

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.**  
 ▶ **Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.**

OMB No 1545-0052  
**2018**  
**Open to Public Inspection**

**For calendar year 2018, or tax year beginning 07-01-2018, and ending 06-30-2019**

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</b> (see instructions) (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) ▶ \$ 650,199,709	<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)	829,488			
	<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	42,219	42,219	42,219	
	<b>4</b> Dividends and interest from securities	8,046,207	8,018,938	8,018,938	
	<b>5a</b> Gross rents	1,123,200	1,123,200	1,123,200	
	<b>b</b> Net rental income or (loss)	1,123,200			
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	30,968,351			
	<b>b</b> Gross sales price for all assets on line 6a	100,423,289			
	<b>7</b> Capital gain net income (from Part IV, line 2)		32,208,827		
	<b>8</b> Net short-term capital gain			3,277,118	
	<b>9</b> Income modifications			5,000,000	
	<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)	1,417,444	1,176,490	1,176,490		
<b>12 Total.</b> Add lines 1 through 11	42,426,909	42,569,674	18,637,965		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	1,494,837	346,022	346,022	1,073,575
	<b>14</b> Other employee salaries and wages	4,177,024	75,241	75,241	3,947,720
	<b>15</b> Pension plans, employee benefits	1,412,202	86,702	86,702	1,336,727
	<b>16a</b> Legal fees (attach schedule)	120,071	61,407	61,407	97,920
	<b>b</b> Accounting fees (attach schedule)	156,328	5,244	5,244	161,902
	<b>c</b> Other professional fees (attach schedule)	12,569,801	3,016,764	3,016,764	9,992,960
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	1,529,832	50,397	50,397	925,383
	<b>19</b> Depreciation (attach schedule) and depletion	178,845	0	0	
	<b>20</b> Occupancy	296,820	0	0	279,286
	<b>21</b> Travel, conferences, and meetings	304,613	7,598	7,598	331,911
	<b>22</b> Printing and publications	15,027	0	0	16,456
	<b>23</b> Other expenses (attach schedule)	4,824,397	7,667	7,668	1,242,413
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	27,079,797	3,657,042	3,657,043	19,406,253
	<b>25</b> Contributions, gifts, grants paid	1,486,665			1,486,665
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	28,566,462	3,657,042	3,657,043	20,892,918	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	13,860,447				
<b>b Net investment income</b> (if negative, enter -0-)		38,912,632			
<b>c Adjusted net income</b> (if negative, enter -0-)			14,980,922		

<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	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	802,094	1,968,358	1,968,358
	<b>2</b> Savings and temporary cash investments . . . . .	18,396,553	42,357,418	42,357,418
	<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 . . . . .	635,157	829,892	829,892
	<b>10a</b> Investments—U S and state government obligations (attach schedule)			
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	163,809,040	162,860,095	162,860,095
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .	0	28,668,509	28,668,509
	<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) . . . . .	339,103,670	308,416,099	308,416,099
	<b>14</b> Land, buildings, and equipment basis ▶ _____ 7,655,056 Less accumulated depreciation (attach schedule) ▶ _____ 1,526,996	9,404,871	6,128,060	6,128,060
<b>15</b> Other assets (describe ▶ _____)	30,833,130	56,961,309	56,961,309	
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	604,994,484	650,199,709	650,199,709	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	2,093,308	2,150,359	
	<b>18</b> Grants payable . . . . .			
	<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 ▶ _____)	2,094,731	34,252,726	
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	4,188,039	36,403,085	
<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 . . . . .	186,473,020	199,486,549	
	<b>25</b> Temporarily restricted . . . . .	414,333,425	414,310,075	
	<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) . . . . .	600,806,445	613,796,624		
<b>31 Total liabilities and net assets/fund balances</b> (see instructions) .	604,994,484	650,199,709		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<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>	600,806,445
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	13,860,447
<b>3</b> Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	614,666,892
<b>5</b> Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	870,268
<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>	613,796,624

**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>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<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)	}	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	<b>2</b>	32,208,827
<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	}		<b>3</b>	3,277,118

**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))
2017	22,842,574	570,030,559	0.040073
2016	20,819,267	510,616,116	0.040773
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.285550
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.057110
<b>4</b> Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	<b>4</b>	581,689,673
<b>5</b> Multiply line 4 by line 3	<b>5</b>	33,220,297
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	389,126
<b>7</b> Add lines 5 and 6	<b>7</b>	33,609,423
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	25,124,850

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', 'Tax under section 511', and 'Total credits and payments'. Total amount owed is 102,737.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions.
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.bainumfdn.org
14 The books are in care of The Foundation Telephone no (240) 450-0000

