

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation THE CARL M FREEMAN FOUNDATION INC		A Employer identification number 52-6047536	
Number and street (or P O box number if mail is not delivered to street address) 111 ROCKVILLE PIKE NO 1100		Room/suite	B Telephone number (see instructions) (240) 453-3000
City or town, state or province, country, and ZIP or foreign postal code ROCKVILLE, MD 20850		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 54,069,317		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

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)	1,326,235			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	306	306		
	4 Dividends and interest from securities . . .	848,321	848,321		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,592,952			
	b Gross sales price for all assets on line 6a 9,464,590				
	7 Capital gain net income (from Part IV, line 2) . . .		1,592,952		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 -16,848	-279		
	12 Total. Add lines 1 through 11	3,750,966	2,441,300		
	13 Compensation of officers, directors, trustees, etc	189,421	0		189,421
	14 Other employee salaries and wages	116,671	0		116,671
	15 Pension plans, employee benefits	29,914	0		29,914
	16a Legal fees (attach schedule)	 132,576	0		132,576
	b Accounting fees (attach schedule)	 4,900	0		4,900
	c Other professional fees (attach schedule)	 261,816	258,142		3,674
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	 16,210	6,754		0
	19 Depreciation (attach schedule) and depletion . . .	52,628	0		
	20 Occupancy	25,554	0		25,554
	21 Travel, conferences, and meetings	16,162	0		16,162
	22 Printing and publications				
	23 Other expenses (attach schedule)	 41,771	3,887		39,096
	24 Total operating and administrative expenses. Add lines 13 through 23	887,623	268,783		557,968
	25 Contributions, gifts, grants paid	1,638,364			1,638,364
	26 Total expenses and disbursements. Add lines 24 and 25	2,525,987	268,783		2,196,332
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,224,979			
	b Net investment income (if negative, enter -0-)		2,172,517		
	c Adjusted net income(if negative, enter -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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,208,466	4,881,346	4,881,346
	3	Accounts receivable ▶ <u>7,351</u>			
		Less allowance for doubtful accounts ▶ _____	444	7,351	7,351
	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	174,268	160,326	160,326
	10a	Investments—U S and state government obligations (attach schedule)	959,877	1,078,742	1,078,742
	b	Investments—corporate stock (attach schedule)	9,064,017	20,992,834	20,992,834
	c	Investments—corporate bonds (attach schedule)	13,718,404	9,016,095	9,016,095
	11	Investments—land, buildings, and equipment basis ▶ _____			
	Less accumulated depreciation (attach schedule) ▶ _____				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	17,437,907	13,070,764	13,070,764	
14	Land, buildings, and equipment basis ▶ <u>5,748,545</u>				
	Less accumulated depreciation (attach schedule) ▶ <u>886,686</u>	4,892,125	4,861,859	4,861,859	
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	49,455,508	54,069,317	54,069,317	
Liabilities	17	Accounts payable and accrued expenses	5,672	21,162	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	5,672	21,162	
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	49,449,836	54,048,155	
	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)	49,449,836	54,048,155	
	31	Total liabilities and net assets/fund balances (see instructions) .	49,455,508	54,069,317	

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	49,449,836
2	Enter amount from Part I, line 27a	2	1,224,979
3	Other increases not included in line 2 (itemize) ▶ _____	3	3,373,340
4	Add lines 1, 2, and 3	4	54,048,155
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	54,048,155

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	P	2016-12-31	2017-12-31
b CAPITAL GAIN DISTRIBUTION	P	2016-12-31	2017-12-31
c	P		
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 9,275,738		7,871,638	1,404,100
b 188,852			188,852
c			0
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,404,100
b			188,852
c			0
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	1,592,952
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	

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))
2016	1,623,989	42,451,447	0 038255
2015	1,308,681	42,288,921	0 030946
2014	2,960,033	42,131,243	0 070257
2013	3,192,314	26,041,777	0 122584
2012	2,019,723	19,247,507	0 104934

