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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 07-01-2014 , and ending 06-30-2015

Name of foundation Bainum Family Foundation		A Employer identification number 23-7000192	
Number and street (or P O box number if mail is not delivered to street address) 7735 Old Georgetown Road No 1000		B Telephone number (see instructions) (240) 450-0000	
City or town, state or province, country, and ZIP or foreign postal code Bethesda, MD 20814		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 540,303,768		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	317,097,255			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,889	10,889	10,889	
	4 Dividends and interest from securities.	5,232,602	5,232,602	5,232,602	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	9,727,954			
	b Gross sales price for all assets on line 6a 18,578,132				
	7 Capital gain net income (from Part IV, line 2) . . .		17,909,975		
	8 Net short-term capital gain			478,495	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	322,768	322,768	322,768	
	12 Total. Add lines 1 through 11	332,391,468	23,476,234	6,044,754	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	655,767	117,773	117,773	495,722
	14 Other employee salaries and wages	4,366,768	95,539	95,539	4,311,115
	15 Pension plans, employee benefits	962,453	26,392	26,392	916,936
	16a Legal fees (attach schedule)	118,653	22,283	22,283	96,572
	b Accounting fees (attach schedule)	76,798	0	0	76,885
	c Other professional fees (attach schedule)	2,341,297	208,492	208,492	1,804,095
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	176,959	0	0	780,000
	19 Depreciation (attach schedule) and depletion . . .	238,654	0	0	
	20 Occupancy	136,881	0	0	116,824
	21 Travel, conferences, and meetings	290,538	1,154	1,154	271,818
	22 Printing and publications	14,189	0	0	14,162
	23 Other expenses (attach schedule)	5,360,846	206,923	206,923	4,092,095
	24 Total operating and administrative expenses. Add lines 13 through 23	14,739,803	678,556	678,556	12,976,224
	25 Contributions, gifts, grants paid	1,786,802			3,471,478
	26 Total expenses and disbursements. Add lines 24 and 25	16,526,605	678,556	678,556	16,447,702
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	315,864,863			
	b Net investment income (if negative, enter -0-)		22,797,678		
	c Adjusted net income (if negative, enter -0-)			5,366,198	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	3,095,884	989,910	989,910
	2	Savings and temporary cash investments	98,849,880	65,315,316	65,315,316
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	42,009,969	42,009,969
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	194,761	226,701	226,701
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	47,035,799	45,453,750	45,453,750
	c	Investments—corporate bonds (attach schedule).	2,180,850	2,096,865	2,096,865
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	79,705,329	232,805,684	232,805,684
	14	Land, buildings, and equipment basis ▶ _____ 3,349,014 Less accumulated depreciation (attach schedule) ▶ 822,654	1,233,451	2,526,360	2,526,360
15	Other assets (describe ▶ _____)	337,198	148,879,213	148,879,213	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	232,633,152	540,303,768	540,303,768	
Liabilities	17	Accounts payable and accrued expenses	963,539	2,519,198	
	18	Grants payable	2,680,564	995,890	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	713,502	310,485	
	23	Total liabilities (add lines 17 through 22)	4,357,605	3,825,573	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	142,804,593	149,562,504	
	25	Temporarily restricted	85,470,954	386,915,691	
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	228,275,547	536,478,195	
	31	Total liabilities and net assets/fund balances (see instructions)	232,633,152	540,303,768	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	228,275,547
2	Enter amount from Part I, line 27a	2	315,864,863
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	544,140,410
5	Decreases not included in line 2 (itemize) ▶ _____	5	7,662,215
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	536,478,195

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publicly traded securities- Morgan Stanley	P		
b	305,500 Shs Choice Hotels International Stock	D		
c	Allen Global Partners K-1 Short term	P		
d	Allen Global Partners K-1 Long term	P		
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,975,222		1,954,483	20,739
b 16,602,910		9,522	16,593,388
c			457,756
d			838,092
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
a			20,739
b			16,593,388
c			457,756
d			838,092
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	17,909,975
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	478,495