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 15

16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes", enter the name of the foreign country CJ

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance check here.
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years 20, 20, 20, 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement-see instructions).
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20, 20, 20, 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

<b>5a</b> During the year did the foundation pay or incur any amount to				<b>Yes</b>	<b>No</b>
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/>	<b>Yes</b>	<input checked="" type="checkbox"/>	<b>No</b>	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/>	<b>Yes</b>	<input checked="" type="checkbox"/>	<b>No</b>	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/>	<b>Yes</b>	<input type="checkbox"/>	<b>No</b>	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/>	<b>Yes</b>	<input checked="" type="checkbox"/>	<b>No</b>	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/>	<b>Yes</b>	<input checked="" type="checkbox"/>	<b>No</b>	
<b>b</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.		<b>5b</b>			<b>No</b>
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>				
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/>	<b>Yes</b>	<input type="checkbox"/>	<b>No</b>	
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/>	<b>Yes</b>	<input checked="" type="checkbox"/>	<b>No</b>	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		<b>6b</b>			<b>No</b>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/>	<b>Yes</b>	<input checked="" type="checkbox"/>	<b>No</b>	
<b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>			
<b>8</b> Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/>	<b>Yes</b>	<input checked="" type="checkbox"/>	<b>No</b>	

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

**1** List all officers, directors, trustees, foundation managers and their compensation. See instructions

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Angela Deeds 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Finance 40 00	211,949	32,395	0
Clara Northington 7735 Old Georgetown Road Bethesda, MD 20814	Vice President of Hu 40 00	167,787	46,284	0
Noel Bravo 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Program 40 00	171,135	35,030	0
Ann Egan 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Communic 40 00	161,932	33,967	0
Rebecca Cisek 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Talent a 40 00	160,704	7,408	0
<b>Total</b> number of other employees paid over \$50,000.			▶	24

**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>
The Rock Creek Group 1133 Connecticut Avenue NW Suite 810 Washington, DC 20036	Investment consulting	444,775
George Washington University GCAS PO Box 829896 Philadelphia, PA 19182	Programmatic consulting	315,743
Telecommunications Development Corp 1919 13th Street NW Washington, DC 20009	Programmatic consulting	250,000
Reinvestment Fund 1700 Market Street Suite 1900 Philadelphia, PA 19103	Programmatic consulting	209,694
Russell Reynolds 1700 New York Avenue NW Suite 400 Washington, DC 20006	Staff recruitment and DEI consulting	143,989
<b>Total number of others receiving over \$50,000 for professional services.</b>		<b>17</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> DC Initiative-The D C Wards 7 and 8 Initiative includes two bodies of work focused on building capacity and knowledge in practice, policy and research Early Learning We support healthy development and learning for infants and toddlers, ages 0 to 3 We are working to create a comprehensive system of supports in the District of Columbia that address children's cognitive, social, emotional and physical development and also provide families with vital wrap-around supports in health, mental wellness and nutrition School Mental Health We are researching and implementing best practices to help schools develop high-quality comprehensive school mental health systems that support students' social and emotional well-being These systems emphasize prevention and early identification of mental health and substance abuse concerns, not just treatment of them	7,444,462
<b>2</b> Food Security Initiative-Our Food Security Initiative works to support regional food solutions that increase healthy-food availability and access for children and communities in the District of Columbia's Wards 7 and 8 In collaboration with the Bainum Foundation Farm LLC, the Food Security Initiative is focused on working with partners to make the regional food system stronger and more equitable	1,699,365
<b>3</b> Seventh-day Adventist Initiative-Our founders Stewart and Jane Bainum largely credit their success in life to their education at Seventh-day Adventist boarding schools In their honor, the Foundation has long supported faith-based education as part of our mission Currently, our Seventh-day Adventist (SDA) Initiative team oversees programs that work to ensure excellence in leadership, instruction and business operations while continuing strategic facility investments at faith-based schools	4,041,403
<b>4</b> Family Philanthropy Initiative-The Bainum family awards grants to nonprofit organizations through its Family Fund and Global Education Fund The Family Fund is managed by a multigenerational group of family members who select grant recipient organizations nationwide The Global Education Fund supports grants to U S -based organizations that engage in improving the quality of early education globally The Foundation encourages staff philanthropy through a matching gifts program, whereby staff can give to charities of their choosing	1,595,712