2 Total of line 1, column (d)	2	0 366976
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 073395
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	45,905,795
5 Multiply line 4 by line 3	5	3,369,256
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,725
7 Add lines 5 and 6	7	3,390,981
8 Enter qualifying distributions from Part XII, line 4	8	2,196,332

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	43,450
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	43,450
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	43,450
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	35,522
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	35,522
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,928
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 2018 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)? <i>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</i>	1b	No
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? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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? Website address WWW.CARLFREEMANFOUNDATION.ORG	13	Yes	
14	The books are in care of BERNADETTE M DOWLING Telephone no (302) 436-6241			

Located at **31556 WINTERBERRY PARKWAY SELBYVILLE DE** ZIP+4 **19975**

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			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ▶	16	Yes	No

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

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
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 2017? ☐	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ 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 2017 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 2017). ☐	3b		No
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 2017?	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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MICHELLE L FREEMAN 111 ROCKVILLE PIKE SUITE 1100 ROCKVILLE, MD 20850	CHAIRMAN/PRESIDENT 14 00	110,192	3,877	0
PATTI GRIMES 111 ROCKVILLE PIKE SUITE 1100 ROCKVILLE, MD 20850	EXECUTIVE DIRECTOR 20 00	79,229	9,565	0
CHRISTINE A SHREVE 111 ROCKVILLE PIKE SUITE 1100 ROCKVILLE, MD 20850	SECRETARY/DIRECTOR 4 00	3,500	0	0

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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

0

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
BRONFMAN E L ROTHSCHILD ONE PRESERVE PARKWAY 610 ROCKVILLE, MD 20852	INVESTMENT FEES	104,326
HOGAN LOVELLS US LLP COLUMBIA SQUARE 555 13TH STREET NW WASHINGTON, DC 20004	LEGAL	88,584
CHEVY CHASE BANK 7501 WISCONSIN AVE 1500W BETHESDA, MD 20814	INVESTMENT FEES	86,111
JP MORGAN 800 CONNECTICUT AVE NW 950 WASHINGTON, DC 20006	INVESTMENT FEES	65,664

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

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
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	43,263,554
b	Average of monthly cash balances.	1b	3,341,314
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	46,604,868
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	46,604,868
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	699,073
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	45,905,795
6	Minimum investment return. Enter 5% of line 5.	6	2,295,290

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	2,295,290
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	43,450
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	43,450
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,251,840
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,251,840
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,251,840

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	2,196,332
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,196,332
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	2,196,332

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,251,840
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	1,066,962			
b From 2013.	1,905,761			
c From 2014.	898,253			
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	3,870,976			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 2,196,332				
a Applied to 2016, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				2,196,332
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	55,508			55,508
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,815,468			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
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).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	1,011,454			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	2,804,014			
10 Analysis of line 9				
a Excess from 2013.	1,905,761			
b Excess from 2014.	898,253			
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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 2017, enter the date of the ruling. ▶

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) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 e-mail address of the person to whom applications should be addressed

PATTI GRIMES
31556 WINTERBERRY PARKWAY
SELBYVILLE, DE 19975
(302) 436-3003

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

THE APPLICATION PROCESS REQUIRES ELIGIBLE APPLICANTS TO SUBMIT ALL REQUIRED INFORMATION ON-LINE THROUGH THE CARL M FREEMAN FOUNDATION WEBSITE

