--|
| Description of Uncertain Tax Positions Under FIN 48 | Part X, Line 2 | FreedomWorks had no significant uncertain tax positions for the year ended December 31, 2012 |

2012

Open to Public
InspectionSCHEDULE G
(Form 990 or 990-EZ)Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury
Internal Revenue ServiceName of the organization
FreedomWorks Inc

Employer identification number

52-1349353

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

| | |
|--|---|
| a <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants |
| c <input type="checkbox"/> Phone solicitations | g <input type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

 Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col (i) | (vi) Amount paid to (or retained by) organization |
|--|--------------------------------|--|----|-----------------------------------|--|---|
| | | Yes | No | | | |
| Clearword Communication Group Inc 12841 Braemar Village Plaza 51 Bristow, VA 20136 | Direct Mail Creative Advice | | No | 1,126,779 | 56,982 | 1,069,797 |
| Stephen Clouse & Associates Inc 43538 Golden Meadow Circle Ashburn, VA 20147 | Creative Advice | | No | 933,851 | 13,845 | 920,006 |
| HSP Direct 13755 Sunrise Valley Drive Suite Herndon, VA 20171 | Direct Mail Creative Advice | | No | 177,781 | 14,005 | 163,776 |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total | | | | 2,238,411 | 84,832 | 2,153,579 |

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

AL, AK, AR, AZ, CA, CO, CT, DC, FL, GA, HI, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 (event type) | (b) Event #2 (event type) | (c) Other events (total number) | (d) Total events (add col (a) through col (c)) |
|-----------------|---|------------------------------|------------------------------|------------------------------------|---|
| | | | | | |
| Revenue | 1 Gross receipts . . . | | | | |
| | 2 Less Contributions . . . | | | | |
| | 3 Gross income (line 1 minus line 2) . . . | | | | |
| Direct Expenses | 4 Cash prizes . . . | | | | |
| | 5 Noncash prizes . . . | | | | |
| | 6 Rent/facility costs . . . | | | | |
| | 7 Food and beverages . . . | | | | |
| | 8 Entertainment . . . | | | | |
| | 9 Other direct expenses . . . | | | | |
| | 10 Direct expense summary Add lines 4 through 9 in column (d) | | | | ► () |
| | 11 Net income summary Combine line 3, column (d), and line 10 | | | | ► |

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

| | | (a) Bingo | (b) Pull tabs/Instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col (a) through col (c)) |
|-----------------|---|---|---|---|--|
| | | | | | |
| Revenue | 1 Gross revenue | | | | |
| Direct Expenses | 2 Cash prizes | | | | |
| | 3 Non-cash prizes | | | | |
| | 4 Rent/facility costs | | | | |
| | 5 Other direct expenses | | | | |
| | 6 Volunteer labor | <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| | 7 Direct expense summary Add lines 2 through 5 in column (d) | | | | ► |
| | 8 Net gaming income summary Combine lines 1 and 7 in column (d) | | | | ► |

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

| | |
|-----|--|
| 13a | |
| 13b | |

- a** The organization's facility
- b** An outside facility

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer

Employee

Independent contractor

17 Mandatory distributions

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

**Schedule I
(Form 990)**

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22

► Attach to Form 990

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
FreedomWorks, Inc.

Employer identification number

Part I General Information on Grants and Assistance

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government (b) EIN (c) IRC Code section if applicable (d) Amount of cash grant (e) Amount of non-cash assistance (f) Method of valuation (book, FMV, appraisal, etc.) (g) Description of non-cash assistance (h) Purpose of grant or assistance

(1) Indiana Right to Life Inc 35-1393803 501(c)(4) 30,000 The purpose of the
9465 Counselors Row Suite grant is general
200 support of the
Indianapolis, IN 46240 organization's

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 0
3 Enter total number of other organizations listed in the line 1 table 1

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|--|--|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

| Identifier | Return Reference | Explanation |
|--|------------------|--|
| Procedure for Monitoring Grants in the U S | Part I, Line 2 | Schedule I, Part I, Line 2 FreedomWorks reviews expenses to ensure they are in line with the proposed budget |

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

2012**Open to Public Inspection**Name of the organization
FreedomWorks Inc**Employer identification number**