**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> Construction of an early learning center in Florida	3,636,915
<b>2</b> Providing funding for a social enterprise grocery store in the District of Columbia Ward 8	555,000
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	<b>4,191,915</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>	266,087,911
<b>b</b>	Average of monthly cash balances.	<b>1b</b>	7,643,813
<b>c</b>	Fair market value of all other assets (see instructions).	<b>1c</b>	316,816,167
<b>d</b>	<b>Total</b> (add lines 1a, b, and c).	<b>1d</b>	590,547,891
<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>	25,098,285
<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>	590,547,891
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	<b>4</b>	8,858,218
<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>	581,689,673
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5.	<b>6</b>	29,084,484

**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 2018 from Part VI, line 5.	<b>2a</b>	
<b>b</b>	Income tax for 2018 (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>	20,892,918
<b>b</b>	Program-related investments—total from Part IX-B.	<b>1b</b>	4,191,915
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	<b>2</b>	40,017
<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>	25,124,850
<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>	25,124,850

**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 2017	(c) 2017	(d) 2018
<b>1</b> Distributable amount for 2018 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2018				
<b>a</b> Enter amount for 2017 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2018				
<b>a</b> From 2013. . . . .				
<b>b</b> From 2014. . . . .				
<b>c</b> From 2015. . . . .				
<b>d</b> From 2016. . . . .				
<b>e</b> From 2017. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ _____				
<b>a</b> Applied to 2017, 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 2018 distributable amount. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<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 2017 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 . . . . .				
<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 2013 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a . . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2014. . . . .				
<b>b</b> Excess from 2015. . . . .				
<b>c</b> Excess from 2016. . . . .				
<b>d</b> Excess from 2017. . . . .				
<b>e</b> Excess from 2018. . . . .				

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

<b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. . . . . ▶					
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input checked="" type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2a</b> 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			<b>(e) Total</b>
	<b>(a) 2018</b>	<b>(b) 2017</b>	<b>(c) 2016</b>	<b>(d) 2015</b>	
<b>b</b> 85% of line 2a . . . . .	14,980,922	9,564,082	9,816,847	10,330,454	44,692,305
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	12,733,784	8,129,470	8,344,320	8,780,886	37,988,459
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	25,124,850	22,842,574	20,819,267	20,277,216	89,063,907
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	1,486,665	1,923,218	1,971,639	1,074,123	6,455,645
<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. . . . .	19,389,656	19,001,019	17,020,537	14,205,730	69,616,942
<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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)**

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.
- a** The name, address, and telephone number or email address of the person to whom applications should be addressed
- 
- b** The form in which applications should be submitted and information and materials they should include
- 
- c** Any submission deadlines
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient	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>				
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b> ▶ <b>3b</b>				



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

Part XVII

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with columns Yes, No and rows 1a(1), 1a(2), 1b(1) through 1b(6), 1c.

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash.
(2) Other assets.

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

described in section 501(c) (other than section 501(c)(3)) or in section 527? [ ] Yes [x] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature line with fields for Signature of officer or trustee, Date (2020-03-13), and Title. Includes a box for 'May the IRS discuss this return with the preparer shown below'.

Paid Preparer Use Only

Form section for paid preparer with fields for name, signature, date, self-employed status, PTIN, firm name, address, and EIN.

**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 )
1 Adams Fund K-1	P		
1 Adams Fund K-1	P		
Atalaya Asset Income Fund III K-1	P		
Caryle Partners VII Cayman K-1	P		
Choice Int'l Common Shares (CHH)	D		
Emerging Market Assets	P		
Emerging Market Assets	P		
Generation IM Global Equity Fund K-1	P		
Generation IM Global Equity Fund K-1	P		
Generation IM Global Equity Fund 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)
			1,165,533
			5,610,045
			-52,159
			16
4,767,699		2,862,000	1,905,699
110,578		121,063	-10,485
7,637,835		6,588,301	1,049,534
			-93,927
			-134,100
84,704		84,704	0

**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	
			1,165,533
			5,610,045
			-52,159
			16
			1,905,699
			-10,485
			1,049,534
			-93,927
			-134,100
			0

**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)
Generation IM Global Equity Fund K-1 UBI	P		
1 Georgetown Oppor Fund Series K-1	P		
Georgetown Oppor Fund Series K-1	P		
GMO RGL Distributions	P		
GMO RGL Distributions	P		
Opportunistic	P		
Opportunistic	P		
PIMCO Mutual funds	P		
Private Equity	P		
Private Equity	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)
35,172		35,172	0
			270,921
			2,068
3,582,531			3,582,531
92,962			92,962
10,500,000		7,017,990	3,482,010
5,818			5,818
7,010,247		7,002,786	7,461
188,680		147,825	40,855
759,462			759,462

