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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE FREEDOM FORUM INC

% FREEDOM FORUM INC

Number and street (or P O box number if mail is not delivered to street address)
555 PENNSYLVANIA AVENUE NW
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20001

A Employer identification number

54-1604427

B Telephone number (see instructions)

(202) 292-6100

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 774,590,324

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	3,389,298	3,389,298	3,389,298	
	5a	Gross rents	495,537	495,537	495,537	
	b	Net rental income or (loss) 495,537				
	6a	Net gain or (loss) from sale of assets not on line 10	17,301,235			
	b	Gross sales price for all assets on line 6a 119,573,766				
	7	Capital gain net income (from Part IV, line 2)		17,299,172		
	8	Net short-term capital gain			17,299,172	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5,718			
	12	**Total.** Add lines 1 through 11	21,191,788	21,184,007	21,184,007	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	1,243,487	102,482	102,482	1,141,005
	14	Other employee salaries and wages	1,685,907	30,820	30,820	1,667,454
	15	Pension plans, employee benefits	3,381,039	7,507	7,507	1,489,316
	16a	Legal fees (attach schedule)	121,662	0	0	124,114
	b	Accounting fees (attach schedule)	268,407	12,161	12,161	187,237
	c	Other professional fees (attach schedule)	6,320,875	6,161,161	6,161,161	151,088
	17	Interest	538,274			513,210
	18	Taxes (attach schedule) (see instructions)	1,618,530	136,784	136,784	355,602
	19	Depreciation (attach schedule) and depletion	3,611,490			
	20	Occupancy	1,332,744	44,390	44,390	1,273,756
	21	Travel, conferences, and meetings	246,000	26,511	26,511	237,224
	22	Printing and publications	38,891			51,273
	23	Other expenses (attach schedule)	430,056			293,646
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,837,362	6,521,816	6,521,816	7,484,925
	25	Contributions, gifts, grants paid	28,630,556			28,675,056
	26	**Total expenses and disbursements.** Add lines 24 and 25	49,467,918	6,521,816	6,521,816	36,159,981
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-28,276,130			
	b	**Net investment income** (if negative, enter -0-)		14,662,191		
	c	**Adjusted net income** (if negative, enter -0-)			14,662,191	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	773,338	1,745,644	1,745,644
	2	Savings and temporary cash investments	5,838,426	5,938,988	5,938,988
	3	Accounts receivable ▶ 3,639,706			
		Less allowance for doubtful accounts ▶	59,082	3,639,706	3,639,706
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	3,744,820	3,604,519	3,604,519
	10a	Investments—U S and state government obligations (attach schedule)	7,238,355	8,417,914	8,687,061
	b	Investments—corporate stock (attach schedule)	197,447,108	191,895,404	255,665,778
	c	Investments—corporate bonds (attach schedule)	33,148,871	34,417,454	33,299,698
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	53,801,830	34,049,195	59,691,476
	14	Land, buildings, and equipment basis ▶ 493,498,096			
		Less accumulated depreciation (attach schedule) ▶ 94,342,005	415,037,111	399,156,091	399,156,091
	15	Other assets (describe ▶)	6,437,637	3,161,363	3,161,363
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	723,526,578	686,026,278	774,590,324
Liabilities	17	Accounts payable and accrued expenses	40,958,798	27,361,656	
	18	Grants payable	1,116,000	1,071,500	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)	231,525,000	228,575,000	
	22	Other liabilities (describe ▶)	110,257,866	90,242,674	
	23	**Total liabilities** (add lines 17 through 22)	383,857,664	347,250,830	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	339,668,914	338,775,448	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	339,668,914	338,775,448	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	723,526,578	686,026,278	

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	339,668,914
2	Enter amount from Part I, line 27a	2	-28,276,130
3	Other increases not included in line 2 (itemize) ▶	3	27,462,911
4	Add lines 1, 2, and 3	4	338,855,695
5	Decreases not included in line 2 (itemize) ▶	5	80,247
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	338,775,448

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	See Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a	See Additional Data Table			
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	17,299,172
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	17,299,172

