

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2004

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2004 calendar year, or tax year beginning and ending

B Check if applicable: <input checked="" type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific instructions.	C Name of organization FreedomWorks, Inc.		D Employer identification number 52-1349353
		Number and street (or P.O. box if mail is not delivered to street address) 1775 Pennsylvania Avenue, NW		E Telephone number 202-783-3870
		City or town, state or country, and ZIP + 4 Washington, DC 20006		F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates

H(c) Are all affiliates included? **N/A** Yes No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

G Website: **www.freedomworks.org**

J Organization type (check only one) 501(c) (**4**) (insert no.) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

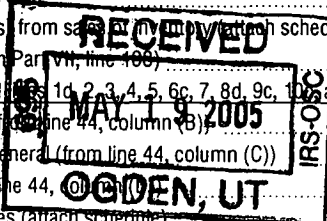
I Group Exemption Number

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **3,082,191.**

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Direct public support	1a	2,971,432.		
	b Indirect public support	1b			
	c Government contributions (grants)	1c			
	d Total (add lines 1a through 1c) (cash \$ 2,971,432. noncash \$)	1d	2,971,432.		
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4	6,189.		
	5 Dividends and interest from securities	5			
	6 a Gross rents See Statement 1	6a	50,709.		
	b Less: rental expenses	6b			
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c	50,709.		
7 Other investment income (describe)	7				
Revenue	8 a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
		8a			
		8b			
		8c			
d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d				
Revenue	9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	a Gross revenue (not including \$ of contributions reported on line 1a)	9a		
		b Less: direct expenses other than fundraising expenses	9b		
		c Net income or (loss) from special events (subtract line 9b from line 9a)	9c		
Revenue	10 a Gross sales of inventory, less returns and allowances	10a			
		b Less: cost of goods sold	10b		
		c Gross profit or (loss) (from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		
Revenue	11 Other revenue (from Part VII, line 100)	11	53,861.		
Revenue	12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	3,082,191.		
Expenses	13 Program services (from line 4, column (B))	13	2,005,673.		
	14 Management and general (from line 4, column (C))	14	1,005,133.		
	15 Fundraising (from line 4, column (D))	15	393,592.		
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses (add lines 16 and 44, column (A))	17	3,404,398.		
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18	<322,207.>		
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	412,041.		
	20 Other changes in net assets or fund balances (attach explanation) See Statement 2	20	241,417.		
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	331,251.		



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Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)				
	(cash \$ _____ noncash \$ _____)				
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.	195,226.	118,112.	48,611.	28,503.
26	Other salaries and wages	631,966.	382,952.	156,951.	92,063.
27	Pension plan contributions				
28	Other employee benefits	89,091.	57,337.	17,267.	14,487.
29	Payroll taxes				
30	Professional fundraising fees				
31	Accounting fees				
32	Legal fees				
33	Supplies	14,863.	10,265.	3,899.	699.
34	Telephone	60,502.	28,224.	29,117.	3,161.
35	Postage and shipping	121,809.	115,118.	4,251.	2,440.
36	Occupancy	230,343.	144,401.	51,266.	34,676.
37	Equipment rental and maintenance	17,750.	10,595.	4,564.	2,591.
38	Printing and publications	128,188.	121,940.	1,152.	5,096.
39	Travel	96,084.	65,987.	11,627.	18,470.
40	Conferences, conventions, and meetings	70,678.	49,479.	<170.>	21,369.
41	Interest				
42	Depreciation, depletion, etc. (attach schedule)	20,899.	11,403.	6,609.	2,887.
43	Other expenses not covered above (itemize):				
a					
b					
c					
d					
e	See Statement 3	1,726,999.	889,860.	669,989.	167,150.
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.	3,404,398.	2,005,673.	1,005,133.	393,592.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? **See Statement 4**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
 (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

a	See Statement 5	(Grants and allocations \$ _____)	1,512,896.
b	Public Affairs: Advocacy, research and education on how reducing Federal regulations will improve the economy by disseminating information through print, broadcast media, and on-line education.	(Grants and allocations \$ _____)	183,014.
c	Member Services: Monthly mailings to members to keep them informed about issues FreedomWorks is focused on and to mobilize them to ensure their voices are heard in Washington and their state capitals.	(Grants and allocations \$ _____)	309,763.
d		(Grants and allocations \$ _____)	
e	Other program services (attach schedule)	(Grants and allocations \$ _____)	
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)		2,005,673.

Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	112,214.	45	269,436.
	46 Savings and temporary cash investments		46	
	47 a Accounts receivable	47a 74,615.		
	b Less: allowance for doubtful accounts	47b 2,543.	18,524.	47c 72,072.
	48 a Pledges receivable	48a		
	b Less: allowance for doubtful accounts	48b		48c
	49 Grants receivable			49
	50 Receivables from officers, directors, trustees, and key employees			50
	51 a Other notes and loans receivable	51a		
	b Less: allowance for doubtful accounts	51b		51c
	52 Inventories for sale or use			52
	53 Prepaid expenses and deferred charges		5,037.	53 97,051.
	54 Investments - securities Stmt 6 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		1,225,410.	54 16,784.
	55 a Investments - land, buildings, and equipment: basis	55a		
	b Less: accumulated depreciation	55b		55c
56 Investments - other			56	
57 a Land, buildings, and equipment: basis	57a 548,795.			
b Less: accumulated depreciation Stmt 7	57b 400,617.		57c 148,178.	
58 Other assets (describe ▶ Due from related parties)		261,860.	58 756,082.	
59 Total assets (add lines 45 through 58) (must equal line 74)		1,623,045.	59 1,359,603.	
Liabilities	60 Accounts payable and accrued expenses	673,102.	60	872,536.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable		64b	
	65 Other liabilities (describe ▶ See Statement 8)		537,902.	65 155,816.
66 Total liabilities (add lines 60 through 65)		1,211,004.	66 1,028,352.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	<179,111.>	67	324,823.
	68 Temporarily restricted	591,152.	68	6,428.
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)		412,041.	73 331,251.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)		1,623,045.	74 1,359,603.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

Table with 5 rows (a-e) for revenue reconciliation. Row a: Total revenue, gains, and other support per audited financial statements: 3,118,068. Row b: Amounts included on line a but not on line 12, Form 990: 35,877. Row c: Line a minus line b: 3,082,191. Row d: Amounts included on line 12, Form 990 but not on line a: 0. Row e: Total revenue per line 12, Form 990 (line c plus line d): 3,082,191.

Table with 5 rows (a-e) for expense reconciliation. Row a: Total expenses and losses per audited financial statements: 3,404,398. Row b: Amounts included on line a but not on line 17, Form 990: 0. Row c: Line a minus line b: 3,404,398. Row d: Amounts included on line 17, Form 990 but not on line a: 0. Row e: Total expenses per line 17, Form 990 (line c plus line d): 3,404,398.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)

Table with 5 columns: (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 & deferred compensation, (E) Expense account and other allowances. Row 1: See Statement 9, [blank], 195,226, 12,967, 0.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? If "Yes," attach schedule. [X] Yes [] No Stmt 10

Part VI Other Information Yes No

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
77 Were any changes made in the organizing or governing documents but not reported to the IRS?
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
78 b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year?
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
80 b If "Yes," enter the name of the organization FreedomWorks Foundation, Inc. and check whether it is [X] exempt or [] nonexempt.
81 a Enter direct or indirect political expenditures. See line 81 instructions 81a 0.
81 b Did the organization file Form 1120-POL for this year?
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?
82 b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b N/A
83 a Did the organization comply with the public inspection requirements for returns and exemption applications? 83a X
83 b Did the organization comply with the disclosure requirements relating to quid pro quo contributions? N/A 83b
84 a Did the organization solicit any contributions or gifts that were not tax deductible? 84a X
84 b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A 84b
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? 85a X
85 b Did the organization make only in-house lobbying expenditures of \$2,000 or less? 85b X
85 c Dues, assessments, and similar amounts from members 85c N/A
85 d Section 162(e) lobbying and political expenditures 85d N/A
85 e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A
85 f Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A
85 g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A 85g
85 h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A 85h
86 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12 86a N/A
86 b Gross receipts, included on line 12, for public use of club facilities 86b N/A
87 501(c)(12) organizations. Enter: a Gross income from members or shareholders 87a N/A
87 b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b N/A
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX 88 X
89 a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 N/A; section 4912 N/A; section 4955 N/A
89 b 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction 89b X
89 c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.
89 d Enter: Amount of tax on line 89c, above, reimbursed by the organization 0.
90 a List the states with which a copy of this return is filed See Statement 11
90 b Number of employees employed in the pay period that includes March 12, 2004 90b 22
91 The books are in care of The Organization Telephone no. (202) 783-3870

Located at 1775 Pennsylvania Ave., NW, Washington, DC ZIP +4 20006

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	6,189.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	50,709.	
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a <u>List Rental</u>			15	28,348.	
b <u>Other Revenue</u>					25,513.
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))			0.	85,246.	25,513.
105 Total (add line 104, columns (B), (D), and (E))					110,759.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
103B	Other revenue generated as part of the organization's exempt purpose.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with

(a) Did the organization, during the year, receive any funds, directly or indirectly, to ...
 (b) Did the organization, during the year, pay premiums, directly or indirectly, on a p ...
 Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please 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 officer) is based on all information furnished to him.