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			0
			270,921
			2,068
3,582,531			3,582,531
92,962			92,962
10,500,000			3,482,010
5,818			5,818
7,010,247			7,461
188,680			40,855
759,462			759,462

**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-Chevy Chase	P		
1 Publicly Traded Securities-Corporate Preferreds	P		
Publicly Traded Securities-Fixed Income	P		
Publicly Traded Securities-Fixed Income	P		
Publicly Traded Securities-MFB Northern Instl Funds	P		
Publicly Traded Securities-PIMCO	P		
Publicly Traded Securities-Vanguard Mutual Funds	P		
Publicly Traded Securities-Vanguard Mutual Funds	P		
Publicly Traded Securities-Chevy Chase	P		
Real Asset-Rose Housing	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)
1,042,507		1,080,416	-37,909
1,567,000		1,578,680	-11,680
8,893,408		8,927,085	-33,677
388,770		395,010	-6,240
46			46
5,000,090		5,000,627	-537
670,914		646,804	24,110
13,329,086		10,828,736	2,500,350
724,758		529,394	195,364
254,284		149,765	104,519

**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	
			-37,909
			-11,680
			-33,677
			-6,240
			46
			-537
			24,110
			2,500,350
			195,364
			104,519



**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.)
Real Asset-Rose Housing	P		
1 Real Asset-Turner-Agassi	P		
Rose Affordable Housing Pres Fund K-1	P		
Sale of property and equipment	P		
Silver Point Specialty Credit Fund K-1	P		
Silver Point Specialty Credit Fund K-1	P		
Silver Point Specialty Credit Fund K-1 UBI	P		
Silver Point Specialty Credit Fund K-1 UBI	P		
Vista Equity Partners Fund VII K-1	P		
Turner-Agassi Charter School Facilities Fund II K-1	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)
323,225		88,297	234,928
141,759		91,915	49,844
			350,421
3,241,164		2,932,900	308,264
			9,773
			5,549
9,557		9,557	0
5,426		5,426	0
			755,851
			-62,221

**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> FMV 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	
			234,928
			49,844
			350,421
			308,264
			9,773
			5,549
			0
			0
			755,851
			-62,221

**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 )
Wellington Trust Co K-1	P		
1 Wellington Trust Co K-1	P		
Choice Int'l Common Shares (CHH)	D		
Dinwiddie Investment-UBI	D		

**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)
			857,404
			-705,393
25,378,607		15,392,790	9,985,817
4,677,000		4,677,000	0

**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	
			857,404
			-705,393
			9,985,817
			0

Form 990FP Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Barbara Bainum	Chair/CEO/President (Left 07/2019) 40 00	399,900	90,532	0
7735 Old Georgetown Road Bethesda, MD 20814				
Mark R Birmingham	CFO/CIO/TREASURER (Left 10/2019) 40 00	432,528	90,120	0
7735 Old Georgetown Road Bethesda, MD 20814				
Rozita La Gorce Green	Chief Strategy Officer (Left 4/2019) 40 00	301,881	53,698	0
7735 Old Georgetown Road Bethesda, MD 20814				
Mae Cheung	Secretary (Appointed 4/2019) 35 00	108,010	14,196	0
7735 Old Georgetown Road Bethesda, MD 20814				
David Daniels	COO 40 00	252,518	69,482	0
7735 Old Georgetown Road Bethesda, MD 20814				
Alexander Froom	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Charles A Ledsinger	Director (Left 3/2019) 1 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				
Kenny Emson	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Tammy Mann	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Maura Marino	Director(Left 12/2019) 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Roberto Rodriguez	Director 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>				
Alice's Kids Inc 3212 Wessynton Way Mount Vernon, VA 22309		PC	General support	50
American Civil Liberties Union Foundation Inc 125 Broad Street 18th Floor New York, NY 10004		PC	General support	120
American Civil Liberties Union Foundation Inc 125 Broad Street 18th Floor New York, NY 10004		PC	General operating	100
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
American Society For The Prevention Of Cruelty To Animals 11901 Wornall Road Kansas City, MO 64145		PC	General support	50
Avila University6600 Little Falls Road Arlington, VA 22213		PC	General support	100
Bishop O'Connell High School 23151 Camino Altazano Santa Margarita, CA 92688		PC	Gratitude	195
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

**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>				
Bishop Of North American Region Of Sukyo Mahikari 4900 Puerto Rico Avenue NE Washington, DC 20017		PC	General support	222
Capital Area Food Bank Foundation 111 Michigan Avenue NW Washington, DC 20010		PC	General support	100
ChildFund International 2821 Emerywood Parkway Richmond, VA 23294		PC	General operating	50,000
<b>Total . . . . . ▶ 3a</b>				1,486,665

