



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



Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 Do not enter Social Security numbers on this form as it may be made public.
 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE CARL M. FREEMAN FOUNDATION, INC.		A Employer identification number 52-6047536
Number and street (or P.O. box number if mail is not delivered to street address) 111 ROCKVILLE PIKE	Room/suite 1100	B Telephone number 240-453-3000
City or town, state or province, country, and ZIP or foreign postal code ROCKVILLE, MD 20850		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 40,907,701.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		15,582,361.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		341.	341.		STATEMENT 2
4 Dividends and interest from securities		475,812.	475,812.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		115,119.			STATEMENT 1
b Gross sales price for all assets on line 6a		6,086,238.			
7 Capital gain net income (from Part IV, line 2)			115,128.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		239,735.	182,136.		STATEMENT 4
12 Total Add lines 1 through 11		16,413,368.	773,417.		
13 Compensation of officers, directors, trustees, etc		218,536.	0.		206,345.
14 Other employee salaries and wages		95,651.	0.		95,651.
15 Pension plans, employee benefits		37,318.	0.		37,318.
16a Legal fees STMT 5		45,041.	0.		9,547.
b Accounting fees STMT 6		6,931.	0.		6,931.
c Other professional fees STMT 7		57,729.	57,729.		0.
17 Interest					
18 Taxes STMT 8		10,383.	0.		0.
19 Depreciation and depletion		160,692.	0.		
20 Occupancy		44,147.	0.		44,147.
21 Travel, conferences, and meetings		7,921.	0.		7,921.
22 Printing and publications					
23 Other expenses STMT 9		210,560.	153,812.		56,748.
24 Total operating and administrative expenses Add lines 13 through 23		894,909.	211,541.		464,608.
25 Contributions, gifts, grants paid		2,351,575.			2,351,575.
26 Total expenses and disbursements Add lines 24 and 25		3,246,484.	211,541.		2,816,183.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		13,166,884.			
b Net investment income (if negative, enter -0-)			561,876.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of year amounts only		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments		654,833.	1,448,528.	1,448,528.	
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶	619,200.				
		Less allowance for doubtful accounts ▶	0.	619,200.	619,200.	619,200.	
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges		230,033.	216,092.	216,092.	
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 10	1,258,630.	12,578,091.	12,578,091.	
	c	Investments - corporate bonds	STMT 11	5,999,971.	7,182,343.	7,182,343.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶					
12		Investments - mortgage loans					
13		Investments - other	STMT 12	12,426,241.	13,543,982.	13,543,982.	
14		Land, buildings, and equipment basis ▶	5,838,293.				
		Less accumulated depreciation ▶	518,828.	5,104,026.	5,319,465.	5,319,465.	
15		Other assets (describe ▶)		10,000.	0.	0.	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		26,302,934.	40,907,701.	40,907,701.	
Liabilities		17	Accounts payable and accrued expenses				
		18	Grants payable				
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶	☒				
	24	Unrestricted		26,302,934.	40,907,701.		
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here ▶	☐				
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances		26,302,934.	40,907,701.		
	31	Total liabilities and net assets/fund balances		26,302,934.	40,907,701.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	26,302,934.
2	Enter amount from Part I, line 27a	2	13,166,884.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	1,437,883.
4	Add lines 1, 2, and 3	4	40,907,701.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	40,907,701.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,086,238.		5,971,110.	115,128.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			115,128.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	115,128.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,019,723.	19,247,507.	.104934
2011	2,137,106.	16,908,695.	.126391
2010	2,211,529.	15,976,320.	.138425
2009	2,375,965.	13,248,201.	.179342
2008	4,400,123.	16,824,888.	.261525

2 Total of line 1, column (d)	2	.810617
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.162123
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	26,041,777.
5 Multiply line 4 by line 3	5	4,221,971.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,619.
7 Add lines 5 and 6	7	4,227,590.
8 Enter qualifying distributions from Part XII, line 4	8	3,192,314.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	11,238.
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	11,238.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	11,238.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,600.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	9,600.	
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 SEE STATEMENT 13	9	1,638.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.CARLFREEMANFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>THE ORGANIZATION</u> Telephone no ► <u>240-453-3000</u> Located at ► <u>111 ROCKVILLE PIKE, SUITE 1100, ROCKVILLE, MD</u> ZIP+4 ► <u>20850</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2013 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 2013)	3b	X
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 2013?	4b	X

Form 990-PF (2013)

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		218,536.	25,908.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2013)

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

0.