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))
2013	19,608,282	225,884,753	0 086807
2012	15,853,223	202,742,739	0 078194
2011	10,547,557	163,528,737	0 064500
2010	9,031,105	85,297,944	0 105877
2009	10,518,515	84,356,533	0 124691

2	Total of line 1, column (d).	2	0 460069
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 092014
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	255,689,731
5	Multiply line 4 by line 3.	5	23,527,035
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	227,977
7	Add lines 5 and 6.	7	23,755,012
8	Enter qualifying distributions from Part XII, line 4.	8	17,979,265

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 page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	455,954
c		All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3		Add lines 1 and 2.		3	455,954
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	455,954
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	656,350	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments. Add lines 6a through 6d.		7	656,350
8		Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	200,396
11		Enter the amount of line 10 to be Credited to 2015 estimated tax 200,396 Refunded		11	0

Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	Yes	No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	Yes	
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) DC, MD				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	Yes	
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☒	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2014 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>)	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here. ☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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
Noel Bravo 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Eval & M 40 00	148,802	22,807	0
Clara Rose Northington 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Human Re 40 00	148,601	22,678	0
Andrew F Pepito 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Finance 40 00	147,932	10,326	0
David Daniels 7735 Old Georgetown Road Bethesda, MD 20814	Program Director 40 00	128,594	20,347	0
Katarzyna Hlavaty 7735 Old Georgetown Road Bethesda, MD 20814	Controller 40 00	128,214	20,324	0
Total number of other employees paid over \$50,000.				25

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Coakley & Williams Construction Inc	Construction-Office Relocation	680,076
7475 Wisconsin Avenue Suite 900 Bethesda, MD 20814		
The Brand Consultancy LLC	Strategic Planning	283,264
PO Box 1590 Wrightsville Beach, NC 28480		
Chesapeake Coalition of Essential Schools	Consulting	205,350
PO Box 350 North East, MD 21901		
The NYC Leadership Academy Inc	Consulting	196,676
45-18 Court Square Room 247 Long Island, NY 11101		
Shufflelabs	IT Solutions	169,590
5383 Lavender Mist Ct Centreville, VA 20120		
Total number of others receiving over \$50,000 for professional services.		12

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 The Boarding and Day School Program (BDSP) awards scholarships and provides other resources and support to faith-based boarding and day schools to provide students with increased academic, social and professional skills. Additionally, these programs build organizational effectiveness in the areas of board governance, leadership, instruction and curriculum, infrastructure and finance. For the years ended June 30, 2015 and 2014, 1,341 and 1,734 students, respectively were provided assistance. The Foundation offers school enhancement service contracts (SEP) to help partner schools fully implement BDSP. The purpose of SEP is to provide qualifying BDSP partner schools training and technical assistance that equip the partner schools with the knowledge, skills and processes to improve student achievement.	9,124,971
2 The Foundation's after school programs (ASP) are designed to offer academic support to children living in underserved communities within the Washington, DC metropolitan area. Specifically, this program provides tutoring in reading, writing, and math to qualifying students in grades K-12. A signature component of the program is that students retain the books they read with their groups. For the years ended June 30, 2015 and 2014, 1,654 and 1,594 students, respectively, were served by ASP.	3,268,703
3 The Bainum Family Foundation provides resources through active management of activities for community enrichment as well as grants to not-for-profit organizations in a variety of grant categories. The Foundation offers grants for facilities construction and maintenance to primary and secondary Seventh-day Adventist schools worldwide. The Community Assistance Program awards grants to out-of-school time programs giving priority to the Washington, DC metropolitan area. Some of these grants focus on afterschool programs, while others mitigate summer learning loss through providing grants to support enriched academic summer programming for underserved children and youth. The School Enhancement Program offers grants to schools for specific activities that assist with improving student achievement at the Foundation's partner schools.	3,202,248
4	0

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	162,980,702
b	Average of monthly cash balances.	1b	67,299,391
c	Fair market value of all other assets (see instructions).	1c	29,303,390
d	Total (add lines 1a, b, and c).	1d	259,583,483
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 	1e	958,891
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	259,583,483
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,893,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	255,689,731
6	Minimum investment return. Enter 5% of line 5.	6	12,784,487

