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## Form 990-PF

# Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

Depa	rtment	of the Treasury	Γreated as a Privat	e Foundation		<b>ZUIZ</b>		
Inter	nal Rev	enue Service   Note. The foundation may to dar year 2012 or tax year beginning	be able to use a copy of this	Open to public Inspection				
		foundation		, and ending	A Fundamental and the second			
wa	tie oi	Touridation			A Employer identification	number		
7	ਸਮਾ	CARL M. FREEMAN FOUNDA	TION, INC.		52-6047536			
_		nd street (or P O box number if mail is not delivered to street		Room/suite	52-6047536 B Telephone number			
1	11	ROCKVILLE PIKE	,	1100	240-453-30	0.0		
		own, state, and ZIP code		1100	C If exemption application is p			
	-	KVILLE, MD 20850			o if exemption application is p	ending, check here		
		all that apply. Initial return	Initial return of a fo	ermer public charity	D 1 Foreign organizations	check here		
•	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	Final return	Amended return	inition public charity	D 1 Torcigir organizations	s, oncorriere		
		Address change	Name change		Foreign organizations me check here and attach co	eeting the 85% test,		
H	Check	type of organization: X Section 501(c)(3) ex		<del></del>	1			
Ï	_	C	Other taxable private founda	ition	E If private foundation sta under section 507(b)(1)			
	_	rket value of all assets at end of year J Accounti		Accrual	F If the foundation is in a	• •		
			ther (specify)		under section 507(b)(1			
	\$	26,302,934. (Part I, colu	mn (d) must be on cash l	basis )	(1)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Pa	art I		(a) Revenue and	(b) Net investment	(c) Adjusted net	(d) Disbursements		
		necessarily equal the amounts in column (a) )	expenses per books	income	income	for charitable purposes (cash basis only)		
	1	Contributions, gifts, grants, etc., received	3,316,161.		N/A			
	2	Check If the foundation is not required to attach Sch. B						
	3	Interest on savings and temporary cash investments	478.	478.	,	STATEMENT 2		
	4	Dividends and interest from securities	387,311.	387,311.		STATEMENT 3		
	5a	Gross rents						
	b	Net rental income or (loss)						
ō	6a	Net gain or (loss) from sale of assets not on line 10	191,758.			STATEMENT 1		
enn	b	Gross sales price for all assets on line 6a 1,437,931.			<u> </u>			
Revenue	7	Capital gain net income (from Part IV, line 2)		190,153	·			
	8	Net short-term capital gain			ļ	<del> </del>		
	9	Income modifications Gross sales less returns						
	10a	and allowances, \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \						
	1				<del> </del>			
	ł	Gross profit or (loss)	38,188.	30,733		CMAMEMENT A		
	11	Other income	3,933,896.	608,675		STATEMENT 4		
	13	Total Add lines 1 through 11  Compensation of officers directors, trustees etc	130,046.	008,073	<del> </del>	111,546		
	14	Other employee salaries and wages	92,063.	0	• I	92,063		
	1	Pension plans, employee benefits	40,384.	0		40,384		
es	16a	Legal fees STMT 5	80,312.	0		26,375		
Expenses	b	Accounting fees STMT 6	12,586.	0		12,586		
a X	c	Other professional fees STMT 7	52,796.	43,404		9,392		
		Interest						
, ta	18	Taxes STMT 8	34,117.	0		4,142		
Administrative	19	Depreciation and depletion	142,340.	0				
	20	Occupancy	47,998.	0		47,998		
A	21	Travel, conferences, and meetings	6,883.	0		6,883		
and	22	Printing and publications						
90	23	Other expenses STMT 9	134,344.	85,417		48,927		
Operating	24	Total operating and administrative						
ber		expenses Add lines 13 through 23	773,869.	128,821		400,296		
0	25	Contributions, gifts, grants paid	1,550,013.			1,550,013		
	26	Total expenses and disbursements						
	<u> </u>	Add lines 24 and 25	2,323,882.	128,821	·	1,950,309		
	27	Subtract line 26 from line 12			1			
	a	Excess of revenue over expenses and disbursements	1,610,014.					
	b	Net investment income (if negative, enter -0-)	1	479,854	•			

N/A

Form **990-PF** (2012)

<u>For</u>	m 99	0-PF(2012) THE CARL M. FREEMAN FOUR	Beginning of year		004/536 Page 2
Р	art	Balance Sheets Affached schedules and amounts in the description column should be for end-of-year amounts only		End of	<del></del>
_			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	1 421 000	654 022	554 000
	l	Savings and temporary cash investments	1,431,090.	654,833.	654,833.
	3	Accounts receivable >			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ▶			<del></del>
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable   619,200.			
	l '	Less; allowance for doubtful accounts	0.	619,200.	619,200.
۰,		Inventories for sale or use		015,200.	013,2001
Assets	8	- T	243,975.	230,033.	230,033.
Ass	9	Prepaid expenses and deferred charges	243,973.	230,033.	230,033.
•	1	Investments - U.S. and state government obligations	001 642	1 050 630	1 050 630
		Investments - corporate stock STMT 10	921,643.	1,258,630.	1,258,630.
	C	Investments - corporate bonds · STMT 11	5,796,639.	5,999,971.	5,999,971.
	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	10,332,179.	12,426,241.	12,426,241.
	14	Land, buildings, and equipment, basis ► 5, 462, 162.			
		Less accumulated depreciation > 358,136.	5,176,952.	5,104,026.	5,104,026.
	15	Other assets (describe ► STATEMENT 13)	0.	10,000.	10,000.
	16	Total assets (to be completed by all filers)	23,902,478.	26,302,934.	26,302,934.
_	17	Accounts payable and accrued expenses	23,302, 470.	20,302,334.	20,302,334.
	18	Grants payable			
	1	` `			
Liabilities	19	Deferred revenue			
Ē	20	Loans from officers, directors, trustees, and other disqualified persons			
<u>a</u>	21	Mortgages and other notes payable			
	22	Other liabilities (describe >)			
			•		
_	23	Total liabilities (add lines 17 through 22)	0.	0.	
	1	Foundations that follow SFAS 117, check here			
10	}	and complete lines 24 through 26 and lines 30 and 31			
ĕ	24	Unrestricted	23,902,478.	26,302,934.	
a	25	Temporarily restricted			
Ва	26	Permanently restricted			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here			
교		and complete lines 27 through 31			
ŏ	27	Capital stock, trust principal, or current funds			
ets	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
ASS	29	Retained earnings, accumulated income, endowment, or other funds			
et.	30	Total net assets or fund balances	23,902,478.	26,302,934.	
Z	30	Total liet assets of fully valances	23,702,470.	20,302,334.	
		Tablitabilding and make accept the delication	23,902,478.	26 202 024	
_	31	Total liabilities and net assets/fund balances		26,302,934.	<del></del>
P	art	Analysis of Changes in Net Assets or Fund Ba	alances		
_	<del>-</del>	Control of the land of the lan			<del></del>
1		I net assets or fund balances at beginning of year - Part II, column (a), line	30		00 000 450
	•	st agree with end-of-year figure reported on prior year's return)	1	23,902,478.	
		r amount from Part I, line 27a	2	1,610,014.	
		r increases not included in line 2 (itemize)   UNREALIZED (	GAIN ON INVEST	TMENTS 3	790,442.
		lines 1, 2, and 3		4	26,302,934.
5	Decr	5	0.		
6	Tota	26,302,934.			
		·			Form <b>990-PF</b> (2012)

19451113 745960 03841

4,799. Enter 1% of net investment income (1% of Part I, line 27b) 6 <u>3,268,464.</u> 7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

Form 990-PF (2012)

2,019,723.

223521 12-05-12

Form	990-PF (2012) THE CARL M. FREEMAN FOUNDATION, INC. 52	<u>2 – 6</u>	047536		Page 4
Pa	rt VI   Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 494	<u> - 8.</u>	see instru	ıctioı	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here   and enter "N/A" on line 1.	ļ			
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here  and enter 1%	1		<u>9,5</u>	<u>97.</u>
	of Part I, line 27b	-			
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			0.
3	Add lines 1 and 2	3		<u>9,5</u>	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4			<u>0.</u>
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		9,5	97.
6	Credits/Payments:				
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 17,875.				
b	Exempt foreign organizations - tax withheld at source				
C	Tax paid with application for extension of time to file (Form 8868)				
d	Backup withholding erroneously withheld 6d 6d				
7	Total credits and payments. Add lines 6a through 6d	7	1	7,8	<u>75.</u>
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8			
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		8,2	78.
11	Enter the amount of line 10 to be; Credited to 2013 estimated tax	11			0.
Pa	rt VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in			Yes	No
	any political campaign?		1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published	or		1	
	distributed by the foundation in connection with the activities			t	
С	Did the foundation file Form 1120-POL for this year?		1c		X_
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:				
	(1) On the foundation. ▶ \$ 0 . (2) On foundation managers. ▶ \$ 0 .		-		
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				
	managers > \$O.				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	<u> </u>	X_
	If "Yes," attach a detailed description of the activities				
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or				
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		<u>X</u>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?		4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
	If "Yes," attach the statement required by General Instruction T				
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		1		
	By language in the governing instrument, or				1
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state la	iW			
	remain in the governing instrument?		6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	Х	<u> </u>
	If "Yes," complete Part II, col (c), and Part XV.				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)				
	MD			}	
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
	of each state as required by General Instruction G? If "No," attach explanation		8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calend	tar	"		
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X
			Form <b>99</b>	0-PF	(2012)