Form 990-PF (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	20,987,761.
b	Average of monthly cash balances	1b	4,831,391.
c	Fair market value of all other assets	1c	619,200.
d	Total (add lines 1a, b, and c)	1d	26,438,352.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,438,352.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	396,575.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,041,777.
6	Minimum investment return. Enter 5% of line 5	6	1,302,089.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,302,089.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,238.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	4,298.
c	Add lines 2a and 2b	2c	15,536.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,286,553.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,286,553.
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	1,286,553.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,816,183.
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	376,131.
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	3,192,314.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,192,314.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,286,553.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	3,560,165.			
b From 2009	3,038,375.			
c From 2010	1,423,058.			
d From 2011	1,309,273.			
e From 2012	1,066,962.			
f Total of lines 3a through e	10,397,833.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	3,192,314.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,286,553.
e Remaining amount distributed out of corpus	1,905,761.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,303,594.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,560,165.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,743,429.			
10 Analysis of line 9:				
a Excess from 2009	3,038,375.			
b Excess from 2010	1,423,058.			
c Excess from 2011	1,309,273.			
d Excess from 2012	1,066,962.			
e Excess from 2013	1,905,761.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed **SEE STATEMENT 18**

SEE STATEMENT 17

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
a Paid during the year					
100CAMERAS, INC. 37 WEST 76TH STREET, SUITE 4F NEW YORK, NY 10023	NONE	PUBLIC CHARITY	EDUCATION	1,000.	
A WIDER CIRCLE 9159-C BROOKVILLE ROAD SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	SOCIAL SERVICES	11,000.	
ALI GHAN SHRINE 13100 ALI GHAN ROAD, P.O. BOX 1416 CUMBERLAND, MD 21502	NONE	PUBLIC CHARITY	SOCIAL SERVICES	250.	
AMERICAN FILM INSTITUTE 2021 NORTH WESTERN AVE LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	SOCIAL SERVICES	25,000.	
ATLANTIC GENERAL HOSPITAL 9733 HEALTHWAY DRIVE BERLIN, MD 21811	NONE	PUBLIC CHARITY	HEALTH	250.	
Total			SEE CONTINUATION SHEET(S)	2,351,575.	
b Approved for future payment					
JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 20852	NONE	PUBLIC CHARITY	SOCIAL SERVICES	300,000.	
Total					300,000.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	Yes
	1a(1)
	1a(2)
	1b(1)
	1b(2)
	1b(3)
	1b(4)
	1b(5)
	1b(6)
	1c

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

Signature of officer or trustee

Date _____

► ENT

CHAIRMAN/PRESID

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

P01330558

Firm's name ▶ GELMAN, ROSENBERG & FREEDMAN

Firm's EIN ▶ 52-1392008

Firm's address ► 4550 MONTGOMERY AVE SUITE 650N
BETHESDA, MD 20814-2930

Phone no. (301) 951-9090

Form **990-PF** (2013)

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE CARL M. FREEMAN FOUNDATION, INC.

