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For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

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 ☐ Final return ☐ Address 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) ▶ \$ 505,089,152		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))	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,015,200			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,181,816	1,181,816	1,181,816	
	4 Dividends and interest from securities	8,705,404	8,705,404	8,705,404	
	5a Gross rents	929,825	861,238	861,238	
	b Net rental income or (loss) <u>929,825</u>				
	6a Net gain or (loss) from sale of assets not on line 10	-328,144			
	b Gross sales price for all assets on line 6a <u>51,267,002</u>				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			778,878	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	275,673	0	0	
	12 Total. Add lines 1 through 11	12,779,774	10,748,458	11,527,336	
	13 Compensation of officers, directors, trustees, etc	958,651	379,969	379,969	578,682
	14 Other employee salaries and wages	4,926,662	35,282	35,282	4,794,927
	15 Pension plans, employee benefits	860,969	66,489	66,489	807,661
	16a Legal fees (attach schedule).	161,091	744	744	172,298
	b Accounting fees (attach schedule).	85,418	0	0	77,252
	c Other professional fees (attach schedule)	3,354,610	485,975	485,975	4,001,114
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	194,002	6,610	6,610	200,000
	19 Depreciation (attach schedule) and depletion . . .	361,083	0	0	
	20 Occupancy	107,968	0	0	107,968
	21 Travel, conferences, and meetings.	270,362	5,644	5,644	277,703
	22 Printing and publications	86,516	0	0	86,543
	23 Other expenses (attach schedule).	3,088,594	216,169	216,169	4,580,663
	24 Total operating and administrative expenses. Add lines 13 through 23	14,455,926	1,196,882	1,196,882	15,684,811
	25 Contributions, gifts, grants paid	1,799,682			1,074,123
	26 Total expenses and disbursements. Add lines 24 and 25	16,255,608	1,196,882	1,196,882	16,758,934
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,475,834			
	b Net investment income (if negative, enter -0-)		9,551,576		
	c Adjusted net income (if negative, enter -0-)			10,330,454	

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	989,910	1,734,583	1,734,583
	2	Savings and temporary cash investments	65,315,316	11,244,793	11,244,793
	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).	42,009,969	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	226,701	1,351,887	1,351,887
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	45,453,750	226,333,064	226,333,064
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	234,902,549	202,253,014	202,253,014
	14	Land, buildings, and equipment basis ▶ <u>10,837,426</u> Less accumulated depreciation (attach schedule) ▶ <u>793,298</u>	2,526,360	10,044,128	10,044,129
Liabilities	15	Other assets (describe ▶ _____)	148,879,213	10,117,713	10,117,713
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	540,303,768	505,089,151	505,089,152
	17	Accounts payable and accrued expenses	2,519,198	788,157	
	18	Grants payable	995,890	1,725,361	
	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 ▶ _____)	310,485	34,812	
	23	Total liabilities (add lines 17 through 22)	3,825,573	2,548,330	
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	149,562,504	142,193,563	
	25	Temporarily restricted	386,915,691	360,347,258	
	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)	536,478,195	502,540,821	
	31	Total liabilities and net assets/fund balances (see instructions)	540,303,768	505,089,151	

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	536,478,195
2	Enter amount from Part I, line 27a	2	-3,475,834
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	533,002,361
5	Decreases not included in line 2 (itemize) ▶ _____	5	30,461,540
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	502,540,821

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a See Additional Data Table				
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
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	-367,537
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	778,878

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))
2014	17,979,265	255,689,731	0 070317
2013	19,608,282	225,884,753	0 086807
2012	15,853,223	202,742,739	0 078194
2011	10,547,557	163,528,737	0 064500
2010	9,031,105	85,297,944	0 105877

2 Total of line 1, column (d).	2	0 405695
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 081139
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	426,171,893
5 Multiply line 4 by line 3.	5	34,579,161
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	95,516
7 Add lines 5 and 6.	7	34,674,677
8 Enter qualifying distributions from Part XII, line 4.	8	20,277,216

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
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income.Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

400,396

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.

