

Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Private Foundation**  
**or Section 4947(a)(1) Trust Treated as Private Foundation**

▶ **Do not enter social security numbers on this form as it may be made public.**  
 ▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

OMB No 1545-0052  
**2016**  
**Open to Public Inspection**

**For calendar year 2016, or tax year beginning 07-01-2016, and ending 06-30-2017**

Name of foundation Bainum Family Foundation		<b>A Employer identification number</b> 23-7000192
Number and street (or P O box number if mail is not delivered to street address) 7735 Old Georgetown Road No 1000	Room/suite	<b>B Telephone number (see instructions)</b> (240) 450-0000
City or town, state or province, country, and ZIP or foreign postal code Bethesda, MD 20814		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 569,405,960	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</i>		<b>(a)</b> Revenue and expenses per books	<b>(b)</b> Net investment income	<b>(c)</b> Adjusted net income	<b>(d)</b> Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	3,358,932			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	1,457,011	1,457,011	1,457,011	
	<b>4</b> Dividends and interest from securities	7,403,131	7,403,131	7,403,131	
	<b>5a</b> Gross rents	1,631,531	1,631,531	1,631,531	
	<b>b</b> Net rental income or (loss) <span style="float:right">1,631,531</span>				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-537,583			
	<b>b</b> Gross sales price for all assets on line 6a <span style="float:right">109,363,016</span>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		0		
	<b>8</b> Net short-term capital gain			910,535	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	422,727	245,908	245,908		
<b>12 Total.</b> Add lines 1 through 11	13,735,749	10,737,581	11,648,116		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	1,013,212	195,468	195,468	817,744
	<b>14</b> Other employee salaries and wages	4,338,196	234,131	234,131	4,073,271
	<b>15</b> Pension plans, employee benefits	1,110,426	94,479	94,479	1,110,683
	<b>16a</b> Legal fees (attach schedule)	90,277	0	0	83,279
	<b>b</b> Accounting fees (attach schedule)	74,636	0	0	73,546
	<b>c</b> Other professional fees (attach schedule)	6,599,747	1,079,206	1,079,206	4,643,965
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	1,532,783	11,442	11,442	225,604
	<b>19</b> Depreciation (attach schedule) and depletion	315,057	0	0	
	<b>20</b> Occupancy	228,748	0	0	228,748
	<b>21</b> Travel, conferences, and meetings	285,109	2,569	2,569	277,668
	<b>22</b> Printing and publications	26,201	0	0	26,192
	<b>23</b> Other expenses (attach schedule)	4,114,048	213,974	213,974	1,926,348
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	19,728,440	1,831,269	1,831,269	13,487,048
	<b>25</b> Contributions, gifts, grants paid	1,063,851			1,971,639
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	20,792,291	1,831,269	1,831,269	15,458,687	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-7,056,542				
<b>b Net investment income</b> (if negative, enter -0-)		8,906,312			
<b>c Adjusted net income</b> (if negative, enter -0-)			9,816,847		

<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year			End of year		
		<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>	<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	1,734,583	3,052,729	3,052,729			
	<b>2</b> Savings and temporary cash investments . . . . .	11,244,793	24,273,053	24,273,053			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .	42,009,969	42,009,969	42,009,969			
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>8</b> Inventories for sale or use . . . . .						
	<b>9</b> Prepaid expenses and deferred charges . . . . .	1,351,887	768,886	768,886			
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	182,795,461	175,978,868	175,978,868			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .						
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .	245,790,617	292,688,426	292,688,426			
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 10,831,784 Less accumulated depreciation (attach schedule) ▶ _____ 1,013,284	10,044,128	9,818,500	9,818,500			
<b>15</b> Other assets (describe ▶ _____)	10,117,713	20,815,529	20,815,529				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	505,089,151	569,405,960	569,405,960				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	788,157	1,116,351				
	<b>18</b> Grants payable . . . . .	1,725,361	817,573				
	<b>19</b> Deferred revenue . . . . .						
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe ▶ _____)	34,812	1,375,800				
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	2,548,330	3,309,724				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .	142,193,563	166,511,954				
	<b>25</b> Temporarily restricted . . . . .	360,347,258	399,584,282				
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .						
	<b>28</b> Paid-in or capital surplus, or land, bldg , and equipment fund						
<b>29</b> Retained earnings, accumulated income, endowment, or other funds							
<b>30 Total net assets or fund balances</b> (see instructions) . . . . .	502,540,821	566,096,236					
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	505,089,151	569,405,960					

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>		
<b>1</b> 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)	<b>1</b>	502,540,821
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	-7,056,542
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	70,611,957
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	566,096,236
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	<b>6</b>	566,096,236

