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990-T

Extended to May 15, 2020 Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2018 or other tax year beginning JUL 1, 2018 and ending JUN 30, 2019

OMB No 1545-0087
2018
Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

Go to www.irs.gov/Form990T for instructions and the latest information.
Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

A <input type="checkbox"/> Check box if address changed	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.)	D Employer identification number (Employees' trust, see instructions)
		B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) (B) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Bainum Family Foundation
		Number, street, and room or suite no. If a P.O. box, see instructions.	E Unrelated business activity code (See instructions)
		7735 Old Georgetown Road, No. 1000	
		City or town, state or province, country, and ZIP or foreign postal code	
		Bethesda, MD 20814	812930

C Book value of all assets at end of year: **650,199,709.**

F Group exemption number (See instructions.)

G Check organization type: 501(c) corporation 501(c) trust 401(a) trust Other trust **4**

H Enter the number of the organization's unrelated trades or businesses: **1** Describe the only (or first) unrelated trade or business here: **Partnership Investments**. If only one, complete Parts I-V. If more than one, describe the first in the blank space at the end of the previous sentence, complete Parts I and II, complete a Schedule M for each additional trade or business, then complete Parts III-V.

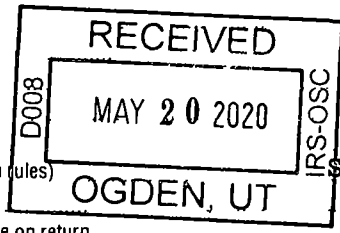
I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of: **The Foundation** Telephone number: **240-450-0000**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales			
b	Less returns and allowances			
	c Balance	1c		
2	Cost of goods sold (Schedule A, line 7)	2		
3	Gross profit. Subtract line 2 from line 1c	3		
4a	Capital gain net income (attach Schedule D)	4a	1,949,859.	1,949,859.
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c	Capital loss deduction for trusts	4c		
5	Income (loss) from a partnership or an S corporation (attach statement)	5		
6	Rent income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10	Exploited exempt activity income (Schedule I)	10		
11	Advertising income (Schedule J)	11		
12	Other income (See instructions, attach schedule)	12		
13	Total. Combine lines 3 through 12	13	1,949,859.	1,949,859.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions)
(Except for contributions, deductions must be directly connected with the unrelated business income)

14	Compensation of officers, directors, and trustees (Schedule K)	14	
15	Salaries and wages	15	
16	Repairs and maintenance	16	
17	Bad debts	17	
18	Interest (attach schedule) (see instructions)	18	
19	Taxes and licenses	19	165,854.
20	Charitable contributions (See instructions for limitation rules)	20	178,301.
21	Depreciation (attach Form 4562)	21	
22	Less depreciation claimed on Schedule A and elsewhere on return	22a	
23	Depletion	23	
24	Contributions to deferred compensation plans	24	
25	Employee benefit programs	25	
26	Excess exempt expenses (Schedule I)	26	
27	Excess readership costs (Schedule J)	27	
28	Other deductions (attach schedule)	28	
29	Total deductions. Add lines 14 through 28	29	344,155.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	1,605,704.
31	Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)	31	
32	Unrelated business taxable income. Subtract line 31 from line 30	32	1,605,704.



See Statement 26

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Part III Total Unrelated Business Taxable Income

Table with 2 columns: Description and Amount. Rows include 33 Total of unrelated business taxable income, 34 Amounts paid for disallowed fringes, 35 Deduction for net operating loss, 36 Total of unrelated business taxable income before specific deduction, 37 Specific deduction, 38 Unrelated business taxable income.

Part IV Tax Computation

Table with 2 columns: Description and Amount. Rows include 39 Organizations Taxable as Corporations, 40 Trusts Taxable at Trust Rates, 41 Proxy tax, 42 Alternative minimum tax, 43 Tax on Noncompliant Facility Income, 44 Total.

