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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.**

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
THE FREEDOM FORUM INC

A Employer identification number
54-1604427

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

Room/suite

B Telephone number (see instructions)
(202) 292-6100

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

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)*▶$ 804,526,021

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))*

			(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)				
	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	3,399,709	3,399,709	3,400,001	
	5a	Gross rents	492,770	492,770	519,271	
	b	Net rental income or (loss) 492,770				
	6a	Net gain or (loss) from sale of assets not on line 10	24,331,398			
	b	Gross sales price for all assets on line 6a 107,137,085				
	7	Capital gain net income (from Part IV, line 2)		24,330,322		
	8	Net short-term capital gain			175,992	
	9	Income modifications			500	
	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)	198,300	0	198,300	
	12	**Total.** Add lines 1 through 11	28,422,177	28,222,801	4,294,064	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	1,796,033	98,719	98,719	1,697,313
	14	Other employee salaries and wages	12,734	33,564	33,564	44,133
	15	Pension plans, employee benefits	1,459,091	7,353	7,353	1,370,308
	16a	Legal fees (attach schedule)	213,326	0	0	223,548
	b	Accounting fees (attach schedule)	285,441	12,994	12,994	332,405
	c	Other professional fees (attach schedule)	12,607,425	11,441,816	11,441,816	1,162,083
	17	Interest	451,564	0	0	620,145
	18	Taxes (attach schedule) (see instructions)	1,166,239	62,019	62,019	572,518
	19	Depreciation (attach schedule) and depletion	3,363,497	0	0	
	20	Occupancy	1,310,436	61,953	61,953	1,459,304
	21	Travel, conferences, and meetings	227,888	54,023	54,023	161,773
	22	Printing and publications	20,305	0	0	20,110
	23	Other expenses (attach schedule)	373,402	0	0	258,463
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,287,381	11,772,441	11,772,441	7,922,103
	25	Contributions, gifts, grants paid	25,719,510			25,472,010
	26	**Total expenses and disbursements.** Add lines 24 and 25	49,006,891	11,772,441	11,772,441	33,394,113
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-20,584,714			
	b	**Net investment income** (if negative, enter -0-)		16,450,360		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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	1,745,644	2,405,420	2,405,420
2	Savings and temporary cash investments	5,938,988		
3	Accounts receivable ▶ 272,410			
	Less allowance for doubtful accounts ▶	3,639,706	272,410	272,410
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	3,604,519		
10a	Investments—U S and state government obligations (attach schedule)	8,417,914	11,583,244	11,583,244
b	Investments—corporate stock (attach schedule)	191,895,404	302,147,894	302,147,894
c	Investments—corporate bonds (attach schedule)	34,417,454	39,548,299	39,548,299
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	34,049,195	57,057,063	57,057,063
14	Land, buildings, and equipment basis ▶ 493,884,300			
	Less accumulated depreciation (attach schedule) ▶ 110,067,160	399,156,091	383,817,140	383,817,140
15	Other assets (describe ▶)	3,161,363	7,694,551	7,694,551
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	686,026,278	804,526,021	804,526,021
Liabilities				
17	Accounts payable and accrued expenses	27,361,656	32,348,074	
18	Grants payable	1,071,500	1,319,000	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)	228,575,000	225,525,000	
22	Other liabilities (describe ▶)	90,242,674	103,444,011	
23	**Total liabilities** (add lines 17 through 22)	347,250,830	362,636,085	
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	338,775,448	441,889,936	
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 instructions)	338,775,448	441,889,936	
31	**Total liabilities and net assets/fund balances** (see instructions)	686,026,278	804,526,021	

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	338,775,448
2	Enter amount from Part I, line 27a	2	-20,584,714
3	Other increases not included in line 2 (itemize) ▶	3	133,952,551
4	Add lines 1, 2, and 3	4	452,143,285
5	Decreases not included in line 2 (itemize) ▶	5	10,253,349
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	441,889,936

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)
1 a	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
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	106,957,193		82,802,863	24,154,330
b	175,992			175,992
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				24,154,330
b				175,992
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	24,330,322
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	175,992

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	36,180,945	426,929,881	0 084747
2012	42,201,043	383,347,650	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

2	**Total** of line 1, column (d).	2	0 659433
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 131887
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	440,774,432
5	Multiply line 4 by line 3.	5	58,132,418
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	164,504
7	Add lines 5 and 6.	7	58,296,922
8	Enter qualifying distributions from Part XII, line 4.	8	33,586,704

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	329,007
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	329,007
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	329,007
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	160,000		
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	160,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	4,436
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	173,443
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 2015 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 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 ▶ $ 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.*	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		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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 2014 or the taxable year beginning in 2014 (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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶NICOLE MANDEVILLE 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 |