**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)				
<b>1a</b> See Additional Data Table								
<b>b</b>								
<b>c</b>								
<b>d</b>								
<b>e</b>								
(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)					
<b>a</b> See Additional Data Table								
<b>b</b>								
<b>c</b>								
<b>d</b>								
<b>e</b>								
(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))								
<b>a</b> See Additional Data Table								
<b>b</b>								
<b>c</b>								
<b>d</b>								
<b>e</b>								
<b>2</b> Capital gain net income or (net capital loss)				<table border="1"> <tr> <td><b>2</b></td> <td>-413,124</td> </tr> <tr> <td><b>3</b></td> <td>910,535</td> </tr> </table>	<b>2</b>	-413,124	<b>3</b>	910,535
<b>2</b>	-413,124							
<b>3</b>	910,535							
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }								
<b>3</b> 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 }								

**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))
2015	20,277,216	426,171,893	0.047580
2014	17,979,265	255,689,731	0.070317
2013	19,608,282	225,884,753	0.086807
2012	15,853,223	202,742,739	0.078194
2011	10,547,557	163,528,737	0.064500
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.347398
<b>3</b> 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			<b>3</b> 0.069480
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			<b>4</b> 510,616,116
<b>5</b> Multiply line 4 by line 3			<b>5</b> 35,477,608
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 89,063
<b>7</b> Add lines 5 and 6			<b>7</b> 35,566,671
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 20,819,267

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)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 256,238.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes 'Yes/No' columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, donor advised funds, public inspection requirements, and books in care.

Located at 7735 Old Georgetown Road Ste 1000 Bethesda MD ZIP+4 20814

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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

**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)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here.  Yes  No

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
David Daniels 7735 Old Georgetown Road Bethesda, MD 20814	VP of Oper & Org Eff 40 00	182,224	31,367	0
Angela Deeds 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Finance 40 00	187,356	23,968	0
Miriam Calderon 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Early Le 40 00	177,329	32,785	0
Noel Bravo 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Program 40 00	161,858	29,836	0
Ann Egan 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Communic 40 00	154,136	25,426	0

**Total** number of other employees paid over \$50,000.  Yes  No 32

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".</b>		
<b>(a) Name and address of each person paid more than \$50,000</b>	<b>(b) Type of service</b>	<b>(c) Compensation</b>
New Schools Venture Fund 1970 Broadway Suite 350 Oakland, CA 94612	Consulting	300,000
Otero Strategy Group LLC 1769 Lanier Place NW Washington, DC 20009	Consulting	212,800
Arcadia Food Inc 2000 Mount Vernon Avenue Alexandria, VA 22309	Consulting	207,277
The NYC Leadership Academy Inc 45-18 Court Square Room 247 Long Island, NY 11101	Consulting	171,034
Convergence Technology Consulting LLC PO Box 56346 Atlanta, GA 30343	Consulting	152,720
<b>Total number of others receiving over \$50,000 for professional services.</b>		<b>21</b>

**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	<b>Expenses</b>
<b>1</b> In the Early Learning work that falls under the D C Wards 7 and 8 Initiative, the Foundation provides technical assistance to build the capacity of service providers, parents and other stakeholders in the fields of practice, policy and research. This work is focused on enhancing developmental opportunities for infants, toddlers and their families in the District of Columbia's Wards 7 and 8. For school-aged children, this initiative provides technical assistance to enhance wrap-around services (e.g., mental health resources and school infrastructure) in Wards 7 and 8. Finally, this initiative builds the body of knowledge in the child development field in order to increase the use of evidence-based practices and data by parents, service providers and other stakeholders who support children.	10,595,933
<b>2</b> Through direct operations and partnerships, the Food Security Initiative works to improve healthy food access for low-income families in the District and strengthen the local food system. The Food Security Initiative, which includes operations at a 263-acre farm in Middleburg, Virginia, and investments in the District, aims to achieve impact in four key areas: sustainable agriculture, nutrition education, food-related workforce development and local food distribution pathways.	909,202
<b>3</b> The Seventh-day Adventist Initiative involves partnerships with faith-based schools and organizations in the areas of Early Learning, Wrap-Around Support and Knowledge Building as well as infrastructure to support capacity-building efforts that will expand the availability of high-quality faith-based learning environments for infants, toddlers, children and youth. The SDA Initiative assists partners with organizational effectiveness, building educator capacity, providing wrap-around supports such as tuition assistance and advising on building and renovation projects.	4,793,004
<b>4</b> The Family Philanthropy Initiative oversees grants to not-for-profit organizations through its Family Fund, the Global Education Fund, generational giving and a matching gifts program, whereby staff can give to charities of their choosing.	1,063,851