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	16,447,702
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	1,531,563
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	17,979,265
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	17,979,265
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ _____				
a Applied to 2013, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☒ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
		5,366,198	2,722,935	10,137,137	4,419,593	22,645,863
b	85% of line 2a	4,561,268	2,314,495	8,616,566	3,756,654	19,248,984
c	Qualifying distributions from Part XII, line 4 for each year listed	17,979,265	19,608,282	15,853,223	10,547,557	63,988,327
d	Amounts included in line 2c not used directly for active conduct of exempt activities	3,471,478	7,665,266	5,480,108	2,251,169	18,868,021
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	14,507,787	11,943,016	10,373,115	8,296,388	45,120,306
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					0
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .	8,522,991	7,529,492	6,758,091	5,450,958	28,261,532
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income					0

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

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

Bainum Family Foundation
7735 Old Georgetown Rd Suite 1000
Bethesda, MD 20814
(240) 450-0000

b

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

Bainum Family Foundation requires applicants to complete an online grant application. The application can be accessed at www.bainumfdn.org. If organizations are unable to complete the online application they should contact the Grants Department staff by emailing grants@bainumfdn.org before applying. Applicants must attach the current budget for the entire organization and for the specific project, the most recent IRS Form 990 and independent audit report, and addresses for all current program site locations.

c

Any submission deadlines

February 1 and August 1

d

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

The following guidelines help to direct the Foundation's funding decisions within the Community Assistance Grants Program. The Foundation will only consider requests that address the education needs of disadvantaged children and youth. We are particularly interested in helping organizations that implement strategies that foster partnership building. We consider request for General Operating and Project specific support. Priority will be given to funding programs located in Washington, DC and Maryland. All programs must have a 501 (c)(3) private /public non-profit tax exempt status with the IRS. The maximum grant award under this program is \$50,000. Organizations may submit a proposal for only one deadline within a 12 month period. Generally organizations that have received recent funding for 3 consecutive years must skip a year before re-applying.

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	3,471,478
b Approved for future payment See Additional Data Table				
Total			3b	995,890

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2014)

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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	*****	2015-12-15	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name Frank H Smith	Preparer's Signature	Date 2015-12-15	Check if self-employed ☒	PTIN P00639053
	Firm's name ☒ Raffa PC			Firm's EIN ☒	52-1511275
	Firm's address ☒ 1899 L Street NW Suite 900 Washington, DC 20036			Phone no	(202) 822-5000

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Barbara Bainum	Chair/President/CEO 40 00	311,600	44,429	0
7735 Old Georgetown Road Bethesda, MD 20814				
Rozita Lagorce Green	Vice President/CSO 40 00	187,136	30,257	0
7735 Old Georgetown Road Bethesda, MD 20814				
Mark R Birmingham	CFO/CIO/Treasurer- Started 12/14 40 00	157,031	38,925	0
7735 Old Georgetown Road Bethesda, MD 20814				
Bruce Bainum	Director 1 00	0	0	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 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Scott Renschler	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Steve Bumbaugh	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Kenny Emson - Started 1114	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Maura Marino - Started 1114	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Chrstine Shreve	Audit Comm Chair 3 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)				
a <i>Paid during the year</i>				
Allegheny East Conference 767 Douglass Drive Boyertown, PA 19512	None	501c3	Baltimore Junior Academy Renovation	1,097,161
Alumni Achievement Awards 7201 Shallowford Road Suite 200 Chattanooga, TN 37421	None	501c3	General Operating/Mission	14,570
Alumni Achievement Awards 7201 Shallowford Road Suite 200 Chattanooga, TN 37421	None	501c3	General Operating/Mission	32,782
Alumni Achievement Awards 7201 Shallowford Road Suite 200 Chattanooga, TN 37421	None	501c3	General Operating/Mission	42,716
Atlanta Adventist International School 5241 Ash St Forest Park, GA 30297	None	501c3	General Operating/Mission	15,000
Barnard College 3009 Broadway New York, NY 10027	None	501c3	Purchase Student Textbooks and related Teacher Materials	5,000
Baylor University 1 Bear Place 97320 Waco, TX 76798	None	501c3	Texas Hunger Initiative - Research and Advocacy work	65,000
Ben Towne Pediatric Cancer Research Foundation 4538 47th Avenue NE Seattle, WA 98105	None	501c3	General Operating/Mission	125
Boys & Girls Clubs of Metropolitan Baltimore 11 West Mount Vernon St Baltimore, MD 21201	None	501c3	General Operating/Mission	50,000
Brainfood 1525 Newton St NW Washington, DC 20010	None	501c3	General Operating/Mission	20,000
Calexico Mission School 601 East 1st St Calexico, CA 92231	None	501c3	STAR 360 and Accelerated Reader Programs	17,796
Campion Academy 300 42nd St SW Loveland, CO 80537	None	501c3	Mission Trip to Dominican Republic	25,400
Campion Academy 300 42nd St SW Loveland, CO 80537	None	501c3	Mission Trip to Calcutta, Belize	26,300
Campion Academy 300 42nd St SW Loveland, CO 80537	None	501c3	Professional Development	3,663
Capital Area Food Bank 4900 Puerto Rico Avenue NE Washington, DC 20017	None	501c3	General Operating/Mission	100
Total  3a				3,471,478