Part VII-A   Statements Regarding Activities (continued)	orm	990-PF (2012) THE CARL M. FREEMAN FOUNDATION, INC.	2-60475	36	į	Page <b>5</b>
section 5/20/(1397 If Yes, attach schedule (see instructions)  2 Did the foundation make a distribution to adoner adversed fund over which the foundation or a disqualitied person had advisory privileges?  18 Yes, attach statement (see instructions)  3 Did the foundation comply with the pottle inspection requirements for its annual reterring and exemption application?  Without address > WWW.CARLFREEMANFOUNDATION.ORG  16 The books are in care of P THE ORGANIZATION  17 THE ORGANIZATION  18 Section 497(a)(1) noneeming charitable trusts timing Form 990-PF in lieu of Form 1941 - Check here and state the amount of tex-evering interest received or accrued during the year  18 At any time during calendary year 2012, do the foundation have an interest in or a supparture or other authority over a bank, securities, or other fannosial account in a foreign country?  19 Set the instructions for exceptions and filling requirements for Form TDF 99-221, II Yes,* enter the name of the foreign country  19 Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required  10 During the year did the foundation (either directly or indirectly):  11 Engage in the safe or exchange, or leaving of property with a disqualided person?  12 During the year did the foundation (either directly or indirectly):  13 Finanger in the safe or exchange, or leaving of property with a disqualided person?  14 Pery compensation to, or pay or reimburs the expenses of, a disqualided person?  15 Finanger in more as a facilities to (or accept them from) a disqualided person?  16 Agree to pay money or organized to disqualided person?  17 Expensation or pay or reimburs the expenses of, a disqualided person?  18 Pery compensation to, or pay or reimburs the expenses of, a disqualided person?  19 Agree to pay money or group organized in the obstate to quality under the exception discreted in Regulations section of 9200 sections of a disqualided person?  19 Agree to pay money or group organized in the obstate of quality in the distruction of the pay of	Pa	rt VII-A Statements Regarding Activities (continued)				
12 Did the foundation make a distribution to a donor advesed fund over which the foundation or a disqualified person had advisory privileges?  13 Did the foundation comply with the public engage complete the foundation or a disqualified person?  14 The books are in care of ▶ "THE ORGANIZATION ORG  15 Robert 11 The ROCKVILLE PIKE SUITE 11.00, ROCKVILLE, MD 2/Pi4 ≥ 0.850  16 Section 4987((ii) nonexempt charable brusts thing form 990-Pi in les of Form 1041 - Obeck here and enter the amount of tax-exempt interest received or accrued during the year  16 A dary time during clienter year 2012, do the broadnotion have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  16 A tray time during clienter year 2012, do the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  17 See the instructions for exceptions and filing requirements for Form TD F 90-22.1, if Yes, enter the name of the foreign country.  18 Form 4720 if any items is checked in the "Yes" column, unless an exception applies.  19 During the year did the foundation (either directly or indirectly):  10 During the year did the foundation (either directly or indirectly):  11 Engage in the sale or exchange, or leasing of proceptry with a disqualified person?  22 Borrow money fron, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  23 Farmish goods, servoes, or facilities to (or accept them from) a disqualified person?  24 Fee No.  25 Farmish goods, servoes, or facilities to (or accept them from) a disqualified person?  26 Pay compensation to, or ay or rembruse the expenses of, a disqualified person?  27 Fee No.  28 Farmish goods, servoes, or facilities to (or accept them from) a disqualified person?  29 Farmish goods, servoes, or facilities to (or accept them from) a disqualified person?  20 Farmish goods, servoes, or facilities to (or accept them from) a disqualified p	11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of				
If Yes, attach statement (see instructions)  3 Did fibe foundation comply with be public impection requirements for its annual returns and exemption application?  Website address ▶ WWW. CARLFREMMANFOUNDATION. ORG  14 The books are in care of ▶ THE ORGANIZATION  Section 4947(a)(1) nonexempt characteristic trusts fring Form 950PF in test of Form 1401 - Check here and enter the amount of tax-evempt interest received or accrued during the year  16 At any time during calendar year 2012, do the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a frienge nountly?  See the instructions for exceptions and filing requirements for Form 10 F 90-22.1, if Yes, enter the name of the foreign contriby  Part VIII-B Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the United States and Exception applies.  File Form 4720 if any item is checked in the United States and Exception applies.  File Form 4720 if any item is checked in the United States and Exception applies.  File Form 4720 if any item is checked in the United States and Exception applies.  File Form 4720 if any item is checked in the United States and Exc		section 512(b)(13)? If "Yes," attach schedule (see instructions)	L	11		X
Websta address   WWW. CARLFREMANFOUNDATION . ORG	12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory pri	vileges?			
Why. CARLFREMANFOUNDATION ORG  I the books are in care of ▶ THE ORGANIZATION  Localed at ▶ 111 ROCKVILLE PIKE SUITE 1100, ROCKVILLE, MD  ZP-44 ▶ 20850  IS Section 4947(a)(1) one-sempt charitable traits him from 990-Fin item of Form 1441 - Check here and enter the amount of tax-eventy interest received or accrued during the year  16. All any time during calendary year 2012, do the foundation have an interest in or a signature or other authority over a bank, sociurities, or or other financial account on a foreign country?  See the instructions for exceptions and filing requirements for Form 10 F90-22.1. If Yes, enter the name of the foreign country?  Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  19 Surring they are dit the foundation (letter directly or indirectly);  (1) Engage in the sale or exchange, or lessing of property with a disqualified person?  (2) Borrow money from, lend money for, or identificating or indirectly);  (2) Borrow money from, lend money for, or otherwise extend credit for of accept it from) a disqualified person?  (3) Firmship onds, senness, or facilities to (or accept them from) a disqualified person?  (4) Pay compensation to, or pay or remburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person (or make any of eithe foundation or year or property to a government official? (Exception, Chack 'No"  (6) Agree to pay money or property to a government official? (Exception, Chack 'No"  (7) If the foundation any ages of make a gigant to or to employ the official or period after termination of government service, it terminating within 90 disays.)  10 In any answers "Yes" to 14(1)(4), dut any of the acts fall to quality under the exceptions described in Regulations section 53 494 1(6)-3 or in a current notice regarding disaster assistance (see instructions)?  (7) Granucations element of the foundation have any undistributed moom			L	12		<u>X</u>
14. The books are meare of ▶ THE ORGANIZATION   Telephone no. ▶ 240 - 453 - 3000   Located at ▶ 111 ROCKVILLE PIKE SUITE 1100, ROCKVILLE, MD   ZIP+4 ▶ 20850	13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	L	13	_X_	
14. The books are meare of ▶ THE ORGANIZATION   Telephone no. ▶ 240 - 453 - 3000   Located at ▶ 111 ROCKVILLE PIKE SUITE 1100, ROCKVILLE, MD   ZIP+4 ▶ 20850		Website address ► WWW.CARLFREEMANFOUNDATION.ORG				
15 Section 4947[a](1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax exempts interest received or accrued during the year  16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  16 See the instructions for exceptions and filing requirements for Form 10 F 90-22.1. If "Yes," enter the name of the foreign country.  17 Part VIII-B Statements Regarding Activities for Which Form 4720 May Be Required  18 File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  19 Louring the year did the loundation (either directly or indirectly):  10 Sorrow money from, lend money to, or otherwise extend credit to (or accept. It form)  a disqualitied person?  20 Sorrow money from, lend money to, or otherwise extend credit to (or accept. It form)  a disqualitied person?  30 Furnish goods, services, or facilities to (or accept them from) a disqualitied person?  31 Furnish goods, services, or facilities to (or accept them from) a disqualitied person?  32 Yes No  33 Furnish goods, services, or facilities to (or accept them from) a disqualitied person?  34 Person promose property to a government official? (Exception, Check 'No'  4 the foundation agreed to make a great to or to employ the official for a period after termination of government serves, a ferminating within 90 days.  18 Person pay money or property to agreement official? (Exception, Check 'No'  4 the foundation engage in a prior year in any of the acts fact to early the foundation was a private operating foundation defined in section 4942(16)-3 or in a current notice regarding disaster assistance check here  2 Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year degranging all 2012?  2 Taxes on failure to distribute income (section 4942) (does	14	The books are in care of ► THE ORGANIZATION Telephone no. ▶	240-453	3-3	000	
and enter the amount of fax-exempt interest received during the year    N		Located at ▶ 111 ROCKVILLE PIKE, SUITE 1100, ROCKVILLE, MD	ZIP+4 ▶208	<u>350</u>		
16 A rany time during calendar year 2012, odd the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country	15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<b>&gt;</b>	
securities, or other financial account in a foreign country?  See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If Yes,* enter the name of the foreign country*  Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1a During the year did the foundation (either directly or indirectly):  (1) Engage in the sale or exchange, or leasing of property with a disqualitied person?   Yes   X   No    (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)   a disqualitied person?   Yes   X   No    (3) Furnish goods, services, or facilities to (or accept them from) a disqualitied person?   X   Yes   No    (4) Pay compensation to, or pay or reimburse the expenses of, a disqualitied person?   X   Yes   No    (5) Transfer any income or assets to a disqualitied person (or make any of either available for the benefit or use of a disqualitied person) (or make any of either available for the benefit or use of a disqualitied person) (or make any of either available for the benefit or use of a disqualitied person) (or make any of either available for the benefit or use of a disqualitied person) (or make any of either available for the benefit or use of a disqualitied person) (or make any of either available for the brief or the person of the person (or make any of either available for the brief of the person of the person (or make any of either available for the brief sto (aft) (d)-3 or in a current notice regarding disaster assistance (see instructions)?  (5) Agree to pay money or property to a qovernment official? (Exception, Check No or the person of the person o		and enter the amount of tax-exempt interest received or accrued during the year	15			
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 a During the year did the foundation (either dreckly or inducetly):  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?   Yes   X   No    (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?   Yes   X   No    (3) Furnish goods, services, or facilities to (or accept time from) a disqualified person?   X   Yes   No    (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?   X   Yes   No    (5) Transfer any income or assets to a disqualified person or make any of either available for the benefit or use of a disqualified person?   Yes   X   No    (6) Agree to pay money or property to a government official? (Exception, Check No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, it terminating within 90 days.)  If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to quality under the exceptions described in Regulations section 53 4941(0)-3 or in a current notice regarding dissater assistance check here   Yes   X   No    If the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?   X   X   X   X   X   X   X   X   X	16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,			Yes	No
Part VII-B   Statements Regarding Activities for Which Form 4720 May Be Required		securities, or other financial account in a foreign country?		16		<u>X</u>
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.  1 a During the year did the foundation (either drectly or indirectly);  (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)     a disqualified person?  (3) Furnish goods, services, or facilities to (or accept time from) a disqualified person?  (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  (5) Transfer any income or assets to a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of either available for the benefit or use of a disqualified person or make any of each of exception and attended the foundation or person of a period disaster assistance (see instructions)?  1 If yes a No  2 If yes a No  2 If yes a No  3 If yes a No  4 If yes a No  5 If yes a No  6 If yes a No  7 If yes a No  8 If yes a No  9		See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign				
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before the first day of the tax year beginning in 2012?  Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(3) or 4942(i)(5))  a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?  Lyes X No  If 'Yes,' list the years   Yes X No  If 'Yes,' list the years   Yes X No  Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)  Ly A  To the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Ly A  Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Ly A  To the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Ly A  To the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Ly A  To the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year aprice of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)  N/A  To the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  Au  Ly A  Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first						
Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))  a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?  If 'Yes,' list the years   b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	C		i			
defined in section 4942(j)(3) or 4942(j)(5))  a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?  If "Yes," list the years   b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  C If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.  D			-	1c		<u>X</u>
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?  If "Yes," list the years   Yes   X No   No   Yes   Yes   X No   Yes   Yes   X No   Yes   Yes   X No   Yes   Yes   Yes   X No   Yes   Yes   X No   Yes   Yes   X No   Yes   Yes   X No   Yes   Yes   Yes   X No   Yes   Yes   Yes   Yes   X No   Yes   X N	2					
before 2012?  If "Yes," list the years \( \)						
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.	â		, <u></u>		ļ	
b Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			s LALINO			
valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.						
statement - see instructions.)  c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	ľ					
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			NI / A	26		
Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?    Yes   X   No		•	N/A			<del>                                     </del>
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)  N/A  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  4b X						İ
during the year?  b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)  N/A  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  Ab  X	٥.					
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after  May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)  N/A  Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  4b  X	31		e X No			
May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  4b X		·				
of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4a X  b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  4b X			I.			
Form 4720, to determine if the foundation had excess business holdings in 2012)  4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  4b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  4b X			1			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?4aXb Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?4bX			I	3h		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?  4b X	4	· · · · · · · · · · · · · · · · · · ·	21/11			x
had not been removed from jeopardy before the first day of the tax year beginning in 2012?  4b X			that		<b> </b>	<del>                                     </del>
				4h		х
		and an individual and an individual and individual	Forr		)-PF	