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 page 18 of 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	42,201,043	383,347,540	0 110086
2011	46,204,772	426,226,899	0 108404
2010	58,008,849	401,093,199	0 144627
2009	74,935,984	354,192,378	0 211569
2008	97,441,559	465,796,815	0 209193

2	**Total** of line 1, column (d)	2	0 783879
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	0 156776
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	426,929,881
5	Multiply line 4 by line 3	5	66,932,359
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	146,622
7	Add lines 5 and 6	7	67,078,981
8	Enter qualifying distributions from Part XII, line 4	8	36,180,945

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 page 18 of the 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	293,244
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	
3	Add lines 1 and 2			3	293,244
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	293,244
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	110,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	160,000
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	133,244
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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶DC, TN, VA			
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	Yes	
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*	9	Yes	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW FREEDOMFORUM ORG

14 The books are in care of ▶FREEDOM FORUM INC Telephone no ▶(202) 292-6100

Located at ▶555 PENNSYLVANIA AVENUE NW WASHINGTON DC ZIP+4 ▶20001

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 |

		Line	Yes	No
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?	16		No
	See 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.

		Line	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 page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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? ☐ **Yes** ☑ **No**			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions). ☐ 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)?	**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? ☐ 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**		No
	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?	**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 (see instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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
ALLEN NEUHARTH 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	FOUNDER 40 0	225,000	670,817	117,094
JOHN QUINN 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	ADVISOR 40 0	56,250	556,581	84,813
SHERRY MINEAR 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	DIRECTOR OF FINANCE 40 0	139,820	5,780	
CINDY KEITH 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	DIR /HUMAN RESOURCES 40 0	106,090		
JUANIE FUQUA 555 PENNSYLVANIA AVENUE NW WASHINGTON,DC 20001	EXEC ASST TO THE CEO 40 0	104,339	25,041	
Total number of other employees paid over $50,000				14

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS PRINCETON FUND LTD 701 MT LUCAS ROAD PRINCETON,NJ 08540	INVESTMENT ADVISOR	1,185,645
GOLDMAN SACHS INVESTMENT PTNRS OFFSHORE 85 BROAD STREET NEW YORK,NY 10004	INVESTMENT ADVISOR	673,368
GOLDMAN SACHS MBEYE INVESTORS LP 32 OLD SLIP NEW YORK,NY 10005	INVESTMENT ADVISOR	1,102,222
GOLDMAN SACHS MBEYE INVESTLP CLASS E 32 OLD SLIP NEW YORK,NY 10005	INVESTMENT ADVISOR	382,420
GOLDMAN SACHS ADVISORY 1735 MARKET STREET PHILADELPHIA,PA 19103	INVESTMENT ADVISOR	525,233
Total number of others receiving over $50,000 for professional services. . . . . ▶		41

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 EXPENDITURES MADE TO ADVANCE AND MAINTAIN THE OPERATIONS AND OPERATIONAL ASSETS OF NEWSEUM, INC (AN IRC 501(C)(3) TAX EXEMPT ORG) & NEWSEUM INSTITUTE INC (EDUC INSTITUTION)	28,630,556
2 FIRST AMENDMENT CENTER A FORUM FOR THE STUDY AND EXPLORATION OF FREE EXPRESSION ISSUES, INCLUDING FREEDOM OF SPEECH, PRESS, RELIGION, ASSEMBLY, AND PETITION OF GOV'T	204,282
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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	348,742,454
b	Average of monthly cash balances.	1b	543,394
c	Fair market value of all other assets (see instructions).	1c	84,145,503
d	**Total** (add lines 1a, b, and c).	1d	433,431,351
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	433,431,351
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,501,470
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	426,929,881
6	**Minimum investment return.** Enter 5% of line 5.	6	21,346,494

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	
2a	Tax on investment income for 2013 from Part VI, line 5.	2a			
b	Income tax for 2013 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	

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	36,159,981
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	20,964
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	36,180,945
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 (see instructions).	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	36,180,945

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				0
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 36,180,945				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income 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	0			
5 Excess distributions carryover applied to 2013				
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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.				
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 instructions			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) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . . 0				