**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	<b>Amount</b>
<b>1</b> Reinvestment Fund To provide loans for early learning centers to enhance and expand facilities in Wards 7 and 8 in Washington, DC	3,797,909
<b>2</b> Monument Academy \$800,000 To provide loan to expand a public charter school for vulnerable children serving Wards 7 and 8 in Washington, DC. Bright Beginnings \$500,000 To provide loan to expand development of a new early learning center in Ward 8 in Washington, DC	1,300,000
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>5,097,909</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities.	<b>1a</b>	308,763,331
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	5,839,659
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	203,789,006
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	518,391,996
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) <input type="checkbox"/>	<b>1e</b>	9,365,568
<b>2</b>	Acquisition indebtedness applicable to line 1 assets.	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d.	<b>3</b>	518,391,996
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	7,775,880
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	510,616,116
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	25,530,806

**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.)

<b>1</b>	Minimum investment return from Part X, line 6.	<b>1</b>	
<b>2a</b>	Tax on investment income for 2016 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2016 (This does not include the tax from Part VI).	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b.	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions.	<b>4</b>	
<b>5</b>	Add lines 3 and 4.	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions).	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	<b>1a</b>	15,458,687
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	5,097,909
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	262,671
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required).	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule).	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	20,819,267
<b>5</b>	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).	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	20,819,267

**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 2015	(c) 2015	(d) 2016
<b>1</b> Distributable amount for 2016 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2016				
<b>a</b> Enter amount for 2015 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2016				
<b>a</b> From 2011. . . . .				
<b>b</b> From 2012. . . . .				
<b>c</b> From 2013. . . . .				
<b>d</b> From 2014. . . . .				
<b>e</b> From 2015. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2015, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2016 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017 . . . . .				
<b>7</b> 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). . . . .				
<b>8</b> Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2017.</b> Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2012. . . . .				
<b>b</b> Excess from 2013. . . . .				
<b>c</b> Excess from 2014. . . . .				
<b>d</b> Excess from 2015. . . . .				
<b>e</b> Excess from 2016. . . . .				

**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 2016, 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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
<b>b</b> 85% of line 2a . . . . .	9,816,847	10,330,454	5,366,198	2,722,935	28,236,434
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	8,344,320	8,780,886	4,561,268	2,314,495	24,000,969
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	20,819,267	20,277,216	17,979,265	19,608,282	78,684,030
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	1,971,639	1,074,123	3,471,478	7,665,266	14,182,506
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .	17,020,537	14,205,730	8,522,991	7,529,492	47,278,750
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

---

**c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3a</b>				1,971,639
<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b> ▶ <b>3b</b>				817,574





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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
Publicly Traded Securities- Northern Trust			
Publicly Traded Securities- Northern Trust			
Adams Fund Series LLC K-1	P		
Adams Fund Series LLC K-1	P		
Silver Point Specialty K-1	P		
Silver Point Specialty K-1	P		
Wellington Trust Co K-1	P		
Wellington Trust Co K-1	P		
Allen Global Partner, LP K-1	P		
Sailing Stone K-1	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
11,609,937		10,938,162	671,775
97,753,079		99,494,167	-1,741,088
			349,466
			-261
			-1,919
			-12,173
			20,170
			-7,538
			2,503
			47,702

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			671,775
			-1,741,088
			349,466
			-261
			-1,919
			-12,173
			20,170
			-7,538
			2,503
			47,702

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

List and describe the kind(s) of property sold (e g , real estate, <b>(a)</b> 2-story brick warehouse, or common stock, 200 shs MLC Co )	<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
Sailing Stone K-1	P		
Silver Point Specialty K-1 UBI	P		
Silver Point Specialty K-1 UBI	P		

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
			239,027
			2,010
			17,202

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			239,027
			2,010
			17,202

<b>Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation</b>				
<b>(a) Name and address</b>	<b>Title, and average hours per week (b) devoted to position</b>	<b>(c) Compensation (If not paid, enter -0-)</b>	<b>(d) Contributions to employee benefit plans and deferred compensation</b>	<b>Expense account, (e) other allowances</b>
Barbara Bainum	Chair/CEO/President 40 00	373,752	71,762	0
7735 Old Georgetown Road Bethesda, MD 20814				
Mark R Birmingham	CFO/CIO/TREASURER 40 00	390,935	73,658	0
7735 Old Georgetown Road Bethesda, MD 20814				
Rozita La Gorce Green	Vice President/CSO 40 00	248,525	52,923	0
7735 Old Georgetown Road Bethesda, MD 20814				
Bruce Bainum	Director (left 12 01 16) 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Alexander Froom	Director 2 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Charles A Ledsinger	Director 2 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Joan Lombardi	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Scott Renschler	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Steve Bumbaugh	Director (Left 4 1 17) 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Kenny Emson	Director 2 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Tammy Mann	Director (Elected 3 30 17) 0 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Maura Marino	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Roberto Rodriguez	Director (Start 3 30 17) 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				