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
Childrens Hospital Foundation 124 Estoria Street SE Atlanta, GA 30316		PC	General operating	135
Community Resources for Children 3299 Claremont Way Suite 1 Napa, CA 94558		PC	Active Minds School Readiness and Toy Library/Earl	25,000
Compass Family Services 37 Grove Street San Francisco, CA 94102		PC	Compass Clinical Services	55,000
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

**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>				
Concrete Jungle Inc 845 3rd Avenue 8th Floor Kentfield, NY 10022		PC	Native American Methane Capture	60
Cool Effect Inc 1010 Grandin Ave Room B3 Rockville, MD 20851		PC	General support	40
Court Appointed Special Advocate Montgomery County Maryland Inc 324 Blackwell Street Suite 850 Durham, NC 27701		PC	Trinity College of Arts and Sciences Financial Aid	200
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665



**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>				
Duke University 15 Lebanon Street Hanover, NH 03755		PC	general support	20
Duke University 324 Blackwell Street Suite 850 Durham, NC 27701		PC	Trinity College Financial Aid	20
El Nido Family Centers 440 Shatto Place Los Angeles, CA 90020		PC	General operating	55,555
<b>Total . . . . . ▶ 3a</b>				1,486,665

**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 903 Pacific Avenue Suite 307 A Santa Cruz, CA 95060		PC	Communities Cultivating Early Childhood Development	107,210
Firelight Foundation 903 Pacific Avenue Suite 307 A Santa Cruz, CA 95060		PC	Flexible project support for IIEFG	10,000
Florida Keys Healthy Start Coalition Inc PO Box 6166 Key West, FL 33041		PC	Florida Keys Healthy Start Core Family Support Services	55,000
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

**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>				
Global Campaign For Education-US Inc 1201 16th Street NW Washington, DC 20036		PC	General operating	50,000
Global Fund For Children 1411 K Street NW 12th Floor Washington, DC 20005		PC	Barriers to adolescent girls' education with ECCD	200,000
Grassroot Soccer Inc 5 Thomas Circle NW Washington, DC 20005		PC	General support	140
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

**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>				
House Of Ruth 1640 Rhode Island Avenue NW Washington, DC 20036		PC	General support	100
Human Rights Campaign Foundation 40 Worth Street Room 701 New York, NY 10013		PC	General support	50
Innocence Project Inc 2505 University Boulevard Ames, IA 50010		PC	General support	150
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

**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 Child Resource Exchange Institute 2095 Harrison Street San Francisco, CA 94110		PC	Project Commotion	55,555
International Rescue Committee Inc 122 East 42nd Street 12th Floor New York, NY 10168		PC	Pre-School Healing Classrooms in 7 refugee camps	125,000
Iowa State University Foundation PO Box 928 Lawrence, KS 66044		PC	General support	100
<b>Total . . . . .</b>				<b>1,486,665</b>

▶ **3a**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Kansas University Endowment Assoc 2375 Elvans Road SE Washington, DC 20020		PC	General support	100
Lighthouse Central Florida Inc 2500 Kunze Avenue Orlando, FL 32806		PC	Early Intervention	55,555
LitLab120 Linden Street Oakland, CA 94607		PC	Richmond Early Learning with kidappolis	55,555
<b>Total . . . . .</b>				<b>1,486,665</b>

**▶ 3a**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Martha's Table 3905 National Drive Suite 280 Burtonsville, MD 20866		PC	MSA Disaster Relief Fund	75
Masonic Service Association Education Department 3100 Broadway Boulevard Suite 400 Kansas City, MO 64111		PC	General support	20
Metropolitan Organization To Counter Sexual Assault 211 North 12th Street Lincoln, NE 68508		PC	General operating	100
<b>Total . . . . . ▶ 3a</b>				1,486,665

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
National Arbor Day Foundation 424 E 92nd Street New York, NY 10128		PC	General support	65
Natural Resources Defense Council Inc 22708 Birchcrest Lane Clarksburg, MD 20871		PC	Ride Allegheny	60
Natural Resources Defense Council Inc 3039 Troost Avenue Kansas City, MO 64109		PC	General support	50
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665



**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>				
Nature Conservancy 600B E Gude Drive Rockville, MD 20850		PC	General support	60
Oneamerica 1225 S Weller Street Suite 460 Seattle, WA 98144		PC	Speak Your Language (SPEAK) Campaign	25,000
Open Arms Perinatal Services 2524 16th Avenue South 207 A Seattle, WA 98144		PC	Birth Doula Services and Outreach Doula Services	35,555
<b>Total . . . . .</b>				<b>1,486,665</b>