c Any submission deadlines

DEADLINES FOR THE TWO ANNUAL FACES GRANT CYCLES ARE PUBLISHED ON THE FOUNDATION WEBSITE

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

THE FOLLOWING RESTRICTIONS APPLY TO APPLICANTS - APPLICANTS MUST BE AN IRS-RECOGNIZED 501(C)(3) TAX-EXEMPT, NONPROFIT ORGANIZATION IN GOOD STANDING, OR A PUBLIC AGENCY SPECIFICALLY SERVING THE RESIDENTS OF THE FUNDING AREA - APPLICANTS APPLYING IN MONTGOMERY COUNTY, MD, MUST HAVE AN ANNUAL OPERATING BUDGET OF \$750,000 OR LESS AND BE BASED IN MONTGOMERY COUNTY, MD - APPLICANTS APPLYING IN SUSSEX COUNTY, DE, MUST HAVE AN ANNUAL OPERATING BUDGET OF \$500,000 OR LESS AND BE BASED IN SUSSEX COUNTY, DE - NO GRANTS WILL BE DISTRIBUTED TO - INDIVIDUALS - POLITICAL ASSOCIATIONS OR CANDIDATES - ORGANIZATIONS THAT WOULD DISBURSE FUNDING TO OTHER ORGANIZATIONS - ORGANIZATIONS THAT DISCRIMINATE ON THE BASIS OF RACE, CREED, GENDER, SEXUAL ORIENTATION, AGE, RELIGION, DISABILITY OR NATIONAL ORIGIN

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,638,364
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) (See instructions)
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			14	306	
4 Dividends and interest from securities. . . .			14	848,321	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
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	1,592,952	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a K-1 INCOME _____	900099	-16,569	18	-279	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		-16,569		2,441,300	0
13 Total. Add line 12, columns (b), (d), and (e).					2,424,731

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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	2018-11-08 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
	Firm's name ▶ GELMAN ROSENBERG & FREEDMAN				
	Firm's address ▶ 4550 MONTGOMERY AVE SUITE 650N BETHESDA, MD 208142930				
Firm's EIN ▶ 52-1392008					Phone no (301) 951-9090