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Capital Area Food Bank 4900 Puerto Rico Avenue NE Washington, DC 20017	None	501c3	Kids Cafe Program	40,000
Care PO Box 1870 Merrifield, VA 22116	None	501c3	General Operating/Mission	25
Celebrate Life Ministries 14900 Ridge Farm Ct Bowie, MD 20715	None	501c3	General Operating/Mission	1,000
Charter Board Partners 1638 R St NW Washington, DC 20009	None	501c3	Strengthening Charter School Governance in DC	2,500
Child First 917 Bridgeport Avenue Shelton, CT 06484	None	501c3	Model Expansion to Other States	40,210
Childhaven 316 Broadway Seattle, WA 98122	None	501c3	Childhood Trauma Treatment Program	35,000
Columbia Union 5427 Twin Knolls Road Columbia, MD 21045	None	501c3	Differentiated Instruction Training Programs	15,000
Columbia Union 5427 Twin Knolls Road Columbia, MD 21045	None	501c3	Differentiated Instruction Training Programs	30,469
Compass Housing Alliance 77 S Washington St 5th Floor Seattle, WA 98104	None	501c3	General Operating/Mission	200
Court Appointed Special Advocate - Montgomery County MD 1010 Grandin Avenue Suite B-3 Rockville, MD 20851	None	501c3	General Operating/Mission	20,000
Cristo Rey Jesuit HS Minneapolis 2924 4th Avenue South Minneapolis, MN 55408	None	501c3	Mission Trip to Harlan, KY	4,877
Cristo Rey Jesuit HS Minneapolis 2924 4th Avenue South Minneapolis, MN 55408	None	501c3	Mission Trip to Harlan, KY	3,773
Critical Exposure 1816 12th St NW 3rd Floor Washington, DC 20009	None	501c3	General Operating/Mission	23,000
Dakota Adventist Academy 15905 Sheyenne Circle Bismarck, ND 58503	None	501c3	Worthy Student Aid	50
DC Central Kitchen 425 Second St NW Washington, DC 20001	None	501c3	General Operating/Mission	75,000
Total  3a				3,471,478