8

Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached

9

Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax 209,364 Refunded

1

191,032

2

0

3

191,032

4

0

5

191,032

6a

400,396

6b

6c

6d

7

400,396

8

9

10

209,364

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

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?
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

1b

No

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?
If "Yes," attach a detailed description of the activities

2

No

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

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

Yes

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

Yes

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

5

No

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 2015 or the taxable year beginning in 2015 (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

Form 990-PF (2015)

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? Website address ► WWW.BAINUMFDN.ORG	13	Yes	
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 2015, 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 ► CJ	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 2015? ☐	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015).	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 2015?	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
CLARA ROSE NORTHINGTON 7735 OLD GEORGETOWN ROAD BETHESDA, MD 20814	SR DIR OF HUMAN RE 40 00	176,965	27,532	0
DAVID DANIELS 7735 OLD GEORGETOWN ROAD BETHESDA, MD 20814	SR DIR OF OPERATIO 40 00	153,579	29,025	0
ANGELA DEEDS 7735 OLD GEORGETOWN ROAD BETHESDA, MD 20814	SR DIR OF FINANCE 40 00	149,357	31,970	0
NOEL BRAVO 7735 OLD GEORGETOWN ROAD BETHESDA, MD 20814	SR DIR OF EVAL & 40 00	156,453	20,654	0
KATARZYNA HLAVATY 7735 OLD GEORGETOWN ROAD BETHESDA, MD 20814	CONTROLLER 40 00	142,131	28,723	0

Total number of other employees paid over \$50,000. 	26
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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
THE BRAND CONSULTANCY LLC PO BOX 1590 WRIGHTSVILLE BEACH,NC 28480	STRATEGIC PLANNING	374,424
THE NYC LEADERSHIP ACADEMY INC 45-18 COURT SQUARE ROOM 247 LONG ISLAND,NY 11101	CONSULTING	362,432
MERCER INVESTMENT CONSULTING PO BOX 730182 DALLAS,TX 75373	CONSULTING-INVEST	307,423
NEW SCHOOLS VENTURE FUND 1970 BROADWAY SUITE 350 OAKLAND,CA 94612	CONSULTING	280,000
CENTRONIA 142 COLUMBIA ROAD NW WASHINGTON,DC 20009	CONSULTING	232,500
Total number of others receiving over \$50,000 for professional services.		25

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 WASHINGTON,DC WARDS 7 AND 8- THE FOUNDATION IS ENGAGING PARTNERS TO INCREASE THE AVAILABILITY OF HIGH-QUALITY, PUBLIC EARLY LEARNING SEATS IN WARDS 7 AND 8 OF THE DISTRICT OF COLUMBIA BY 750 SEATS BY 2020. THIS INCLUDES BUILDING THE CAPACITY OF EARLY LEARNING PROVIDERS TO DELIVER EVIDENCED-BASED CARE FOR INFANTS AND TODDLERS, AND INCREASING COMMUNITY-BASED SUPPORTS FOR THESE CHILDREN, ESTABLISHING AN ADVOCACY ALLIANCE TO ENSURE THAT PUBLIC FUNDING AND REGULATION SUPPORTS QUALITY EARLY LEARNING AND WRAP-AROUND SUPPORTS FOR ALL INFANTS AND TODDLERS AND THEIR FAMILIES, AND CONDUCTING AND SUPPORTING RESEARCH TO IDENTIFY INNOVATIONS AND HOW TO SCALE THEM, AND TO EVALUATE OUR SERVICES AND MEASURE OUR IMPACT. WE PLAN TO PROVIDE WRAP-AROUND SUPPORTS (NUTRITION AND MENTAL WELLNESS) FOR PUBLIC SCHOOL CHILDREN PRE-K THROUGH THIRD GRADE. AND WE ESTABLISHED A REVOLVING LOAN FUND TO FINANCE FACILITY EXPANSION FOR HIGH-PERFORMING PUBLIC CHARTER SCHOOLS IN WARDS 7 AND 8.	5,136,893
2 PATHWAYS TO SUCCESS- THE BOARDING AND DAY SCHOOL PROGRAM AWARDS SCHOLARSHIPS AND PROVIDES RESOURCES AND SUPPORT TO FAITH-BASED BOARDING AND DAY SCHOOLS THAT OFFER STUDENTS ENHANCED ACADEMICS, OUT-OF-SCHOOL TIME EXPERIENCES, AND PROFESSIONAL SKILLS. ONE WAY TO ENHANCE THE ACADEMIC EXPERIENCE AT THE PARTNER SCHOOLS IS TO PROVIDE PROFESSIONAL DEVELOPMENT TO FACULTY THAT BUILDS THEIR SKILLS IN IMPLEMENTING CONTINUOUS SCHOOL IMPROVEMENT PLANS. THE FOUNDATION BUILDS EDUCATORS' CAPACITY TO COLLECT, ANALYZE AND USE DATA FOR DATA-BASED INSTRUCTION AND CURRICULAR DECISION-MAKING. THIS PROGRAMMING SUPPORT IMPROVES THE QUALITY OF INSTRUCTION AND SUSTAINS IMPROVED STUDENT ACHIEVEMENT OVER TIME.	4,074,051
3 SEVENTH-DAY ADVENTIST EDUCATION (SDAE) SERVICES-SDAE PARTNERS WITH FAITH-BASED SCHOOLS TO ENHANCE THE QUALITY AND SCOPE OF EDUCATION IN THE AREAS OF EARLY LEARNING, PROVIDING AN ARRAY OF WRAP-AROUND SUPPORTS FOR YOUTH AT PARTNER SCHOOLS AND BUILDING THE KNOWLEDGE OF PARTNERS TO PROVIDE WORLD-CLASS EDUCATIONAL OPPORTUNITIES FOR CHILDREN AND YOUTH SERVED THROUGH STRATEGIC PARTNERSHIPS WITH FAITH-BASED SCHOOLS, THE FOUNDATION INCREASES THE PARTNERS' ORGANIZATIONAL EFFECTIVENESS WHILE BUILDING EDUCATORS' CAPACITY THROUGH TRAINING AND PROVIDING TECHNICAL SUPPORT TO DELIVER HIGH-QUALITY DEVELOPMENTALLY APPROPRIATE INSTRUCTION AND CARE FOR UNDERSERVED INFANTS, TODDLERS, CHILDREN AND YOUTH SO THEY CAN ACHIEVE THEIR FULLEST POTENTIAL. ADDITIONALLY, RESOURCES ARE AVAILABLE TO SDA SCHOOLS TO ENHANCE PROGRAMMATIC OFFERINGS THROUGH UPGRADED FACILITIES.	4,581,494
4	