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AARON'S ACRES 1861 CHARTER LANE SUITE 114 LANCASTER, PA 17601	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
ADVENTIST COMM SVS OF GREATER WASHINGTON 501 SLIGO AVENUE SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
AMERICAN RED CROSSPO BOX 37839 BOONE, IA 500370839	NONE	PUBLIC CHARITY	SOCIAL SERVICES	25,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ART LEAGUE OF OCEAN CITY INC PO BOX 3503 OCEAN CITY, MD 21843	NONE	PUBLIC CHARITY	ARTS	250
ASPIRE COUNSELING 16220 FREDERICK RD SUITE 502 GAITHERSBURG, MD 20877	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
ATLANTIC GENERAL HOSPITAL 9733 HEALTHWAY DRIVE BERLIN, MD 21811	NONE	PUBLIC CHARITY	HEALTH	1,500
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ATTACK ADDICTION FOUNDATION 75 CARAVEL DRIVE BEAR, DE 19701	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500
BABY'S BOUNTY INCPO BOX 1144 CLARKSBURG, MD 20871	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
B-CC ROTARY FOUNDATION ATTN TRACY MILLER 9401 OLD GEORGETOWN ROAD BETHESDA, MD 20814	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BELIEVE IN TOMORROW CHILDREN'S FDTN-BALT 6601 FREDERICK ROAD BALTIMORE, MD 21228	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,000
BERLIN INTERMEDIATE SCHOOL 309 FRANKLIN AVENUE BERLIN, MD 21811	NONE	PUBLIC CHARITY	EDUCATION	2,310
BOONSBORO FREE LIBRARYPO BOX 174 BOONSBORO, MD 21713	NONE	PUBLIC CHARITY	EDUCATION	1,200
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUBS OF DELAWARE 101 DELAWARE VETERANS BLVD MILFORD, DE 19963	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,500
BRANDYWINE VALLEY SPCA GEORGETOWN ANIMAL HEALTH CENTER 22918 DUPONE BLVD GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500
BYTE BACK INC 899 N CAPITOL ST SUITE 850 WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	EDUCATION	5,000
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAFE SUNFLOWER & BAKERY 6101 EXECUTIVE BLVD SUITE 100 N BETHESDA, MD 20852	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
CAL RIPKEN SR FOUNDATION 1427 CLARKVIEW ROAD SUITE 100 BALTIMORE, MD 21209	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
CAPE HENLOPEN FOOD BASKET PO BOX 168 REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CATHOLIC COALITION FOR SPECIAL EDUCATION 10400 CONNECTICUT AVE SUITE 603 KENSINGTON, MD 20895	NONE	PUBLIC CHARITY	EDUCATION	2,500
CENTER FOR THE INLAND BAYS 39375 INLET ROAD REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	ENVIRONMENT	6,100
CLOTHING OUR KIDS 26582 JOHN J WILLIAMS HWY 2 MILLSBORO, DE 19966	NONE	PUBLIC CHARITY	SOCIAL SERVICES	7,000
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COLON CANCER ALLIANCE 1025 VERMONT AVE NW 1066 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	HEALTH	21,000
COMMUNITY FOUNDATION FOR MONT COUNTY PO BOX 10231 ROCKVILLE, MD 20849	NONE	PUBLIC CHARITY	SOCIAL SERVICES	22,000
COMMUNITY FOUNDATION FOR NANTUCKET (THE) PO BOX 568 NANTUCKET, MA 02554	NONE	PUBLIC CHARITY	SOCIAL SERVICES	100,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COMMUNITY MINISTRIES OF ROCKVILLE 1010 GRANDLIN AVE SUITE A1 ROCKVILLE, MD 20851	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000
COVER KEITH P GARLAND MEMORIAL FUND PO BOX 1284 CHARLOTTESVILLE, VA 22902	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
DC DIAPER BANK1532 A ST NE WASHINGTON, DC 20002	NONE	PUBLIC CHARITY	SOCIAL SERVICES	7,500
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DE ALLIANCE FOR NONPROFIT ADVANCEMENT 100 W 10TH STREET SUITE 1012 WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
DELAWARE BREAST CANCER COALITION INC 100 W 10TH ST SUITE 209 WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	HEALTH	4,000
DELAWARE COMMUNITY FOUNDATION 100 WEST 10TH ST SUITE 115 WILMINGTON, DE 19801	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DELAWARE HUMANE ASSOCIATION 18675 COASTAL HIGHWAY REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
DELAWARE SPORTS COMMISSION 99 KINGS HIGHWAY DOVER, DE 19901	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
