Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
MEAD FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
C/O ARABELLA ADVISORS
734 15TH STREET, NW — 600

City or town, state, and ZIP code
WASHINGTON, DC 20005

A Employer identification number 52-1646030

B Telephone number (see page 10 of the instructions) (202) 595-1020

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F ~~If the foundation is in a 60-month termination~~ under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 17,296,639.

J Accounting method [X] 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 page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.		ATCH 1
	4 Dividends and interest from securities	251,610.	251,610.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-374,781.			
	b Gross sales price for all assets on line 6a 15,598,115.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	-7,073.	-7,073.		ATCH 3
	12 **Total.** Add lines 1 through 11	-130,237.	244,544.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,895.	1,448.		1,447.
	c Other professional fees (attach schedule) *	148,812.	21,574.		127,238.
	17 Interest ATTACHMENT 5	78.	78.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	3,024.	3,024.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,605.			3,605.
	22 Printing and publications	251.			251.
	23 Other expenses (attach schedule) ATCH 7	10,387.	6,277.		4,110.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	169,052.	32,401.		136,651.
	25 Contributions, gifts, grants paid	425,000.			425,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	594,052.	32,401.		561,651.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-724,289.			
	b **Net investment income** (if negative, enter -0-)		212,143.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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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	278,646.	762,675.	762,675.
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 page 16 of the 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			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 8	14,065,810.	11,611,905.	12,640,148.
c	Investments - corporate bonds (attach schedule) ATCH 9	0.	1,020,805.	1,016,989.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	2,365,366.	2,595,862.	2,876,827.
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)	16,709,822.	15,991,247.	17,296,639.
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)			
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			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
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	16,709,822.	15,991,247.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	16,709,822.	15,991,247.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	16,709,822.	15,991,247.	

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	16,709,822.
2	Enter amount from Part I, line 27a	2	-724,289.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 11	3	16,567.
4	Add lines 1, 2, and 3	4	16,002,100.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 12	5	10,853.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,991,247.

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)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

	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				
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** -374,781.

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 pages 13 and 17 of the 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 page 18 of the 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))
2008	1,104,942.	18,863,966.	0.058574
2007	1,277,632.	22,688,987.	0.056311
2006	1,188,606.	20,624,397.	0.057631
2005	1,111,508.	18,844,816.	0.058982
2004	1,112,740.	17,921,062.	0.062091

2	**Total** of line 1, column (d)	2	0.293589
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	0.058718
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	15,117,666.
5	Multiply line 4 by line 3	5	887,679.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,121.
7	Add lines 5 and 6	7	889,800.
8	Enter qualifying distributions from Part XII, line 4	8	561,651.

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 on page 18

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 ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,243.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	4,243.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,243.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 18,242.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	18,242.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	~~Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed~~ ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	13,999.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 13,999. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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		X
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* ATCH 13	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
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	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DC,MD,VA,			
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	X	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ARABELLA ADVISORS Telephone no ▶ 202-595-1020
Located at ▶ 734 15TH STREET, NW, SUITE 600 WASHINGTON, DC ZIP + 4 ▶ 20005

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

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 page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
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 page 20 of the 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 ▶				
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 2009 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 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
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 2009?		4b		X

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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b**

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** X

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** X

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 page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 14		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATTACHMENT 15		127,238.

Total number of others receiving over $50,000 for professional services ▶ NONE

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	14,804,664.
b	Average of monthly cash balances	1b	543,220.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	15,347,884.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,347,884.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	230,218.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,117,666.
6	**Minimum investment return.** Enter 5% of line 5	6	755,883.

Part XI **Distributable Amount** (see page 25 of the 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	755,883.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,243.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,243.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	751,640.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	751,640.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	751,640.

Part XII **Qualifying Distributions** (see page 25 of the 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	561,651.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	561,651.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	561,651.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				751,640.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009				
a	From 2004 ... 231,299.				
b	From 2005 ... 199,623.				
c	From 2006 ... 189,068.				
d	From 2007 ... 179,730.				
e	From 2008 ... 180,025.				
f	**Total** of lines 3a through e	979,745.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 561,651.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				561,651.
e	Remaining amount distributed out of corpus	0.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	189,989.			189,989.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	789,756.			
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 page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	41,310.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	748,446.			
10	Analysis of line 9				
a	Excess from 2005 ... 199,623.				
b	Excess from 2006 ... 189,068.				
c	Excess from 2007 ... 179,730.				
d	Excess from 2008 ... 180,025.				
e	Excess from 2009 ...				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