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

1a 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. . . . . . . ▶ 1992-01-30

b Check box to indicate whether the organization is a private operating foundation described in section ☑ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	14,662,191	3,107,738	2,107,761	1,015,190	20,892,880
b 85% of line 2a	12,462,862	2,641,577	1,791,597	862,912	17,758,948
c Qualifying distributions from Part XII, line 4 for each year listed	36,180,945	42,201,043	46,204,772	58,008,849	182,595,609
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	36,180,945	42,201,043	46,204,772	58,008,849	182,595,609
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets	774,590,324	765,567,826	797,729,314	867,021,671	3,204,909,135
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	12,453,943	12,778,251	14,496,585	13,369,774	53,098,553
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				28,675,056
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	3,389,298	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	495,537	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	17,301,235	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER INCOME	900099				5,718
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				21,186,070	5,718

13 Total. Add line 12, columns (b), (d), and (e). **13** 21,191,788

(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) (See instructions)
11	PROGRAM INCOME

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

****** | 2014-10-22 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Frank Giardini				P00532355
Firm's name ▶ Grant Thornton LLP			Firm's EIN ▶	
Firm's address ▶ 2010 CORPORATE RIDGE SUITE 400 MCLEAN, VA 22102			Phone no (202) 292-6100	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
INVESTMENT ACCOUNT			
BROKERAGE			
CORE HIGH QUALITY			
LARGE CAP			
SOUNDSHORE			
DELAWARE			
NEUBERGER GERMAN LCG			
MARGIN			
TCW LARGE CAP			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,042			3,042
4,983,467			4,983,467
175,119			175,119
1,197,331			1,197,331
1,916,804			1,916,804
3,807,752			3,807,752
1,513,291			1,513,291
537,170			537,170
3,165,196			3,165,196

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			3,042
			4,983,467
			175,119
			1,197,331
			1,916,804
			3,807,752
			1,513,291
			537,170
			3,165,196

Form 990PF Part VIII Line 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
NICOLE F MANDEVILLE 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	SVP FINANCE 40 0	289,416	44,622	13,960
PAMELA GALLOWAY TABB 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	SVP CONFERENCES 10 0	0		
KEN PAULSON 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	PRESIDENT/CEO FIRST ADMEND CTR 40 0	270,416	168,912	61,570
EUGENE POWELL POLICINSKI 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	COO NEWSEUM INSTITUTE 10 0	0		
JAMES UPDIKE 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	SVP Technology 10 0	0		
MALCOLM KIRSCHENBAUM 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	21,996		
H WILBERT NORTON JR 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	12,000		
PETER PRICHARD 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	21,996	500	
ORAGE QUARLES III 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	0		
JUDY WOODRUFF 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	9,000		
JAN NEUHARTH 555 Pennsylvania Avenue Washington, DC 20001	Trustee 10 0	21,996		
BRUCE DOEG 555 PENNSYVLANIA AVENUE NW WASHINGTON, DC 20001	ASSISTANT SECRETARY 10 0	0		
HOWARD BAKER 555 PENNSYVLANIA AVENUE NW WASHINGTON, DC 20001	SECRETARY/TRUSTEE 10 0	0		
MICHAEL COLEMAN 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	12,000		
JAMES C DUFF 555 PENNSYLVANIA AVE NW WASHINGTON, DC 20001	PRESIDENT/CEO 40 0	556,917	52,954	21,054
BETTE BAO LORD 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	12,000		
CATHY TROST 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	VP EXHIBITS AND PROGRAMS 10 0	0		
COURTNEY SURLS 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	SVP DEVELOPMENT 10 0	0		
ROBERT S WILLIAMS 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	VP MARKETING 10 0	0		
JIM ABBOTT 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	12,000		
ROBERT KHAYAT 555 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20001	TRUSTEE 10 0	3,750		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Newseum Inc 555 Pennsylvania Avenue NW 43214 Washington, DC 20001	Related Organization	Charitable Org	General Support	22,904,093
Newseum Institute Inc 1207 8th Street South 37205 Nashville, TN 37212	Related Organization	Charitable Org	General Support	5,726,463
Boston University Boston University Financial Assista Boston, MA 02215	Unrelated	501 (c) (3)	Free Spirit Scholarship	2,000
Northwestern University 619 Clark Street 881 Commonwealth Avenue Evanston, IL 60208	Unrelated	501 (c) (3)	Free Spirit Scholarship	2,000
University of Michigan Office of Financial Aid Ann Arbor, MI 481091316	Unrelated	501 (c) (3)	Free Spirit Scholarship	2,000
Arizona State University PO Box 870112 515 E Jefferson Street Tempe, AZ 852870112	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Boston College 140 Commonwealth Ave- ONeil Librar Chestnut Hill, MA 02467	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Case Western Reserve University 10900 Euclid Ave 06426 Cleveland, OH 44106	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
College of Charleston 66 George Street Charleston, SC 29424	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Cornell University PO Box 6738 Ithaca, NY 148516738	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Georgetown University Office of Student Financial Service Washington, DC 20057	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Harvard University 1033 Mass Ave 2nd Floor Box 571252 37th and O Streets Cambridge, MA 02138	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Indiana University Poplars Building Bloomington, IN 47405	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Iowa University Student Financial Aid East 7th Street Iowa City, IA 52242	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Keene State College 229 Main St 208 Calvin Hall Keene, NH 034352606	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Total . . . . ▶ **3a**				28,675,056