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
DC SCORES 1224 M St NW Washington, DC 20005	None	501c3	Literacy in Action	20,000
Don Bosco Cristo Rey Jesuit HS 1010 Larch Avenue Takoma Park, MD 20912	None	501c3	Professional Development	1,511
Early Learning Coalition of Miami-Dade Monroe 1111 12th St Suite 206 Key West, FL 33040	None	501c3	General Operating/Mission	58,140
Embrace It Africa PO Box 25 St Bonaventure, NY 14778	None	501c3	General Operating/Mission	2,500
Embrace It Africa PO Box 25 St Bonaventure, NY 14778	None	501c3	General Operating/Mission	2,500
Fishing School 4737 Meade St NE Washington, DC 20019	None	501c3	General Operating/Mission	25,000
Fletcher Academy PO Box 5440 FletcherHendersonvill, NC 28732	None	501c3	Mission Trip to Santo Domingo, Dominican Republic	12,000
Fletcher Academy PO Box 5440 FletcherHendersonvill, NC 28732	None	501c3	Mission Trip to Turrialba, Costa Rica	13,656
Florida Keys Healthy Start Coalition PO BOX 6166 Key West, FL 33041	None	501c3	General Operating/Mission	53,000
Food and Friends 219 Riggs Road NE Washington, DC 20011	None	501c3	General Operating/Mission	25
Food Research and Action Center 1200 18th St NW Suite 400 Washington, DC 20036	None	501c3	Research & Policy Leadership at National, State and Local levels to reduce hunger	45,000
Food Research and Action Center 1200 18th St NW Suite 400 Washington, DC 20036	None	501c3	Restricted to DC Hunger Solutions - General Operating/Mission	60,000
Forest Lake Education Center 1275 Learning Loop Longwood, FL 32779	None	501c3	Worthy Student Fund/PK Students & Teacher Assistant Salaries	25,000
Georgia-Cumberland Academy 397 Academy Dr SW Calhoun, GA 30701	None	501c3	Professional Development	5,594
Georgia-Cumberland Academy 397 Academy Dr SW Calhoun, GA 30701	None	501c3	Mission Trip to Lidice & Cerro Campana	25,500
Total  3a				3,471,478

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HHH Heroes Helping Heroes 4900 Mercantile Road Baltimore, MD 21236	None	501c3	General Operating/Mission	18,000
Homeless Children's Playtime Project 1525 Newton St NW Washington, DC 20010	None	501c3	General Operating/Mission	15,000
Homeless Children's Playtime Project 1525 Newton St NW Washington, DC 20010	None	501c3	General Operating/Mission	20,000
Homeless Prenatal Program 2500 18th St San Francisco, CA 94110	None	501c3	General Operating/Mission	50,000
Horizons Greater Washington 3000 Cathedral Avenue NW Washington, DC 20008	None	501c3	General Operating/Mission	100
Horton's Kids 100 Maryland Avenue NE Suite 520 Washington, DC 20002	None	501c3	Older Youth Program	25,000
House of Ruth 5 Thomas Circle NW Washington, DC 20005	None	501c3	General Operating/Mission	30
Illinois Conference of SDA 619 Plainfield Road Willowbrook, IL 60528	None	501c3	Training and Resources for Research Based Practices for Special Needs Students	39,998
Latino Student Fund P O Box 5403 Washington, DC 20016	None	501c3	General Operating/Mission	20,000
Liberty Seventh-day Adventist Church 5635 Eads St NE Washington, DC 20019	None	501c3	Funeral Assistance	5,000
Life Pieces to Masterpieces 603 50th St NW Washington, DC 20019	None	501c3	General Operating/Mission	35,000
Lighthouse Central Florida 215 E New Hampshire St Orlando, FL 32804	None	501c3	Early Intervention Program	60,000
Loyola High School 15325 Pinehurst St Detroit, MI 48238	None	501c3	Mission Trip to Deer Lodge, Tennessee	7,000
Make-A-Wish Foundation of the Mid-Atlantic 5272 River Road Suite 700 Bethesda, MD 20816	None	501c3	General Operating/Mission	25
Maranatha Volunteer International 900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	EEC Buildings - Project 2	150,000
Total  3a				3,471,478