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

	Tax year (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
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 page 28 of the 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))

GILBERT MEAD AND JAYLEE MEAD

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 16

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

SEE ATTACHED "GUIDELINES FOR PROPOSALS" (STMT 19-20)

c Any submission deadlines

ATTACHMENT 17

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

ATTACHMENT 18

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 21-23			SEE STATEMENT 21-23	425,000.
Total ▶ 3a				425,000.
b Approved for future payment SEE STATEMENT 24				365,000.
Total ▶ 3b				365,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	7.	
4 Dividends and interest from securities			14	251,610.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	-7,073.	
8 Gain or (loss) from sales of assets other than inventory			18	-374,781.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-130,237.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -130,237.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

		Yes	No
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)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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 or fiduciary) is based on all information of which preparer has any knowledge

▶ Elizabeth A Mead — 10/5/10 ▶ President MFF

Signature of officer ~~or~~ trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] — Date 9-27-10 — Check if self-employed ▶ ☐ — Preparer's identifying number (See Signature on page 30 of the instructions) P00889622

Firm's name (or yours if self-employed), address, and ZIP code ▶ CRAMER & OLER, LLC
6106 MACARTHUR BOULEVARD, SUITE 108
BETHESDA, MD 20816

EIN ▶ 52-1792567

Phone no 301-320-0100

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-6,411.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS (STMT 33)					6,932.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-7,815.	
		HIGHLINE ST-SEE STMT 33				P		
		PROPERTY TYPE: SECURITIES						
1,115,388.		1,060,956.					54,432.	
		HIGHLINE LT-SEE STMT 33				P		
		PROPERTY TYPE: SECURITIES						
1,035,322.		1,148,482.					-113,160.	
		MSSB ST-SEE STMT 25-26				P		
		PROPERTY TYPE: SECURITIES						
1,366,608.		1,008,892.					357,716.	
		MSSB LT-SEE STMT 26-32				P		
		PROPERTY TYPE: SECURITIES						
12087919.		12754566.					-666,647.	
		CGMI DISTRIBUTION FUND				P	VARIOUS	05/15/2009
		PROPERTY TYPE: SECURITIES						
172.							172.	
TOTAL GAIN(LOSS)							-374,781.	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUNTRUST BANK		7.	7.
	TOTAL	7.	7.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SSB PRIVATE SEL FUND I LLC-INT		876.	876.
SSB PRIVATE SEL FUND I LLC-DIVI		35.	35.
CITIGROUP SMITH BARNEY-INT		12,617.	12,617.
CITIGROUP SMITH BARNEY-DIVI		79,931.	79,931.
CHARLES SCHWAB 1764-2635 DIVI		10.	10.
CHARLES SCHWAB 1764-2635 INT		2,457.	2,457.
CHARLES SCHWAB 1764-2635 ACCR INT PD		-2,020.	-2,020.
CHARLES SCHWAB 6985-6608 DIVI		153,553.	153,553.
CHARLES SCHWAB 6985-6608 INT		2,980.	2,980.
PRINCETON FUTURES FUND-INT		1,041.	1,041.
PRINCETON FUTURES FUND-DIVI		130.	130.
	TOTAL	251,610.	251,610.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SSB PRIVATE SEL FUND I LLC: K-1 INC	198.	198.
IVY CLARUS CI LTD	-3,953.	-3,953.
PRINCETON FURUTRES FUND: K-1 INCOME	-3,318.	-3,318.
TOTALS	-7,073.	-7,073.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HIGHLINE-INVESTMENT FEES	21,574.	21,574.	
ARABELLA FEES/REIMBS	127,238.		127,238.
TOTALS	148,812.	21,574.	127,238.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INV INT-PRINCETON FUTURES FD	78.	78.
TOTALS	78.	78.

MEAD FAMILY FOUNDATION

52-1646030

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN	3,024.	3,024.
TOTALS	3,024.	3,024.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	750.		750.
PORTFOLIO DEDS FROM K-1S	6,277.	6,277.	
DUES	782.		782.
OFFICE EXPS & SUPPLIES	2,578.		2,578.
TOTALS	10,387.	6,277.	4,110.