DELAWARE STATE UNIVERSITY FOUNDATION 1200 N DUPONT HIGHWAY DOVER, DE 19901	NONE	PUBLIC CHARITY	EDUCATION	2,500
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DELAWARE TECHNICAL & COMMUNITY COLLEGE 21179 COLLEGE DRIVE GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	EDUCATION	15,100
DEL-MAR-VA COUNCIL BSA 31901 TRI-COUNTY WAY SUITE 118 SALISBURY, MD 21804	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
DFRC INC ATTN TONY GLENN 640 PLAZA DRIVE NEWARK, DE 19702	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
DIAKONIA INC 12747 OLD BRIDGE ROAD OCEAN CITY, MD 21842	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
DO IT FOR THE LOVE 360 GRAND AVENUE 350 OAKLAND, CA 94510	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
EASTER SEALS SERVING MDDCVA 1420 SPRING STREET SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FESTIVAL OF CHEER INCPO BOX 529 REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
FOOD BANK OF DELAWARE 1040 MATTLIND WAY MILFORD, DE 19963	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
FOUNDATION FOR DELMAR EDUCATION-THE 200 N 8TH STREET DELMAR, MD 19940	NONE	PUBLIC CHARITY	EDUCATION	500
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FRANKLIN E WIMP HAMBURG GOLF MEMORIAL ATTN CHRISTI WEAVER 8 KNODE CIRCLE BOONSBORO, MD 21713	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,500
FRIENDS OF THE SELBYVILLE PUBLIC LIBRARY PO BOX 31 SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	EDUCATION	300
FUTURE LINK INC 401 N WASHINGTON ST SUITE 100 OFFICE 126 ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
Total 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GW CARVER ACADEMY 30207 FRANKFORD SCHOOL ROAD FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	EDUCATION	2,500
GEORGETOWN UNIVERSITY-MSB 37 AND O STREETS NW WASHINGTON, DC 20057	NONE	PUBLIC CHARITY	EDUCATION	29,500
GIRLS ON THE RUN DELAWARE INC 615 WEST 18TH STREET WILMINGTON, DE 19802	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLOBAL GOOD FUND 3400 PROSPECT STREET NW WASHINGTON, DC 20007	NONE	PUBLIC CHARITY	SOCIAL SERVICES	60,000
GREAT AND SMALL17320 MOORE RD BOYDS, MD 20841	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
HARRY K FOUNDATION 313 S BOARDWALK REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	7,500
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HEROES INC1200 29TH ST NW WASHINGTON, DC 20007	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
HOLTON-ARMS SCHOOL INC 7303 RIVER ROAD BETHESDA, MD 20817	NONE	PUBLIC CHARITY	EDUCATION	20,000
HOME OF THE BRAVE FOUNDATION INC 6632 SHARPS ROAD MILFORD, DE 19963	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOPE FOR PAWS 8950 W OLYMPIC BLVD 525 LOS ANGELES, CA 90211	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
HOPE MARIETTA FOUNDATION 220 EAST 42ND STREET 27TH FLOOR NEW YORK, NY 10017	NONE	PUBLIC CHARITY	HEALTH	3,000
HOSPICE CARING INC 518 SOUTH FREDERICK AVENUE GAITHERSBURG, MD 20877	NONE	PUBLIC CHARITY	HEALTH	10,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HOWARD T ENNIS SCHOOL (THE) 20346 ENNIS ROAD GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	EDUCATION	5,000
IMMANUEL SHELTER INC 17601 COASTAL HWY UNIT 11 431 NASSAU, DE 19969	NONE	PUBLIC CHARITY	SOCIAL SERVICES	7,500
IN HONOR OF HERPO BOX 855 OLNEY, MD 208300855	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
INDIAN RIVER SCHOOL DISTRICT 31 HOSIER STREET SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	EDUCATION	3,200
INDIAN RIVER SOCCER CLUB 32221 GUN ROAD FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,500
JAMES BEARD FOUNDATION 167 WEST 12TH STREET NEW YORK, NY 10011	NONE	PUBLIC CHARITY	EDUCATION	15,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JEWISH COMM CENTER OF GREATER WASHINGTON 6125 MONTROSE ROAD ROCKVILLE, MD 208524857	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000
JEWISH FEDERATION OF GREATER WASHINGTON 6101 EXECUTIVE BLVD SUITE 100 N BETHESDA, MD 20852	NONE	PUBLIC CHARITY	SOCIAL SERVICES	60,000
JOHN M CLAYTON ELEMENTARY SCHOOL 252 CLAYTON AVENUE FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	EDUCATION	5,000