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Maranatha Volunteer International 900 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	EEC Buildings - Project 5	228,000
Maranatha Volunteer International 990 Reserve Drive Suite 100 Roseville, CA 95678	None	501c3	Katima Mulilo School in Namibia	52,500
Maret School 3000 Cathedral Avenue NW Washington, DC 20008	None	501c3	Alumni Fund	100
Mount Michael Benedictine School 22520 Mount Michael Road Elkhorn, NE 68022	None	501c3	Mission Trip to Puebla, Mexico	7,245
Napa Valley Performing Arts Center PO Box 2675 Yountville, CA 94599	None	501c3	Orchestra Institute Fellowship Program/Arts Access for Children	51,150
NapaLearns 2121 Imola Avenue Napa, CA 94559	None	501c3	Scholarship Fund for St Helena Preschool for All	25,000
National Academy of Sciences 500 Fifth St NW Washington, DC 20001	None	501c3	Summer Internship Program	43,006
National Breast Cancer Foundation 2600 Network Blvd Suite 300 Frisco, TX 75034	None	501c3	In Memory of Debra Olko	10
National Organization of Concerned Black Men 1313 L St NW Suite 111 Washington, DC 20005	None	501c3	SLAM (Saving Lives and Minds) Summer Camp	30,000
National Science and Technology Education Partnership PO Box 9644 McLean, VA 22102	None	501c3	StudyBudy Program	10,000
O Iney Adventist Prep School 4100 O Iney-Laytonsville Road O Iney, MD 20832	None	501c3	Development of Data Systems for Academic, Maintenance and Financial Stability	19,500
O Iney Adventist Prep School 4100 O Iney-Laytonsville Road O Iney, MD 20832	None	501c3	O Iney Adventist Prep School - Project 1	10,025
Our Lady Queen of Poland Parish 9700 Rosensteel Avenue Silver Spring, MD 20910	None	501c3	General Operating/Mission	100
Pacific Union College 1 Angwin Avenue Angwin, CA 94508	None	501c3	Psi Chi Chapter for student research	5,000
Pacific Union College Church PO Box 297 Angwin, CA 94508	None	501c3	Red School House Fund	10,000
Total  3a				3,471,478

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Passion for Learning 1210 Woodside Parkway Silver Spring, MD 20910	None	501c3	General Operating/Mission	15,000
Pathways LA 3550 W 6th St Suite 500 Los Angeles, CA 90020	None	501c3	Early Learning for School Success	30,000
Planned Parenthood Federation of America 434 West 33rd St New York, NY 10001	None	501c3	General Operating/Mission	100
Plymouth Housing Group 2113 3rd Avenue Seattle, WA 98121	None	501c3	General Operating/Mission	125
Saint Francis Neighborhood Center Corporation 2405 Linden Avenue Baltimore, MD 21217	None	501c3	Power Project After School Program	20,000
Saint Martin De Porres HS 6111 Lausche Avenue Cleveland, OH 44103	None	501c3	Professional Development	2,749
Saint Martin De Porres HS 6111 Lausche Avenue Cleveland, OH 44103	None	501c3	Mission Trip to Salem, West Virginia	2,975
Saint Martin De Porres HS 6111 Lausche Avenue Cleveland, OH 44103	None	501c3	Mission Trip to New Orleans, Louisiana	4,406
Sandy Spring Friends School 16923 Norwood Road Sandy Spring, MD 20860	None	501c3	The Preuss Global Citizens Fund	1,000
Scholarship America - Fulfilling the Dream Fund 9710 Traville Gateway Drive Rockville, MD 20850	None	501c3	Fulfilling the Dream Southeast 67 Scholarship Fund	10,000
Seattle Humane Society 13212 SE Eastgate Way Bellevue, WA 98005	None	501c3	General Operating/Mission	200
Share our Strength 1030 15th St NW Washington, DC 20005	None	501c3	Cooking Matters Program	50,000
Shaw Community Ministry 1701 11th St NW Washington, DC 20001	None	501c3	General Operating/Mission	25,000
Shenandoah Valley Academy 234 West Lee Highway New Market, VA 22844	None	501c3	Hiring a Fundraising Director	30,000
Shenandoah Valley Academy 234 West Lee Highway New Market, VA 22844	None	501c3	Worthy Student Aid	75,000
Total  3a				3,471,478