Employer identification number

52-6047536

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

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 additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF JOSHUA M. FREEMAN 2300 N STREET NW WASHINGTON, DC 20037	\$ 14,256,126.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	THE FREEMAN FOUNDATION CLAT C/O EARL COLSON, TRUSTEE, ARENT FOX LLP, 1050 CONNECTICUT AVE, NW WASHINGTON, DC 20036	\$ 1,326,235.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE CARL M. FREEMAN FOUNDATION, INC.**52-6047536****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	<u>SECURITIES</u>	\$ <u>5,811,598.</u>	<u>VARIOUS</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
B-CC ROTARY FOUNDATION 9401 OLD GEORGETOWN ROAD BETHESDA, MD 20814	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
BEEBE MEDICAL FOUNDATION 902 SAVANNAH ROAD LEWES, DE 19958	NONE	PUBLIC CHARITY	HEALTH	5,000.
BETHESDA CARES, INC. 7728 WOODMONT AVENUE BETHESDA, MD 20814	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
BIKE & BUILD 6153 RIDGE AVENUE PHILADELPHIA, PA 19128	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500.
BOONSBORO FREE LIBRARY 401 POTOMAC STREET BOONSBORO, MD 21713	NONE	PUBLIC CHARITY	EDUCATION	750.
BOYS & GIRLS CLUB OF GREATER WASHINGTON 4103 BENNING ROAD NE WASHINGTON, DC 20019	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
CANCER SUPPORT COMMUNITY DELAWARE 18947 JOHN J. WILLIAMS HWY, SUITE 312 REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	HEALTH	3,000.
CASA, FRIENDS OF SUSSEX P.O. BOX 304 MILTON, DE 19968	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
CATHOLIC CHARITIES FOUNDATION 924 G STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
CHARITYWORKS FUND/CFNCR 1320 OLD CHAIN BRIDGE ROAD, SUITE 440 MCLEAN, VA 22101	NONE	PUBLIC CHARITY	SOCIAL SERVICES	15,000.
Total from continuation sheets				2,314,075.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CIRCLE OF HOPE THERAPEUTIC RIDING INC 22500 WEST HARRIS ROAD, P.O. BOX 463 BARNESVILLE, MD 20838	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500.
CLOTHING OUR KIDS 33013 MOORING COVE MILLSBORO, DE 19966	NONE	PUBLIC CHARITY	SOCIAL SERVICES	4,500.
COLLEGE SUCCESS FOUNDATION, DC 1805 7TH STREET NW, SUITE 500 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
COLLEGETRACKS, INC. 5126 MANNING DRIVE BETHESDA, MD 20814	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
COMMUNITY FOUNDATION FOR MONT. COUNTY 8720 GEORGIA AVENUE, SUITE 202 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	SOCIAL SERVICES	20,000.
COURT APPT SPEC ADVOCATE OF MONT. CO. 1010 GRANDIN AVENUE, SUITE B-3 ROCKVILLE, MD 20851	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
COVENANT HOUSE WASHINGTON 2001 MISSISSIPPI AVE, SE WASHINGTON, DC 20020	NONE	PUBLIC CHARITY	SOCIAL SERVICES	6,500.
DELAWARE BREAST CANCER COALITION, INC. 16529 COASTAL HIGHWAY, SUITE 116 LEWES, DE 19958	NONE	PUBLIC CHARITY	HEALTH	4,000.
DELAWARE CENTER FOR THE INLAND BAYS, INC 39375 INLET ROAD REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	ENVIRONMENT	1,000.
DELAWARE DISTRICT III P.O. BOX 1302 BETHANY BEACH, DE 19930	NONE	PUBLIC CHARITY	SOCIAL SERVICES	19,300.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DELAWARE TECHNICAL & COMMUNITY COLLEGE PO BOX 660 GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	EDUCATION	15,000.
DIAKONIA, INC. 12747 OLD BRIDGE ROAD OCEAN CITY, MD 21842	NONE	PUBLIC CHARITY	SOCIAL SERVICES	250.
DON BOSCO CRISTO REY HIGH SCHOOL P.O. BOX 56481 WASHINGTON, DC 20040	NONE	PUBLIC CHARITY	EDUCATION	1,000.
EASTER SEALS GWBR 1420 SPRING STREET SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500.
EASTERN WEST VA COMMUNITY FOUND. 229 EAST MARTIN STREET, SUITE 4 MARTINSBURG, WV 25401	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
FIRST STEPS PRIMEROS PASOS PO BOX 1003 GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
FRANKLIN E. "WIMP" HAMBURG GOLF MEMORIAL 8 KNODE CIRCLE BOONSBORO, MD 21713	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
GEORGETOWN UNIVERSITY GIFT PROCESSING DEPARTMENT 0734 WASHINGTON, DC 20073	NONE	PUBLIC CHARITY	EDUCATION	100,000.
GIRLS ON THE RUN DELAWARE, INC. P.O. BOX 4098 WILMINGTON, DE 19807	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