**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)				
<b>a</b> <i>Paid during the year</i>				
American Civil Liberties Union Foundation Inc 125 Broad Street New York, NY 20004	none	PC	General Operating/Mission	100
American Civil Liberties Union Foundation Inc 125 Broad Street New York, NY 20004	none	PC	General Operating/Mission	50
American Civil Liberties Union Foundation Inc 125 Broad Street New York, NY 20004	none	PC	General Operating/Mission	50
American University 4400 Massachusetts Avenue NW Washington, DC 20016	none	PC	WAMU 88.5	66
Beltsville Adventist School 4230 Ammendale Road Beltsville, MD 20705	none	PC	Support Construction Projects	7,324
<b>Total</b> . . . . . <b>3a</b>			▶	1,971,639

**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)				
<b>a</b> <i>Paid during the year</i>				
Bright Beginnings Inc 128 M Street NW Washington, DC 20001	none	PC	General Operating/Mission	25,000
Burtonsville Volunteer Fire Department Inc PO Box 215 Burtonsville, MD 20866	none	PC	In Memory of Rick Gentilcore	100
Burtonsville Volunteer Fire Department Inc PO Box 215 Burtonsville, MD 20866	none	PC	In Memory of Rick Gentilcore	50
Capital Area Food Bank 4900 Puerto Rico Avenue NE Washington, DC 20017	none	PC	General Operating/Mission	100
Capital Area Food Bank 4900 Puerto Rico Avenue NE Washington, DC 20017	none	PC	General Operating/Mission	100
<b>Total . . . . .</b> ► <b>3a</b>				1,971,639

**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)				
<b>a</b> <i>Paid during the year</i>				
Cardinal Hayes High School 650 Grand Concourse Bronx, NY 10451	none	PC	Worthy Student Fund	5,000
Community Animal Rescue Effort PO Box 1964 Evanston, IL 60204	none	PC	General Operating/Mission	50
Compass Family Service 49 Powell Street 3rd Floor San Francisco, CA 94102	none	PC	Compass Clinical Services	55,000
Courtney's House Inc PO Box 26240 Washington, DC 20001	none	PC	General Operating/Mission	100
Democracy Now Productions Inc 207 West 25th Street 11th Floor New York, NY 10001	none	PC	General Operating/Mission	10
<b>Total . . . . . ▶</b> <b>3a</b>				1,971,639

**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)				
<b>a</b> <i>Paid during the year</i>				
Dickinson College PO Box 1773 Carlisle, PA 17013	none	PC	Bologna Program	75
DonorschooseOrg 134 W 37th Street 11th Floor New York, NY 10018	none	PC	General Support	100
Duke University PO Box 90581 Durham, NC 27708	none	PC	Financial Aid	25
Dumbarton Concerts Inc 3133 Dumbarton Street NW Washington, DC 20007	none	PC	Inner City- Inner Child	25,000
Early Learning Coalition of Miami-Dade 1111 12th Street Suite 206 Key West, FL 33040	none	PC	Early Education Classroom Mentor	30,000
<b>Total</b> . . . . . <b>3a</b>				1,971,639

**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)				
<b>a</b> <i>Paid during the year</i>				
Firelight Foundation 740 Front Street Suite 380 Santa Cruz, CA 95060	none	PC	Cultivating Early Childhood Development in Malawi	100,000
Florida Keys Healthy Start Coalition PO BOX 6166 Key West, FL 33041	none	PC	General Operating/Mission	50,000
Georgia-Cumberland Academy 397 Academy Drive SW Calhoun, GA 30701	none	PC	Support Construction Projects	794,664
Global Fund for Children 1101 14th Street NW Suite 420 Washington, DC 20005	none	PC	Early Childhood Development	200,000
Homeless Children's Playtime Project 1525 Newton Street NW Washington, DC 20010	none	PC	General Operating/Mission	25,000
<b>Total . . . . . ▶</b>				1,971,639
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
Homeless Prenatal Program Inc 2500 18th Street San Francisco, CA 94110	none	PC	General Operating/Mission	50,000
Horizons Greater Washington Inc 3000 Cathedral Avenue NW Washington, DC 20008	none	PC	General Operating/Mission	150
House of Ruth 5 Thomas Circle NW Washington, DC 20005	none	PC	General Operating/Mission	25
House of Ruth Maryland Inc 2201 Argonne Drive Baltimore, MD 21218	none	PC	General Operating/Mission	100
Human Rights Campaign Foundation 1640 Rhode Island Avenue Washington, DC 20036	none	PC	General Operating/Mission	50
<b>Total . . . . . ▶</b> <b>3a</b>				1,971,639