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 BUILDING HOPE TO PROVIDE LOANS FOR WASHINGTON, DC WARDS 7 AND 8 PUBLIC CHARTER SCHOOL FACILITY NEEDS	1,711,000
2 MARTHA'S TABLE \$1,000,000 AND BRIGHT BEGINNINGS \$500,000 TO FUND DEVELOPMENT OF EARLY LEARNING CENTER AND OFFICES	1,500,000
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	3,211,000

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	322,154,437
b	Average of monthly cash balances.	1b	4,770,646
c	Fair market value of all other assets (see instructions).	1c	105,736,737
d	Total (add lines 1a, b, and c).	1d	432,661,820
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 	1e	6,629,676
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	432,661,820
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	6,489,927
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	426,171,893
6	Minimum investment return. Enter 5% of line 5.	6	21,308,595

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 2015 from Part VI, line 5.	2a	
b	Income tax for 2015 (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	16,758,934
b	Program-related investments—total from Part IX-B.	1b	3,211,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	307,282
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	20,277,216
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	20,277,216

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ _____				
a Applied to 2014, 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 2015 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

Part XIV

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☒

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
10,330,454	5,366,198	2,722,935	10,137,137	28,556,724

8,780,886	4,561,268	2,314,495	8,616,566	24,273,215
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20,277,216	17,979,265	19,608,282	15,853,223	73,717,986
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1,074,123	3,471,478	7,665,266	5,480,108	17,690,975
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19,203,093	14,507,787	11,943,016	10,373,115	56,027,011
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14,205,730	8,522,991	7,529,492	6,758,091	37,016,304
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Part XV

1 Information Regarding Foundation Managers:

contributed more than 2% of the total contributions received by the foundation
 y have contributed more than \$5,000) (See section 507(d)(2))

0% or more of the stock of a corporation (or an equally large portion of the high the foundation has a 10% or greater interest

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

contributions to preselected charitable organizations and does not accept
n makes gifts, grants, etc. (see instructions) to individuals or organizations under
d

email address of the person to whom applications should be addressed

mitted and information and materials they should include

as by geographical areas, charitable fields, kinds of institutions, or other

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	1,074,123
b Approved for future payment See Additional Data Table				
Total			3b	1,725,361

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	1,181,816	
4	Dividends and interest from securities. . .			14	8,705,404	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.			16	929,825	
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	-328,144	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue a <u>DEFERRED EXCISE TAX BENEFIT</u>			01	275,673	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). . .		0		10,764,574	0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		10,764,574

[illegible]

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?