GONZAGA COLLEGE HIGH SCHOOL 19 EYE STREET, N.W. WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	EDUCATION	2,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GOOD COUNSEL HIGH SCHOOL 17301 OLD VIC BLVD. OLNEY, MD 20832	NONE	PUBLIC CHARITY	EDUCATION	5,000.
HEIFER INTERNATIONAL P.O. BOX 6021 ALBERT LEA, MN 56007	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,500.
HOLTON-ARMS 7303 RIVER ROAD BETHESDA, MD 20817	NONE	PUBLIC CHARITY	EDUCATION	25,000.
HOPE CONNECTIONS FOR CANCER SUPPORT 9650 ROCKVILLE PIKE BETHESDA, MD 20886	NONE	PUBLIC CHARITY	HEALTH	5,000.
HOWARD T. ENNIS SCHOOL 1250 KINGS HIGHWAY, P.O. BOX 351 LEWES, DE 19958	NONE	PUBLIC CHARITY	EDUCATION	5,000.
IMPACT SILVER SPRING 1313 EAST-WEST HIGHWAY SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
IN HONOR OF HER P.O. BOX 855 OLNEY, MD 20830	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
INDIAN RIVER SCHOOL DISTRICT 31 HOSIER STREET SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	EDUCATION	150.
JEWISH COMM CENTER OF GREATER WASHINGTON 6125 MONTROSE ROAD ROCKVILLE, MD 20852	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
JEWISH HISTORICAL SOCIETY 701 FOURTH STREET, NW, SUITE 200 WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JEWISH SOCIAL SERVICE AGENCY 6123 MONTROSE ROAD ROCKVILLE, MD 20852	NONE	PUBLIC CHARITY	SOCIAL SERVICES	30,000.
JOHNS HOPKINS UNIVERSITY 750 EAST PRATT STREET, SUITE 1700 BALTIMORE, MD 21202	NONE	PUBLIC CHARITY	HEALTH	2,000.
JOSHUA M. FREEMAN FOUNDATION INC 31556 WINTERBERRY PARKWAY SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	ARTS	1,600,000.
JUNIOR ACHIEVEMENT OF GREATER WASHINGTON 1050 17TH STREET, NW, SUITE 750 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
JUVENILE DIABETES RESEARCH FOUNDATION 1400 K STREET NW, SUITE 725 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	HEALTH	20,000.
KEEN GREATER DC P.O. BOX 341590 BETHESDA, MD 20827	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
LANDON SCHOOL 6101 WILSON LANE BETHESDA, MD 20817	NONE	PUBLIC CHARITY	EDUCATION	20,000.
LIFE WITH CANCER 1302 FAIRGROVE LANE CROWNSVILLE, MD 21032	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
LITERACY COUNCIL OF MONTGOMERY COUNTY, MD 11701 GEORGIA AVENUE - LOWER LEVEL WHEATON, MD 20902	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
LUKE'S WINGS, INC. 1238 WISCONSIN AVENUE, N.W., SUITE 401 WASHINGTON, DC 20007	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LYLE MEMORIAL FOUNDATION 13761 LAUREL ROCK DRIVE CLIFTON, VA 20124	NONE	PUBLIC CHARITY	SOCIAL SERVICES	125.
MARYLAND STATE WRESTLING ASSOCIATION 11350 MCCORMICK ROAD, EP IV HUNT VALLEY, MD 21031	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
MAYA ANGELOU SCHOOL 5600 E. CAPITAL ST. NE WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	EDUCATION	5,000.
MEALS ON WHEELS OF LEWES & REHOBOTH, INC. 32409 LEWES GEORGETOWN HWY LEWES, DE 19958	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500.
MORGAN ARTS COUNCIL PO BOX 248 BERKELEY SPRINGS, WV 25411	NONE	PUBLIC CHARITY	ARTS	750.
MOST BLESSED SACRAMENT SCHOOL 11242 RACETRACK ROAD BERLIN, MD 21811	NONE	PUBLIC CHARITY	EDUCATION	150.
MOST VALUABLE KIDS 11122 STEPHALEE LANE, SUITE 201 ROCKVILLE, MD 20852	NONE	PUBLIC CHARITY	SOCIAL SERVICES	100.
NATIONAL MS SOCIETY - MARYLAND CHAPTER 2219 YORK ROAD, SUITE 302 TIMONIUM, MD 21093	NONE	PUBLIC CHARITY	HEALTH	500.
NATIONAL WOMEN'S HISTORY MUSEUM 205 S. WHITING STREET, SUITE 254 ALEXANDRIA, VA 22304	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
NC STATE ATHLETICS ADMIN. MEN'S GOLF 2500 WARREN CARROLL DRIVE, CAMPUS 8506 RALEIGH, NC 27695	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEEDIEST KIDS 8283 GREENSBORO DRIVE MCLEAN, VA 22102	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
NEW HOPE REC AND DEVELOPMENT CTR. INC. 12564 NORTH OLD STATE ROAD, P.O. BOX 310 ELLENDALE, DE 19941	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
OLNEY HELP PO BOX 430 OLNEY, MD 20830	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
OLNEY THEATRE 2001 OLNEY SANDY SPRING ROAD OLNEY, MD 20832	NONE	PUBLIC CHARITY	ARTS	12,500.
PASSION FOR LEARNING, INC 1210 WOODSIDE PARKWAY SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