orm 990-PF (2012) THE CARL M. FREEMAN FOUN			<u>52-60475</u>	<u> 36</u>	Page 6
Part VII-B   Statements Regarding Activities for Which F	orm 4720 May Be F	Required (continu	ued)		
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	. ,,		s X No		
(2) Influence the outcome of any specific public election (see section 4955); or	r to carry on, directly or indire		( <del></del>	-	
any voter registration drive?			s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		Ye	s X No		l
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section	<b>—</b>	[ <del>55</del> ]		1
509(a)(1), (2), or (3), or section 4940(d)(2)?			s X No		1
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t		\[\bar{\bar{\bar{\bar{\bar{\bar{\bar{\bar	İ	
the prevention of cruelty to children or animals?			s X No	-	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und		n Regulations	37/3		
section 53.4945 or in a current notice regarding disaster assistance (see instru			N/A	5b	+-
Organizations relying on a current notice regarding disaster assistance check h		and a			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		iried I∕A ∑Ye	s No		1
expenditure responsibility for the grant?  If "Yes," attach the statement required by Regulations section 53 4945		I/A TE	s NO		1
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	1 /				
a personal benefit contract?	Day premiums on		s X No		
<ul><li>b Did the foundation, during the year, pay premiums, directly or indirectly, on a p</li></ul>	erconal henefit contract?			6b	X
If "Yes" to 6b, file Form 8870	ersonal benefit contract.		-	-	1
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?	□ Ve	s X No		
b if "Yes," did the foundation receive any proceeds or have any net income attribu			. —	7b	<del> </del>
Information About Officers Directors Trust		nagers, Highly		, <u>, , , , , , , , , , , , , , , , , , </u>	
Part VIII Paid Employees, and Contractors			,		
1 List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans	(e) Exp accoun	pense
(a) Name and address	hòurs per week devoted to position	(If not paid, enter -0-)	and deferred compensation	allowa	ances
	•				
SEE STATEMENT 14		130,046.	17,830.		0.
		ļ			
				ļ	
				}	
2 Compensation of five highest-paid employees (other than those inc		antan IINONE II		<u></u>	
2 Compensation of five highest-paid employees (other than those inc	(b) Title, and average	enter NONE.	(d) Contributions to	(e) Ex	oense.
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred	accoun	opense it, other ances
NONE	devoted to position	-	compensation	allowa	ances
NONE					
				<del>                                     </del>	
				<del> </del>	
				1	
Total number of other employees paid over \$50,000	I	_l	<u> </u>	-I	0
10tal names of other employees paid over god, over			Form	990-PF	
				•	1-01-1

223551 12-05-12

Form 990-PF (2012) THE CARL M. FREEMAN FOUNDATION, I	INC. $52-6$	0 <u>47</u> 536 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundati Paid Employees, and Contractors (continued)	ion Managers, Highly	-
3 Five highest-paid independent contractors for professional services. If none, enter "	'NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
HOGAN LOVELLS US LLP		
555 THIRTEENTH ST, NW, WASHINGTON, DC 20004	LEGAL SERVICES	70,283.
	-	
	-	
Total number of others receiving over \$50,000 for professional services  Part IX-A   Summary of Direct Charitable Activities		<u>▶</u> 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers product N/A	cal information such as the iced, etc	Expenses
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on his	nes 1 and 2.	Amount
1 <u>N/A</u>		
2		
All other program-related investments. See instructions. 3		
Total Add lines 1 through 2		0