Part V Tax and Payments

Table with 2 columns: Description and Amount. Rows include 45a Foreign tax credit, 45b Other credits, 45c General business credit, 45d Credit for prior year minimum tax, 45e Total credits, 46 Subtract line 45e from line 44, 47 Other taxes, 48 Total tax, 49 2018 net 965 tax liability paid, 50a Payments: A 2017 overpayment credited to 2018, 50b 2018 estimated tax payments, 50c Tax deposited with Form 8868, 50d Foreign organizations: Tax paid or withheld at source, 50e Backup withholding, 50f Credit for small employer health insurance premiums, 50g Other credits, adjustments, and payments, 51 Total payments, 52 Estimated tax penalty, 53 Tax due, 54 Overpayment, 55 Enter the amount of line 54 you want.

Part VI Statements Regarding Certain Activities and Other Information

Table with 2 columns: Question and Yes/No. Rows include 56 At any time during the 2018 calendar year, did the organization have an interest in or a signature or other authority over a financial account... 57 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? 58 Enter the amount of tax-exempt interest received or accrued during the tax year.

Sign Here section with signature of Frank H. Smith, Date 1/5/3/2020, Title CEO. Includes fields for Preparer's name, signature, date, firm's name (MARCUM LLP), address (1899 L Street, NW, #850, Washington, DC 20036), phone number (202-822-5000), and PTIN (P00639053).

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ► **N/A**

1	Inventory at beginning of year	1		6	Inventory at end of year	6	
2	Purchases	2		7	Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3	Cost of labor	3		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a	Additional section 263A costs (attach schedule)	4a					
4b	Other costs (attach schedule)	4b					
5	Total. Add lines 1 through 4b	5					

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ►		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ► 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ►			0.	0.
Total dividends-received deductions included in column 8 ►			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10 Enter here and on page 1, Part I, line 8, column (A)			0.	Add columns 6 and 11 Enter here and on page 1, Part I, line 8, column (B)		0.
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Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col 3 plus col 4)
(1)				
(2)				
(3)				
(4)				
Enter here and on page 1, Part I, line 9, column (A)				0.
Enter here and on page 1, Part I, line 9, column (B)				0.

Totals

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3) If a gain, compute cols 5 through 7	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Enter here and on page 1, Part I, line 10, col (A)		Enter here and on page 1, Part I, line 10, col (B)				0.
Enter here and on page 1, Part II, line 26						0.

Totals

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3) If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Enter here and on page 1, Part I, line 10, col (A)		Enter here and on page 1, Part I, line 10, col (B)				0.
Enter here and on page 1, Part II, line 26						0.

Totals (carry to Part II, line (5))

Part II **Income From Periodicals Reported on a Separate Basis** (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col 2 minus col 3). If a gain, compute cols 5 through 7	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4)
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0. <small>Enter here and on page 1, Part I, line 11, col (A)</small>	0. <small>Enter here and on page 1, Part I, line 11, col (B)</small>				0. <small>Enter here and on page 1, Part II, line 27</small>

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

**SCHEDULE M
(Form 990-T)**

**Unrelated Business Taxable Income for
Unrelated Trade or Business**

Entity 1

OMB No 1545-0687

2018

For calendar year 2018 or other tax year beginning JUL 1, 2018, and ending JUN 30, 2019

▶ Go to www.irs.gov/Form990T for instructions and the latest information.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for
501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service (99)

