

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

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018 , and ending 12-31-2018

Name of foundation BEDFORD FALLS FOUNDATION		A Employer identification number 52-6834462	
Number and street (or P O box number if mail is not delivered to street address) 1001 PENNSYLVANIA AVENUE NW NO 220S		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20004		B Telephone number (see instructions) (202) 729-5285	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>28,875,752</u>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	18,499,966			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	773,506	773,506		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,078			
	b Gross sales price for all assets on line 6a <u>37,669</u>				
	7 Capital gain net income (from Part IV, line 2)		29,289		
	8 Net short-term capital gain				
	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)	4,903	4,903	0		
12 Total. Add lines 1 through 11	19,307,453	807,698	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	8,000	4,000	0	0
	c Other professional fees (attach schedule)	38	18	0	0
	17 Interest	16,354	16,354	0	0
	18 Taxes (attach schedule) (see instructions)	52,000	0	0	0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	76,392	20,372	0	0
	25 Contributions, gifts, grants paid	12,543,334			12,543,334
26 Total expenses and disbursements. Add lines 24 and 25	12,619,726	20,372	0	12,543,334	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	6,687,727				
b Net investment income (if negative, enter -0-)		787,326			
c Adjusted net income (if negative, enter -0-)			0		

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			
	2 Savings and temporary cash investments	893,861	6,108,356	6,108,356
	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)			
	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			
	10a Investments—U S and state government obligations (attach schedule)	64,517	58,542	28,284
	b Investments—corporate stock (attach schedule)	16,792,396	18,271,603	20,134,540
	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)	1,929,159	1,929,159	2,604,572
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,679,933	26,367,660	28,875,752	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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 ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	19,679,933	26,367,660		
30 Total net assets or fund balances (see instructions)	19,679,933	26,367,660		
31 Total liabilities and net assets/fund balances (see instructions) .	19,679,933	26,367,660		

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	19,679,933
2 Enter amount from Part I, line 27a	2	6,687,727
3 Other increases not included in line 2 (itemize) ▶ _____	3	0
4 Add lines 1, 2, and 3	4	26,367,660
5 Decreases not included in line 2 (itemize) ▶ _____	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	26,367,660

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 TIME INC TDR C229E	P	2002-07-25	2018-02-02
b AT&T INC - CASH IN LIEU	P	2002-07-25	2018-06-15
c TIME WARNER INC	P	2002-07-25	2018-06-15
d RESIDEO TECHNOLOGIES INC	P	2006-03-17	2018-10-29
e GNMA POOL	P	2010-11-10	2018-09-20

(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 4,995		2,096	2,899
b 16		6	10
c 26,875			26,875
d 6		2	4
e 5,777		6,276	-499

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	
a			2,899
b			10
c			26,875
d			4
e			-499

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	29,289
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	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	7,635,855	23,179,923	0.329417
2016	5,994,074	18,462,503	0.324662
2015	6,053,939	14,717,151	0.411353
2014	4,666,952	18,766,469	0.248686
2013	9,515,631	19,263,152	0.493981
2 Total of line 1, column (d)			2 1.808099
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years			3 0.361620
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 25,651,551
5 Multiply line 4 by line 3			5 9,276,114
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,873
7 Add lines 5 and 6			7 9,283,987
8 Enter qualifying distributions from Part XII, line 4			8 12,543,334

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 0, and amount overpaid is 25,412.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: 'During the tax year, did the foundation attempt to influence any national, state, or local legislation?', 'Did it spend more than \$100 during the year for political purposes?', 'Did the foundation file Form 1120-POL for this year?', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Did the foundation have at least \$5,000 in assets at any time during the year?', 'Enter the states to which the foundation reports or with which it is registered?', 'If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General?', '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 2018 or the taxable year beginning in 2018?', 'Did any persons become substantial contributors during the tax year?'.

Part VII-A Statements Regarding Activities (continued)

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

Located at 1001 PENNSYLVANIA AVENUE NW STE 220 S WASHINGTON DC ZIP+4 20004

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year.

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

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

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

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

Part 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
NONE		
Total number of others receiving over \$50,000 for professional services. ▶		0

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 N/A	0
2	
3	
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	
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	25,487,059
b	Average of monthly cash balances.	1b	555,125
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	26,042,184
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	26,042,184
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	390,633
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	25,651,551
6	Minimum investment return. Enter 5% of line 5.	6	1,282,578

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	1,282,578
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	7,873
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,873
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,274,705
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,274,705
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,274,705

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	12,543,334
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	
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	12,543,334
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	7,873
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	12,535,461

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,274,705
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.	8,559,691			
b From 2014.	3,801,103			
c From 2015.	5,343,271			
d From 2016.	5,089,341			
e From 2017.	6,543,187			
f Total of lines 3a through e.	29,336,593			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>12,543,334</u>				
a Applied to 2017, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				1,274,705
e Remaining amount distributed out of corpus	11,268,629			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))				0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	40,605,222			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				0
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).		0		
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	8,559,691			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	32,045,531			
10 Analysis of line 9				
a Excess from 2014.	3,801,103			
b Excess from 2015.	5,343,271			
c Excess from 2016.	5,089,341			
d Excess from 2017.	6,543,187			
e Excess from 2018.	11,268,629			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

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

Form 990PF Part XV Line 1a - 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).