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b Average of monthly cash balances c Farr market value of all other assets d Total (add hers 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2 Acquisition indebledness supplicable to line 1 assets 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 8 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 8 1993, 109 8 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 9 6 962, 375  Part XII Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain froinging organizations check here ▶ □ and do not complete this part.)  1 Minimum investment return from Part X, line 6 1 962, 375  Part XII Ossiributable amount before adjustments. Subtract line 2 from line 1 2 a 9,597. b Income tax for 2012. (This does not include the tax from Part VI).  2 Add lines 2 a and 2 b 3 Distributable amount before adjustments. Subtract line 2 from line 1 4 Recoveres of amounts treated as qualifying distributions 4 Add lines 3 and 4 6 Beduction from distributable amount (see instructions)  1 Amounts pard (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part IX.  2 Amounts pard (including administrative expenses) to accomplish charitable, etc., purposes 2 69, 414 3 Amounts set aside for specific charitable projects that satisfy the 3 Sutability test (prior IRS approval required) 5 Cash distribution iss (fatch the required schedule) 6 Cash distribution iss (fatch the required schedule) 7 Coundations that qualify under section 4940(e) for the reduced rate of fax on net investment 8 Total Call Part XIII (line 2 for part IX. line 2 for not line 5 for the reduced rate of fax on net investment 8 Total Part XIII (line 2 for part IX. line 2 for part IX. line 2 fo	P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	dation	s, see instructions )
a Average monthly fair market value of securities  b Average of monthly cash balances  c Fair market value of all other assets  1c 613 9, 200,  d Total (add lines 1a, b, and c)  c Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  1c (attach detailed explanation)  2 Acquisition indebtedness applicable to line 1 assets  2 Acquisition indebtedness applicable to line 1 assets  3 Subtract line 2 from line 1d  4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  5 19, 247, 507,  6 Minimum investment return. Enter 5% of line 5  Net value of noncharitable wise assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  5 19, 247, 507,  6 Minimum investment return. Enter 5% of line 5  Net value of noncharitable wise assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  5 19, 247, 507,  6 Minimum investment return. Enter 5% of line 5  Net value of noncharitable wise assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  1 Minimum investment return. Enter 5% of line 5  Net value of noncharitable wise assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  1 Minimum investment return from Part X, line 6  2 Tax on investment income for 2012 from Part VI, line 5  2 A Tax on investment return from Part X, line 6  3 Distributable amount before adjustments. Subtract line 2 from line 1  4 Recoveres of amounts treated as qualifying distributions  4 9,597.  7 Distributable amount (see instructions)  7 Distributable amount (see instructions)  1 Amounts paud (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc lotal from Part IX-B  2 Amounts paud to acquire assets used for held for use) directly in carrying out charitable, etc., purposes  2 69, 414  3 Amounts set aside for specific charitable pr	1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
b Average of monthly cash balances c Farr market value of all other assets d Total (add hers 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 2 Acquisition indebledness supplicable to line 1 assets 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 8 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 8 1993, 109 8 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 9 6 962, 375  Part XII Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain froinging organizations check here ▶ □ and do not complete this part.)  1 Minimum investment return from Part X, line 6 1 962, 375  Part XII Ossiributable amount before adjustments. Subtract line 2 from line 1 2 a 9,597. b Income tax for 2012. (This does not include the tax from Part VI).  2 Add lines 2 a and 2 b 3 Distributable amount before adjustments. Subtract line 2 from line 1 4 Recoveres of amounts treated as qualifying distributions 4 Add lines 3 and 4 6 Beduction from distributable amount (see instructions)  1 Amounts pard (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part IX.  2 Amounts pard (including administrative expenses) to accomplish charitable, etc., purposes 2 69, 414 3 Amounts set aside for specific charitable projects that satisfy the 3 Sutability test (prior IRS approval required) 5 Cash distribution iss (fatch the required schedule) 6 Cash distribution iss (fatch the required schedule) 7 Coundations that qualify under section 4940(e) for the reduced rate of fax on net investment 8 Total Call Part XIII (line 2 for part IX. line 2 for not line 5 for the reduced rate of fax on net investment 8 Total Part XIII (line 2 for part IX. line 2 for part IX. line 2 fo		· · · · · · · · · · · · · · · · · · ·	1a	18,014,564.
c Fair market value of all other assets d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  2 Acquisition indebtedness applicable to line 1 assets  3 19,540,616  4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  6 19,227,507  6 Minimum investment return. Enter 5% of line 5  Part XII  Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part.)  1 962,375  1 3 962,375  1 962,375  1 962,375  1 962,375  1 962,375  2 1 3 9,597.  1 962,375  2 1 3 9,597.  2 1 9,597.  2 2 9,614  3 1952,761  4 Recoveries of amounts treated as qualifying distributions 4 1 9,594,761  4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4  5 952,761  Part XII  Qualifying Distributables amount (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26  Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I x. B 0  2 Amounts part to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I x. B 0  3 Amounts set aside for specific charitable projects that satisfy the  a Suitability test (prior IRS approval required)  5 Cash distribution test (attach the required schedule)  4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment  income. Enter 1% of Part I, line 276  5 Go 1			1b	906,852.
d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)  2 Acquisition indebtedness applicable to line 1 assets  3 Subtract line 2 from line 1d  4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  5 19, 247, 507 6 Minimum investment return. Enter 5% of line 5  Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶		· · · · · ·	1c	619,200.
e Reduction claimed for blockage or other factors reported on kines 1a and to (attach detailed explanation)  2 Acquisition indebtedness applicable to line 1 assets  3 Subtract line 2 from line 1d  4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  5 19, 247, 507  6 Minimum investment return. Enter 5% of line 5  Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and on one of complete this part.)  1 Minimum investment return from Part X, line 6  2a Tax on investment income for 2012 from Part VI, line 5  2 Tax on investment income for 2012 from Part VI, line 5  2 Add lines 2 and 2 b  3 Distributable amount before adjustments. Subtract line 2c from line 1  4 Recoveries of amounts treated as qualifying distributions  4 0  5 952,761  6 Deduction from distributable amount (see instructions)  7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1  7 952,761  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, grifs, etc total from Part I, column (d), line 26  3 Amounts set aside for specific charitable projects that satisfy the a Suttability test (prior IRS approval required)  4 Cash distribution test (attach the required schedule)  4 Qualifying distributions Add lines 1a through 3b Enter here and on Part X, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 275  5 O			1d	19,540,616.
1 (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets 3 Subtract line 2 from line 1d 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 19, 247, 507 6 Minimum investment return. Enter 5% of line 5 6 962, 375    Part XI   Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here				
2		·		
3 Subtract line 2 from line 1d 4 Cash deemed held for charlable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 8 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 8 19, 247, 507 8 Minimum investment return. Enter 5% of line 5 8 19, 247, 507 8 Minimum investment return. Enter 5% of line 5 8 19, 247, 507 8 Minimum investment return. Enter 5% of line 5 8 19, 247, 507 8 Minimum investment return (Enter 5% of line 5)    Part XI	2		2	0.
4 Cash deemed held for charitable activities. Enter 1 12% of line 3 (for greater amount, see instructions)  5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4  6 962, 375  Part XI  Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ □ and do not complete this part.)  1 Minimum investment return from Part X, line 6  2a Tax on investment income for 2012 from Part VI, line 5  2a Tax on investment income for 2012 from Part VI, line 5  2b 177.  c Add lines 2a and 2b  2c 9, 614  3 Distributable amount before adjustments. Subtract line 2c from line 1  8 Recoveries of amounts treated as qualifying distributions  5 Add lines 3 and 4  6 Deduction from distributable amount (see instructions)  7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part IX-B  3 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule)  4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  5 O			3	19,540,616.
Minimum investment return. Enter 5% of line 5   6   962, 375     Part XI		Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	293,109.
Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ and do not complete this part.)  1 Minimum investment return from Part X, line 6  2a Tax on investment income for 2012 from Part VI, line 5	5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,247,507.
1 Minimum investment return from Part X, line 6 2a Tax on investment income for 2012 from Part VI, line 5 2b Tax on investment income for 2012 from Part VI, line 5 2 Tax on investment income for 2012 from Part VI, line 5 2 Tax on investment income for 2012 from Part VI, line 5 2 Tax on investment income for 2012 from Part VI, line 5 2 Distributable amount before adjustments. Subtract line 2c from line 1 3 952,761 4 Recoveries of amounts treated as qualifying distributions 4 0 5 Add lines 3 and 4 5 952,761 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 952,761  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part I, column (d), line 26 c Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 69,414 3 Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 Outlines Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	6	Minimum investment return. Enter 5% of line 5	6	962,375.
2a 9,597. b Income tax for 2012. (This does not include the tax from Part VI.) c Add lines 2a and 2b 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 952,761 4 Recoveries of amounts treated as qualifying distributions 5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 952,761  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distributions Add lines 1a through 3b Enter here and on Part VI, line 8, and Part XIII, line 4 5 00 6 9, 414 7 2, 019, 723 7 5 5 00	P	Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are	ıd certa	in
b Income tax for 2012. (This does not include the tax from Part VI.)  c Add lines 2a and 2b  3 Distributable amount before adjustments. Subtract line 2c from line 1  3 952,761  4 Recoveries of amounts treated as qualifying distributions  4 00  5 Add lines 3 and 4  6 Deduction from distributable amount (see instructions)  7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26  b Program-related investments - total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  3 Amounts set aside for specific charitable projects that satisfy the  a Suitability test (prior IRS approval required)  b Cash distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that quality under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  5 0	1	Minimum investment return from Part X, line 6	1	962,375.
b Income tax for 2012. (This does not include the tax from Part VI.)  c Add lines 2a and 2b  3 Distributable amount before adjustments. Subtract line 2c from line 1  3 952,761  4 Recoveries of amounts treated as qualifying distributions  4 00  5 Add lines 3 and 4  6 Deduction from distributable amount (see instructions)  7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26  b Program-related investments - total from Part IX-B  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  3 Amounts set aside for specific charitable projects that satisfy the  a Suitability test (prior IRS approval required)  b Cash distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that quality under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  5 0	2a	Tax on investment income for 2012 from Part VI, line 5 a 2a 9,597.		
c Add lines 2a and 2b 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 952,761 4 Recoveries of amounts treated as qualifying distributions 4 00 5 Add lines 3 and 4 6 Deduction from distributable amount (see instructions) 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 952,761  Part XII Qualifying Distributions (see instructions)  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 b Program-related investments - total from Part IX-B 1b 00 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 0			]	
4 95 952,761 6 Deduction from distributable amount (see instructions) 6 0 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 952,761  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, giffs, etc total from Part I, column (d), line 26 1a 1,950,309 b Program-related investments - total from Part IX-B 1b 0 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 69,414 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) 3a 3a 3b 3b 3b 3b 3b 3b 3b 3b 3b 3b 3b 3b 3b	C	Add lines 2a and 2b	2c	9,614.
4 9.0 5 Add lines 3 and 4 5 95.2, 76.1 6 Deduction from distributable amount (see instructions) 6 0.0 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 95.2, 76.1  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 1a 1,950,309 b Program-related investments - total from Part IX-B 1b 0.0 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 6.9,414 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) 3a b Cash distribution test (attach the required schedule) 3b 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 2,019,723 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 0	3	Distributable amount before adjustments. Subtract line 2c from line 1	3	952,761.
5 Add lines 3 and 4 5 952,761 6 Deduction from distributable amount (see instructions) 6 0 7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 952,761  Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26 1a 1,950,309 b Program-related investments - total from Part IX-8 1b 0 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 69,414 3 Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) 3a b Cash distribution test (attach the required schedule) 3b 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 4 2,019,723 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	4		4	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1  Part XII Qualifying Distributions (see instructions)  Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26  b Program-related investments - total from Part IX-B  Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  Amounts set aside for specific charitable projects that satisfy the  Suitability test (prior IRS approval required)  Cash distribution test (attach the required schedule)  Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5		5	952,761.
Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26  b Program-related investments - total from Part IX-B  1 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  2 Amounts set aside for specific charitable projects that satisfy the  3 Amounts set aside for specific charitable projects that satisfy the  4 Suitability test (prior IRS approval required)  5 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	6	Deduction from distributable amount (see instructions)	6	0.
Part XII Qualifying Distributions (see instructions)  1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  a Expenses, contributions, gifts, etc total from Part I, column (d), line 26  b Program-related investments - total from Part IX-8  2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  3 Amounts set aside for specific charitable projects that satisfy the  a Suitability test (prior IRS approval required)  b Cash distribution test (attach the required schedule)  4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	952,761.
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b Program-related investments - total from Part IX-B  Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  Amounts set aside for specific charitable projects that satisfy the  Suitability test (prior IRS approval required)  Cash distribution test (attach the required schedule)  Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  1b  0  69,414  3a  4 2,019,723	•			1 050 200
Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  Amounts set aside for specific charitable projects that satisfy the  Suitability test (prior IRS approval required)  Cash distribution test (attach the required schedule)  Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  2 69,414  3a  4 2,019,723	а			1,950,309.
Amounts set aside for specific charitable projects that satisfy the a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 0	þ			0.
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b Cash distribution test (attach the required schedule)  4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4  5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  5 0	3			
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b 5 0	а			
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b  5 0	b			0.010.700
income. Enter 1% of Part I, line 27b	4		4	2,019,723.
	5			
				0.
	6			2,019,723.
Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section			qualifie	s for the section

Form **990-PF** (2012)

Page 9

Part XIII Undistributed Income (see instructions)