Name of the organization

Bainum Family Foundation

Employer identification number

23-7000192

Unrelated business activity code (see instructions) ▶ 900000

Describe the unrelated trade or business ▶ **Dinwiddie Enterprises ordinary loss**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales				
b Less returns and allowances				
c Balance ▶	1c			
2 Cost of goods sold (Schedule A, line 7)	2			
3 Gross profit Subtract line 2 from line 1c	3			
4 a Capital gain net income (attach Schedule D)	4a			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b			
c Capital loss deduction for trusts	4c			
5 Income (loss) from a partnership or an S corporation (attach statement) Statement 28	5	44,040.		44,040.
6 Rent income (Schedule C)	6			
7 Unrelated debt-financed income (Schedule E)	7			
8 Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9			
10 Exploited exempt activity income (Schedule I)	10			
11 Advertising income (Schedule J)	11			
12 Other income (See instructions, attach schedule)	12			
13 Total. Combine lines 3 through 12	13	44,040.		44,040.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14			
15 Salaries and wages	15			
16 Repairs and maintenance	16			
17 Bad debts	17			
18 Interest (attach schedule) (see instructions)	18			
19 Taxes and licenses	19			
20 Charitable contributions (See instructions for limitation rules) Statement 29	20			4,404.
21 Depreciation (attach Form 4562)	21			
22 Less depreciation claimed on Schedule A and elsewhere on return	22a			22b
23 Depletion	23			
24 Contributions to deferred compensation plans	24			
25 Employee benefit programs	25			
26 Excess exempt expenses (Schedule I)	26			
27 Excess readership costs (Schedule J)	27			
28 Other deductions (attach schedule)	28			
29 Total deductions. Add lines 14 through 28	29			4,404.
30 Unrelated business taxable income before net operating loss deduction Subtract line 29 from line 13	30			39,636.
31 Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)	31			
32 Unrelated business taxable income Subtract line 31 from line 30	32			39,636.

LHA For Paperwork Reduction Act Notice, see instructions.

Schedule M (Form 990-T) 2018

**SCHEDULE M
(Form 990-T)**

**Unrelated Business Taxable Income for
Unrelated Trade or Business**

Entity **2**

OMB No 1545-0687

2018

For calendar year 2018 or other tax year beginning JUL 1, 2018, and ending JUN 30, 2019

▶ Go to www.irs.gov/Form990T for instructions and the latest information.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

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501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service (99)

Name of the organization **Bainum Family Foundation** Employer identification number **23-7000192**

Unrelated business activity code (see instructions) ▶ 900000

Describe the unrelated trade or business ▶ Partnership Investments

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales				
b Less returns and allowances				
c Balance ▶	1c			
2 Cost of goods sold (Schedule A, line 7)	2			
3 Gross profit Subtract line 2 from line 1c	3			
4 a Capital gain net income (attach Schedule D)	4a			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b			
c Capital loss deduction for trusts	4c			
5 Income (loss) from a partnership or an S corporation (attach statement) Statement 30	5	240,954.		240,954.
6 Rent income (Schedule C)	6			
7 Unrelated debt-financed income (Schedule E)	7			
8 Interest, annuities, royalties, and rents from a controlled organization (Schedule F)	8			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9			
10 Exploited exempt activity income (Schedule I)	10			
11 Advertising income (Schedule J)	11			
12 Other income (See instructions, attach schedule)	12			
13 Total. Combine lines 3 through 12	13	240,954.		240,954.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14			
15 Salaries and wages	15			
16 Repairs and maintenance	16			
17 Bad debts	17			
18 Interest (attach schedule) (see instructions)	18			
19 Taxes and licenses	19			
20 Charitable contributions (See instructions for limitation rules) Statement 31	20			23,826.
21 Depreciation (attach Form 4562)	21			
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		22b	
23 Depletion	23			
24 Contributions to deferred compensation plans	24			
25 Employee benefit programs	25			
26 Excess exempt expenses (Schedule I)	26			
27 Excess readership costs (Schedule J)	27			
28 Other deductions (attach schedule) See Statement 32	28			2,690.
29 Total deductions. Add lines 14 through 28	29			26,516.
30 Unrelated business taxable income before net operating loss deduction Subtract line 29 from line 13	30			214,438.
31 Deduction for net operating loss arising in tax years beginning on or after January 1, 2018 (see instructions)	31			
32 Unrelated business taxable income. Subtract line 31 from line 30	32			214,438.

LHA For Paperwork Reduction Act Notice, see instructions.

Schedule M (Form 990-T) 2018

Name Bainum Family Foundation	Employer identification number 23-7000192
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Part I Short-Term Capital Gains and Losses (See instructions.)