**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)				
<b>a</b> <i>Paid during the year</i>				
International Rescue Committee Inc 122 East 42nd Street 12th Floor New York, NY 10168	none	PC	Preschool Healing Classroom	100,000
International Rescue Committee Inc 122 East 42nd Street 12th Floor New York, NY 10168	none	PC	General Operating/Mission	100
Lighthouse Central Florida 215 E New Hampshire Street Orlando, FL 32804	none	PC	Early Intervention	50,000
Maranatha 900 Reserve Drive Suite 100 Roseville, CA 95678	none	PC	EEC Buildings - Project 2	130,000
Maranatha 900 Reserve Drive Suite 100 Roseville, CA 95678	none	PC	EEC Buildings - Project 5	20,000
<b>Total . . . . .</b> ▶				1,971,639
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
Maret School 3000 Cathedral Avenue NW Washington, DC 20008	none	PC	General Operating/Mission	50
Martha's Table 2114 14th Street NW Washington, DC 20009	none	PC	General Operating/Mission	100
MOCSA 3100 Broadway Suite 400 Kansas City, MO 64111	none	PC	General Operating/Mission	100
National Resources Defense Council Inc 40 W 20th Street New York, NY 10011	none	PC	General Operating/Mission	50
Natural Resources Defense Council Inc 40 W 20th Street New York, NY 10011	none	PC	General Operating/Mission	40
<b>Total . . . . .</b> ▶				1,971,639
<b>3a</b>				



**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)				
<b>a</b> <i>Paid during the year</i>				
Northeastern Academy 532 West 215th Street New York, NY 10034	None	PC	Worthy Student Fund	10,155
OneAmerica 1225 S Weller Street Suite 430 Seattle, WA 98144	None	PC	Home Language Campaign	20,000
Open Arms Perinatal Services 2524 16th Avenue South Suite 207A Seattle, WA 98144	None	PC	General Operating/Mission	40,000
Operation Breakthrough Inc 3039 Troost Avenue Kansas City, MO 64109	None	PC	General Operating/Mission	100
Orlando Central SDA Church 624 N Broadway Avenue Orlando, FL 32803	None	PC	General Operating/Mission	1,000
<b>Total . . . . . ▶</b> <b>3a</b>				1,971,639

**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)				
<b>a</b> <i>Paid during the year</i>				
Orphan Foundation of America 21351 Gentry Drive Suite 130 Sterling, VA 20166	None	PC	General Operating/Mission	100
Pathways LA 3550 W 6th Street Suite 500 Los Angeles, CA 90020	None	PC	Parenting Engagement Coordinator	40,000
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	None	PC	General Operating/Mission	100
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	None	PC	General Operating/Mission	100
ProPublica Inc 155 Avenue of the Americas 13th Floor New York, NY 10013	None	PC	General Operating/Mission	40
<b>Total</b> . . . . . <b>3a</b> ▶				1,971,639

**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)				
<b>a</b> <i>Paid during the year</i>				
RAINN 1220 L Street NW Suite 505 Washington, DC 20005	None	PC	General Operating/Mission	100
Save the Children Federation Inc 501 Kings Highway East Suite 400 Fairfield, CT 06825	None	PC	Strategies for Early Childhood Development Program	100,000
Soka Gakkai International 606 Wilshire Boulevard Santa Monica, CA 90401	None	PC	General Operating/Mission	180
Some Inc 71 O Street NW Washington, DC 20001	None	PC	General Operating/Mission	100
Southern Poverty Law Center Inc 400 Washington Avenue Montgomery, AL 36104	None	PC	General Operating/Mission	50
<b>Total . . . . .</b> ▶				1,971,639
<b>3a</b>				

**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)				
<b>a</b> <i>Paid during the year</i>				
Split This Rock Inc 1301 Connecticut Avenue NW Suite 600 Washington, DC 20036	None	PC	General Operating/Mission	50
St Helena Preschool For All Inc 465 Mail Street St Helena, CA 94574	None	PC	Scholarship Fund	25,000
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105	None	PC	General Operating/Mission	220
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105	None	PC	General Operating/Mission	35
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105	None	PC	General Operating/Mission	25
<b>Total</b> . . . . . <b>3a</b>				1,971,639

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)				
<b>a</b> <i>Paid during the year</i>				
The Wiley Center for Speech & Language Development 5761 Buckingham Parkway Culver City, CA 90230	None	PC	Parent Professional Partnerships	10,000
United States Fund For UNICEF 125 Maiden Lane 10th Floor New York, NY 10038	None	PC	UNICEF Kid Power for Ready-to-Use Therapeutic Food	150
United Way of Genesee County 111 E Court Street Suite 3A Flint, MI 48502	NONE	PC	Flint Water Fund	15
University of Maryland College Park Foundation 1308E Benjamin Building College Park, MD 20742	NONE	PC	Intensive Performance Based Coaching	55,000
Whitman-Walker Clinic Inc 1701 14 Street NW Washington, DC 20009	NONE	PC	General Operating/Mission	100
<b>Total</b> . . . . . 				1,971,639
<b>3a</b>				