10 Distributible amount for 2012 from Part XI, Inter 7 2 thirdem-bladed recome. Flags, set of the earl of 2012 a Zeniar amount for 2011 only 3 Excess distributions carryover, if any, to 2012. 3 From 2007		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
100   20   100	1 Distributable amount for 2012 from Part XI,				
2 Understanded records of any, as of the eard of 2012 and finds around the control of the contro	·				952,761.
3 Excess distributions carryows, if any, to 2012 a from 2007	2 Undistributed income, if any, as of the end of 2012			<del></del> _	
3 Excess distributions carryover, if amy, to 2012: a From 2007	a Enter amount for 2011 only			0.	
3 Excess distributions carryover, I airy, to 2012; a From 2007	· .				
A From 2007	,		0.		
From 2008   3,560,165	3 Excess distributions carryover, if any, to 2012:				
From 2009	a From 2007 1,930,374.				
1,423,058.	b From 2008 3,560,165.				
Total of lines 3 through e					
1 Total of lines 3s through e 4 Qualifying distributions for 2012 from Part XII, line 4 № 5	dFrom 2010 1,423,058.				
4. Qualitying distributions for 2012 from Part XII, line 4: PS \$ 2, 019, 723. a Applied to Undstributed moome of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2013 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carpover applied a policy of the series amount must be shown on column (a): 1,066,962. 5 Excess destributions carpover applied a policy of the series amount must be shown on column (a): 1,066,962. 5 Excess destributions carpover applied a policy of the series amount must be shown on column (a): 1,066,962. 5 Excess destributions carpover applied and the section 4942(a) task as been previously assessed of deficiency has been issued, or on which the section 4942(a) task as been previously assessed of deficiency has been issued, or on which the section 4942(a) task as been previously assessed of 484 from line 2. This amount must be distributed in come for 2011. Subtract line 4 from line 6. Taxable amount - see instructions 0. 4 Compus to salkly requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess from line 5 in This amount must be distributions out of corpus to salkly requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess from line 5 in This amount must be distributions carryover to 2013 Subtract lines 4 and 5 from line 6 in This amount must be distributions carryover to 2013 Subtract lines 7 and 8 from line 6 and 1, 1, 393, 374. 9 Excess from 2008 1, 2, 303, 3, 338, 375. 6 Excess from 2010 1, 423, 0,584. 1, 309, 2,733. 6 Excess from 2010 1, 1, 423, 0,584. 1, 309, 2,733. 6 Excess from 2011 1, 1, 0,66, 962.	e From 2011 1,309,273.			1	
Part XII, Im et : ► \$ 2 , 0.19 , 7.23 .     a Appied to 2011, but not more than line 2a b Appied to undistributed income of prior years (Election required - see instructions) c Freated as distributions cut of corpus (Election required - see instructions) d Appied to 2012 distributible amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 to 11 , 066 , 962 .  5 Excess from Page 1 and 1 an	f Total of lines 3a through e	11,261,245.			
a Applied to 2011, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c Freated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 (if an amount appears in column (a)) in a some amount make be above in column (a). The same amount make be above in column (a) in the same amount make be above in column (a). The same amount is a similar deal below.  a Corpus Add times 3f, 4a, and 4a Substact line 5 b Prior years' undistributed income Subtract line 4b from line 2b c. Entes the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2) lax has been previously assessed 4d 434(2) lax has been previously assessed 50 undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions cunded through the control of the section 494(2) lax has been previously assessed 4d 4d from line 2a. Taxable amount - see instructions cunded through the control of the					
b Applied to undistributed income of prior years (Election required - see instructions) e 1 created as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributible amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 \$ 1,066,962. \$ 952,761. \$ 1,066,962. \$ 952,761. \$ 20. \$ 1,066,962.	Part XII, line 4: $\triangleright$ \$ 2,019,723.			_	
years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 must be shown in column 1000.  1	a Applied to 2011, but not more than line 2a			0.	
c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributible amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 6 Excess distributions carryover applied to 2012 6 Enter the net total of each column as indicated below. A Corpus Add innes 31, 4c, and 4 e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been sized, or on which the section 49/2(a) tax has been previously assessed  4 Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 A Amounts freated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(b)(3)  5 Excess distributions carryover tron 2007 not applied on line 5 or line 7  9 Excess distributions carryover tron 2007 and applied on line 5 or line 7  9 Excess from 2008  10 Analysis of line 9:  11 A 23 0, 58 .  12 A 30 9, 27 3.  13 0, 30 9, 27 3.  14 4 23 0, 58 .  15 2 3 2 3 2 3 3 3 3 3 3 5 5 .  16 4 3 2 9, 27 3 .  17 3 3 9, 27 3 .  18 2 5 2 5 2 5 2 5 2 5 3 .  19 4 4 2 3 5 5 3 2 5 3 .  10 4 4 2 3 5 5 3 3 3 3 3 3 5 5 .  10 5 2 5 2 5 2 5 3 3 3 3 3 3 5 5 .  10 6 5 2 5 2 5 3 3 3 3 3 3 5 5 .  10 6 7 2 7 3 3 3 3 3 3 3 5 5 .  10 7 3 3 3 3 3 3 3 5 5 .  10 8 2 5 2 5 2 5 3 3 3 3 3 3 5 5 .  10 8 2 5 2 5 2 5 3 3 3 3 3 3 5 5 .  10 8 2 5 2 5 2 5 3 3 3 3 3 3 5 5 .  10 8 2 5 2 5 2 5 3 3 3 3 3 3 5 .  10 8 2 5 2 5 3 3 3 3 3 3 5 5 .  10 8 2 5 2 5 3 3 3 3 3 3 5 5 .  11 8 2 5 2 5 3 3 3 3 3 3 5 .  12 8 2 5 2 5 3 3 3 3 3 3 5 .  13 8 2 5 2 5 3 3 3 3 3 3 5 .  14 8 2 5 2 5 3 3 3 3 3 3 5 .  15 8 2 5 2 5 3 3 3 3 3 3 5 .  16 2 5 2 5 2 5 3 3 3 3 3 3 5 .  17 3 3 3 3 3 3 3 3 5 .  18 2 5 2 5 3 3 3 3 3 3 3 5 .  18 2 5 2 5 3 3 3 3 3 3 5 .  19 3 3 3 3 3 3 3 5 .	<b>b</b> Applied to undistributed income of prior		_		
(Election required - see instructions)  d Appleed to 2012 distributable amount  e Remaining amount distributed out of corpus  5 Excess distributions carryover applied to 2012  (find a mount disperse in column (a))  6 Enter the nat total of each column as indicated below.  a Corpus Add lines 31, 45, and 46 Subtract line 5  b Prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2a) tax has been previously assessed  d Subtract line 6b. Taxable amount - see instructions  e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions  e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions  f Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions  f Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2008  a Excess from 2009  c Excess from 2009  c Excess from 2010  1, 423, 058. d Excess from 2011  e Excess from 2011  1, 066, 962.	years (Election required - see instructions)		0.	1	
d Applied to 2012 distributable amount e Remaining amount distributed out of corpus  5 Excess distributions carryover applied to 2012 (first amount appears in column (of, the same amount must be shaven in column (of).  6 Enter the net total of each column as indicated below.  a Corpus Add lines 31, 4c, and 4c. Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b.  E Enter the amount of prior years' undistributed income for which a notice of deficiency has been sused, or on which the section A492(a) tax has been previously assessed  4 Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract lines 4d and 5 from line 2b. 1 Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess firm 2008 1 Analysis of line 9: a Excess from 2009 2 A 3, 30.8, 375. a Excess from 2009 3 A 30.8, 375. a Excess from 2010 1 A 23, 0.58. d Excess from 2011 1 A 266, 962.	c Treated as distributions out of corpus	_			
Remaining amount distributed out of corpus	(Election required - see instructions)	0.			
5 Excess distributions carryover applied to 2012 (fria amount appears in column (d); the same amount must be shown in column (a) in the same amount must be shown in column (a) in the same amount must be shown in column (a) in the same amount must be shown in column (d) in the same amount in the sa					952,761.
(if an anount appears in column (c), the same amount must be shown in column (a).  6 Enter the net total of each column as indicated below.  a Corpus Add lines 31, 4c, and 4e Subtract line 6 b Prior years' undistributed moome Subtract line 4b from line 2b e Enter the amount of prior years' undistributed moome for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  A Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10, 397, 833.  10, 397, 833.  10, 397, 833.  10, 397, 833.  10, 397, 833.	e Remaining amount distributed out of corpus				
Indicated below	(If an amount appears in column (d), the same amount	0.			0.
b Prior years' undistributed income Subtract line 4b from line 2b  c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 c Excess from 2009 c Excess from 2011 e Excess from 2011 1, 309, 273. e Excess from 2012 1, 066, 962.					
b Prior years' undistributed income Subtract line 4b from line 2b  c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 c Excess from 2009 c Excess from 2011 e Excess from 2011 1, 309, 273. e Excess from 2012 1, 066, 962.	a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,328,207.			
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been sixed, or on which the section 4942(a) tax has been previously assessed  d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(q)(3)  Excess distributions carryover from 2007 not applied on line 5 or line 7  Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  Analysis of line 9: a Excess from 2009  A Analysis of line 9: a Excess from 2009  C Excess from 2011  1, 309, 273. e Excess from 2012  1, 066, 962.	<b>b</b> Prior years' undistributed income Subtract				
undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2009 c Excess from 2010 c Excess from 2011 c Excess from 2012	line 4b from line 2b		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2008 c Excess from 2010 d Excess from 2011 c Excess from 2011 c Excess from 2012 1, 309, 273. e Excess from 2012 1, 066, 962.	undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously		0		
amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(f) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 d Excess from 2011 d Excess from 2011 c Excess from 2011 e Excess from 2012 1, 309, 273. e Excess from 2012 1, 066, 962.			U •		<u></u>
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008			0		
4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 3,560,165. b Excess from 2009 3,038,375. c Excess from 2010 1,423,058. d Excess from 2011 e Excess from 2012 1,309,273. e Excess from 2012 1,066,962.			0.		
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 3, 560, 165. b Excess from 2009 2					
Innes 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012 1, 066, 962.					
be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2008					0.
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8					
section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012 1,066,962.	corpus to satisfy requirements imposed by		į		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012 1,066,962.		0.		-	
not applied on line 5 or line 7  9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10,397,833.  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012 1,066,962.					
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2010 c Excess from 2010 d Excess from 2011 e Excess from 2012 1,066,962.		1,930,374.			
10 Analysis of line 9:  a Excess from 2008	9 Excess distributions carryover to 2013				
10 Analysis of line 9:  a Excess from 2008		10,397,833.			
b Excess from 2009 3,038,375. c Excess from 2010 1,423,058. d Excess from 2011 1,309,273. e Excess from 2012 1,066,962.	10 Analysis of line 9:				
b Excess from 2009 3,038,375. c Excess from 2010 1,423,058. d Excess from 2011 1,309,273. e Excess from 2012 1,066,962.	a Excess from 2008 3,560,165.				
d Excess from 2011 1,309,273. e Excess from 2012 1,066,962.	b Excess from 2009 3,038,375.				
e Excess from 2012 1,066,962.	c Excess from 2010 1,423,058.	[			
_ ^^^	e Excess from 2012 1,066,962.				

Part XIV Private Operating F	L M. FREEMA				47536 Page 10
<u> </u>	<del></del>		II-A, question 9)	N/A	
1 a If the foundation has received a ruling or					
foundation, and the ruling is effective for	•	•	. ▶ └	10.10(.)(0) 1	140(1)(5)
<b>b</b> Check box to indicate whether the found		ig foundation described		4942(j)(3) or 49	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2012	(b) 2011	Prior 3 years (c) 2010	(d) 2009	(e) Total
income from Part I or the minimum	(4) 2012	(0) 2011	(6) 2010	(0) 2003	(c) iotai
investment return from Part X for					
each year listed			-		
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed			<del> </del>	<u> </u>	
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.					
Subtract line 2d from line 2c 3 Complete 3a, b, or c for the			<u>.  </u>		
alternative test relied upon:					
a "Assets" alternative test - enter:	İ				
(1) Value of all assets				ļ	
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return					
shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross					
investment income (interest, dividends, rents, payments on					
securities loans (section					
512(a)(5)), or royalties)					
(2) Support from general public					
and 5 or more exempt organizations as provided in					
section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from					
an exempt organization				<u> </u>	
(4) Gross investment income	1: (0 1		(6.41)	1 05 000	
Part XV   Supplementary Info			if the foundation	n had \$5,000 or m	ore in assets
		uctions.j			
1 Information Regarding Foundation	-	Al 00/ -{Al A-A-1			
a List any managers of the foundation wh year (but only if they have contributed r			ittibutions received by the	s loundation before the cic	ise of any tax
NONE					
b List any managers of the foundation wh other entity) of which the foundation ha			n (or an equally large porti	on of the ownership of a p	partnership or
NONE					
2 Information Regarding Contribut	tion, Grant, Gift, Loan	, Scholarship, etc., F	Programs:		
Check here 🕨 🔲 if the foundation of				not accept unsolicited req	uests for funds. If
the foundation makes gifts, grants, etc	(see instructions) to indiv	viduals or organizations	under other conditions, c	omplete items 2a, b, c, an	d d
a The name, address, and telephone num	nber or e-mail of the perso	on to whom applications	should be addressed:	SEE STATEMEN	T 16
SEE STATEMENT 15					
<b>b</b> The form in which applications should be	be submitted and informa	tion and materials they	should include:		
c Any submission deadlines:					
d Any restrictions or limitations on award	ls, such as by geographic	al areas, charitable field	s, kınds of institutions, or	other factors	