FORM 990PF, PART II - CORPORATE STOCK ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIVIS, CAP GAIN DISTS RECEIV.	3,298.	3,170.	3,170.
CITICORP SB-CLOSED END FUNDS	1,203,865.	0.	0.
CITICORP SB-MUTUAL FUNDS	12,858,647.	0.	0.
FOREIGN TAXES PAYABLE	0.	-2,928.	-2,928.
HIGHLINE SECURITIES 6608	0.	11,611,663.	12,639,906.
TOTALS	14,065,810.	11,611,905.	12,640,148.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HIGHLINE SECURITIES 2635	0.	1,020,805.	1,016,989.
TOTALS	0.	1,020,805.	1,016,989.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CITICORP SB-CERT OF DEPS	380,000.	0.	0.
SSB MASTERS FUND II OFFSHORE	0.	0.	297,230.
SSB PRIVATE SEL FUND I LLC	58,214.	56,933.	56,551.
MESIROW AB RT FD	500,000.	500,000.	584,240.
IVY CLARUS ASSOC II LLC	456,014.	0.	0.
IVY CLARUS CI LTD, CL C	0.	98,487.	98,291.
PINE GROVE OFF FD LTD	500,000.	500,000.	490,084.
HAMILTON LANE PRIVATE EQUITY	72,720.	95,951.	94,320.
MASTERS IV OFF TE A-1	398,418.	398,417.	310,037.
PRINCETON FUTURES FUND	0.	946,074.	946,074.
TOTALS	2,365,366.	2,595,862.	2,876,827.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN FROM K-1S		16,567.
	TOTAL	16,567.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
NONDEDUCTIBLE SECURITIES BASIS ADJ	10,700.
NONDEDUCTIBLE EXPS FROM SCH K-1S	8.
OTHER NONTAX/NONDED FROM K-1S	145.
TOTAL	10,853.

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE REVISED BY-LAWS AT STMT 34-36

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH MEAD C/O ARABELLA ADVISORS 734 15TH STREET, NW 600 WASHINGTON, DC 20005	PRES, TREAS, DIR	0.	0.	0.
JAYLEE MEAD C/O ARABELLA ADVISORS 734 15TH STREET, NW 600 WASHINGTON, DC 20005	VICE PRES, DIR	0.	0.	0.
DIANA MEAD C/O ARABELLA ADVISORS 734 15TH STREET, NW 600 WASHINGTON, DC 20005	VICE PRES, SECY, DIR	0.	0.	0.
MARILYN MEAD C/O ARABELLA ADVISORS 734 15TH STREET, NW 600 WASHINGTON, DC 20005	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ARABELLA PHILANTHROPIC INVEST. ADVISOR 734 15TH STREET, NW, SUITE 600 WASHINGTON, DC 20005 COMPANY WHICH MANAGES THE FOUNDATION ACTIVITY.	FOUNDATION MGMNT.	127,238.
TOTAL COMPENSATION		127,238.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

MEAD FAMILY FOUNDATION
734 15TH STREET, NW, SUITE 600
WASHINGTON, DC 20005
202-595-1020

990PF, PART XV - SUBMISSION DEADLINES

PROPOSALS:
MARCH 15TH AND SEPTEMBER 15TH

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

SEE ATTACHED "GUIDELINES FOR PROPOSALS." (STMT 19-20)
OTHER SOLICITED GRANTS ARE AWARDED THROUGH
A THIRD GENERATION BOARD DEVELOPMENT PROGRAM.

1 12 PM
03/19/10
Accrual Basis

Mead Family Foundation
Transaction Detail By Account
January through December 2009