WILLIAM E CONWAY JR

JOANNE CONWAY

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>				
JOHN F KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F STREET NW WASHINGTON, DC 20566	NONE	PC	SUPPORT NATIONAL AUDIENCE ACCESS TO ARTISTIC PROGRAMMING	1,400,000
JOHNS HOPKINS UNIVERSITY 601 N CAROLINE STREET 6TH FLOOR BALTIMORE, MD 21287	NONE	PC	TO SUPPORT NURSING SCHOLARSHIP AND FACULTY	3,000,000
NATIONAL CAPITOL POISON CENTER 3201 NEW MEXICO AVE NW WASHINGTON, DC 20016	NONE	PC	SUPPORT TREATING AND PREVENTING POISONINGS	10,000
Total ▶ 3a				12,543,334

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 CATHOLIC UNIVERSITY OF AMERICA 620 MICHIGAN AVENUE NE WASHINGTON, DC 20064	NONE	PC	TO SUPPORT NURSING SCHOLARS PROGRAM	2,000,000
TRINITY WASHINGTON UNIVERSITY 125 MICHIGAN AVE NE WASHINGTON, DC 20017	NONE	PC	TO SUPPORT SCHOLARSHIP PROGRAM FOR SCHOOL OF NURSING	1,000,000
UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION INC 620 WEST LEXINGTON STREET BALTIMORE, MD 21201	NONE	PC	NURSING AND HEALTH EDUCATION	2,400,000
Total ▶ 3a				12,543,334

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>				
UVA HEALTH FOUNDATION PO BOX 800773 CHARLOTTESVILLE, VA 22908	NONE	PC	NURSING AND HEALTH EDUCATION	2,000,000
WETA3201 NEW MEXICO AVE NW ARLINGTON, VA 22206	NONE	PC	TO SUPPORT PUBLIC BROADCASTING AND JOURNALISM	100,000
SIBLEY MEMORIAL HOSPITAL 5255 LOUGHBORO RD NW WASHINGTON, DC 20016	NONE	PC	SUPPORT FOR NEUROLOGY DEPARTMENT	333,334
Total ▶ 3a				12,543,334

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>				
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVE NW WASHINGTON, DC 20010	NONE	PC	NURSING SCHOLARSHIPS AND FACULTY EXPANSION	250,000
COMMUNITY OF HOPE 1717 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	PC	HEALTHCARE WORKER TRAINING PROGRAM AND BUILDING CAMPAIGN	50,000
Total ▶ 3a				12,543,334

TY 2018 Accounting Fees Schedule**Name:** BEDFORD FALLS FOUNDATION**EIN:** 52-6834462

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	8,000	4,000	0	0

TY 2018 Investments Corporate Stock Schedule**Name:** BEDFORD FALLS FOUNDATION**EIN:** 52-6834462**Investments Corporation Stock Schedule**

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO INC.	135,663	177,873
WAL-MART STORES, INC.	11,563	74,520
AMERICAN EXPRESS	24,378	95,320
BP PLC SPONS ADR	52,236	71,138
GENERAL ELECTRIC CO.	125,169	65,102
PITNEY BOWES INC.	21,499	7,092
MARRIOTT INT'L INC. NEW CL A	15,271	263,258
PROCTER & GAMBLE CO.	23,590	147,072
SMUCKER J.M. CO. NEW	186	1,496
HESS CORP	700,151	607,500
CENTURYLINK INC.	537,143	470,089
MARRIOTT VACATIONS WORLD	909	17,063
GENERAL MTRS CO (GM)	1,766,101	2,341,500
CITIGROUP INC NEW	1,323,720	1,306,862
ADVANCED MICRO DEVICES	301	1,846
AMERICAN WATER WORKS CO	407,138	680,775
APPLE, INC.	535,425	788,700
FRONTIER COMMUNICATIONS CORP	187	38
HOME DEPOT, INC.	792,680	1,202,740
INTEL CORP.	652,500	938,600
PFIZER INC.	789,750	982,125
WINDSTREAM HLDGS INC COM NEW	2,466	130
AMERICAN INTL GP INC NEW	237,960	177,345
BEST BUY CO.	719,475	794,400
BIGLARI HLDGS INC COM	695,318	258,521
CISCO SYS INC	444,843	697,613
CSX CORP	232,444	267,159
EXXON MOBILE CORP	1,139,775	886,470
INFORMATION SERVICES GROUP	262,640	284,080
JOHNSON & JOHNSON	1,142,693	1,166,612