QUIET RESORTS CHARITABLE FOUNDATION P.O. BOX 354 BETHANY BEACH, DE 19930	NONE	PUBLIC CHARITY	SOCIAL SERVICES	800.
REHOBOTH BEACH BOYS & GIRLS CLUB 19285 HOLLAND GLADE ROAD REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
ROXANA FIRE COMPANY 35943 ZION CHURCH ROAD FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
SANDY SPRING MUSEUM 17901 BENTLEY ROAD SANDY SPRING, MD 20860	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,500.
SEED FOUNDATION 1776 MASSACHUSETTS AVENUE, NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SERVICE DOGS BY WARREN RETRIEVERS, INC. P.O. BOX 647 MADISON, VA 22727	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
SPORTS PLUS GROUP, INC. P.O. BOX 83274 GAITHERSBURG, MD 20883	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
ST. CAMILLUS FOOD PANTRY 1600 ST. CAMILLUS DRIVE SILVER SPRING, MD 20903	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
STEPPING STONES SHELTER PO BOX 712 ROCKVILLE, MD 20848	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
STRATHMORE HALL FOUNDATION, INC. 5301 TUCKERMAN LANE NORTH BETHESDA, MD 20852	NONE	PUBLIC CHARITY	ARTS	5,000.
STUDENT MENTORING-JOHN M CLAYTON ELEM SCH 252 CLAYTON AVENUE FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	EDUCATION	5,000.
SUNFLOWER BAKERY 8507 ZIGGY LANE GAITHERSBURG, MD 20877	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
SUSSEX ACADEMY OF ARTS & SCIENCES, INC. 21777 SUSSEX PINES ROAD GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	EDUCATION	5,000.
SUSSEX TECH FAMILY LITERACY PROGRAM 1250 KINGS HIGHWAY, P.O. BOX 351 LEWES, DE 19958	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
TEACH FOR AMERICA 1411 K STREET NW, 12TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	EDUCATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE FUND FOR WOMEN P.O. BOX 15101 NEWARK, DE 19711	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000.
THE GLOBAL DELAWARE FUND C/O DELAWARE COMMUNITY FOUNDATION 100 W. 10TH STREET, SUITE 115 WILMINGTON, DE 19899	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
THE KENNEDY CENTER P.O. BOX 101510 ARLINGTON, VA 22210	NONE	PUBLIC CHARITY	ARTS	10,000.
THE PIEDMONT COMMUNITY FOUNDATION P.O. BOX 402 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
THE SENIOR CONNECTION OF MONT. COUNTY INC 3950 FERRARA DRIVE SILVER SPRING, MD 20906	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
THE WASHINGTON BALLET 3515 WISCONSIN AVE. NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	ARTS	15,000.
THEARC 2412 TRACY PLACE, NW WASHINGTON, DC 20008	NONE	PUBLIC CHARITY	SOCIAL SERVICES	25,000.
TOP BANANA HOME DELIVERED GROCERIES, INC. 9 JOSHUA TREE COURT GAITHERSBURG, MD 20878	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 15TH STREET, N.W. WASHINGTON, DC 20024	NONE	PUBLIC CHARITY	SOCIAL SERVICES	12,500.
VSA DELAWARE 1200 N. DUPONT HIGHWAY DOVER, DE 19901	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WASHINGTON NATIONAL OPERA P.O. BOX 101510 ARLINGTON, VA 22210	NONE	PUBLIC CHARITY	ARTS	50,000.
WASHINGTON NATIONALS YOUTH BASEBALL ACAD. 1500 S. CAPITOL STREET, S.E. WASHINGTON, DC 20003	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
WASHINGTON, DC MEALS ON WHEELS, INC. 7410 NEW HAMPSHIRE AVENUE TAKOMA PARK, MD 20912	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500.
WEST SIDE NEW BEGINNINGS, INC. 19801 NORWOOD STREET REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,700.
WINCHESTER THURSTON SCHOOL 555 MOREWOOD AVENUE PITTSBURGH, PA 15213	NONE	PUBLIC CHARITY	EDUCATION	1,000.
WOMEN WHO CARE MINISTRIES, INC. 19634 CLUB HOUSE ROAD, SUITE 325 MONTGOMERY VILLAGE, MD 20886	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000.
WORCESTER COUNTY HUMANE SOCIETY, INC. P.O. BOX 48 BERLIN, MD 21811	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,086,238.	5,971,119.	0.	0.	115,119.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				115,119.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST EARNED	341.	341.	
TOTAL TO PART I, LINE 3	341.	341.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PUBLICLY TRADED SECURITIES - DIVIDENDS	360,186.	0.	360,186.	360,186.	
PUBLICLY TRADED SECURITIES - INTEREST	115,626.	0.	115,626.	115,626.	
TO PART I, LINE 4	475,812.	0.	475,812.	475,812.	