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked		2,862,000.		-2,862,000.
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				40,598.
4 Short-term capital gain from installment sales from Form 6252, line 26 or 37			4	
5 Short-term capital gain or (loss) from like-kind exchanges from Form 8824			5	
6 Unused capital loss carryover (attach computation)			6	()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column h			7	-2,821,402.

Part II Long-Term Capital Gains and Losses (See instructions.)

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				4,771,261.
11 Enter gain from Form 4797, line 7 or 9			11	
12 Long-term capital gain from installment sales from Form 6252, line 26 or 37			12	
13 Long-term capital gain or (loss) from like-kind exchanges from Form 8824			13	
14 Capital gain distributions			14	
15 Net long-term capital gain or (loss). Combine lines 8a through 14 in column h			15	4,771,261.

Part III Summary of Parts I and II

16 Enter excess of net short-term capital gain (line 7) over net long-term capital loss (line 15)	16	
17 Net capital gain. Enter excess of net long-term capital gain (line 15) over net short-term capital loss (line 7)	17	1,949,859.
18 Add lines 16 and 17. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns.	18	1,949,859.

Note: If losses exceed gains, see **Capital losses** in the instructions.

Form 990-T (M)	Income (Loss) from Partnerships	Statement 30
Description		Net Income or (Loss)
Silver Point Spec. Credit Fund K-1 - Ordinary Business Income (loss)		256,174.
Vista Equity Partners Fund VI, L.P. PE K-1 - Ordinary Business Income (loss)		-24,991.
Vista Foundation Fund III, L.P. PE K-1 - Ordinary Business Income (loss)		-57,024.
Generation IM Global Equity Fund K-1 - Ordinary Business Income (loss)		36,519.
Clayton, Dubilier & Rice Fund X K-1 - Ordinary Business Income (loss)		30,276.
Total Included on Schedule M, Part I, line 5		240,954.

Form 990-T (M)	Contributions	Statement 31
Description/Kind of Property	Method Used to Determine FMV	Amount
Contributions Allocated to Other Partnership Investments	N/A	23,826.
Total to Schedule M, Part II, line 20		23,826.

Form 990-T (M)	Other Deductions	Statement 32
Description		Amount
Investment Fees		2,690.
Total to Schedule M, Part II, line 28		2,690.

Form 990-T (M) Income (Loss) from Partnerships Statement 28

<u>Description</u>	<u>Net Income or (Loss)</u>
Dinwiddie Enterprises, Ince. - Ordinary Business Income (loss)	-7,596.
Dinwiddie Enterprises, Ince. - Interest Income	36.
Dinwiddie Enterprises, Ince. - Dividend Income	51,600.
	<hr/>
Total Included on Schedule M, Part I, line 5	44,040.
	<hr/> <hr/>

Form 990-T (M) Contributions Statement 29

<u>Description/Kind of Property</u>	<u>Method Used to Determine FMV</u>	<u>Amount</u>
Contributions Allocated to Dinwiddie Investment	N/A	4,404.
		<hr/>
Total to Schedule M, Part II, line 20		4,404.
		<hr/> <hr/>

Form 990-T	Contributions Summary	Statement 26
Qualified Contributions Subject to 100% Limit		
Carryover of Prior Years Unused Contributions		
	For Tax Year 2013	
	For Tax Year 2014	
	For Tax Year 2015	1,067,364
	For Tax Year 2016	1,958,622
	For Tax Year 2017	1,902,462
	<hr/>	
Total Carryover		4,928,448
Total Current Year 10% Contributions		
	<hr/>	
Total Contributions Available		4,928,448
Taxable Income Limitation as Adjusted		178,301
	<hr/>	
Excess 10% Contributions		4,750,147
Excess 100% Contributions		0
Total Excess Contributions		4,750,147
	<hr/>	
Allowable Contributions Deduction		178,301
	<hr/>	
Total Contribution Deduction		178,301
	<hr/>	

Form 990-T	Name of Foreign Country in Which Organization has Financial Interest	Statement 27
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- Name of Country
- Cayman Islands
 - Canada
 - Virgin Islands
 - Bermuda