Date	Name	Address	Relationship	Purpose of the Grant	Memo	Amount
01/01/2009	Growing Together	4401 16th Street NW, Washington, DC 20011	none		Reverse A/P since cash basis	12 000 00
05/22/2009	Logan School for Creative Learning	Logan School for Creative Learning 1005 Yosemite Street Denver CO 80230	none	School for gifted education which provides a challenging environment for gifted children ages four through fourteen	Honorary Grant on Behalf of Ben Valore-Caplan	1 000 00
05/22/2009	The SEED Foundation	The SEED Foundation 1776 Massachusetts Avenue NW Suite 600 Washington DC 20036	none	Providing innovative educational opportunities that prepare underserved students for success	Honorary Grant on Behalf of Leslie Crutchfield	1 000 00
05/22/2009	Montgomery County Community Foundation	Montgomery Count Community Foundation Attn Jayne Park 8720 Georgia Avenue Suite 202 Silver Spring, MD 20910	none	three year funding for capacity-building for emerging Montgomery County nonprofits	Multi-Year Grant 2 of 3	25 000 00
06/16/2009	Montgomery County Community Foundation	Montgomery Count Community Foundation Attn Jayne Park 8720 Georgia Avenue Suite 202 Silver Spring, MD 20910	none	Neighbors In Need Montgomery Fund	Stan Mead Discretionary Grant	5,000 00
11/30/2009	Community Fdn of East Central Florida	Community Fdn of East Central Florida Attn Nita Schmellick P O Box 523 DeLand, FL 32721-0523	none	Community Foundation Capacity Development	Fall 2009-Capacity Building Grant	50 000 00
11/30/2009	The Good Samaritan Health Centers, Inc	The Good Samaritan Health Centers Inc Attn Lynn Powell Baker 809 Captains Drive St Augustine, FL 32080	none	General Operating Support for the Wildflower Clinic	Fall 2009-The Wildflower Clinic	5,000 00
11/30/2009	The Fishing School	The Fishing School Attn Jerry Tracy 1240 Wylie Street NE Washington DC 20002	none	Network of after school child and family support services providing safe havens and academic enrichment for vulnerable children	Fall 2009 General Operating Support	5 000 00
11/30/2009	Urban Alliance	Urban Alliance Attn Jee Pae 1327 14th St NW Suite 200 Washington DC 20005	none	High school internship program	Fall 2009-General Operating Support	5,000 00
11/30/2009	City at Peace	City at Peace Attn W Thompson Prewitt 1328 Florida Ave NW Washington DC 20009	none	Empowering teenagers to create safe, peaceful and productive lives and communities	Fall 2009 General Operating Support	5,000 00
11/30/2009	Martha's Table	Martha's Table Attn Ann Brookover 2114 14th St NW Washington, DC 20009	none	Educational programs food, clothing, and enrichment opportunities for at-risk children youth and families	Fall 2009- General Operating Support	5,000 00
11/30/2009	DC Scores*	DC Scores* Attn Amy Nakamoto 1224 M St NW Suite 200 Washington DC 20005	none	Empowering students in urban communities using soccer writing, creative expression, and service-learning	Fall 2009- General Operating Support	5 000 00

STMT 21

Mead Family Foundation
Transaction Detail By Account
January through December 2009

11/30/2009	N Street Village	N Street Village Attn Randy Gardner 1333 N Street NW Washington, DC 20005	none	Dedicated to lifting up chronically homeless and low income women in our nation's capital to reach their highest possible level of self sufficiency and quality of life	Fall 2009 General Operating Support	5 000 00
11/30/2009	Safe Shores- DC Children's Advocacy Ctr	Safe Shores- DC Children s Advocacy Ctr Attn SooAnn Roberts Pisano 300 E Street NW Washington, DC 20001	none	Provides a child friendly, compassionate comprehensive, team-based approach to the investigation and prosecution of child abuse cases	Fall 2009 General Operating Support	5,000 00
11/30/2009	Gandhi Brigade	Gandhi Brigade Attn Richard Jaeggi PO Box 7381 Silver Spring, MD 20907	none	Preparing young people to become powerful leaders	Fall 2009 Adjunct Board Discretionary Grant- General Operating Suppc	20 000 00
11/30/2009	Montgomery County Community Foundation	Montgomery Counl Community Foundation Attn Jayne Park 8720 Georgia Avenue Suite 202 Silver Spring, MD 20910	nome	Creating a county wide grantmaking vehicle to encourage giving to model youth programs	Fall 2009- Excel Beyond the Bell Innovations Fund	25,000 00
11/30/2009	Life Pieces to Masterpieces*	Life Pieces to Masterpieces* Attn Mary Brown 3645 Madison Watch Way Falls Church, VA 22041	none	Providing opportunities for young apprentices to discover and activate their innate and creative abilities to change life challenges into possibilities	Fall 2009- General Operating Support	5 000 00
11/30/2009	Nonprofit Village Inc	Nonprofit Village, Inc Attn Laura Sildon 12320 Parklawn Drive Rockville, MD 20852	none	Develop nurture and sustain the organizational and collaborative capacity of nonprofits by providing them with affordable attractive office space accompanied by shared supportive services	Fall 2009-General Operating Support	5,000 00
11/30/2009	Mental Health Assn of Montgomery County	Mental Health Assn of Montgomery County Attn Lauren Hochman 1000 Twinbrook Parkway Rockville MD 20851	none	Promotes mental wellness and supports those with mental illness by sponsoring and implementing advocacy, education and community service programs	Fall 2009-General Operating Support	25,000 00
11/30/2009	Child Center and Adult Services, Inc	Child Center and Adult Services Inc Attn Ms Ila Roy LCSW-C 16220 South Frederick Ave, Suite 502 Gaithersburg MD 20877	none	school based mental health services for low income, high-risk students	Multi-year- General Operating Support	15,000 00
11/30/2009	Choral Arts Society of Washington	Choral Arts Society of Washington Attn: Debra Kraft 5225 Wisconsin Ave NW, Suite 603 Washington DC 20015	none	artsAccess program integrating music throughout the curriculum in 4 DC elementary schools	Multi year General Operating Support	15,000 00
11/30/2009	Crossway Community	Crossway Community Attn Ms Kathleen Guinan 3015 Upton Drive Kensington, MD 20895	none	parent education component of transitional nursery and parenting center for families entering the Family Leadership School	Mult-year- General Operating Support	15 000 00