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOSEPH JEFFREY STEIN III FOUNDATION 1 GRENOBLE PLACE REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,000
JOSHUA M FREEMAN FOUNDATION INC 31556 WINTERBERRY PARKWAY SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	ARTS	653,000
JUNIOR ACHIEVEMENT OF GREATER WASHINGTON 1050 17TH STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	EDUCATION	10,000
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KEEN GREATER DCPO BOX 341590 BETHESDA, MD 20827	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
KENNEDY CENTER (THE) 2700 F STREET NW WASHINGTON, DC 20566	NONE	PUBLIC CHARITY	ARTS	50,000
KENT-SUSSEX INDUSTRIES INC 301 NORTH REHOBOTH BOULEVARD MILFORD, DE 19963	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LA ESPERANZA 216 NORTH RACE STREET GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	6,000
LANDON SCHOOL6101 WILSON LANE BETHESDA, MD 208173199	NONE	PUBLIC CHARITY	EDUCATION	32,500
LEADERSHIP MONTGOMERY 5910 EXECUTIVE BLVD ST 200 ROCKVILLE, MD 20852	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,000
Total 				1,638,364
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LEUKEMIA & LYMPHOMA SOCIETY-VA 3601 EISENHOWER AVE SUITE 450 ALEXANDRIA, VA 22304	NONE	PUBLIC CHARITY	HEALTH	500
LIFE WITH CANCER C/O SHAPIRO LIFSCHITZ SCHRAM 1742 N ST NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	HEALTH	10,000
LIONS CLUB OF OLNEY FOUNDATION ATTN MIKE FEKETE 2705 GOLD MINE RD BROOKVILLE, MD 20833	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
LITERACY DELAWARE INCPO BOX 2083 WILMINGTON, DE 198992083	NONE	PUBLIC CHARITY	EDUCATION	2,000
LITTLE LEAGUE BASEBALL INC ATTN MARTIN DONOVAN 105 SPICER ST GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	20,000
LYME DISEASE ASSOCIATION OF DELMARVA PO BOX 5360 SALISBURY, MD 21802	NONE	PUBLIC CHARITY	HEALTH	2,850
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MENTORPRIZE 7979 OLD GEORGETOWN RD 10TH FLOOR BETHESDA, MD 20814	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
MERR INSTITUTE801 PILOTTOWN ROAD LEWES, DE 19958	NONE	PUBLIC CHARITY	ENVIRONMENT	1,000
METROPOLITAN WASHINGTON EAR 12061 TECH ROAD SILVER SPRING, MD 20904	NONE	PUBLIC CHARITY	HEALTH	5,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIDDLEBURG FILM FESTIVAL PO BOX 1566 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	ARTS	10,000
MONTGOMERY COLLEGE FOUNDATION 9221 CORPORATE BLVD 3RD FLOOR ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	EDUCATION	10,000
MONTGOMERY COUNTY BEEF 4-H CLUB 5925 DAMASCUS ROAD LAYTONSVILLE, MD 20882	NONE	PUBLIC CHARITY	SOCIAL SERVICES	16,093
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MONTGOMERY COUNTY POLICE FOUNDATION 16501 SHADY GROVE ROAD GAITHERSBURG, MD 20898	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,000
MONTGOMERY COUNTY SHEEP & SWINE 4-H CLUB PO BOX 416 BARNESVILLE, MD 20838	NONE	PUBLIC CHARITY	SOCIAL SERVICES	2,880
MONUMENTAL SPORTS & ENT FOUNDATION 627 NORTH GLEBE ROAD SUITE 850 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MOST BLESSED SACRAMENT SCHOOL 11242 RACETRACK ROAD BERLIN, MD 21811	NONE	PUBLIC CHARITY	EDUCATION	555
MUSIC FOR RELIEF C/O GELFAND RENNERT FELDMAN LLP 1880 CENTURY PARK E 1600 LOS ANGELES, CA 90067	NONE	PUBLIC CHARITY	ARTS	1,000
NATIONAL CIVIL RIGHTS MUSEUM 450 MULBERRY STREET MEMPHIS, TN 38103	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500
Total 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL MUSEUM OF WOMEN IN THE ARTS 1250 NEW YORK AVE NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	ARTS	15,000
NATIONAL WOMEN'S HISTORY MUSEUM 1250 NEW YORK AVENUE NW WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
NEW HOPE REC AND DEVELOPMENT CTR INC 12564 NORTH OLD STATE ROAD ELLENDALE, DE 199412820	NONE	PUBLIC CHARITY	EDUCATION	5,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NORTH GEORGETOWN ELEMENTARY SCHOOL 664 N BEDFORD STREET GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	EDUCATION	5,000
NOURISH NOW1111 TAFT STREET ROCKVILLE, MD 20850	NONE	PUBLIC CHARITY	SOCIAL SERVICES	7,500
OOTM BOOSTERS AUDREY CAREY IRSC EDUCATIONAL COMPLEX SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	EDUCATION	1,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