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** _____ Signature of officer or trustee	2017-02-13 _____ Date	***** _____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.)? ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name FRANK H SMITH	Preparer's Signature	Date 2017-02-13	Check if self-employed ☐	PTIN P00639053
	Firm's name ▶ RAFFA PC			Firm's EIN ▶ 52-1511275	
	Firm's address ▶ 1899 L STREET NW 850 WASHINGTON, DC 20036			Phone no (202) 822-5000	

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
ALLEN GLOBAL PARTNERS K-1 SHORT TERM	P		
ALLEN GLOBAL PARTNERS K-1 LONG TERM	P		
SAILINGSTONE GLOBAL NATURAL RESOURCES K-1	P		
PUBLICLY TRADED SECURITIES			
PUBLICLY TRADED SECURITIES			
ALLEN GLOBAL PARTNERS K-1 OTHER LOSS	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
			1,009,002
			556,101
			-85,717
23,641,148		25,343,664	-1,702,516
27,625,854		27,307,226	318,628
			-463,035

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,009,002
			556,101
			-85,717
			-1,702,516
			318,628
			-463,035

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
BARBARA BAINUM	CHAIR/CEO/PRESIDENT 40 00	357,748	66,430	0
7735 OLD GEORGETOWN ROAD BETHESDA,MD 20814				
MARK R BIRMINGHAM	CFO/CIO/TREASURER 40 00	379,969	66,489	0
7735 OLD GEORGETOWN ROAD BETHESDA,MD 20814				
ROZITA LAGORCE GREEN	VICE PRESIDENT/CSO 40 00	220,934	41,199	0
7735 OLD GEORGETOWN ROAD BETHESDA,MD 20814				
BRUCE BAINUM	DIRECTOR 1 00	0	0	0
7735 OLD GEORGETOWN ROAD BETHESDA,MD 20814				
ALEXANDER FROMM	DIRECTOR 4 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				
JOAN LOMBARDI	DIRECTOR(START 04 13 16) 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	DIRECTOR 1 00	0	0	0
7735 OLD GEORGETOWN ROAD BETHESDA,MD 20814				
MAURA MARINO	DIRECTOR 1 00	0	0	0
7735 OLD GEORGETOWN ROAD BETHESDA,MD 20814				
CHRISTINE SHREVE	AUDIT COMM CHAIR 1 00	0	0	0
7735 OLD GEORGETOWN ROAD BETHESDA,MD 20814				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVENUE NW WASHINGTON,DC 20016	NONE	PC	WAMU AMERICAN UNIVERSITY RADIO	54
CAMP KESEM VANDERBILT 2310 VANDERBILT PLACE NASHVILLE,TN 37235	NONE	PC	GENERAL OPERATING/MISSION	100
CAPITAL AREA FOOD BANK 4900 PUERTO RICO AVENUE NE WASHINGTON,DC 20017	NONE	PC	GENERAL OPERATING/MISSION	100
CHILDHAVEN 316 BROADWAY SEATTLE,WA 98122	NONE	PC	CHILDHOOD TRAUMA TREATMENT KINDERGARTEN PREPARATION PROGRAM	40,000
COMPASS FAMILY SERVICE 49 POWELL STREET 3RD FLOOR SAN FRANCISCO,CA 94102	NONE	PC	COMPASS CLINICAL SERVICES	55,000
Total ▶ 3a				1,074,123

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>				
EARLY LEARNING COALITION OF MIAMI-DADE 1111 12TH STREET SUITE 206 KEY WEST,FL 33040	NONE	PC	GENERAL OPERATING/MISSION	25,000
FAMILY WORKS 1501 N 45TH STREET SEATTLE,WA 98103	NONE	PC	GENERAL OPERATING/MISSION	200
FIRELIGHT FOUNDATION 740 FRONT STREET SUITE 380 SANTA CRUZ,CA 95060	NONE	PC	EARLY CHILDHOOD DEVELOPMENT IN MALAWI	100,000
FLORIDA KEYS HEALTHY START COALITION PO BOX 6166 KEY WEST,FL 33041	NONE	PC	GENERAL OPERATING/MISSION	25,000
FOSTER CARE TO SUCCESS 21351 GENTRY DRIVE SUITE 130 STERLING,VA 20166	NONE	PC	GENERAL OPERATING/MISSION	100
Total ▶ 3a				1,074,123

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>				
FUNDACION SAVE A SATO INC PO BOX 37694 SAN JUAN 00937 RQ	NONE	PC	GENERAL OPERATING/MISSION	150
GLOBAL FUND FOR CHILDREN 1101 14TH STREET NW SUITE 400 WASHINGTON,DC 20005	NONE	PC	EARLY CHILDHOOD DEVELOPMENT FUND	200,000
GREENPEACE FUND INC 702 H STREET NW SUITE 300 WASHINGTON,DC 20001	NONE	PC	GENERAL OPERATING/MISSION	200
HOMELESS CHILDREN'S PLAYTIME PROJECT 1525 NEWTON STREET NW WASHINGTON,DC 20010	NONE	PC	GENERAL OPERATING/MISSION	35,000
HOMELESS PRENATAL PROGRAM 2500 18TH STREET SAN FRANCISCO,CA 94110	NONE	PC	GENERAL OPERATING/MISSION	50,000
Total ▶ 3a				1,074,123