**▶ 3a**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Operation Breakthrough Inc 22708 Birchcrest Lane Clarksburg, MD 20871		PC	General support	100
Operation Second Chance Inc 123 William Street 10th Floor New York, NY 10038		PC	General support	26
Operation Second Chance Inc 155 Plan Way Warwick, RI 02886		PC	General support	25
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

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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>				
Plan International USA Inc 1305 N Flores Street Windcrest, TX 78239		PC	General support	100
Planned Parenthood Federation Of 2800 16th Street NW Washington, DC 20009		PC	General support	100
Refugee & Immigrant Center For Education & Legal Services 2800 16th St NW Washington, DC 20009		PC	General support	50
<b>Total . . . . . ▶ 3a</b>				1,486,665

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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>				
Reginald S Lourie Center For Infants And Young Children 12301 Academy Way Rockville, MD 20852		PC	Construction Project Reginald S Lourie Center	317,777
San Francisco Friends School 250 Valencia Street San Francisco, CA 94103		PC	General support	100
San Francisco Friends School 250 Valencia Street San Francisco, CA 94103		PC	General support	100
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Save The Children Federation Inc 501 Kings Highway East Suite 400 Fairfield, CT 06825		PC	Strategies for Early Childhood Development Program	125,000
Scottish Rite Foundation Of The District Of Columbia Inc 600B E Gude Drive Rockville, MD 20850		PC	General support	20
Scottish Rite Foundation Of The District Of Columbia Inc 600B E Gude Drive Rockville, MD 20850		PC	General support	20
<b>Total . . . . . ▶ 3a</b>				1,486,665

**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>				
Smile Train Inc 633 Third Avenue 9th Floor New York, NY 10017		PC	General support	50
Smile Train Inc 633 Third Avenue 9th Floor New York, NY 10017		PC	General support	50
Some Inc71 O Street NW Washington, DC 20001		PC	General support	100
<b>Total . . . . .</b>				<b>1,486,665</b>

▶ **3a**

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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>				
Some Inc71 O Street NW Washington, DC 20001		PC	General support	75
Southern Poverty Law Center Inc PO Box 548 Montgomery, AL 36101		PC	General support	50
St Helena Preschool For All Inc 465 Main Street St Helena, CA 94574		PC	Scholarship funds for St Helena Preschool for All	25,000
<b>Total . . . . .</b>				<b>1,486,665</b>



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**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>				
Teach For America Inc 25 Broadway 12th Floor New York, NY 10004		PC	General operating	25
The Montgomery County Coalition For The Homeless Inc 40 West 20th Street New York, NY 10011		PC	General support	150
The Montgomery County Coalition For The Homeless Inc 40 West 20th Street New York, NY 10011		PC	General support	50
<b>Total . . . . . ▶ 3a</b>				1,486,665



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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
The Montgomery County Coalition For The Homeless Inc 4245 Fairfax Drive Arlington, VA 22203		PC	General support	100
University Of Maryland College Park Foundation Inc 1308 Benjamin Building University of Maryland College Park, MD 20742		PC	Facilitate Trauma Sensitive Pedagogy	55,000
University Of The South 735 University Avenue Sewanee, TN 37383		PC	General support	50
<b>Total . . . . . ▶ 3a</b>				1,486,665

**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>				
Village Shalom Inc 5500 West 123rd Street Overland Park, KS 66209		PC	General support	30
Women For Women International 2000 M Street NW Washington, DC 20036		PC	General support	50
<b>Total . . . . .</b> ▶ <b>3a</b>				1,486,665

**TY 2018 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 fees	156,328	5,244	5,244	161,902

**TY 2018 Investments Corporate Bonds Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192**Investments Corporate Bonds Schedule**

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
iShares Core U.S. Aggregate Bond ETF	9,991,881	9,991,881
Doubleline Total Return Bond Fund	18,676,628	18,676,628