**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)				
<i>a Paid during the year</i>				
World Vision PO Box 70399 Tacoma, WA 98481	NONE	PC	ID Pledge #172983-7438 MOZ and #170925-7544 ZIM	240
Yale University PO Box 803 New Haven, CT 06503	none	PC	General Operating/Mission	50
<b>Total . . . . .</b> 				1,971,639
<b>3a</b>				

**TY 2016 Accounting Fees Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Accounting	74,636	0	0	73,546

**TY 2016 Investments Corporate Stock Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
Choice Hotels International, Inc.	99,604,076	99,604,076
MFO Vanguard Index Trust	0	0
GMO Qual FD III	19,512,016	19,512,016
MFO Vanguard Specialized Funds	6,952,817	6,952,817
MFO Vanguard Instl Total Index	27,343,526	27,343,526
Preferred stock	0	0
MFO Vanguard Emerging Market Equities	0	0
Bac Cap TR XIII	1,744,000	1,744,000
Bank America Corp	2,079,700	2,079,700
Dominion Res Inc VA	482,500	482,500
Enbridge Energy Partners LP	1,000,000	1,000,000
Enterprise Prods Oper LP	512,000	512,000
Goldman Sachs Cap II	1,736,280	1,736,280
Hartford Finl Svcs Group	2,110,520	2,110,520
JPMorgan Chase & Fltg	2,079,000	2,079,000
Stancorp Finl Group	925,000	925,000
Wells Fargo & Co	2,077,500	2,077,500
XL Group PLC	1,865,000	1,865,000
Alphabet Inc	200,829	200,829
Amer Elec PWR Co	180,761	180,761
American International Group	136,669	136,669
Anadarko Petro Corp	62,569	62,569
Apple Inc.	293,801	293,801
Cisco Systems Inc.	175,030	175,030
Citigroup Inc Com	200,439	200,439
Cognex Corp	192,723	192,723
CVS Health Corp	185,943	185,943
Cyrusone Inc	76,712	76,712
Delta Air Lines Inc	255,695	255,695
Discover Finl Svcs	145,089	145,089



<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
EOG Resources Inc	95,046	95,046
Firstenergy Corp	141,164	141,164
FLIR System Inc	277,731	277,731
Foundation Medicine Inc	164,843	164,843
General Mills Inc	110,634	110,634
Goldman Sachs Group	195,050	195,050
Grubhub Inc	74,164	74,164
Illumina Inc	134,998	134,998
Johnson & Johnson	161,394	161,394
Merck & Co Inc	179,388	179,388
Microsoft Corp	190,729	190,729
NASDAQ Inc	152,131	152,131
Nvidia Corp	176,941	176,941
Pepsico Inc	178,085	178,085
Range Res Corp	96,086	96,086
Schlumberger LTD	87,172	87,172
Target Corp	145,471	145,471
Terreno Realty Corp	83,477	83,477
TJX Cos Inc	141,020	141,020
Tyson Foods Inc	138,851	138,851
UnitedHealth Group Inc	181,340	181,340
Verizon Communications	289,129	289,129
Walt Disney Co	269,768	269,768
Wash Fed Inc	184,061	184,061

**TY 2016 Investments - Other Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Rock Creek Bainum Family Fnd. Hedge Fund	FMV	82,036,950	82,036,950
SailingStone Global National Real Estate	FMV	0	0
Turner-Agassi Charter School Facilities Fund II LP RE	FMV	569,455	569,455
Fairmont Building LLC Real Estate	FMV	43,358,399	43,358,399
General Electric Cap Corp	FMV	0	0
MFO Doubleline total Return Bond	FMV	8,065,082	8,065,082
MFO Eaton Vance Flotinggrate Adv.	FMV	0	0
MFO Eaton Vance Mutual Fds	FMV	16,694,999	16,694,999
MFO Oppenheimer Sr Floating Rate Fd	FMV	6,333,414	6,333,414
Financial Opportunistic Fund Ltd.	FMV	36,296,000	36,296,000
Atalaya Asset Income Fund III LP	FMV	3,559,874	3,559,874
Avenue Aviation Opportunities Fund II	FMV	2,990,757	2,990,757
Silver Point Specialty CreditFund LP	FMV	2,290,887	2,290,887
TCI Real Estate Partners Fund II	FMV	1,707,550	1,707,550
Venture Capital and Partnership Private Equities	FMV	5,632,471	5,632,471
MFO Vanguard Developed Markets-International Equities	FMV	26,031,424	26,031,424
Allen Global Partners, LP	FMV	0	0
Adams Fund Series LLC	FMV	26,060,702	26,060,702
Wellington Emerging Markets	FMV	15,339,819	15,339,819
Kalorama	FMV	5,902,185	5,902,185
MFC Emerging Mkts Index	FMV	7,310,674	7,310,674
Ing Cap FDG TR III	FMV	1,003,120	1,003,120
Datalogic SPA	FMV	306,168	306,168
Daifuku Co	FMV	356,636	356,636
Fanuc Corp	FMV	287,166	287,166
Hiroshima Bank NPV	FMV	112,493	112,493
ADR Nestle	FMV	103,594	103,594
ADR Roche Holdings	FMV	271,985	271,985
ADR Royal Dutch Shell PLC	FMV	66,622	66,622