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Shenandoah Valley Academy 234 West Lee Highway New Market, VA 22844	None	501c3	Professional Development	1,441
Solid Ground Washington 1501 North 45th St Seattle, WA 98103	None	501c3	General Operating/Mission	125
Some (So Others Might Eat) 71 O Street NW Washington, DC 20001	None	501c3	General Operating/Mission	35
Sport Association of Gaithersburg 10 Brooks Ave Gaithersburg, MD 20877	None	501c3	General Operating/Mission	5,000
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105	None	501c3	General Operating/Mission	217
STAR School 145 Leupp Road Flagstaff, AZ 86004	None	501c3	General Operating/Mission	2,500
Takoma Academy 8120 Carroll Avenue Takoma Park, MD 20912	None	501c3	Mission Trip to San Jose, Costa Rica	48,825
Takoma Academy 8120 Carroll Avenue Takoma Park, MD 20912	None	501c3	Professional Development	5,848
Takoma Academy 8120 Carroll Avenue Takoma Park, MD 20912	None	501c3	Technical Assistance and Training	1,150
The Wiley Center for Speech & Language Development 5761 Buckingham Parkway Culver City, CA 90230	None	501c3	Early Intervention Program	10,000
Trauma Center at Justice Resource Institute 1269 Beacon St Brookline, MA 02446	None	501c3	Study of Sensory Motor Systems in Traumatized Children	27,500
Union College 3800 S 48th St Lincoln, NE 68506	None	501c3	General Operating/Mission	100
University of Western Ontario 1393 Western Road Suite 5175 London, Ontario N6G1G9 CA	None	501c3	Study of Functional Neuroanatomy of Bilateral Eye Movements during Trauma	20,000
Upper Columbia Academy 3025 East Spangle-Waverly Road Spangle, WA 99031	None	501c3	Professional Development	2,502
Upper Columbia Academy 3025 East Spangle-Waverly Road Spangle, WA 99031	None	501c3	Support a School Counselor and College Career Prep Program	33,000
Total  3a				3,471,478

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Washington Adventist University 7600 Flower Avenue Takoma Park, MD 20912	None	501c3	Development of a K-12 Educational Model and Strategic Plan	11,298
Washington Environmental Council 1402 3rd Avenue Suite 1400 Seattle, WA 98101	None	501c3	People for the Puget Sound	100
Whitman-Walker Clinic 1701 14 St NW Washington, DC 20009	None	501c3	General Operating/Mission	100
World Wildlife Fund 1250 24th St NW Washington, DC 20037	None	501c3	Serve Trust Ministries Rock Crushers School, School of Joy and Carecenter Orphanage	125
Wounded Warrior Project PO Box 758517 Topeka, KS 66675	None	501c3	General Operating/Mission	25
Yale University PO Box 803 New Haven, CT 06503	None	501c3	Yale Alumni Fund	100
Young Playwright's Theater 2437 15th St NW 3rd Floor Washington, DC 20009	None	501c3	Summer Playwriting Program	20,000
Youth Professional Development 9500 Annapolis Road Suite C3 Lanham, MD 20706	None	501c3	General Operating/Mission	22,000
Total  3a				3,471,478

TY 2014 Accounting Fees Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	76,798	0	0	76,885

TY 2014 General Explanation Attachment**Name:** Bainum Family Foundation**EIN:** 23-7000192

Identifier	Return Reference	Explanation
Transactions qualifying for self-dealing exception	Form 990-PF, Part VIII-B	During the year ended June 30, 2015, the Foundation was involved in certain transactions which qualify under the self-dealing exceptions described in Treasury Regulation 53.4941(d)-3. During fiscal year 2015, the Foundation paid \$44,847 for accounting professional services to Realty Investment Company, Inc., (Realty), a corporation controlled by the Principal Sponsors and their family. This is conducted under a cost sharing arrangement as allowed under current tax regulations.

Identifier	Return Reference	Explanation
Reduction Explanation Statement	Part X, Line 1e	Choice Hotels International Stock The Principal Sponsors, their descendants and related entities (Family) own a controlling interest in Choice Hotels International (CHH) Given the Family's history with the company, their 42.3% ownership interest in CHH, and the fact that the CEO and several Directors of the Foundation are affiliates of CHH for Securities and Exchange Commission (SEC) Rule 144 purposes, the Foundation has also been treated as an affiliate As a result, Rule 144 imposes restrictions on the method of the sales as well as restricting the volume of the shares sold in any 90-day period to no more than 1% of CHH stock. Due to these transferability restrictions, the fair value of the CHH stock as of June 30, 2014 was based on the quoted closing market price with an adjustment for restricted marketability During fiscal year 2015, the Foundation's CHH stock ownership decreased to below 1% of the CHH stock Therefore, the CHH stock fair value measurement as of June 30, 2015 is based on the quoted market price without discount