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>				
HOUSE OF RUTH 5 THOMAS CIRCLE NW WASHINGTON,DC 20005	NONE	PC	GENERAL OPERATING/MISSION	100
HOUSE OF RUTH MARYLAND INC 2201 ARGONNE DRIVE BALTIMORE,MD 21218	NONE	PC	GENERAL OPERATING/MISSION	100
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET 12TH FLOOR NEW YORK,NY 10168	NONE	PC	PRESCHOOL HEALING CLASSROOMS	100,000
LIGHTHOUSE CENTRAL FLORIDA 215 E NEW HAMPSHIRE STREET ORLANDO,FL 32804	NONE	PC	EARLY INTERVENTION PROGRAM	60,000
MARET SCHOOL INC 3000 CATHEDRAL AVENUE NW WASHINGTON,DC 20008	NONE	PC	GENERAL OPERATING/MISSION	100
Total ▶ 3a				1,074,123

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>				
MARTHA'S TABLE 2114 14TH STREET NW WASHINGTON,DC 20009	NONE	PC	GENERAL OPERATING/MISSION	100
METROPOLITAN ORGANIZATION TO COUNTER SEXUAL ASSAULT 3100 BROADWAY SUITE 400 KANSAS CITY,MO 64111	NONE	PC	GENERAL OPERATING/MISSION	100
NAPA VALLEY PERFORMING ARTS CENTER PO BOX 2675 YOUNTVILLE,CA 94599	NONE	PC	ORCHESTRA INSTITUTE PRESCHOOL ARTS INTEGRATION PROJECT	50,000
OLNEY ADVENTIST PREP SCHOOL 4100 OLNEY-LAYTONSVILLE ROAD OLNEY,MD 20832	NONE	PC	OLNEY ADVENTIST PREPARATORY SCHOOL - PROJECT 1	28,529
OPERATION BREAKTHROUGH INC 3039 TROOST AVENUE KANSAS CITY,MO 64109	NONE	PC	GENERAL OPERATING/MISSION	100
Total ▶ 3a				1,074,123

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>				
PATHWAYS LA 3550 W 6TH STREET SUITE 500 LOS ANGELES, CA 90020	NONE	PC	COACH FOR CHILDCARE PROVIDERS	40,000
PLAN INTERNATIONAL USA INC 155 PLAN WAY WARWICK, RI 02886	NONE	PC	GENERAL OPERATING/MISSION	100
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 WEST 33RD STREET NEW YORK, NY 10001	NONE	PC	GENERAL OPERATING/MISSION	150
PLYMOUTH HOUSING GROUP 2113 3RD AVENUE SEATTLE, WA 98121	NONE	PC	GENERAL OPERATING/MISSION	100
PROGRAM FOR EARLY PARENT SUPPORT 2405 LINDEN AVENUE BALTIMORE, MD 21217	NONE	PC	GROWING IMPACT PROJECT	20,000
Total ▶ 3a				1,074,123

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>				
SAVE THE CHILDREN FEDERATION INC 501 KINGS HIGHWAY EAST FAIRFIELD,CT 06825	NONE	PC	STRATEGIES FOR EARLY CHILDHOOD DEVELOPMENT PROGRAM	100,000
SHENANDOAH VALLEY ACADEMY 234 WEST LEE HIGHWAY NEW MARKET,VA 22844	NONE	PC	FUNDRAISING DIRECTOR	10,000
ST HELENA PRESCHOOL FOR ALL INC 465 MAIN STREET ST HELENA,CA 94574	NONE	PC	PRESCHOOL SCHOLARSHIP FUND	35,000
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	PC	GENERAL OPERATING/MISSION	150
ST JUDE CHILDREN'S RESEARCH HOSPITAL 501 ST JUDE PLACE MEMPHIS,TN 38105	NONE	PC	GENERAL OPERATING/MISSION	240
Total ▶ 3a				1,074,123