**TY 2018 Investments Corporate Stock Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
Alphabet / Google Inc Com	370,752	370,752
Amazon	162,852	162,852
American Elec Power	386,364	386,364
Apple Computer	234,535	234,535
BAC Capital TR XIV	1,660,000	1,660,000
Choice Hotels International, Inc.	97,459,415	97,459,415
Citigroup Inc	237,892	237,892
CME Group	225,168	225,168
Cognex Corp Com	206,122	206,122
Cryoport Inc Com	83,338	83,338
CVS Health Corp	213,928	213,928
Daifuku Co LTD NPV	297,783	297,783
Delivery Hero SE NPV	196,062	196,062
Delta Air Lines	169,115	169,115
Dominion Resources Inc	475,000	475,000
Editas Medicine	89,287	89,287
EOG Resources Inc. Com	163,030	163,030
Estee Lauder	246,283	246,283
Fanuc Corp	238,997	238,997
FLIR Systems	352,840	352,840
GMO Quality Fund	25,533,314	25,533,314
Goldman Sachs Capital II	1,620,000	1,620,000
Goldman Sachs Group	248,180	248,180
GrubHub Inc	155,278	155,278
Horizon Discovery	82,970	82,970
Illumina Inc	415,921	415,921
IMPINJ	348,277	348,277
Inditex	201,361	201,361
ING Groep ADR	210,771	210,771
Intellia Therapeutics	78,707	78,707

**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Inuitive Surgical	199,853	199,853
JPMorgan Chase	1,432,226	1,432,226
LVMH Moet Hennessy ADR	196,434	196,434
MSCI Inc	213,478	213,478
Nestle ADR	227,377	227,377
Nike CI B	250,507	250,507
Novartis ADR	357,296	357,296
NVIDIA	77,188	77,188
Range Resources Corp	74,686	74,686
Regeneron Pharm	204,389	204,389
Royal Dutch Shell PLC	260,593	260,593
Splunk	232,889	232,889
Square Inc	141,724	141,724
Sumitomo Mitsui Finl Grp	225,626	225,626
Terreno Realty Corp	316,161	316,161
Unilever NV ADR	285,202	285,202
Vanguard Developed Markets Index Fund	15,642,069	15,642,069
Vanguard Total Stock Market Index Fund	5,562,841	5,562,841
Verizon Communications Com	340,438	340,438
Walt Disney Company	319,076	319,076
Wells Fargo & Co	2,016,500	2,016,500
XL Capital LTD	1,920,000	1,920,000

**TY 2018 Investments - Other Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Atalaya Asset Income Fund III LP	FMV	1,793,299	1,793,299
Avenue Aviation Opportunities Fund II (Offshore), LP	FMV	1,770,918	1,770,918
Cyrus Opportunities Fund II, Ltd**	FMV	6,046,841	6,046,841
FJ Capital Financial Opportunity Fund, Ltd	FMV	26,903,871	26,903,871
New Energy Capital Infrastructure Credit Fund II, L.P.**	FMV	62,469	62,469
Silver Point Specialty Credit Fund, LP	FMV	5,149,958	5,149,958
TCI Real Estate Partners Fund II, LP	FMV	5,188,073	5,188,073
Fairmont Building, LLC Real Estate	FMV	989,494	989,494
Grain Communications Opportunity Fund II, L.P.	FMV	309,575	309,575
IPI Data Center Partners Fund I, LP	FMV	3,148,427	3,148,427
Rose Affordable Housing Preservation Fund IV, L.P.	FMV	4,738,924	4,738,924
Turner-Agassı Charter School Facilities Fund II, L.P.	FMV	1,382,686	1,382,686
Adams Fund Series LLC-Adage Series	FMV	35,969,403	35,969,403
Ellington Enhanced Income Fund, Ltd	FMV	10,398,627	10,398,627
Generation IM Global Equity Fund, LLC	FMV	13,902,575	13,902,575
Kalorama Separate Account Overlook	FMV	6,749,279	6,749,279
Rock Creek Bainum Family Fnd Hedge Fund	FMV	119,252,906	119,252,906
Wellington Emerging Market Local Equity Composite	FMV	16,860,531	16,860,531
AH Bio Fund II, LP**	FMV	946,769	946,769
Andreesen Horowitz Fund V-Q, LP & AH Parallel Fund V-Q, LP**	FMV	1,714,659	1,714,659
Andreessen Horowitz Fund VI-Q, LP	FMV	467,500	467,500
Bond Capital Fund, LP	FMV	550,000	550,000
Carlyle Partners VII, LP	FMV	311,072	311,072
Clayton Dubilier & Rice X LP	FMV	963,224	963,224
Coatue CT XXI LLC (Meituan Co-Invest)	FMV	174,847	174,847
Coatue Kona III Offshore Feeder Fund L.P.	FMV	826,715	826,715
Foundation Capital IX, L.P.	FMV	341,762	341,762
H Capital V, L.P.	FMV	502,866	502,866
Kleiner Perkins Caufield & Byers XVII, LLC**	FMV	608,112	608,112
KPCB Digital Growth Fund III, LLC**	FMV	10,900,320	10,900,320