3 Grants and Contributions Paid During the	Year or Approved for Future	Payment		
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
a Paid during the year				
•				
A WIDER CIRCLE	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
4808 MOORLAND LANE STE 802				
BETHESDA, MD 20814				5,000.
NALLY ON THE COOR	, , , , , , , , , , , , , , , , , , ,	DUDI TO CUADITAV	COCIAL GERVICES	
AMERICAN RED CROSS PO BOX 4002018	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
DES MOINES, IA 50340	-	'		5,000.
225 11021120, 211 50010				
ART LEAGUE OF OCEAN CITY, INC.	NONE	PUBLIC CHARITY	ART	
PO BOX 3503				500
OCEAN CITY, MD 21843	<u> </u>			500.
ARTS FOR THE AGING, INC.	NONE	PUBLIC CHARITY	ART	
12320 PARKLAWN DRIVE				
ROCKVILLE, MD 20852				5,000.
ATLANTIC GENERAL HOSPITAL	NONE	PUBLIC CHARITY	HEALTH	
9733 HEALTHWAY DRIVE				
BERLIN MD 21811		<u> </u>	<u> </u>	250.
	<u>ONTINUATION SHE</u>	ET(S)	<u>▶ 3a</u>	1,550,013.
b Approved for future payment				
	ļ			
NONE				
		ļ		
·				
Total	,1	1	<b>▶</b> 3h	0

Form **990-PF** (2012)

#### Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated	d business income		by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code	Amount	code	Amount	Tariction income
a	-	<del></del>	+ +		<del></del>
b			+ +		
<u> </u>	1			-	
d	1			-	
e	-		+		<del></del>
g Fees and contracts from government agencies					-
g Fees and contracts from government agencies  2 Membership dues and assessments					
3 Interest on savings and temporary cash			+		
investments			14	478.	
4 Dividends and interest from securities			14	387,311.	
5 Net rental income or (loss) from real estate:				307,311.	
a Debt-financed property			<del></del>		
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property	1				
7 Other investment income		<del></del>	18	24,359.	
8 Gain or (loss) from sales of assets other				<u> </u>	
than inventory			18	191,758.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue		· · · · · · · · · · · · · · · ·			
a FEDERAL TAX REFUND			01	2,675. 11,154.	
b OTHER INCOME			01	11,154.	_
C					
d	_				
e					
12 Subtotal. Add columns (b), (d), and (e)		(	<u> </u>	617,735.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	617,735.
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).	
222621		

223621 12-05-12

Form 990-PF Part XV		egarding Transfers T	N FOUNDATION, I o and Transactions ar	NC. 52-60 nd Relationships With Nonc	)47536 Page 13 haritable
1 Did the	e organization directly or indi	rectly engage in any of the follo	owing with any other organization	described in section 501(c) of	Yes No
	·		n 527, relating to political organiz		
		lation to a noncharitable exemp			
(1) Ca		and to a none have a some	or gameation of		1a(1) X
	ther assets				1a(2) X
	transactions:				14(2) 22
	ales of assets to a noncharita	able evennt organization			1b(1) X
		oncharitable exempt organization	nn.		1b(2) X
	ental of facilities, equipment,	, -	,,,		1b(3) X
	emar or lacinites, equipment, eimbursement arrangements				1b(4) X
٠,	oans or loan guarantees	•			1b(5) X
	•	embership or fundraising solici	tations		
		· · · · · · · · · · · · · · · · · · ·			1 1
		ailing lists, other assets, or paid		ava above the four market value of the acc	
			• •	ays show the fair market value of the goo in any transaction or sharing arrangeme	
		other assets, or services recei		and the state of t	III, SHOW III
(a) Line no	(b) Amount involved		table exempt organization	(d) Description of transfers, transactions,	and charing agrangements
(u) cine no	(b) / linearit inversed	N/		(u) Description of dansiers, dansactions,	and snaming arrangements
		IN/	A		
		<u> </u>			· · · · · · · · · · · · · · · · · · ·
	···				
		-			
					<del></del>
	<del> </del>	<u> </u>			
				<u> </u>	
-				<u> </u>	
	<del></del>	<u> </u>		1	
	•	•	one or more tax-exempt organiza	ations described	
		er than section 501(c)(3)) or in	section 527?		Yes X No
b If "Yes	," complete the following sch		(1) T (	(1) Dans at a section	
-	(a) Name of or	ganization	(b) Type of organization	(c) Description of relat	ionsnip
	N/A				·
	<del></del>				
	$\sim$				
		11-11-11-11-11-11-11-11-11-11-11-11-11-			
I	nder perialitewor perjury, ridectare nd bitlief, vis true correct, and to			statements, and to the best of my knowledge attom of which preparer has any knowledge	May the IRS discuss this return with the preparer
Sign and Here	~ 7 // // <i>/ PVI</i> /	111. OX 1 0 ma/	m 11/14/12	ND 11 -1.	shown below (see instr )?
1 1		a vario		Tresident-	X Yes  No
	Signaldre of officer or truster		Date	Title	TIN
	Print/Type preparer's n	.   /}	r's signature	· · · ·	TIN
Deid	DAVID F. 6	RAILANG (PA 1 1/a.	il F. K.L. CPA	11-14-13 self- employed	P 00366995
Paid			2( 37 /0000 )	<u>L_</u>	
Prepare	111110 1101110 2 0222	LMAN, ROSENBER	G & FREEDMAN	Firm's EIN ► 52	-1392008
Use On	-				·····
	I Firm's address 🕨 🖊 📮	SEN MONTROV	' אזום פוודשם הבחו	NT i	

223622 12-05-12 BETHESDA, MD 20814-2930

(301) 951-9090 Form **990-PF** (2012)

#### Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

## **Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization		Employer identification number
	THE CARL M. FREEMAN FOUNDATION, INC.	52-6047536
Organization type (che	ck one)	
Filers of:	Section:	
Form 990 or 990-EZ	501(c)( ) (enter number) organization	
	4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation	
	527 political organization	
Form 990-PF	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	, <b>&amp;</b> &
	501(c)(3) taxable private foundation	
General Rule  X For an organiz	1(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special ation filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (incomplete Parts I and II	
Special Rules		
509(a)(1) and	601(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II	
total contribut	601(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one coons of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or of cruelty to children or animals. Complete Parts I, II, and III	
contributions f If this box is cl purpose Do n	601(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one color use exclusively for religious, charitable, etc., purposes, but these contributions did not necked, enter here the total contributions that were received during the year for an exclusion complete any of the parts unless the <b>General Rule</b> applies to this organization because table, etc., contributions of \$5,000 or more during the year	total to more than \$1,000 sively religious, charitable, etc ,
Caution. An organizati	on that is not covered by the General Rule and/or the Special Rules does not file Schedu	ile B (Form 990, 990-EZ, or 990-PF),

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to

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

Name of organization

Employer identification number

## THE CARL M. FREEMAN FOUNDATION, INC.

52-6047536

Part I	Contributors (see instructions) Use duplicate copies of Part I if addition	onal space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF JOSHUA M. FREEMAN  2300 N STREET NW  WASHINGTON, DC 20037	\$\frac{1,961,713.}{}	Person X Payroll Noncash X (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	THE FREEMAN FOUNDATION CLAT C/O EARL COLSON, TRUSTEE, ARENT FOX LLP, 1050 CONNECTICUT AVE, NW WASHINGTON, DC 20036	- \$1,326,235.	Person X Payroli Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		_ \$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZiP + 4	(c) Total contributions	(d) Type of contribution
		\ \$ 	Person Payroll Noncash (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

## THE CARL M. FREEMAN FOUNDATION, INC.

52-6047536

art II	Noncash Property (see instructions) Use duplicate copies of Part II i	If additional space is needed	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	AMERICANA INVESTMENTS, LLC, BETHANY PARTNERS, LLC, AND NOTE RECEIVABLE	-	
		\$ 1,959,168.	VARIOUS
(a) No. from	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
Part I		_	
		_ _ _ \$	
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		-	
		 \$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	<del> </del>
(a) No. from Part I	(b)  Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		_	
		 _	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		_	
		_   _   <sub>¢</sub>	
23453 12-2	)1.12	Schedule B (Form 9	90, 990-EZ, or 990-PF)

THE CARL M. FREEMAN FOUNDATION, INC.  S2  Part III  Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that to year Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once)  \$\sum_{\text{S}}\$	-6047536
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that to year Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter	-4-1 4b (\$4.000 ( ))
Use duplicate copies of Part III if additional space is needed	otal more than \$1,000 for the
(a) No.	of how gift is held
(e) Transfer of gift	
Transferee's name, address, and ZIP + 4 Relationship of transferor	to transferee
(a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description	of how gift is held
(e) Transfer of gift	
Transferee's name, address, and ZIP + 4 Relationship of transferor	to transferee
(a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description	of how gift is held
(e) Transfer of gift	
Transferee's name, address, and ZIP + 4 Relationship of transferor	to transferee
(a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description	of how gift is held
(e) Transfer of gift	
Transferee's name, address, and ZIP + 4 Relationship of transferor	r to transferee

**Supplementary Information** Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Purpose of grant or Foundation show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor NONE PUBLIC CHARITY SOCIAL SERVICES BIG BROTHERS BIG SISTERS OF DELAWARE, INC 413 LARCH CIRCLE 5,000. WILMINGTON, DE 19804 PUBLIC CHARITY EDUCATION BOONSBORO FREE LIBRARY NONE 401 POTOMAC STREET 500. BOONSBORO MD 21713 NONE PUBLIC CHARITY SOCIAL SERVICES BUILDING BRIGHT FUTURE, INC. 2542 E. FLORENCE DRIVE 250. TUCSON AZ 85716 CANCER SUPPORT COMMUNITY DELAWARE NONE PUBLIC CHARITY HEALTH 18947 JOHN J. WILLIAMS HWY SUITE 312 5,500. REHOBOTH BEACH, DE 19971 PUBLIC CHARITY ARTS & DRAMA CAPE HENLOPEN SCHOOL DISTRICT NONE 1270 KINGS HIGHWAY 298. LEWES, DE 19958 CAPITAL AREA FOOD BANK NONE PUBLIC CHARITY SOCIAL SERVICES 645 TAYLOR STREET, N.E. WASHINGTON, DC 20017 3,000. PUBLIC CHARITY ENVIRONMENT CENTER FOR THE INLAND BAYS NONE 39375 INLET ROAD 1,000. REHOBOTH BEACH, DE 19971 PUBLIC CHARITY SOCIAL SERVICES CHARITYWORKS FUND/CFNCR NONE 1320 OLD CHAIN BRIDGE ROAD, SUITE 310 50,000. MCLEAN, VA 22101 PUBLIC CHARITY SOCIAL SERVICES COMMUNITY FOUNDATION FOR MONT, COUNTY 8720 GEORGIA AVENUE, SUITE 202 SILVER SPRING, MD 20910 15,000. COURT APPT SPEC ADVOCATE OF MONT. CO. NONE PUBLIC CHARITY SOCIAL SERVICES 1010 GRANDIN AVENUE, SUITE B-3 5,000. ROCKVILLE MD 20851 Total from continuation sheets 1 534 263