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Marshall University Student Financial Assistance Huntington, WV 25755	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Mills College 5000 MacArthur Blvd Old Main 116 John Marshall Dr Oakland, CA 94613	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
New York University Undergraduate Admissions New York, NY 10012	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Ohio State University Bursar Student Academic Svcs 2nd 665 Broadway 11th Floor Columbus, OH 43210	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Oklahoma State University OSU Bursar 113 Student Union 281 West Lane Ave Stillwater, OK 74078	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Penn State University Office of Student Aid University Park, PA 16802	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Pomona College 333 N College Way 314 Shields Building Claremont, CA 91711	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Regents of the Univof Idaho 875 Perimeter Dr MS 4291 Moscow, ID 838444291	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Saint Anselm College 100 St Anselm Drive 37219 Manchester, NH 03102	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Stanford University Financial Aid Office 10138-0018 Stanford, CA 94305	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
The University of the South 735 University Ave Montag Hall 355 Galvez St Sewanee, TN 373831000	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
UnivNC-Chapel Hill Student Account Svcs 450 Ridge Rd York 12874 Chapel Hill, NC 275991400	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Univof Denver (Colorado Seminary) 2199 S University Blvd SASB North Ste 2215 CB1400 Denver, CO 80208	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of Alabama Office of Student Receivables 0102 Lee Building Tuscaloosa, AL 35487	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of Connecticut 343 Mansfield Road U-4100 Box 870120 Storrs, CT 062694100	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Total . . . . ▶ 3a				28,675,056

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
University of Florida Student Financial Affairs Gainesville, FL 326114025	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of Maryland College Park Office of Student Financial Aid PO Box 114025 College Park, MD 20742	Unrelated	501 (c) (3)	Free Spirit Scholarship	2,000
University of Minn-Twin Cities 240 Williamson Hall 0102 Lee Building Minneapolis, MN 55455	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of Mississippi Office of Financial Aid 231 Pillsbury Drive SE University, MS 38677	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of Montana Financial Aid Office PO Box 1848 Missoula, MT 59812	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of NC-Chapel Hill Student Account Svcs 450 Ridge Rd Chapel Hill, NC 275991400	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of New Mexico 1155 University Blvd SE SASB North Ste 2215 CB1400 Albuquerque, NM 87106	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of Rhode Island 35 Campus Ave Kingston, RI 02881	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of South Carolina 516 Main St Columbia, SC 29208	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of South Dakota 414 E Clark St Vermillion, SD 57069	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
University of Wisconsin-Oshkosh 800 Algoma Blvd Oshkosh, WI 54901	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Wesleyan University 237 High St Middletown, CT 06459	Unrelated	501 (c) (3)	Free Spirit Scholarship	1,000
Amy Watson 18069 Ira Babin Drive Prairieville, LA 70769	Unrelated	Individual	Free Spirit Scholarship	500
Total . . . . ▶ **3a**				28,675,056

TY 2013 Accounting Fees Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	268,407	12,161	12,462	187,237