OUR HOUSE INC19715 ZION ROAD BROOKVILLE, MD 20833	NONE	PUBLIC CHARITY	EDUCATION	10,000
PATHWAYS TO SUCCESS INC 231 S RACE STREET GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	6,000
PEOPLES PLACE II INC 1129 AIRPORT ROAD MILFORD, DE 19963	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PREVENT CANCER FOUNDATION 1600 DUKE STREET SUITE 500 ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	HEALTH	10,000
PRIMEROS PASOS INCPO BOX 1003 GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	600
PULMONARY HYPERTENSION ASSOCIATION 801 ROEDER ROAD SUITE 1000 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	HEALTH	1,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RAINBOW PLACE SHELTER FOR HOMELESS WOMEN ROCKVILLE PRESBYTERIAN CHURCH 215 W MONTGOMERY AVE ROCKVILLE, MD 208502804	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
READ ALOUD DELAWARE 108 N BEDFORD STREET GEORGETOWN, DE 19947	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500
RED WIGGLER FOUNDATION INC PO BOX 968 CLARKSBURG, MD 20871	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ROXANA FIRE COMPANY 35943 ZION CHURCH ROAD FRANKFORD, DE 19945	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000
SALVATION ARMY215 E VINE STREET SALISBURY, MD 21804	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
SCOTLAND STORM COMMUNITY DEVELOPMENT INC 8516 BEECH TREE ROAD BETHESDA, MD 20817	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SEAFORD HIGH SCHOOL 399 MARKET STREET SEAFORD, DE 19973	NONE	PUBLIC CHARITY	EDUCATION	2,500
SELBYVILLE MIDDLE SCHOOL 80 BETHANY ROAD SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	EDUCATION	5,000
SHERWOOD HS WARRIOR CLUB 300 OLNEY-SANDY SPRING ROAD SANDY SPRING, MD 20860	NONE	PUBLIC CHARITY	EDUCATION	5,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SNOW HILL MIDDLE SCHOOL 522 COULBOURNE LANE SNOW HILL, MD 21863	NONE	PUBLIC CHARITY	EDUCATION	444
SOUTHERN SUSSEX ROTARY CLUB PO BOX 92 SELBYVILLE, DE 19975	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,100
SPECIAL OLYMPICS MARYLAND INC MC 10204 COLEBROOK AVENUE POTOMAC, MD 20854	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST ANN'S - VIC DANCE 691 GARFIELD PARKWAY BETHANY BEACH, DE 19930	NONE	PUBLIC CHARITY	SOCIAL SERVICES	400
ST MARY'S COLLEGE OF MARYLAND FOUNDATION 18952 E FISHER RD ST MARYS CITY, MD 20686	NONE	PUBLIC CHARITY	EDUCATION	500
STRATHMORE HALL FOUNDATION INC 5301 TUCKERMAN LANE N BETHESDA, MD 20852	NONE	PUBLIC CHARITY	ARTS	10,000
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SURFERS HEALING FOUNDATION INC PO BOX 1267 SAN JUAN CAPISTRANO, CA 92693	NONE	PUBLIC CHARITY	SOCIAL SERVICES	500
THEARC 1901 MISSISSIPPI AVE SUITE 101 WASHINGTON, DC 20020	NONE	PUBLIC CHARITY	ARTS	41,016
TRINITY FOUNDATIONPO BOX 1620 SEAFORD, DE 19973	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,716
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF MARYLAND FOUNDATION (THE) 6500 ROCK SPRINGS DRIVE SUITE 200 BETHESDA, MD 20817	NONE	PUBLIC CHARITY	EDUCATION	5,000
UP SIDE OF DOWNS (THE) 6533-B BRECKSVILLE RD INDEPENDENCE, OH 44131	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,000
WEST SIDE NEW BEGINNINGS INC 19801 NORWOOD STREET REHOBOTH BEACH, DE 19971	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,000
Total ► 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WILDERNESS LEADERSHIP AND LEARNING INC 1758 PARK RD NW WASHINGTON, DC 20010	NONE	PUBLIC CHARITY	EDUCATION	5,000
WINCHESTER THURSTON SCHOOL 555 MOREWOOD AVENUE PITTSBURGH, PA 15213	NONE	PUBLIC CHARITY	EDUCATION	1,000
WOODWORKERS FOR CHILDREN CHARITY INC 21 WILD HUNT CT LAYTONSVILLE, MD 20882	NONE	PUBLIC CHARITY	SOCIAL SERVICES	3,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WORCESTER COUNTY HUMANE SOCIETY INC 12330 EAGLES NEST ROAD BERLIN, MD 21811	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,500
WORCESTER YOUTH & FAMILY COUNSELING SVS PO BOX 925 BERLIN, MD 21811	NONE	PUBLIC CHARITY	SOCIAL SERVICES	1,500
WORLD CENTRAL KITCHEN 1875 CONNECTICUT AVE NW 10TH FLOOR WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	SOCIAL SERVICES	10,000
Total ▶ 3a				1,638,364