52-1349353

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

| | |
|--|---|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

| | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

| | Yes | No |
|-----------|------------|-----------|
| 1b | Yes | |
| 2 | Yes | |
| 4a | Yes | |
| 4b | | No |
| 4c | | No |
| 5a | | No |
| 5b | | No |
| 6a | | No |
| 6b | | No |
| 7 | | No |
| 8 | | No |
| 9 | | |

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|--|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) Hon Richard K Armey Chairman - resigned as of 11/30/2012 | (i) 229,167 (ii) 229,167 | 0 | 15,395 15,395 | 0 | 0 | 244,562 244,562 | 0 0 |
| (2) Matt Kibbe President & CEO | (i) 88,906 (ii) 240,375 | 27,247 73,668 | 2,700 7,300 | 3,597 9,726 | 4,422 11,956 | 126,872 343,025 | 0 0 |
| (3) Wayne Brough VP of Research/Secretary | (i) 30,951 (ii) 109,736 | 1,479 5,244 | 87 309 | 1,018 3,608 | 1,760 6,241 | 35,295 125,138 | 0 0 |
| (4) David Kirby VP of Development/Interim Treasurer | (i) 72,075 (ii) 66,531 | 476 439 | 72 66 | 2,210 2,040 | 8,631 7,967 | 83,464 77,043 | 0 0 |
| (5) Adam Brandon Executive Vice President | (i) 83,291 (ii) 80,025 | 467 448 | 67 65 | 3,273 3,144 | 4,141 3,979 | 91,239 87,661 | 0 0 |
| (6) Max Pappas VP of Public Policy | (i) 89,551 (ii) 28,279 | 11,400 3,600 | 4,205 1,328 | 4,860 1,535 | 10,778 3,403 | 120,794 38,145 | 0 0 |
| (7) Richard Walker VP Political & Grassroots | (i) 138,049 (ii) 0 | 915 0 | 259 0 | 5,750 0 | 17,731 0 | 162,704 0 | 0 0 |
| (8) Dean Clancy VP Healthcare Policy/Legis Counsel | (i) 50,352 (ii) 112,073 | 284 632 | 80 179 | 2,085 4,640 | 5,512 12,270 | 58,313 129,794 | 0 0 |
| (9) Mary Byrne Former VP of Membership/Marketing | (i) 68,542 (ii) 68,542 | 0 0 | 2,792 2,792 | 0 0 | 2,951 2,951 | 74,285 74,285 | 0 0 |

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|------------|------------------|--|
| | Part I, Line 1a | First-class Travel/Travel for companions Richard Armey - pursuant to terms of contract, flies first-class for business trips and, at times, with companion Social Club Dues FreedomWorks pays for a social club for its President to conduct meetings and discuss business matters |
| | Part I, Line 4a | Ms Byrne, VP of Membership/Marketing, was terminated as of 12/31/11, but received severance payments throughout 2012. Details of Ms Byrne's compensation is included on Form 990, Part VII and Schedule J, Part II. |

Software ID:
Software Version:
EIN: 52-1349353
Name: FreedomWorks Inc

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

| (A) Name | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|---------------------|--|-------------------------------------|--------------------------|---------------------------|-------------------------|---------------------------------|--|
| | (i) Base Compensation | (ii) Bonus & incentive compensation | (iii) Other compensation | | | | |
| Hon Richard K Armey | (i) 229,167 (ii) 229,167 | 0 0 | 15,395 15,395 | 0 0 | 0 0 | 244,562 244,562 | 0 0 |
| Matt Kibbe | (i) 88,906 (ii) 240,375 | 27,247 73,668 | 2,700 7,300 | 3,597 9,726 | 4,422 11,956 | 126,872 343,025 | 0 0 |
| Wayne Brough | (i) 30,951 (ii) 109,736 | 1,479 5,244 | 87 309 | 1,018 3,608 | 1,760 6,241 | 35,295 125,138 | 0 0 |
| David Kirby | (i) 72,075 (ii) 66,531 | 476 439 | 72 66 | 2,210 2,040 | 8,631 7,967 | 83,464 77,043 | 0 0 |
| Adam Brandon | (i) 83,291 (ii) 80,025 | 467 448 | 67 65 | 3,273 3,144 | 4,141 3,979 | 91,239 87,661 | 0 0 |
| Max Pappas | (i) 89,551 (ii) 28,279 | 11,400 3,600 | 4,205 1,328 | 4,860 1,535 | 10,778 3,403 | 120,794 38,145 | 0 0 |
| Richard Walker | (i) 138,049 (ii) 0 | 915 0 | 259 0 | 5,750 0 | 17,731 0 | 162,704 0 | 0 0 |
| Dean Clancy | (i) 50,352 (ii) 112,073 | 284 632 | 80 179 | 2,085 4,640 | 5,512 12,270 | 58,313 129,794 | 0 0 |
| Mary Byrne | (i) 68,542 (ii) 68,542 | 0 0 | 2,792 2,792 | 0 0 | 2,951 2,951 | 74,285 74,285 | 0 0 |