3 Grants and Contributions Paid During the				
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	Amaunt
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
COVENANT HOUSE WASHINGTON	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
2001 MISSISSIPPI AVE, SE WASHINGTON, DC 20020				5,00
DELAWARE BREAST CANCER COALITION, INC. PO BOX 71	NONE	PUBLIC CHARITY	HEALTH	
OCEAN VIEW, DE 19970				4,00
DELAWARE DISTRICT III TOURNAMENTS	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
GEORGETOWN, DE 19947				20,00
DELAWARE HOSPICE, INC. 3515 SILVERSIDE ROAD	NONE	PUBLIC CHARITY	HEALTH	
WILMINGTON, DE 19810				50
DELAWARE NATURE SOCIETY 15411 ABBOTT'S POND ROAD MILFORD, DE 19963	NONE	PUBLIC CHARITY	ENVIRONMENT	5,00
DELAWARE TECHNICAL & COMMUNITY COLLEGE PO BOX 660	NONE	PUBLIC CHARITY	EDUCATION	
GEORGETOWN, DE 19947				15,00
DOWN SYNDROME NETWORK OF MONTGOMERY CTY. 10516 TULIP LANE	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
POTOMAC, MD 20854				1,00
EASTER SEALS GWBR	NONE	PUBLIC CHARITY	HEALTH	
1420 SPRING STREET SILVER SPRING, MD 20910				5,00
EASTERN MONTGOMERY EMERGENCY ASST. NTWK, P.O. BOX 10474	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
SILVER SPRING, MD 20914				5,00
FAIR CHANCE 2001 S STREET, NW, SUITE 310	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
WASHINGTON DC 20009				5,00

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Purpose of grant or Foundation show any relationship to Amount contribution status of any foundation manager Name and address (home or business) recipient or substantial contributor GEORGETOWN ELEMENTARY SCHOOL NONE PUBLIC CHARITY EDUCATION 301-A WEST MARKET ST. 5,000. GEORGETOWN, DE 19947 PUBLIC CHARITY HEALTH GILCHRIST HOSPICE CARE NONE 5537 TWIN KNOLLS ROAD, SUITE 434 COLUMBIA MD 21045 500. HEIFER INTERNATIONAL NONE PUBLIC CHARITY SOCIAL SERVICES 1 WORLD AVENUE 1,500. LITTLE ROCK, AR 72202 HOSPICE CARING, INC. NONE PUBLIC CHARITY HEALTH 518 SOUTH FREDERICK AVENUE 5,000. GAITHERSBURG, MD 20877 HOUSING OPPORTUNITIES COMM PARTNERS, NONE PUBLIC CHARITY SOCIAL SERVICES INC. 10400 DETRICK AVENUE 5,000. KENSINGTON, MD 20895 IMAGINATION STAGE, INC. NONE PUBLIC CHARITY SOCIAL SERVICES 4908 AUBURN AVE. BETHESDA, MD 20814 3,000. PUBLIC CHARITY ARTS & DRAMA INDIAN RIVER SCHOOL DISTRICT NONE 31 HOSIER STREET SELBYVILLE DE 19975 3,470. INOVA FOUNDATION NONE PUBLIC CHARITY SOCIAL SERVICES 3074 ZULLA ROAD 10,000. THE PLAINS, VA 20198 INTERFAITH WORKS, INC. NONE PUBLIC CHARITY SOCIAL SERVICES 114 W. MONTGOMERY AVENUE 5,000. ROCKVILLE, MD 20850 JEWISH FEDERATION OF GREATER NONE PUBLIC CHARITY SOCIAL SERVICES WASHINGTON 6101 MONTROSE ROAD ROCKVILLE MD 20852 50,000. Total from continuation sheets

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount contribution status of any foundation manager Name and address (home or business) recipient or substantial contributor JOSHUA M. FREEMAN FOUNDATION INC NONE PUBLIC CHARITY ARTS & DRAMA 31556 WINTERBERRY PARKWAY SELBYVILLE, DE 19975 870,000. JUNIOR ACHIEVEMENT OF GREATER NONE PUBLIC CHARITY SOCIAL SERVICES WASHINGTON 1050 17TH STREET, NW, SUITE 750 WASHINGTON, DC 20036 5,000. JUVENILE DIABETES RESEARCH FOUNDATION NONE PUBLIC CHARITY HEALTH 1400 K STREET NW SUITE 725 WASHINGTON, DC 20005 10,000. KEEN GREATER DC NONE PUBLIC CHARITY SOCIAL SERVICES P.O. BOX 341590 BETHESDA MD 20827 5,000. LA ESPERANZA NONE PUBLIC CHARITY SOCIAL SERVICES 216 NORTH RACE STREET GEORGETOWN, DE 19947 4,300. LANDON SCHOOL NONE PUBLIC CHARITY EDUCATION 6101 WILSON LANE BETHESDA, MD 20817 35,000. LIFE WITH CANCER NONE PUBLIC CHARITY SOCIAL SERVICES 1302 FAIRGROVE LANE CROWNSVILLE, MD 21032 15,000. LIONS CLUB OF OLNEY FOUNDATION NONE PUBLIC CHARITY SOCIAL SERVICES 2705 GOLD MINE ROAD 250. BROOKVILLE, MD 20833 LOWER SHORE ARC NONE PUBLIC CHARITY SOCIAL SERVICES 621 SOUTH PACIFIC AVENUE OCEAN CITY MD 21842 500. PUBLIC CHARITY SOCIAL SERVICES MANNA FOOD CENTER NONE 614 LOFSTRAND LANE ROCKVILLE, MD 20850 5,000. Total from continuation sheets

**Supplementary Information** Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual. Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor MARYLAND STATE WRESTLING ASSOCIATION NONE PUBLIC CHARITY SOCIAL SERVICES 10811 RED RUN BLVD., SUITE 200 OWINGS MILLS, MD 21117 5,000. MONTGOMERY COLLEGE NONE PUBLIC CHARITY EDUCATION 900 HUNGERFORD DRIVE, SUITE 220 10,000. ROCKVILLE, MD 20850 MONTGOMERY HOSPICE NONE PUBLIC CHARITY SOCIAL SERVICES 1355 PICCARD DRIVE, SUITE 100 3,000. ROCKVILLE MD 20850 MORGAN ARTS COUNCIL NONE PUBLIC CHARITY ARTS PO BOX 248 BERKELEY SPRINGS WV 25411 750. PUBLIC CHARITY ARTS & DRAMA MOST BLESSED SACRAMENT SCHOOL NONE 11242 RACETRACK ROAD 200. BERLIN, MD 21811 NEEDIEST KIDS NONE PUBLIC CHARITY SOCIAL SERVICES 8283 GREENSBORO DRIVE MCLEAN, VA 22102 10,000. NEW HOPE REC AND DEVELOPMENT CTR. PUBLIC CHARITY SOCIAL SERVICES NONE INC. 12564 NORTH OLD STATE ROAD P.O. BOX 310 ELLENDALE DE 19941 5,000. OLNEY HELP NONE PUBLIC CHARITY SOCIAL SERVICES PO BOX 430 500. OLNEY, MD 20830 OLNEY THEATER CENTER NONE PUBLIC CHARITY ARTS 2001 OLNEY-SANDY SPRING ROAD 12,500. OLNEY MD 20832 OUR LADY OF GOOD COUNSEL HIGH SCHOOL PUBLIC CHARITY EDUCATION NONE 17301 OLD VIC BLVD. OLNEY MD 20832 <u>5,000.</u> Total from continuation sheets

3 Grants and Contributions Paid During the			····	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
PATHWAY CHRISTIAN CHURCH	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
18433 WACHS TERRACE				
DLNEY MD 20832				1,50
PATHWAYS TO SUCCESS, INC.	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
3301 GREEN STREET				
CLAYMONT, DE 19703				5,00
PHILLIS WHEATLEY MIDDLE SCHOOL	NONE	PUBLIC CHARITY	ARTS & DRAMA	
48 CHURCH STREET BRIDGEVILLE DE 19933				64
				04
ROXANA FIRE COMPANY	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
35943 ZION CHURCH ROAD				
FRANKFORD, DE 19945				8,50
ROXANA FIRE DEPARTMENT LADIES	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
AUXILIARY				
35943 ZION CHURCH ROAD				
FRANKFORD, DE 19945				2,50
SANDY HOOK SCHOOL SUPPORT FUND	NONE	DIDITC CHARTMY	SOCIAL SERVICES	
39 MAIN STREET	NONE	FOBEIC CHARITI	SOCIAL SERVICES	
NEWTOWN, CT 06470				3,00
SANDY HOOK VOLUNTEER FIRE COMPANY,	NONE	DIIBI TO CUARTEV	SOCIAL SERVICES	
INC.	NONE	FOBLIC CHARITI	SOCIAL SERVICES	
P.O. BOX 783				
SANDY HOOK, CT 06482			-	3,00
SANDY SPRING MUSEUM 17901 BENTLEY ROAD	NONE	POBLIC CHARITY	SOCIAL SERVICES	
SANDY SPRING MD 20860				1,00
SEE FOREVER FOUNDATION	NONE	PUBLIC CHARITY	SOCIAL SERVICES	
1436 U STREET, NW SUITE 203				
WASHINGTON, DC 20009				10,00
				1
SHEPHERD CENTER FOUNDATION 2020 PEACHTREE ROAD, N.W.	NONE	PUBLIC CHARITY	HEALTH	
ATLANTA GA 30309				1,00
Total from continuation sheets				

Part XV Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor SOME NONE PUBLIC CHARITY SOCIAL SERVICES 71 O STREET, NW WASHINGTON, DC 20001 5,000. SPORTS PLUS GROUP, INC. NONE PUBLIC CHARITY SOCIAL SERVICES P.O. BOX 83274 5,000. GAITHERSBURG MD 20883 ST. JOHN'S EPISCOPAL CHURCH NONE PUBLIC CHARITY SOCIAL SERVICES 3427 OLNEY-LAYTONSVILLE RD 2,500. OLNEY MD 20832 PUBLIC CHARITY SOCIAL SERVICES STEPPING STONES SHELTER NONE PO BOX 712 ROCKVILLE, MD 20848 5,500. NONE STRATHMORE HALL FOUNDATION, INC. PUBLIC CHARITY ARTS 5301 TUCKERMAN LANE 5,000. NORTH BETHESDA, MD 20852 PUBLIC CHARITY EDUCATION STUDENT MENTORING-JOHN M CLAYTON ELEM NONE SCH 252 CLAYTON AVENUE 5,000. FRANKFORD DE 19945 PUBLIC CHARITY SOCIAL SERVICES SUNFLOWER BAKERY NONE 8507 ZIGGY LANE 5,000. GAITHERSBURG MD 20877 SUSSEX COMMUNITY CRISIS HOUSING SRVS NONE PUBLIC CHARITY SOCIAL SERVICES INC 204 E. NORTH STREET GEORGETOWN DE 19947 5,000. SUSSEX COUNTY HABITAT FOR HUMANITY NONE PUBLIC CHARITY SOCIAL SERVICES PO BOX 100 NASSAU, DE 19969 5,000. PUBLIC CHARITY EDUCATION SUSSEX TECH ADULT DIVISION NONE 17099 COUNTY SEAT HIGHWAY P.O. BOX 35

GEORGETOWN, DE 19947

Total from continuation sheets

5,000.