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ZOE MINISTRIES INCPO BOX 26 GREENWOOD, DE 19950	NONE	PUBLIC CHARITY	SOCIAL SERVICES	5,250
Total 				1,638,364
3a				

TY 2017 Accounting Fees Schedule**Name:** THE CARL M FREEMAN FOUNDATION INC**EIN:** 52-6047536**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,900	0		4,900

TY 2017 Investments Corporate Bonds Schedule

Name: THE CARL M FREEMAN FOUNDATION INC

EIN: 52-6047536

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	9,016,095	9,016,095

TY 2017 Investments Corporate Stock Schedule

Name: THE CARL M FREEMAN FOUNDATION INC

EIN: 52-6047536

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCKS	20,992,834	20,992,834

TY 2017 Investments Government Obligations Schedule**Name:** THE CARL M FREEMAN FOUNDATION INC**EIN:** 52-6047536**US Government Securities - End
of Year Book Value:**

1,078,742

**US Government Securities - End
of Year Fair Market Value:**

1,078,742

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

0

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

0

TY 2017 Investments - Other Schedule**Name:** THE CARL M FREEMAN FOUNDATION INC**EIN:** 52-6047536**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEDGE FUNDS	FMV	8,992,927	8,992,927
LP/LLC INVESTMENTS	FMV	263,428	263,428
CONGRESSIONAL BANK STOCK	FMV	2,457,359	2,457,359
CSV - KEYMAN INSURANCE POLICY	FMV	1,357,050	1,357,050

TY 2017 Legal Fees Schedule**Name:** THE CARL M FREEMAN FOUNDATION INC**EIN:** 52-6047536

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	132,576	0		132,576

TY 2017 Other Expenses Schedule**Name:** THE CARL M FREEMAN FOUNDATION INC**EIN:** 52-6047536**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	3,100	0		3,100
INSURANCE	12,449	0		12,449
TELEPHONE	2,012	0		2,012
POSTAGE AND DELIVERY	272	0		272
WEBSITE MAINTENANCE	1,268	0		1,268
LICENSES AND FEES	134	0		134
GRANT & PROGRAM RELATED EXP	15,033	0		15,033
OFFICE EXPENSES	4,817	0		4,818
BANK FEES	10	0		10
K-1 EXPENSES	2,676	3,887		0

TY 2017 Other Income Schedule**Name:** THE CARL M FREEMAN FOUNDATION INC**EIN:** 52-6047536**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 ORDINARY BUSINESS INCOME	0	-279	0
K-1 INCOME	-16,848		-16,848

TY 2017 Other Increases Schedule

Name: THE CARL M FREEMAN FOUNDATION INC
EIN: 52-6047536

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	3,373,340

TY 2017 Other Professional Fees Schedule**Name:** THE CARL M FREEMAN FOUNDATION INC**EIN:** 52-6047536

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	258,142	258,142		0
CONSULTING	3,674	0		3,674

TY 2017 Taxes Schedule**Name:** THE CARL M FREEMAN FOUNDATION INC**EIN:** 52-6047536

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	9,456	0		0
FOREIGN TAX	6,754	6,754		0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491312001038	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017
Name of the organization THE CARL M FREEMAN FOUNDATION INC				Employer identification number 52-6047536	
Organization type (check one)					
Filers of: Form 990 or 990-EZ Form 990-PF					
Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation					
Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions					
General Rule ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.					
Special Rules ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions <i>exclusively</i> for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$					
Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)	

Name of organization THE CARL M FREEMAN FOUNDATION INC	Employer identification number 52-6047536
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE FREEMAN FOUNDATION CLAT C/O EARL COLSON TRUSTEE ARENT FOX L WASHINGTON, DC20036	\$ 1,326,235	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

52-6047536

Part II

[illegible]

Name of organization THE CARL M FREEMAN FOUNDATION INC	Employer identification number 52-6047536
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	