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (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
JUANIE FUQUA 555 PENNSYLVANIA AVE NW WASHINGTON, DC 20001	EXEC ASST TO CEO 40 00	137,536	21,434	0
SHERRY MINEAR 555 PENNSYLVANIA AVE NW WASHINGTON, DC 20001	DIR/FINANCE 40 00	146,788	3,177	0
CINDY KEITH 555 PENNSYLVANIA AVE NW WASHINGTON, DC 20001	DIR/HR 40 00	109,167	8,407	0
CARRIE FULTON 555 PENNSYLVANIA AVE NW WASHINGTON, DC 20001	ACCOUNTING MANAGER 40 00	108,745	6,914	1,560
JIM LESKANICH 555 PENNSYLVANIA AVE NW WASHINGTON, DC 20001	MAILROOM MANAGER 40 00	86,175	14,266	0

Total number of other employees paid over $50,000 ▶ 8

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 MBEYE INVESTORS LP 32 OLD SLIP NEW YORK, NY 10005	INVESTMENT ADVISOR	5,292,482
GOLDMAN SACHS AND COMPANY 85 BROAD STREET NEW YORK, NY 10004	INVESTMENT ADVISOR	1,243,497
GOLDMAN SACHS MBEYE INVESTORS LP 32 OLD SLIP NEW YORK, NY 10005	INVESTMENT ADVISOR	1,216,826
GOLDMAN SACHS PRINCETON FUND 701 MT LUCAS ROAD PRINCETON, NJ 08540	INVESTMENT ADVISOR	1,170,609
IDEO LP 150 FOREST AVENUE PALO ALTO, CA 94301	CONSULTING FIRM	925,000
Total number of others receiving over $50,000 for professional services. . . . . ▶		22

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 ORGANIZATION) AND NEWSEUM INSITITUTE, INC (EDUC INSTITUTION)	33,144,113
2 FIRST AMENDMENT CENTER A FORUM FOR THE STUDY AND EXPLORATION OF FREE EXPRESSION ISSUES, INLCUDING FREEDOM OF SPEECH, PRESS, RELIGION, ASSEMBLY AND PETITION OF GOVERNMENT	250,000
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	
2	
All other program-related investments See instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	367,501,161
b	Average of monthly cash balances	1b	1,635,704
c	Fair market value of all other assets (see instructions)	1c	78,349,868
d	**Total** (add lines 1a, b, and c)	1d	447,486,733
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	447,486,733
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,712,301
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	440,774,432
6	**Minimum investment return.** Enter 5% of line 5	6	22,038,722

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 2014 from Part VI, line 5 — 2a		
b	Income tax for 2014 (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	33,394,113
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	192,591
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	33,586,704
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	33,586,704

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ ____________				
a Applied to 2013, but not more than line 2a				
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 2014 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

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 2014, 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			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	14,662,191	3,107,738	2,107,761	19,877,690
b 85% of line 2a	0	12,462,862	2,641,577	1,791,597	16,896,037
c Qualifying distributions from Part XII, line 4 for each year listed	33,586,704	36,180,945	42,201,043	46,204,772	158,173,464
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	33,586,704	36,180,945	42,201,043	46,204,772	158,173,464
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets	804,526,021	774,590,324	765,567,826	797,729,314	3,142,413,485
(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	14,692,481	9,774,794	2,071,825	1,405,174	27,944,274
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))

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

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 email address 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*				
NEWSEUM INSTITUTE INC 1207 8TH STREET SOUTH NASHVILLE,TN 37212	RELATED ORGANIZATION	N/A	GENERAL SUPPORT	4,819,742
NEWSEUM INC 555 PENNSYLVANIA AVENUE NW WASHINGTON,DC 20001	RELATED ORGANIZATION	501C3	GENERAL SUPPORT	20,649,768
RIYA PATEL 1033 MASS AVE 2ND FLOOR CAMBRIDGE,MA 02138	NONE	N/A	FREE SPIRIT SCHOLARSHIP	1,000
DAVID LIU OFFICE OF COLLEGE AID CHICAGO,IL 60637	NONE	N/A	FREE SPIRIT SCHOLARSHIP	1,000
Total . . . . ▶ **3a**				25,471,510
b *Approved for future payment*				
UNIVERSITY OF SOUTH DAKOTA 414 E CLARK ST VERMILLION,SD 57069	NONE	501C3	EDUCATION	250,000
Total . . . . ▶ **3b**				250,000

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	3,399,709	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	492,770	
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	24,331,398	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a OTHER INCOME			01	198,300	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		28,422,177	0

13 Total. Add line 12, columns (b), (d), and (e). 13 28,422,177

(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)

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

Signature of officer or trustee	Date	Title
******	2015-11-10	******

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 H SMITH		2015-11-10	☐	P00639053