**TY 2016 Land, Etc.  
Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Category / Item</b>	<b>Cost / Other Basis</b>	<b>Accumulated Depreciation</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Computer hardware	300,216	248,295	51,921	51,921
Furniture and equipment	427,996	170,496	257,500	257,500
Telephone system	41,973	26,770	15,203	15,203
Computer software	579,873	517,402	62,471	62,471
LHI/Office Expansion	841,891	50,321	791,570	791,570
Land- Naples, Florida	874,057	0	874,057	874,057
Fairmont Building, LLC	3,364,158	0	3,364,158	3,364,158
Bainum Foundation Farm, LLC	4,401,620	0	4,401,620	4,401,620

**TY 2016 Legal Fees Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Legal	90,277	0	0	83,279

## TY 2016 Other Assets Schedule

**Name:** Bainum Family Foundation

**EIN:** 23-7000192

### Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued interest/dividend receivable	554,595	542,766	542,766
Bequest receivable	6,139,484	3,207,170	3,207,170
Federal excise tax receivable	212,634	257,885	257,885
Program related investments	3,211,000	6,246,505	6,246,505
Investment related receivables and pending purchases	0	10,561,203	10,561,203

**TY 2016 Other Expenses Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	11,552	11,028	11,028	524
Licensing and subscription	203,385	7,999	7,999	186,977
Insurance	106,114	0	0	122,892
Office related expenses	137,833	117	117	128,749
Student expenses	16,412	0	0	16,412
School Enhancement Contracts	0	0	0	56,335
Farming expenses	67,010	0	0	62,528
Summer programs	145,000	0	0	165,732
Scholarships	1,364,338	0	0	1,381,029
PRI loan discount and loss reserve	2,062,404	0	0	0

## Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Allocation fees	0	194,830	194,830	-194,830

**TY 2016 Other Income Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership K-1 Investments	245,908	245,908	245,908
Partnership K-1 Investments UBI	89,385	0	0
Garage Parking Services UBI	87,434		0



**TY 2016 Other Increases Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Description</b>	<b>Amount</b>
Unrealized gain on investments	70,390,585
Change in FMV of pledge donated assets	221,372

**TY 2016 Other Liabilities Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
Deferred federal excise tax payable	34,812	1,375,800

**TY 2016 Other Professional Fees Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Other professional fees	5,528,405	7,864	7,864	4,643,965
Investment fees K-1	446,146	446,146	446,146	0
Investment fees	625,196	625,196	625,196	0

## TY 2016 Other Receivables from Officers Schedule

**Name:** Bainum Family Foundation

**EIN:** 23-7000192

### Travel Advance to Officers:

<b>Item No.</b>	1
<b>Borrower's Name</b>	Stewart W Bainum Jr
<b>Borrower's Title</b>	
<b>Original Amount of Loan</b>	17267698
<b>Balance Due</b>	17655924
<b>Date of Note</b>	2014-09
<b>Maturity Date</b>	2023-09
<b>Repayment Terms</b>	Annual interest payments, balloon payment at maturity
<b>Interest Rate</b>	2.860000000000
<b>Security Provided by Borrower</b>	Personal guarantee
<b>Purpose of Loan</b>	Purchase of estate assets under exception provisions in 53.4941(d)-3
<b>Description of Lender Consideration</b>	Estate assets
<b>Consideration FMV</b>	17267698

<b>Item No.</b>	2
<b>Borrower's Name</b>	Scott A Renschler
<b>Borrower's Title</b>	
<b>Original Amount of Loan</b>	1165050
<b>Balance Due</b>	1191243
<b>Date of Note</b>	2014-09
<b>Maturity Date</b>	2023-09
<b>Repayment Terms</b>	Annual interest payments, balloon payment at maturity
<b>Interest Rate</b>	2.860000000000
<b>Security Provided by Borrower</b>	Personal guarantee
<b>Purpose of Loan</b>	Purchase of estate assets under exception provisions in 53.4941(d)-3
<b>Description of Lender Consideration</b>	Estate assets
<b>Consideration FMV</b>	1165050

<b>Item No.</b>	3
<b>Borrower's Name</b>	Bruce D Bainum
<b>Borrower's Title</b>	
<b>Original Amount of Loan</b>	17449670
<b>Balance Due</b>	17680273
<b>Date of Note</b>	2015-01
<b>Maturity Date</b>	2024-01
<b>Repayment Terms</b>	Annual interest payments, balloon payment at maturity
<b>Interest Rate</b>	2.750000000000
<b>Security Provided by Borrower</b>	Personal guarantee
<b>Purpose of Loan</b>	Purchase of estate assets under exception provisions in 53.4941(d)-3
<b>Description of Lender Consideration</b>	Estate assets
<b>Consideration FMV</b>	17449670