STMT 22

Mead Family Foundation
Transaction Detail By Account
January through December 2009

11/30/2009	DC Arts & Humanities Educ Collaborative	DC Arts & Humanites Educ Collaborative Attn Ms Cynthia Gertsen 1835 14th St NW Washington, DC 20009	none	parent education component of transitional nursery and parenting center for families entering the Family Leadership School	Multi-year General Operating Support	15,000 00
11/30/2009	Heart of America	Heart of America Attn Mrs Angela Halamandaris 401 F St , NW, Suite 325 Washington, DC 20001	none	replenish impoverished libraries and provide reading corners in schools for low-income students	Multi-year General Operating Support	15 000 00
11/30/2009	Identity	Identity Attn Ms Candace Kattar 414 East Diamond Ave Gaithersburg MD 20877	none	after-school youth development program in 5 Montgomery County high schools	Multi-year General Operating Support	15 000 00
11/30/2009	Levine School of Music	Levine School of Music Attn Ms Sally Calogne 2801 Upton St NW Washington, DC 20008	none	four music master classes at Strathmore	Multi-year General Operating Support	15 000 00
11/30/2009	Mary's Center for Maternal & Child Care	Mary's Center for Maternal & Child Care Attn Ms Christie McKay 2333 Ontario Rd, NW Washington, DC 20009	none	literacy and parenting skills for at-risk families	Multi year General Operating Support	15 000 00
11/30/2009	Multicultural Career Intern Program	Multicultural Career Intern Program Attn Ms Maria Tukeva 3101 16th St NW Washington DC 20010	none	pregnancy prevention program at Bell Multicultural High School in DC	Multi year General Operating Support	15 000 00
11/30/2009	Musical Theater Center	Musical Theater Center Attn Mr Rex Bickmore 837-D Rockville Pike Wintergreen Plaza, Second Level Rockville MD 20852	none	five performing programs for underserved school-aged students	Multi-year General Operating Support	15 000 00
11/30/2009	My Sister's Place	My Sister's Place Attn Ms Nicelle Mitchem PO Box 29596 Washington, DC 20017	none	transitional housing program serving battered women and their children	Multi year General Operating Support	15 000 00
11/30/2009	National Capital Area Council, Boy Scouts	National Capital Area Council, Boy Scouts Attn Mr James Hamlin 9190 Rockville Pike Bethesda MD 20814	none	expand scout outreach program in SE DC and in distressed areas of Montgomery County	Multi year General Operating Support	15 000 00
11/30/2009	Washington Jesuit Academy	Washington Jesuit Academy Attn Ms Merry Cavanaugh 900 Varnum St NE Washington DC 20017	none	after-school and summer literacy program in DC middle school for boys	Mult year General Operating Support	15 000 00
11/30/2009	Women Empowered Against Violence	Women Empowered Against Violence Attn Miriam Isserow 1111 16th St NW Suite 200 Washington, DC 20036	none	teen dating violence prevention and assistance to abuse victims	Multi year General Operating Support	15,000 00
11/30/2009	American University	American University School of Communications Attn Marjorie Moore 4400 Massachusetts Ave NW Washington, DC 20016	none	Speaker grant to the Center for Environmental Filmmaking	Speaker grant in honor of Chris Palmer	1,000 00
						425 000 00
						425,000 00