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>				
THE WILEY CENTER FOR SPEECH & LANGUAGE DEVELOPMENT 5761 BUCKINGHAM PARKWAY CULVER CITY,CA 90230	NONE	PC	PRESCHOOL FOR CHILDREN WITH AUTISM SPECTRUM DISORDER	10,000
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION INC 1308 BENJAMIN BUILDING COLLEGE PARK,MD 20742	NONE	PC	CENTER FOR EARLY CHILDHOOD EDUCATION	55,000
UPPER COLUMBIAACADEMY 3025 E SPANGLE-WAVERLY ROAD SPANGLE,WA 99031	NONE	PC	SUPPORT A SCHOOL COUNSELOR AND COLLEGE PREP PROGRAM	33,000
WELLSPRING FAMILY SERVICES 1900 RAINIER AVENUE SOUTH SEATTLE,WA 98144	NONE	PC	GENERAL OPERATING/MISSION	200
WHITMAN-WALKER CLINIC 1701 14 STREET NW WASHINGTON,DC 20009	NONE	PC	GENERAL OPERATING/MISSION	50
Total ▶ 3a				1,074,123

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>				
YALE UNIVERSITY PO BOX 803 NEW HAVEN, CT 06503	NONE	PC	GENERAL OPERATING/MISSION	100
Total  3a				1,074,123

TY 2015 Accounting Fees Schedule

Name: BAINUM FAMILY FOUNDATION

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	85,418	0	0	77,252

TY 2015 General Explanation Attachment**Name:** BAINUM FAMILY FOUNDATION**EIN:** 23-7000192

Identifier	Return Reference	Explanation
REDUCTION EXPLANATION STATEMENT	PART X, LINE 1E	CHOICE HOTELS INTERNATIONAL STOCK THE PRINCIPAL SPONSORS, THEIR DESCENDANTS (THE FAMILY), INCLUDING THE CEO AND SEVERAL DIRECTORS OF THE FOUNDATION, OWN AN AGGREGATE OF 40.5% OF THE COMMON STOCK OF CHH WHICH IS PUBLICLY TRADED IN UNITED STATES OF AMERICA ALTHOUGH VOTING AND DISPOSITIVE POWER FOR THE FOUNDATION'S CHH SHARES RESTS WITH A COMMITTEE INDEPENDENT OF THE FAMILY AND OTHER AFFILIATES OF CHH, AS A PRUDENT MATTER, THE FOUNDATION HAS CONTINUED TO COMPLY WITH RULE 144 REQUIREMENTS AS OF JUNE 30, 2016, THE FOUNDATION OWNED 1,618,842 SHARES OF CHH STOCK WHICH REPRESENTS 2.9% OF THE TOTAL CHH SHARES ISSUED AND OUTSTANDING AN INDEPENDENT APPRAISAL VALUING THE STOCK WAS PERFORMED IN COMPLIANCE WITH THE UNIFORM STANDARDS OF PROFESSIONAL APPRAISAL PRACTICE THE APPRAISER'S CONCLUSION WAS AN 8.6% DISCOUNT FROM THE STOCK'S JUNE 30, 2016 CLOSING PRICE ON THE NY STOCK EXCHANGE

TY 2015 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
142,366.48 SHS MFO VANGUARD INDEX TRUST	9,221,077	9,221,077
790,627.61 SHS MFO GMO QUAL FD III	16,342,273	16,342,273
716,403.88 SHS MFO VANGUARD SPECIALIZED FUNDS	16,183,564	16,183,564
625,229.85 SHS MFO VANGUARD INSTL TOTAL INDEX	32,618,241	32,618,241
236 SHS ALPHABET INC CAP	163,337	163,337
3,316 SHS AMER ELEC PWR	232,418	232,418
2,361 SHS AMERICAN INTERNATIONAL GROUP	124,873	124,873
1,995 SHS APPLE INC	190,722	190,722
1,939 SHS ATMOS ENERGY CORP	157,680	157,680
3,896 SHS BANCO LATINOAMERICANO DE COMERCIO	103,244	103,244
695 SHS BERKSHIRE HATHAWAY INC	100,629	100,629
809 SHS CHEVRON CORP COM	84,807	84,807
6,623 SHS CISCO SYSTEMS INC.	190,014	190,014
3.996 SHS COGNEX CORP	172,228	172,228
1,666 SHS CVS HEALTH CORP	159,503	159,503
3,265 SHS DELTA AIR LINES INC	118,944	118,944
2,782 SHS DISCOVER FINL SVCS	149,087	149,087
693 SHS EOG RESOURCES INC	57,810	57,810
4,464 SHS FIRSTENERGY CORP	155,838	155,838
1,296 SHS FLOWSERVE CORP	58,540	58,540
3,093 SHS FMC CORP	143,237	143,237
898 SHS JOHNSON & JOHNSON COM	108,928	108,928
1,178 SHS LAB CORP AMER HLDGS	153,458	153,458
1,705 SHS MERCK & CO INC	98,225	98,225
8,078 SHS MICRON TECH	111,153	111,153
3,209 SHS MICROSOFT CORP	164,204	164,204
2,818 SHS NASDAQ	182,240	182,240
983 SHS NEXTERA ENERGY INC	128,183	128,183
1,493 SHS PEPSICO INC	158,168	158,168
2,012 SHS RANGE RES CORP	86,798	86,798