Signature of officer: *[Signature]* Date: 5/15

Paid Preparer's Use Only

Preparer's signature: *[Signature]*

Firm's name (or yours if self-employed), address, and ZIP + 4: Rogers & Company PLLC, 6845 Elm Street, Suite 500, McLean, VA 22101

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
	Various property and equipment	Varies	SL	.000	16	548,795.			548,795.	379,718.		20,899.
	* Total 990 Page 2 Depr					548,795.		0.	548,795.	379,718.	0.	20,899.

Form 990	Rental Income	Statement	1
Kind and Location of Property	Activity Number	Gross Rental Income	
Subleasing of facilities	1	50,709.	
Total to Form 990, Part I, line 6a		50,709.	

Form 990	Other Changes in Net Assets or Fund Balances	Statement	2
Description		Amount	
Net assets acquired pursuant to merger with Empower America		205,540.	
Net unrealized gains		35,877.	
Total to Form 990, Part I, line 20		241,417.	

Form 990	Other Expenses			Statement	3
Description	(A) Total	(B) Program Services	(C) Management and General	(D) Fundraising	
Professional fees	1,102,815.	456,196.	550,867.	95,752.	
Advertising	360,035.	359,342.	543.	150.	
Insurance	10,422.	5,506.	3,504.	1,412.	
Noncapital expenses	93,111.	3,343.	89,768.	0.	
Rentals	75,503.	10,999.	0.	64,504.	
Miscellaneous	68,889.	40,273.	23,660.	4,956.	
Novelties	4,057.	4,057.	0.	0.	
Dues	1,802.	1,171.	299.	332.	
Photography	1,539.	1,499.	0.	40.	
Subscriptions	8,826.	7,474.	1,348.	4.	
Total to Fm 990, ln 43	1,726,999.	889,860.	669,989.	167,150.	

Form 990	Statement of Organization's Primary Exempt Purpose Part III	Statement	4
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Explanation

Public policy, advocacy and educational organization that supports consumers freedom of choice in a market economy.

Form 990	Statement of Program Service Accomplishments	Statement	5
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Description of Program Service One

Federal and State Campaigns: Advocacy, research and education on reforming Federal and state policies in areas such as taxation, social security, spending policy, litigation reform, school choice and other related issues.

	Grants	Expenses
To Form 990, Part III, line a		1,512,896.

Form 990	Non-Government Securities	Statement	6
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Security Description	Cost/FMV	Corporate Stocks	Corporate Bonds	Other Publicly Traded Securities	Total Non-Gov't Securities
	FMV			16,784.	16,784.
To Form 990, line 54, Col B				16,784.	16,784.

Form 990	Depreciation of Assets Not Held for Investment	Statement	7
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Various property and equipment	548,795.	400,617.	148,178.
Total to Form 990, Part IV, ln 57	548,795.	400,617.	148,178.

Form 990	Other Liabilities	Statement	8
<u>Description</u>		<u>Amount</u>	
Due to affiliated organizations		0.	
Deferred rent		82,328.	
Capital lease obligations		73,488.	
Total to Form 990, Part IV, line 65, Column B		155,816.	

Form 990	Part V - List of Officers, Directors, Trustees and Key Employees	Statement	9
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Matt Kibbe 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	President 13	67,736.	4,225.	0.
Judy Mulcahy 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Vice President 23	46,898.	5,045.	0.
Jaci Brown 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Vice President 11	35,174.	3,697.	0.
Honorable Richard K. Arney 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 4	45,418.	0.	0.
Honorable James H. Burnley, IV 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
Honorable Jack Kemp 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 2.5	0.	0.	0.
Ronald E. Eibensteiner 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.

Joseph G. Fogg 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
Honorable Boyden Gray 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 2.5	0.	0.	0.
Bill Jaeger 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
Thomas Knudsen 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
E. Floyd Kvamme 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
David H. Padden 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
Joseph R. Schmuckler 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
James R. Taylor 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
Thomas Weisel 1775 Pennsylvania Ave., 11th Flr. Washington, DC 20006	Board Member 1	0.	0.	0.
Totals Included on Form 990, Part V		<u>195,226.</u>	<u>12,967.</u>	<u>0.</u>

Form 990	Part V - Officer Compensation from Related Organizations	Statement 10
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Officer's Name	Name and EIN of Related Organization	Compen- sation	Employee Ben Plan Contrib	Expense Account
Matt Kibbe	FreedomWorks Foundation, Inc. - 52-1526916	140,681.	8,775.	0.
Jaci Brown	FreedomWorks Foundation, Inc. - 52-1526916	88,503.	9,303.	0.
Honorable Richard K. Armey	FreedomWorks Foundation, Inc. - 52-1526916	408,761.	0.	0.

Form 990	List of States Receiving Copy of Return Part VI, Line 90	Statement 11
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States

AL, AK, AZ, AR, CA, FL, GA, IL, KS, KY, ME, MD, MA, MI, MN, MS, NH, NJ, NM,
NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI, CT, IA, DC, CO, MO