TY 2014 Investments Corporate Bonds Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Corporate fixed income	2,096,865	2,096,865

**TY 2014 Investments Corporate
Stock Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Choice Hotels International CHH stock	21,007,607	21,007,607
Preferred stock	18,468,160	18,468,160
Other stock holdings	5,977,983	5,977,983

TY 2014 Investments - Other Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Investment in limited partnerships	FMV	48,607,444	48,607,444
Mutual funds	FMV	87,611,765	87,611,765
Fixed income securities	FMV	96,586,475	96,586,475

TY 2014 Land, Etc. Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Computer hardware	378,947	228,948	149,999	149,999
Furniture and equipment	473,658	102,038	371,620	371,620
Telephone system	41,973	14,773	27,200	27,200
Computer software	738,570	384,846	353,724	353,724
Office expansion	841,809	92,049	749,760	749,760
Land	874,057	0	874,057	874,057

TY 2014 Legal Fees Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	118,653	22,283	22,283	96,572

TY 2014 Other Assets Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued interest/dividend receivable	337,198	313,813	313,813
Bequest receivable	0	148,365,375	148,365,375
Federal excise tax receivable	0	200,025	200,025

TY 2014 Other Decreases Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Description	Amount
Unrealized loss on investments	7,662,215

TY 2014 Other Expenses Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	11,693	11,301	11,301	392
Equipment and maintenance	54,297	359	359	60,452
Licensing and subscription	132,323	5,070	5,070	121,445
Staff recruiting	123,830	109	109	111,820
Insurance	54,415	0	0	62,060
Office move	34,695	0	0	34,695
Office supplies	41,508	120	120	41,617
Postage and delivery	7,786	636	636	7,803
Student expenses	128,471	0	0	129,875
Telephone	39,271	0	0	22,623
School Enhancement Contracts	1,589,755	0	0	610,738
Summer programs	503,738	0	0	495,465
Scholarships	2,635,674	0	0	2,579,277
Miscellaneous	3,390	0	0	3,161
Allocated corporate general and administrative	0	189,328	189,328	-189,328

TY 2014 Other Income Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Allen Global Partners K-1	322,768	322,768	322,768

TY 2014 Other Liabilities Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred federal excise tax payable	589,852	310,485
Federal excise tax payable	123,650	0

TY 2014 Other Professional Fees Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other professional fees	2,140,466	7,661	7,661	1,804,095
Investment fees	200,831	200,831	200,831	0

TY 2014 Other Receivables
from Officers Schedule

Name: Bainum Family Foundation
EIN: 23-7000192
Travel Advance to Officers:

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

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

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

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

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

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

TY 2014 Reduction Explanation Statement

Name: Bainum Family Foundation

EIN: 23-7000192

Explanation: See Statement 25

TY 2014 Taxes Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal excise tax	176,959	0	0	780,000

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047
		2014

Name of the organization Bainum Family Foundation	Employer identification number 23-7000192
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Organization type (check one)

Filers of: Form 990 or 990-EZ	Section: ☐ 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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization Bainum Family Foundation	Employer identification number 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
<u>1</u>	Bruce Bainum 7735 Old Georgetown Road Suite 1000 Bethesda, MD 20814	\$ 6,853,725	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>2</u>	Bruce Bainum 7735 Old Georgetown Road Suite 1000 Bethesda, MD 20814	\$ 3,146,275	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
<u>3</u>	Rose-Marie and Jack R Anderson Fnd 16475 Dallas Parkway 735 Addison, TX 75001	\$ 25,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>4</u>	Jane Bainum 7735 Old Georgetown Road Suite 1000 Bethesda, MD 20814	\$ 3,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
<u>5</u>	Stewart Bainum Declaration of Trust 7735 Old Georgetown Road Suite 1000 Bethesda, MD 20814	\$ 304,072,104	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization Bainum Family Foundation	Employer identification number 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	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	