Schedule L

Transactions with Interested Persons

► Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
FreedomWorks Inc

Employer identification number

52-1349351

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

| 1 | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | | (d) Corrected? | |
|---|---------------------------------|---|--------------------------------|----|----------------|----|
| | | | Yes | No | Yes | No |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958. _____ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of assistance | (d) Type of assistance | (e) Purpose of assistance |
|--------------------------------------|--|---------------------------------|-------------------------------|----------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of transaction | (d) Description of transaction | (e) Sharing of organization's revenues? | |
|-------------------------------|---|---------------------------|--------------------------------|---|----|
| | | | | Yes | No |
| (1) Theresa Kibbe | President's spouse | 23,650 | Senior Advisor | | No |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

| Identifier | Return Reference | Explanation |
|------------|------------------|--------------------------------------|
| | | Schedule L (Form 990 or 990-EZ) 2012 |

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service►Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
►Attach to Form 990.Name of the organization
FreedomWorks Inc

Employer identification number

52-1349353

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|----------------------------------|--|---|--|
| 1 Art—Works of art | | | | |
| 2 Art—Historical treasures | | | | |
| 3 Art—Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities—Publicly traded | X | 1 | 27,000 | Fair market value |
| 10 Securities—Closely held stock | | | | |
| 11 Securities—Partnership, LLC, or trust interests | | | | |
| 12 Securities—Miscellaneous | | | | |
| 13 Qualified conservation contribution—Historic structures | | | | |
| 14 Qualified conservation contribution—Other | | | | |
| 15 Real estate—Residential | | | | |
| 16 Real estate—Commercial | | | | |
| 17 Real estate—Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ► (_____) | | | | |
| 26 Other ► (_____) | | | | |
| 27 Other ► (_____) | | | | |
| 28 Other ► (_____) | | | | |
| 29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement | | | 29 | |

| | Yes | No |
|---|-----|----|
| 30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? | 30a | No |
| b If "Yes," describe the arrangement in Part II | | |
| 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? | 31 | No |
| 32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? | 32a | No |
| b If "Yes," describe in Part II | | |
| 33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II | | |

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

Schedule M (Form 990) (2012)

2012

Open to Public
Inspection**SCHEDULE O**
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.