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 ORDINARY BUSINESS INCOME	37,582.	0.	
ORIGINAL ISSUE DISCOUNT	11,141.	11,141.	
CAPITAL GAIN DISTRIBUTION	123,746.	123,746.	
TAX EXEMPT INCOME	10,956.	0.	
K-1 OTHER PORTFOLIO INCOME	42,249.	42,249.	
FEDERAL TAX REFUND	9,061.	0.	
OTHER INCOME	5,000.	5,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	239,735.	182,136.	

FORM 990-PF	LEGAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	45,041.	0.		9,547.	
TO FM 990-PF, PG 1, LN 16A	45,041.	0.		9,547.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	6,931.	0.		6,931.	
TO FORM 990-PF, PG 1, LN 16B	6,931.	0.		6,931.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	57,729.	57,729.			0.
TO FORM 990-PF, PG 1, LN 16C	57,729.	57,729.			0.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	9,600.	0.			0.
INCOME TAXES	783.	0.			0.
TO FORM 990-PF, PG 1, LN 18	10,383.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE MOVE	7,895.	0.			7,895.
DUES AND SUBSCRIPTIONS	4,542.	0.			4,542.
INSURANCE	16,809.	0.			16,809.
TELEPHONE	4,485.	0.			4,485.
POSTAGE AND DELIVERY	356.	0.			356.
WEBSITE MAINTENANCE	510.	0.			510.
EQUIPMENT MAINTENANCE	1,531.	0.			1,531.
LICENSES AND FEES	354.	0.			354.
GRANT & PROGRAM RELATED EXP	12,656.	0.			12,656.
OFFICE EXPENSES	6,611.	0.			6,611.
BANK FEES	103.	0.			103.
K-1 EXPENSES	153,812.	153,812.			0.
MISCELLANEOUS	896.	0.			896.
TO FORM 990-PF, PG 1, LN 23	210,560.	153,812.			56,748.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	12,578,091.	12,578,091.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,578,091.	12,578,091.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	7,182,343.	7,182,343.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,182,343.	7,182,343.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUNDS	FMV	3,301,909.	3,301,909.
LP/LLC INVESTMENTS	FMV	846,049.	846,049.
CONGRESSIONAL BANK STOCK	FMV	2,457,359.	2,457,359.
CSV - KEYMAN INSURANCE POLICY	FMV	463,359.	463,359.
REAL ESTATE	FMV	145,549.	145,549.
ISRAEL BONDS	FMV	213,203.	213,203.
JPM DIVERSIFIED STRATEGIES	FMV	6,116,554.	6,116,554.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,543,982.	13,543,982.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT	13
-------------	------------------------	-----------	----

TAX DUE FROM FORM 990-PF, PART VI	1,638.
LATE PAYMENT INTEREST	25.
LATE PAYMENT PENALTY	49.
TOTAL AMOUNT DUE	1,712.

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 14

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/14	1,638.	1,638.	6	49.
DATE FILED	11/15/14		1,638.		
TOTAL LATE PAYMENT PENALTY					49.

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 15

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/14	1,638.	1,638.	.0300	184	25.
DATE FILED	11/15/14		1,663.			
TOTAL LATE PAYMENT INTEREST						25.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHELLE L. FREEMAN ALL C/O THE ORGANIZATION'S ADDRESS	CHAIRMAN/PRESIDENT 14.00	95,769.	3,811.	0.
STEPHEN B. HUTTLER	SECRETARY/TRUSTEE 2.00	0.	0.	0.
CHRISTINE A. SHREVE	TREASURER/TRUSTEE 4.00	12,190.	0.	0.
PATTI GRIMES	EXECUTIVE DIRECTOR 28.00	90,490.	17,760.	0.
GAIL MERRIAM	CONTROLLER 4.00	20,087.	4,337.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		218,536.	25,908.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

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 FACES GRANTS MUST MEET THE FOLLOWING CRITERIA:

- BENEFICIARIES MUST BE AN IRS-RECOGNIZED 501(C)(3) TAX-EXEMPT, NONPROFIT ORG. 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 18

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.