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,049 SHS SCHLUMBERGER LTD	82,955	82,955
1,456 SHS STRYKER CORP	174,472	174,472
2,165 SHS TJX COS INC	167,203	167,203
3,029 SHS TYSON FOODS INC	202,307	202,307
1,224 SHS UNITEDHEALTH GROUP INC	172,829	172,829
3,234 SHS VERIZON COMMUNICATIONS	180,586	180,586
1,422 SHS WALT DISNEY CO	139,100	139,100
6,389 SHS WASH FED INC	154,997	154,997
678 SHS 3M CO	118,731	118,731
CHOICE HOTELS INTERNATIONAL CHH STOCK	70,459,580	70,459,580
3,832,535 SHS MFO VANGUARD DEVELOPED MARKETS-INTERNATIONAL EQUITIES	43,537,603	43,537,603
1,622 SHS AGRIUM INC-CANADA	146,662	146,662
711 SHS KUKA AG NPV- GERMANY	84,123	84,123
891 SHS ADR SIEMENS AG COM-GERMANY	91,408	91,408
9,783 SHS DATALOGIC SOA-ITALY	157,266	157,266
10,324 SHS DAIFUKU CO- JAPAN	182,952	182,952
1,630 SHS ADR UNILEVER N V NY -NETHERLANDS	76,512	76,512
1,526 SHS ADR NESTLE -SWITZERLAND	117,975	117,975
4,208 SHS ADR ROCHE HLDG-SWITZERLAND	138,654	138,654
1,000,000 SHS ING CAP FDG TR III PS	971,250	971,250
1,000,000 SHS AMERICAN EXPRESS CO PS	998,750	998,750
2,000,000 SHS BAC CAP TR XIII PS	1,496,100	1,496,100
2,000,000 SHS BANK AMER CORP PS	2,005,000	2,005,000
500,000 SHS DOMINION RES INC PS	415,000	415,000
1,000,000 SHS ENBRIDGE ENERGY PARTNERS PS	770,000	770,000
500,000 SHS ENTERPRISE PRODS PS	526,997	526,997
2,000,000 SHS GOLDMAN SACHS CAP II PS	1,497,840	1,497,840
2,000,000 SHS HARTFORD FINL SVCS PS	2,140,000	2,140,000
2,000,000 SHS JPMORGAN CHASE & 7.9% PS	2,040,000	2,040,000
1,000,000 SHS STANCORP FINL GROUP PS	751,300	751,300

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2,000,000 SHS WELLS FARGO & CO PS	2,092,500	2,092,500
2,000,000 SHS XL GROUP PS	1,390,000	1,390,000
672,051.69 SHS MFO VANGUARD EMERGING MARKET EQUITIES	14,932,989	14,932,989

TY 2015 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
1 SHARE ALLEN GLOBAL PARTNERS, LP HEDGE FUND	FMV	102,690	102,690
80,000,000 SHS ROCK CREEK BAINUM FAMILY FND. HEDGE FUND	FMV	74,273,777	74,273,777
SAILINGSTONE GLOBAL NATIONAL REAL ESTATE	FMV	10,920,899	10,920,899
TURNER-AGASSI CHARTER SCHOOL FACILITIES FUND II LP REAL ESTATE	FMV	123,167	123,167
FAIRMONT BUILDING LLC REAL ESTATE	FMV	41,639,435	41,639,435
1,000,000 SHS GENERAL ELEC CAP CORP	FMV	1,013,136	1,013,136
727,589.30 SHS MFO DOUBLELINE TOTAL RETURN BOND	FMV	7,952,551	7,952,551
1,427,798.45 SHS MFO EATON VANCE FLOTINGGRATE ADV.	FMV	14,849,104	14,849,104
2,317850.15 SHS MFO EATON VANCE MUTUAL FDS	FMV	20,049,403	20,049,403
747,973.69 SHS MFO OPPENHEIMER SR FLOATING RATE FD	FMV	5,796,796	5,796,796
FINANCIAL OPPORTUNISTIC FUND LTD.	FMV	24,938,475	24,938,475
599,892 SHS VENTURE CAPITAL AND PARTNERSHIP PRIVATE EQUITIES	FMV	593,581	593,581