TY 2013 Compensation Explanation

Name: THE FREEDOM FORUM INC
EIN: 54-1604427

Person Name	Explanation
PAMELA GALLOWAY TABB	MS GALLOWAY-TABB IS AN EMPLOYEE OF NEWSEUM, INC
EUGENE POWELL POLICINSKI	MR POWELL POLICINSKI IS AN EMPLOYEE OF NEWSEUM INSTITUTE
JAMES UPDIKE	MR UPDIKE IS AN EMPLOYEE OF NEWSEUM, INC
CATHY TROST	MS TROST IS AN EMPLOYEE OF NEWSEUM, INC
COURTNEY SURLS	MS SURLS IS AN EMPLOYEE OF NEWSEUM, INC
ROBERT S WILLIAMS	MR WILLIAMS IS AN EMPLOYEE OF NEWSEUM, INC

TY 2013 Depreciation Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

TY 2013 Investments Corporate Bonds Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	34,417,454	33,299,698

TY 2013 Investments Corporate Stock Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	191,895,404	255,665,778

TY 2013 Investments Government Obligations Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

US Government Securities - End of Year Book Value:

US Government Securities - End of Year Fair Market Value:

State & Local Government Securities - End of Year Book Value:

State & Local Government Securities - End of Year Fair Market Value:

TY 2013 Investments - Land Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491300000004

TY 2013 Investments - Other Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS		34,049,195	59,691,476

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491300000004

TY 2013 Land, Etc. Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

TY 2013 Legal Fees Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	121,662			124,114

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491300000004

TY 2013 Mortgages and Notes Payable Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Total Mortgage Amount: 228575000

Item No.	1
Lender's Name	BONDS NOTE PAYABLE
Lender's Title	
Relationship to Insider	
Original Amount of Loan	
Balance Due	228575000
Date of Note	
Maturity Date	
Repayment Terms	
Interest Rate	
Security Provided by Borrower	
Purpose of Loan	
Description of Lender Consideration	
Consideration FMV	

TY 2013 Other Assets Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME RECEIVABLE	969,544	59,251	59,251
INVESTMENT IN LIFE INS POLICY	2,851,843	1,018,469	1,018,469
MISCELLANEOUS ASSETS	2,332,490	1,710,818	1,710,818
INVESTMENT IN ARTWORK	273,386	273,386	273,386
FUNDS HELD WITH TRUSTEE	10,374	25,380	25,380
DIVIDENDS RECEIVABLE		74,059	74,059

TY 2013 Other Decreases Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Amount
LOSS ON SPLIT DOLLAR	80,247

TY 2013 Other Expenses Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSES	252,763			247,217
EQUIPMENT EXPENSES	53,729			46,242
A/V PRODUCTION				187
AMORTIZATION	123,564			

TY 2013 Other Income Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	5,718		

TY 2013 Other Increases Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Amount
CHANGE IN ADDITIONAL PENSION LIABILITY	12,119,185
ADMINISTRATIVE COST ALLOCATIONS	8,726,847
UNREALIZED GAIN ON INVESTMENTS	3,062,830
RECLASS OF CURRENT UBIT LIABILITY	1,668,287
RECLASS OF DEFERRED UBIT LIABILITY	1,885,762

TY 2013 Other Liabilities Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Beginning of Year - Book Value	End of Year - Book Value
ESCHEAT LIABILITY	210,573	201,196
MARGIN PAYABLE	77,683,576	77,683,172
DUE FROM AFFILIATES	28,451,183	10,205,324
FEDERAL EXCISE TAXES PAYABLE	772,909	2,152,775
CURRENT UBIT PAYABLE	3,139,625	
DEPENDENT CARE PAYABLE		207

TY 2013 Other Professional Fees Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	157,135			148,509
TRAINING PROFESSIONAL FEES	2,579			2,579
INVESTMENT MANAGEMENT FEES	6,161,161	6,161,161	6,161,161	

TY 2013 Taxes Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PERSONAL PROPERTY TAX	101,067	101,067	101,067	101,067
TAXES - G&A GENERAL	9,183			
DEFERRED EXCISE TAX	1,102,708			
EXCISE TAX	369,855			110,000
TAX CAPITAL CALL	35,717	35,717	35,717	35,717