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP	605,900	1,015,700
ORACLE CORP	364,203	424,410
PHILLIPS 66 COM	429,475	430,750
3M COMPANY	139,290	114,324
ADVANSIX INC.	3,556	1,947
ALTRIA GROUP INC	64,230	49,390
AMERICAN INTL GRP INC (AIG) WT 11921	1,180	288
BANK OF AMERICA CORP.	37,936	33,855
CHEMOURS CO	11,443	5,644
CHEVRON CORP.	206,001	195,822
DUKE ENERGY CORP.	35,176	34,520
ELI LILLY & CO.	91,454	127,292
EMERSON ELECTRIC CO.	67,355	59,750
ENBRIDGE INC.	22,812	18,337
EXELON CORP.	24,063	27,060
HANESBRANDS INC	8,990	5,012
HONEYWELL INT'L INC	278,681	264,240
INT'L BUSINESS MACHINES CORP	807,246	613,818
JP MORGAN CHASE & CO	137,186	136,668
KRAFT HEINZ CO	87,403	47,215
MONDELEZ INT'L INC COM	131,450	131,779
MOTOROLA SOLUTIONS INC	453	575
PHILIP MORRIS INT'L INC	105,180	66,760
SOUTHERN CO	26,000	21,960
WALT DISNEY CO HLDG CO	144,872	153,510
UNITED TECHNOLOGIES CORP	179,535	159,720
VERIZON COMMUNICATIONS	48,270	56,220
WELLS FARGO & CO. NEW	111,270	92,160
ENTERPRISE BANCORP	205,684	182,026
KALA PHARMACEUTICALS INC.	170,383	51,976

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROYAL DUTCH SHELL PLC	454,740	378,755
AT&T	9,219	20,492
CONOCOPHILLIPS	456,194	430,215
GARRET MOTION INC.	3,127	2,468
RESIDEO TECHNOLOGIES INC.	8,472	6,843

TY 2018 Investments Government Obligations Schedule**Name:** BEDFORD FALLS FOUNDATION**EIN:** 52-6834462**US Government Securities - End
of Year Book Value:**

58,542

**US Government Securities - End
of Year Fair Market Value:**

28,284

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2018 Investments - Other Schedule**Name:** BEDFORD FALLS FOUNDATION**EIN:** 52-6834462**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SPDR TRUST SER 1 EQUITY PORTFOLIO	AT COST	707,159	1,337,072
GMAC CAP TRUST	AT COST	1,222,000	1,267,500

TY 2018 Other Income Schedule**Name:** BEDFORD FALLS FOUNDATION**EIN:** 52-6834462**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SUBSTITUTE PAYMENTS IN LIEU OF INTEREST AND DIVIDENDS	4,903	4,903	

TY 2018 Other Professional Fees Schedule**Name:** BEDFORD FALLS FOUNDATION**EIN:** 52-6834462

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SERVICE FEES	38	18	0	0

TY 2018 Taxes Schedule**Name:** BEDFORD FALLS FOUNDATION**EIN:** 52-6834462

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	52,000	0	0	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to www.irs.gov/Form990 for the latest information

OMB No 1545-0047
2018

Name of the organization
BEDFORD FALLS FOUNDATION

Employer identification number
52-6834462

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization BEDFORD FALLS FOUNDATION	Employer identification number 52-6834462
---	---

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	JOANNE B CONWAY 1001 PENNSYLVANIA AVE NW SUITE 220S WASHINGTON, DC 20004	\$ 195,026	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	JOANNE B CONWAY 1001 PENNSYLVANIA AVE NW SUITE 220S WASHINGTON, DC 20004	\$ 205,684	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
3	JOANNE B CONWAY 1001 PENNSYLVANIA AVE NW SUITE 220S WASHINGTON, DC 20004	\$ 170,383	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
4	JOANNE B CONWAY 1001 PENNSYLVANIA AVE NW SUITE 220S WASHINGTON, DC 20004	\$ 454,740	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
5	JOANNE B CONWAY 1001 PENNSYLVANIA AVE NW SUITE 220S WASHINGTON, DC 20004	\$ 456,194	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
6	WILLIAM E CONWAY JR 1001 PENNSYLVANIA AVE NW SUITE 220S WASHINGTON, DC 20004	\$ 17,017,938	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization BEDFORD FALLS FOUNDATION	Employer identification number 52-6834462
---	---

Part II Noncash Property			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
1	3,275 SHS CSX	\$ 195 026	2018-04-26
2	5,660 SHS ENTERPRISE BANCORP	\$ 205 684	2018-04-26
3	10,629 SHS KALA	\$ 170 383	2018-04-26
4	6,500 SHS ROYAL DUTCH	\$ 454 740	2018-04-26
5	6,900 SHS CONOCOPHILLIPS	\$ 456 194	2018-04-26
		\$	

Name of organization BEDFORD FALLS FOUNDATION	Employer identification number 52-6834462
---	---

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
_____	_____
_____	_____