**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
Owl Ventures II, L.P.	FMV	2,015,523	2,015,523
Owl Ventures III, L.P.	FMV	1,481,384	1,481,384
Silver Lake Partners V, LP	FMV	1,083,224	1,083,224
Tiger Global Private Investment Partners XI, L.P.	FMV	2,480,830	2,480,830
TPG Growth IV, L.P.	FMV	370,843	370,843
Trustbridge Partners VI L.P.**	FMV	1,632,177	1,632,177
Viking Global Opportunities LP**	FMV	1,223,551	1,223,551
Vista Equity Partners Fund VI, L.P.	FMV	5,847,362	5,847,362
Vista Equity Partners Fund VII, L.P.	FMV	505,132	505,132
Vista Foundation Fund III, L.P.	FMV	3,172,735	3,172,735
YC II**	FMV	9,677,636	9,677,636



**TY 2018 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	311,625	306,197	5,428	5,428
Furniture and equipment	701,756	358,319	343,437	343,437
Telephone system	41,973	37,682	4,291	4,291
Computer software	579,873	579,873	0	
LHI/Office Expansion	874,841	97,751	777,090	777,090
Land- Naples, Florida	874,057	0	874,057	874,057
Bainum Foundation Farm, LLC	3,465,000	0	3,465,000	3,465,000
LHI/Farm	50,400	7,490	42,910	42,910
Building Farm LLC	716,356	123,656	592,700	592,700
Vehicles and farm equipment	39,175	16,028	23,147	23,147

**TY 2018 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 fees	120,071	61,407	61,407	97,920

**TY 2018 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	464,464	380,379	380,379
Other receivable	2,556,394	27,564	27,564
Federal excise tax receivable	180,045	0	0
Investment related receivables and pending purchases	22,232,227	53,566,358	53,566,358
Program related investments	5,400,000	955,000	955,000
Right to use asset		2,032,008	2,032,008

**TY 2018 Other Decreases Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

<b>Description</b>	<b>Amount</b>
Unrealized loss on investments	753,275
Change in FMV of pledge donated assets	116,993

**TY 2018 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
Licensing, dues, and subscriptions	331,848	7,422	7,422	360,198
Scholarships	564,170	0	0	570,516
Provision for PRI forgiveness	3,636,915	0	0	0
Office related expenses	26,795	245	246	38,017
Insurance	93,981	0	0	89,099
Equipment and maintenance	130,802	0	0	140,208
Farm expense	39,886	0	0	44,375

**TY 2018 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	20,633	20,633	20,633
Partnership K-1 Investments UBI	240,954	0	0
Note receivable interest	1,155,857	1,155,857	1,155,857

**TY 2018 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	2,094,731	2,220,821
Operating lease liability	0	2,032,008
Investment related payables	0	29,999,897

**TY 2018 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>
Consulting fees	2,653,072	15,226	15,226	2,555,690
Investment fees K-1	2,205,937	2,205,937	2,205,937	0
Investment fees	795,601	795,601	795,601	0
Partner Agreements	6,701,890	0	0	7,228,988
Investment fees K-1 UBI	2,690	0	0	0
Staff recruiting	210,611	0	0	208,282



**TY 2018 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>	0

<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>	0

<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>	0

<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>	0

<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>	0

<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>	0

**TY 2018 Reduction Explanation Statement**

**Name:** Bainum Family Foundation

**EIN:** 23-7000192

**Explanation:** Choice Hotels International Stock(CHH): The Principal sponsors, their descendants, including the CEO and several directors of the Foundation, own an aggregate of 37.48% 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, 2019, the Foundation owned 1,214,672 Shares of CHH stock which represents 2.2% of the total CHH Shares issued and outstanding. The stock is valued at the June 30, 2019 NY stock exchange closing price discounted at 7.9%. The discount is based on an independent appraisal, from June 30, 2019, which was performed in compliance with the uniform standards of professional appraisal practices.

**TY 2018 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	1,353,344	0	0	925,383
Foreign taxes K-1	50,397	50,397	50,397	0
Deferred excise taxes	126,091	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  
▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information

OMB No 1545-0047  
**2018**

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

<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	Jane Bainum 7735 Old Georgetown Road Suite 1000 Bethesda, MD 20814	\$ 829,488	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions )</small>
		\$	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
<small>(See instructions) Use duplicate copies of Part II if additional space is needed</small>			
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____
_____	_____ _____ _____	_____ \$	_____

<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
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	_____	_____	_____
	_____	_____	_____

(e) Transfer of gift Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____	_____
_____	_____