<b>Item No.</b>	4
<b>Borrower's Name</b>	Todd Renschler
<b>Borrower's Title</b>	
<b>Original Amount of Loan</b>	540900
<b>Balance Due</b>	548007
<b>Date of Note</b>	2015-01
<b>Maturity Date</b>	2024-01
<b>Repayment Terms</b>	Annual interest payments, balloon payment at maturity
<b>Interest Rate</b>	2.750000000000
<b>Security Provided by Borrower</b>	Personal guarantee
<b>Purpose of Loan</b>	Purchase of estate assets under exception provisions in 53.4941(d)-3
<b>Description of Lender Consideration</b>	Estate assets
<b>Consideration FMV</b>	540900

<b>Item No.</b>	5
<b>Borrower's Name</b>	Brian B Bainum
<b>Borrower's Title</b>	
<b>Original Amount of Loan</b>	513855
<b>Balance Due</b>	520606
<b>Date of Note</b>	2015-01
<b>Maturity Date</b>	2024-01
<b>Repayment Terms</b>	Annual interest payments, balloon payment at maturity
<b>Interest Rate</b>	2.750000000000
<b>Security Provided by Borrower</b>	Personal guarantee
<b>Purpose of Loan</b>	Purchase of estate assets under exception provisions in 53.4941(d)-3
<b>Description of Lender Consideration</b>	Estate assets
<b>Consideration FMV</b>	513855



<b>Item No.</b>	6
<b>Borrower's Name</b>	Dinwiddie Farms LLC
<b>Borrower's Title</b>	
<b>Original Amount of Loan</b>	4356674
<b>Balance Due</b>	4413916
<b>Date of Note</b>	2015-01
<b>Maturity Date</b>	2024-01
<b>Repayment Terms</b>	Annual interest payments, balloon payment at maturity
<b>Interest Rate</b>	2.750000000000
<b>Security Provided by Borrower</b>	Corporate obligation
<b>Purpose of Loan</b>	Purchase of estate assets under exception provisions in 53.4941(d)-3
<b>Description of Lender Consideration</b>	Estate assets
<b>Consideration FMV</b>	4356674

**TY 2016 Reduction Explanation Statement**

**Name:** Bainum Family Foundation

**EIN:** 23-7000192

**Explanation:** Choice Hotels International Stock: The Principal sponsors, their descendants, including the CEO and several directors of the Foundation, own an aggregate of 39.2% of the common stock of CHH which is publicly traded in the United States of America. Although voting and dispositive power for the Foundation's CHH shares rests with a committee independent of the family and other affiliates of CHH, as a prudent matter, the Foundation has continued to comply with rule 144 requirements. As of June 30, 2017, the Foundation owned 1,694,972 Shares of CHH stock which represents 3.0% of the total CHH Shares issued and outstanding. The stock is valued at the June 30, 2017 NY stock exchange closing price discounted at 8.6%. The discount is based on an independent appraisal, from June 30, 2016, which was performed in compliance with the uniform standards of professional appraisal practices.

**TY 2016 Taxes Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
Federal excise tax	180,353	0	0	225,604
Foreign taxes K-1	11,442	11,442	11,442	0
Deferred excise taxes	1,340,988	0	0	0

**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](http://www.irs.gov/form990)

OMB No 1545-0047  
**2016**

**Name of the organization**  
Bainum Family Foundation

**Employer identification number**  
23-7000192

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private 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 33<sup>1</sup> 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 *exclusively* 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 *exclusively* 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 *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

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

<b>Name of organization</b> Bainum Family Foundation	<b>Employer identification number</b> 23-7000192
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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	Roberta Bainum <hr/> 7735 Old Georgetown Road Suite 1000 <hr/> Bethesda, MD20814	\$ 2,008,932	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
2	Jane Bainum <hr/> 7735 Old Georgetown Road Suite 1000 <hr/> Bethesda, MD20814	\$ 1,350,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
	<hr/> <hr/>	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>

<b>Name of organization</b> Bainum Family Foundation	<b>Employer identification number</b> 23-7000192
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<b>Part II</b> <b>Noncash Property</b>
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	16,130 shares of CHH stock at \$62.55 per share	\$ 1,008,932	2017-05-09
		\$	
		\$	
		\$	
		\$	
		\$	

<b>Name of organization</b> Bainum Family Foundation	<b>Employer identification number</b> 23-7000192
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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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

<hr/> <hr/>	(e) Transfer of gift
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
<hr/> <hr/>	<hr/> <hr/>

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

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Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
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