**TY 2015 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	334,057	213,193	120,864	120,864
FURNITURE AND EQUIPMENT	427,996	112,813	315,183	315,183
TELEPHONE SYSTEM	41,973	20,771	21,202	21,202
COMPUTER SOFTWARE	579,873	417,786	162,087	162,087
OFFICE EXPANSION	845,026	28,735	816,291	816,291
LAND	874,057	0	874,057	874,057
FAIRMONT BUILDING, LLC	3,592,905	0	3,592,905	3,592,906
BAINUM FOUNDATION FARM, LLC	4,141,539	0	4,141,539	4,141,539

TY 2015 Legal Fees Schedule

Name: BAINUM FAMILY FOUNDATION

EIN: 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL	161,091	744	744	172,298

TY 2015 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	313,813	554,595	554,595
BEQUEST RECEIVABLE	148,365,375	6,139,484	6,139,484
FEDERAL EXCISE TAX RECEIVABLE	200,025	212,634	212,634
PROGRAM RELATED INVESTMENTS		3,211,000	3,211,000

TY 2015 Other Decreases Schedule**Name:** BAINUM FAMILY FOUNDATION**EIN:** 23-7000192

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	27,249,212
CHANGE IN FMV OF PLEDGE DONATED ASSETS	3,212,328

TY 2015 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	12,988	12,988	12,988	0
EQUIPMENT AND MAINTENANCE	61,278	0	0	70,166
LICENSING AND SUBSCRIPTION	156,875	4,721	4,721	141,786
STAFF RECRUITING	134,732	0	0	148,827
INSURANCE	76,948	0	0	98,864
OFFICE SUPPLIES	33,856	40	40	33,246
POSTAGE AND DELIVERY	3,473	623	623	3,491
STUDENT EXPENSES	133,881	0	0	146,475
TELEPHONE	5,273	0	0	21,873
SCHOOL ENHANCEMENT CONTRACTS	349,276	0	0	1,968,822

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BAINUM FOUNDATION FARM	193,340	0	0	182,244
SUMMER PROGRAMS	122,740	0	0	110,281
SCHOLARSHIPS	1,803,545	0	0	1,851,996
ALLOCATION FEES	0	197,797	197,797	-197,797
MISCELLANEOUS	389	0	0	389

TY 2015 Other Income Schedule**Name:** BAINUM FAMILY FOUNDATION**EIN:** 23-7000192

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
DEFERRED EXCISE TAX BENEFIT	275,673	0	0

TY 2015 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	310,485	34,812

TY 2015 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	2,877,145	8,510	8,510	3,987,066
INVESTMENT FEES K-1	68,936	68,936	68,936	0
INVESTMENT FEES	408,529	408,529	408,529	14,048

**TY 2015 Other
Receivables from Officers
Schedule****Name:** BAINUM FAMILY FOUNDATION**EIN:** 23-7000192**Travel Advance to Officers:**

Item No.	1
Borrower's Name	STEWART W 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	DINWIDDIE FARMS 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	CORPORATE OBLIGATION
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 2015 Reduction Explanation Statement

Name: BAINUM FAMILY FOUNDATION

EIN: 23-7000192

Explanation: SEE STATEMENT 24

TY 2015 Taxes Schedule**Name:** BAINUM FAMILY FOUNDATION**EIN:** 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	187,392	0	0	200,000
FOREIGN TAXES K-1	6,610	6,610	6,610	0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2015
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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 Form 990-PF	Section: ☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization ☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation
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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
1			Person ☒
	ROBERTA BAINUM	\$ 1,000,000	Payroll ☐
	7735 OLD GEORGETOWN ROAD SUITE 1000		Noncash ☐
	BETHESDA, MD 20814		(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2			Person ☒
	ROSE-MARIE ANDERSON FND VIA VANGUAR	\$ 15,000	Payroll ☐
	16475 DALLAS PARKWAY 735		Noncash ☐
	ADDISON, TX 75001		(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3			Person ☒
	JANE BAINUM	\$ 1,000,000	Payroll ☐
	7735 OLD GEORGETOWN ROAD SUITE 1000		Noncash ☐
	BETHESDA, MD 20814		(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person ☐
		\$	Payroll ☐
			Noncash ☐
			(Complete Part II for noncash contributions)

Name of organization BAINUM FAMILY FOUNDATION	Employer identification number 23-7000192
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

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