Firm's name ▶ RAFFA PC

Firm's EIN ▶ 52-1511275

Firm's address ▶ 1899 L STREET NW SUITE 850 WASHINGTON, DC 20036

Phone no (202) 822-5000

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
JAMES C DUFF 650000 DEFERRED COMP INCLUDED WASHINGTON,DC 20001	PRESIDENT/CEO 40 00	1,212,439	18,841	23,452
BRUCE DOEG 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	SECRETARY/TRUSTEE 10 00	0	0	0
JAMES ABBOTT 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	TRUSTEE 10 00	12,000	0	0
MICHAEL COLEMAN 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	TRUSTEE 10 00	12,000	0	0
MALCOLM KIRSCHENBAUM 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	TRUSTEE 10 00	23,496	0	0
JAN NEUHARTH 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	TRUSTEE 10 00	24,277	0	0
H WILBERT NORTON JR 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	TRUSTEE 10 00	12,000	0	0
PETER PRICHARD 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	TRUSTEE 10 00	19,655	0	0
ORAGE QUARLES 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	TRUSTEE 10 00	0	0	0
JUDY WOODRUFF 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	TRUSTEE 10 00	12,000	0	0
NICOLE F MANDEVILLE 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	SVP FINANCE 40 00	298,083	24,659	16,787
PAMELA GALLOWAY TABB 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	SVP CONFERENCE 10 00	0	0	0
KEN PAULSON 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	FORMER PRES /CEO 40 00	170,083	23,089	73,491
JAMES UPDIKE 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	SVP TECHNOLOGY 10 00	0	0	0
CATHY TROST 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	VP EXHIBITS AND PROGRAMS 10 00	0	0	0
COURTNEY SURLS 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	SVP DEVELOPMENT 10 00	0	0	0
ROBERT S WILLIAMS 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	VP MARKETING 10 00	0	0	0
EUGENE POWELL POLICINSKI 555 PENNSYLVANIA AVE NW WASHINGTON,DC 20001	COO NEWSEUM INSTITUTE 1 00	0	0	0

TY 2014 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	285,441	12,994	12,994	332,405

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Gain/Loss from Sale of Other Assets Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
GAIN ON SALE OF FIXED ASSETS		PURCHASED			3,900	2,824		0	1,076	

TY 2014 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	39,548,299	39,548,299

TY 2014 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	302,147,894	302,147,894

TY 2014 Investments Government Obligations Schedule

Name:	THE FREEDOM FORUM INC
EIN:	54-1604427
US Government Securities - End of Year Book Value:	11,583,244
US Government Securities - End of Year Fair Market Value:	11,583,244
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2014 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	AT COST	57,057,063	57,057,063

TY 2014 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	213,326	0	0	223,548

TY 2014 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	59,251	70,808	70,808
INVESTMENT IN LIFE INSURANCE POLICY	1,018,469	0	0
MISCELLANEOUS ASSETS	1,710,818	1,727,548	1,727,548
INVESTMENT IN ARTWORK	273,386	273,386	273,386
FUNDS HELD WITH TRUSTEE	25,380	195,491	195,491
DIVIDENDS RECEIVABLE	74,059	118,795	118,795
INCOME TAX RECEIVABLE		2,487,784	2,487,784
COST OF INSURANCE		2,820,739	2,820,739

TY 2014 Other Decreases Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Amount
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	2,916,606
CHANGE IN ADDITIONAL PENSION LIABILITY	7,336,743

TY 2014 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
A/V PRODUCTION	0	0	0	187
AMORTIZATION	123,564	0	0	0
EQUIPMENT EXPENSES	37,782	0	0	46,367
OFFICE EXPENSE	212,056	0	0	211,909

TY 2014 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	198,300		198,300

TY 2014 Other Increases Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Amount
AUDIT ALLOCATION ADJUSTMENT	7,631,104
ADJUST INVESTMENT BALANCES TO TIE TO ACCRUAL BASED FINANCIALS	126,321,447

TY 2014 Other Liabilities Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Description	Beginning of Year - Book Value	End of Year - Book Value
ESCHEAT LIABILITY	201,196	9,798
MARGIN PAYABLE	77,683,172	77,645,525
DUE FROM AFFILIATES	10,205,324	23,206,473
FEDERAL EXCISE TAXES PAYABLE	2,152,775	2,582,215
DEPENDENT CARE PAYABLE	207	0

TY 2014 Other Professional Fees Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	11,441,816	11,441,816	11,441,816	0
CONSULTING FEES	1,163,030	0	0	1,159,504
TRAINING/PROFESSIONAL FEES	2,579	0	0	2,579

TY 2014 Taxes Schedule

Name: THE FREEDOM FORUM INC

EIN: 54-1604427

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DEFERRED EXCISE TAX	706,598	0	0	0
FEDERAL EXCISE TAX	225,256	0	0	400,152
TAX W/H ON CAPITAL CALLS	62,019	62,019	62,019	0
PERSONAL PROPERTY TAX	99,696	0	0	99,696
NY ANNUAL FILING FEE	1,500	0	0	1,500
DC BALL PARK FEE	69,764	0	0	69,764
DC INCOME TAX	1,406	0	0	1,406