Name of the organization
FreedomWorks Inc**Employer identification number**

52-1349353

| Identifier | Return Reference | Explanation |
|----------------------|--|---|
| New Program Services | Form 990, Part III, line 2 | Meetings and Events was added as a major program during 2012. See Form 990, Part III, line 4c for a description of this program |
| | Form 990, Part VI, Section A, line 2 | Richard Armey & Richard Stephenson Business relationship |
| | Form 990, Part VI, Section A, line 6 | FreedomWorks has members, which are all in the same class |
| | Form 990, Part VI, Section A, line 7a | According to FreedomWorks bylaws, one member of the Board is to be elected by the members |
| | Form 990, Part VI, Section A, line 7b | All resolutions approved by the Board of Directors shall be submitted to the Board of Trustees for approval within forty eight hours of the close of the meeting at which such resolutions are adopted, and such resolution shall become effective when approved by a majority of the Board of Trustees. The initial Board of Trustees of the Corporation was comprised of three individuals designated by the Organization. The Board of Trustees shall thereafter be composed of at least three individuals. Vacancies, as they occur on the Board of Trustees by resignation, removal, death, incapacity, or the like of one or more of the members thereof, shall be filled by act of a majority of the remaining trustees, except that one member of the Board of Trustees shall be elected by the members |
| | Form 990, Part VI, Section B, line 11 | Form 990 is prepared by independent CPA firm and draft copy is provided to the Organization's senior staff, outside general counsel and all board members for review. All comments after reviews are compiled and discussed with CPA firm for editing. After edits are made, final version of Form 990 is provided to the President and Treasurer for final review, signature and filing |
| | Form 990, Part VI, Section B, line 12c | Governance and Ethics Policy is signed annually by the Board of Directors and employees. FreedomWorks directors and employees shall disclose annually to the Secretary any direct conflict between their own individual interests and those of FreedomWorks. If such a conflict does exist, the director or employee shall provide the Secretary written notice of such relationship and shall refrain from acting on any issue with respect to which the director or employee is conflicted |
| | Form 990, Part VI, Section B, line 15 | The process includes completion of an independent compensation study on a periodic basis, based on a compilation of competitive data representing similar organizations. This information is then presented to the compensation committee at a semi-annual Board meeting to discuss and vote on. This process includes compensation for the CEO, Chairman, or any person deemed a disqualified person under Internal Revenue Code Section 4958. The process for determining compensation of other officers or key employees of the organization is determined by the President |
| | Form 990, Part VI, Section C, line 18 | FreedomWorks makes its Form 1024 available upon request. FreedomWorks makes available a public disclosure copy of its Federal Form 990 upon request and it is available on Guidestar |
| | Form 990, Part VI, Section C, line 19 | FreedomWorks makes its governing documents, certain policies (including conflict of interest policy) and financial statements available upon request based on discretion of management |
| | Form 990, Part XII, Line 2C | FreedomWorks has an audit committee that assumes responsibility for oversight of the audit of its financial statements and selection of an independent accountant |

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
FreedomWorks Inc

Employer identification number

52-1349351

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|---|--|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| (1) FreedomWorks Foundation 400 North Capitol Street NW 765 Washington, DC 20001 52-1526916 | Research and education of consumer-focused economic policies | DC | 501(c)(3) | 7 | FreedomWorks | Yes | |
| (2) FreedomWorks PAC 400 North Capitol Street NW 765 Washington, DC 20001 52-2204395 | Political Action Committee | VA | 527 | | FreedomWorks | Yes | |
| (3) The FreedomWorks Fund 400 North Capitol Street NW 765 Washington, DC 20001 20-1381918 | Dormant | DC | 527 | | FreedomWorks | Yes | |
| (4) CSE FreedomWorks Inc 400 North Capitol Street NW 765 Washington, DC 20001 52-1720193 | Dormant | DC | 501(c)(4) | | FreedomWorks | Yes | |
| (5) FreedomWorks for America 400 North Capitol Street NW 765 Washington, DC 20001 45-2737991 | Political Action Committee | DC | 527 | | FreedomWorks | Yes | |
| | | | | | | | |
| | | | | | | | |

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

| | Yes | No |
|-----------|-----|----|
| 1a | | No |
| 1b | | No |
| 1c | | No |
| 1d | | No |
| 1e | | No |
| 1f | | No |
| 1g | | No |
| 1h | | No |
| 1i | | No |
| 1j | | No |
| 1k | | No |
| 1l | Yes | |
| 1m | | No |
| 1n | Yes | |
| 1o | Yes | |
| 1p | Yes | |
| 1q | Yes | |
| 1r | Yes | |
| 1s | | No |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| (a) Name of other organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----------------------------------|----------------------------------|------------------------|--|
| See Additional Data Table | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

Software ID:
Software Version:
EIN: 52-1349353
Name: FreedomWorks Inc

--> **Form 990, Schedule R, Part V - Transactions With Related Organizations**

| (a) Name of other organization | (b) Transaction type(a-s) | (c) Amount Involved | (d) Method of determining amount involved |
|-----------------------------------|---------------------------------|------------------------|---|
| FreedomWorks Foundation | L | 971,861 | Tracked directly |
| FreedomWorks Foundation | N | 392,993 | Allocated based on space used |
| FreedomWorks Foundation | O | 2,009,702 | Allocated based on employee time |
| FreedomWorks Foundation | P | 2,008,663 | Tracked directly |
| FreedomWorks Foundation | Q | 7,700,000 | Tracked directly |
| FreedomWorks for America | P | 794,822 | Tracked directly |
| FreedomWorks Foundation | R | 547,702 | Tracked directly |