Supplementary Information Grants and Contributions Paid During the Year (Continuation) Recipient If recipient is an individual, Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor TEACH FOR AMERICA NONE PUBLIC CHARITY EDUCATION 5185 MACARTHUR BOULEVARD, NW, SUITE 5,000. 250 WASHINGTON DC 20016 THE COMMUNITY FOUNDATION-NAT'L CAP NONE PUBLIC CHARITY SOCIAL SERVICES REG 1201 15TH STREET NW SUITE 420 WEST 20,000. WASHINGTON, DC 20005 NONE PUBLIC CHARITY ARTS & DRAMA THE JEFFERSON SCHOOL 22051 WILSON ROAD 100. GEORGETOWN, DE 19947 THE JOHNS HOPKINS UNIVERSITY NONE PUBLIC CHARITY HEALTH 100 NORTH CHARLES STREET, SUITE 234 500. BALTIMORE, MD 21201 PUBLIC CHARITY SOCIAL SERVICES THE REDEMPTORISTINE NUNS NONE P.O. BOX 220 500. ESOPUS, NY 12429 THEARC NONE PUBLIC CHARITY SOCIAL SERVICES 2428 TRACY PLACE, NW 25,000. WASHINGTON, DC 20008 NONE PUBLIC CHARITY SOCIAL SERVICES VSA DELAWARE 1200 N. DUPONT HIGHWAY 5,000. DOVER DE 19901 PUBLIC CHARITY SOCIAL SERVICES WASHINGTON CAPITALS CHARITIES NONE 627 NORTH GLEBE ROAD, SUITE 850 ARLINGTON, VA 22203 2,500. WASHINGTON NATIONAL OPERA NONE PUBLIC CHARITY ARTS & DRAMA P.O. BOX 101510 125,000. ARLINGTON, VA 22210 PUBLIC CHARITY SOCIAL SERVICES WEST SIDE NEW BEGINNINGS, INC. NONE 19801 NORWOOD STREET 5,000. REHOBOTH BEACH DE 19971 Total from continuation sheets

Supplementary Information Grants and Contributions Paid During the Year (Continuation) If recipient is an individual, Recipient Foundation Purpose of grant or show any relationship to Amount status of contribution any foundation manager Name and address (home or business) recipient or substantial contributor WOMEN WHO CARE MINISTRIES, INC. NONE PUBLIC CHARITY SOCIAL SERVICES 19634 CLUB HOUSE ROAD, SUITE 325 5,000. MONTGOMERY VILLAGE, MD 20886 WORCESTER PREPARATORY SCHOOL NONE PUBLIC CHARITY EDUCATION 508 SOUTH MAIN STREET P.O. BOX 1006 10,000. BERLIN, MD 21811 NONE PUBLIC CHARITY SOCIAL SERVICES YELLOW RIBBON FUND, INC. 4905 DELRAY AVE., SUITE 500 5,000. BETHESDA, MD 20814 Total from continuation sheets

FORM 990-PF GAIN OR (LOS	S) FROM	SALE	OF	ASSETS		STAT	EMENT	1
(A) DESCRIPTION OF PROPERTY			7	MANNER ACQUIRED	DAT ACQUI		DATE SO	DLD
PUBLICLY TRADED SECURITIES					VARIO	US	VARIO	JS
(B) (C) GROSS COST OR SALES PRICE OTHER BASI		(D) PENSE SALE		(E) DEPRE	с.		F) OR LOS	3
1,437,931. 1,246,1	73.		0	•	0.		191,7	58.
CAPITAL GAINS DIVIDENDS FROM PART	IV							0.
TOTAL TO FORM 990-PF, PART I, LINE	6 <b>A</b>				_		191,7	58.
FORM 990-PF INTEREST ON SAVINGS A . SOURCE	ND TEMP	ORARY	CA	SH INVEST	MENTS		EMENT MOUNT	2
INTEREST EARNED							4	78.
TOTAL TO FORM 990-PF, PART I, LINE	3, COL	A MMU					4	78.
FORM 990-PF DIVIDENDS AND	) INTERE	ST FR	ОМ	SECURITIE	S	STAT	EMENT	3
SOURCE	GROSS	AMOUN	T	CAPITAL DIVIDE			UMN (A MOUNT	)
PUBLICLY TRADED SECURITIES - DIVIDENDS		AMOUN 262,83						
	2	<del></del>	7.		NDS		MOUNT	37.

FORM 990-PF	OTHER	INCOME		STATEMENT 4
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 OTHER INCOME ORIGINAL ISSUE DISCOUNT CAPITAL GAIN DISTRIBUTION TAX EXEMPT INCOME	_	291. 10,531. 6,082. 7,455.	291. 10,531. 6,082.	
FEDERAL TAX REFUND OTHER INCOME		2,675. 11,154.	2,675. 11,154.	
TOTAL TO FORM 990-PF, PART I	, LINE 11 =	38,188.	30,733.	
FORM 990-PF	LEGA	L FEES		STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
LEGAL FEES	80,312	. 0	•	26,375.
TO FM 990-PF, PG 1, LN 16A	80,312	. 0	•	26,375.
FORM 990-PF	ACCOUNT	ING FEES		STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,586	0	•	12,586.
TO FORM 990-PF, PG 1, LN 16B	12,586	0	•	12,586.

FORM 990-PF	OTHER PROFES	SIONAL FEES	S7	PATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	52,796.	43,404.	-	9,392.
TO FORM 990-PF, PG 1, LN 16C	52,796.	43,404.		9,392.
FORM 990-PF	TAX	ES	S	FATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX REAL ESTATE TAXES INCOME TAXES	29,175. 4,142. 800.	0. 0. 0.		0. 4,142. 0.
TO FORM 990-PF, PG 1, LN 18	34,117.	0.		4,142.
FORM 990-PF	OTHER E	XPENSES	S'	ratement 9
DESCRIPTION  OFFICE MOVE DUES AND SUBSCRIPTIONS INSURANCE TELEPHONE POSTAGE AND DELIVERY WEBSITE MAINTENANCE EQUIPMENT MAINTENANCE EQUIPMENT RENTAL LICENSES AND FEES GRANT & PROGRAM RELATED EXP OFFICE EXPENSES BANK FEES K-1 EXPENSES	(A) EXPENSES PER BOOKS  1,280. 5,044. 14,145. 3,982. 697. 500. 581. 1,841. 84. 19,142. 1,408. 223. 85,417.	0. 0. 0. 0. 0. 0.	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES  1,280. 5,044. 14,145. 3,982. 697. 500. 581. 1,841. 84. 19,142. 1,408. 223. 0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
EQUITIES		1,258,630.	1,258,630.
TOTAL TO FORM 990-PF, PART II, L	INE 10B	1,258,630.	1,258,630.
FORM 990-PF	CORPORATE BONDS		STATEMENT 11
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		5,999,971.	5,999,971.
TOTAL TO FORM 990-PF, PART II, L	INE 10C	5,999,971.	5,999,971.
FORM 990-PF O	THER INVESTMENTS		STATEMENT 12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUNDS LP/LLC INVESTMENTS CONGRESSIONAL BANK STOCK CSV - KEYMAN INSURANCE POLICY	FMV FMV FMV FMV	8,480,673. 1,183,794. 2,457,359. 304,415.	8,480,673. 1,183,794. 2,457,359. 304,415.
TOTAL TO FORM 990-PF, PART II, L	INE 13	12,426,241.	12,426,241.
FORM 990-PF	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER CURRENT ASSETS	0.	10,000.	10,000.
TO FORM 990-PF, PART II, LINE 15	0.	10,000.	10,000.

FORM 990-PF PART VIII - LIST TRUSTEES AND I	OF OFFICERS, DEFOUNDATION MANAGE		STATI	EMENT 14
NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHELLE L. FREEMAN ALL C/O THE ORGANIZATION'S ADDRESS	CHAIRMAN/PRESI	DENT 0.	0.	0.
STEPHEN B. HUTTLER	SECRETARY/TRUS	TEE 0.	0.	0.
CHRISTINE A. SHREVE	TREASURER/TRUS	TEE 18,500.	0.	0.
PATTI GRIMES	EXECUTIVE DIRE		15,650.	0.
GAIL MERRIAM	CONTROLLER 4.00	22,240.	2,180.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VIII	130,046.	17,830.	0.

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

STATEMENT

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

PATTI GRIMES 31556 WINTERBERRY PARKWAY SELBYVILLE, DE 19975

TELEPHONE NUMBER

302-436-3003

#### FORM AND CONTENT OF APPLICATIONS

THE FACES APPLICATION PROCESS HAS TWO STEPS, AND YOU MUST COMPLETE BOTH STEPS IN ORDER FOR YOUR APPLICATION TO BE CONSIDERED.

- 1. DETERMINE ELIGIBILITY PLEASE VISIT OUR FACES WEB PAGE TO DETERMINE WHETHER YOUR ORGANIZATION IS ELIGIBLE TO APPLY FOR A FACES GRANT.
- 2. APPLY ONLINE PLEASE SUBMIT YOUR ONLINE APPLICATION.

## ANY SUBMISSION DEADLINES

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

### RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS ELIGIBLE TO APPLY FOR GRANTS MUST MEET THE FOLLOWING CRITERIA:

- -BENEFICIARIES MUST BE AN IRS-RECOGNIZED 501(C)(3) TAX-EXEMPT, NONPROFIT ORGANIZATION OR PUBLIC AGENCY SPECIFICALLY SERVING THE RESIDENTS OF OUR FUNDING AREAS.
- ORGS. APPLYING IN MONTGOMERY COUNTY, MD, MUST HAVE AN OPERATING BUDGET OF \$750,000 OR LESS.
- ORGS. APPLYING IN SUSSEX COUNTY, DE, MUST HAVE A BUDGET OF \$500,000 OR LESS FOR SUSSEX COUNTY, DE, PROGRAMMING.

GRANTS WILL NOT BE DISTRIBUTED TO:

- INDIVIDUALS.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT

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### RESTRICTIONS AND LIMITATIONS ON AWARDS

- POLITICAL ASSOCIATIONS OR CANDIDATES.
- ORGANIZATIONS THAT WOULD DISPERSE THE FUNDING TO OTHERS.
- ORGANIZATIONS THAT DISCRIMINATE BY RACE, CREED, GENDER, SEXUAL ORIENTATION, AGE, RELIGION, DISABILITY OR NATIONAL ORIGIN.

#### REGIONAL CRITERIA:

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