STMT 23

Organization	Amount	Geographic Region
Higher Achievement	$10,000	DC
Sitar Arts Center	$10,000	DC
Georgetown University	$10,000	DC
Bright Beginnings	$10,000	DC
City Year	$10,000	DC
Asian-American LEAD	$10,000	DC
Centro Nia	$10,000	DC
Latin American Youth Center	$10,000	DC
Dance Place	$10,000	DC
	$90,000	**DC**
[redacted]	[redacted]	[redacted]
Primary Care Coalition	$20,000	MD
Hospice of MC	$20,000	MD
Children's Inn @ NIH	$20,000	MD
CASA of MC	$15,000	MD
Family Support Center	$20,000	MD
National Center for Children & Families	$20,000	MD
Crossway Community	$15,000	MD
Identity	$20,000	MD
Community Bridges	$20,000	MD
Montgomery Cty. Collaboration Cncl.	$5,000	MD
Interfaith Works	$10,000	MD
Stepping Stones Shelter	$10,000	MD
	$195,000	**MD**

$365,000

MEAD FAMILY FOUNDATION

GRANTS APPROVED FOR FUTURE PAYMENT

12/31/09

STMT 24

MEAD FAMILY FOUNDATION

Account Number 397-06956-19 519

2009 YEAR END SUMMARY

Details of Earnings 2009 - *continued*

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax.

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160000500	ISHARES TR MSCI EAFE INDEX FD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		$ 94 40				
Totals			**$ 94 40**				

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000040	2,008 038	EUROPACIFIC GROWTH FUND CLASS A CONFIRM #500092390161620	12/24/08	08/27/09	$ 71,666.87	$ 54,237 11		$ 17,429 76
125000090	8368	ISHARES RUSSELL 2000 INDEX FD LIQUIDATION OF FRACTIONAL SHS	01/29/09	09/21/09	49 73	39 09		10 64
125000120	1,025	STANDARD & POORS MIDCAP 400	01/29/09	08/27/09	122,796 91	97,907.60		24,889 31
	449 8844	DEP RCPTS MIDCAP SPDRS	01/29/09		53,897 00	42,786 83		11,110 17
125000130	1156	STANDARD & POORS MIDCAP 400 DEP RCPTS MIDCAP SPDRS LIQUIDATION OF FRACTIONAL SHS	01/29/09	08/28/09	13 36	10 99		2 37
125000140	123 472	FRANKLIN MUTUAL DISCOVERY	09/10/08	01/28/09	2,749 72	3,426 35	(676 63)	
	58 945	FUND CLASS A	09/10/08		1,312 71	1,635 72	(323 01)	
	1,188 655	CONFIRM #500090280201266	12/24/08		26,471 35	26,293 05		178 30

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MorganStanley SmithBarney

Ref 00001028 00026896

Reserved Client Financial Management Account 2009 Year End Summary

MEAD FAMILY FOUNDATION

Account Number 397-06956-19 519

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000150	3,791.002	NEW PERSPECTIVE FUND CLASS A PROSPECTUS ENCLOSED CONFIRM #500090280201464 EXCHANGE OUT	12/24/08	01/28/09	$ 68,920.42	$ 68,768.78		$ 151.64
125000160	6,772 773	NEW WORLD FUND	01/29/09	08/27/09	290,755 15	200,000 00		90,755 15
	4,488.33	CLASS A CONFIRM #500092390162842	04/24/09		192,684.00	150,000.00		42,684.00
125000180	846.015	ROYCE PENNSYLVANIA MUTUAL FD	12/09/08	08/27/09	6,708 90	5,093 01		1,615 89
	1 693	CONSULTANT CLASS CONFIRM #500092390164673	12/09/08		13.41	10 19		3.22
125000200	9,300	VANGUARD EMERGING MARKETS ETF	01/29/09	08/27/09	329,911.99	206,307.60		123,604 39
	5,600		04/24/09		198,656 69	152,376.19		46,280.50
Total					**$ 1,366,608.21**	**$ 1,008,892.51**	**($ 999 64)**	**$ 358,715.34**

357,716

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	24,028 705	COLUMBIA ACORN SELECT FUND	07/20/05	08/27/09	$ 477,930.94	$ 515,896.29	($ 37,965.35)	
	913.737	CL A	12/14/05		18,174 23	20,568 21	(2,393 98)	
	124 77	CONFIRM #500092390161521	12/14/05		2,481 68	2,808 57	(326.89)	
	175.328		06/09/06		3,487 27	4,104.42	(617 15)	
	47 798		06/09/06		950.70	1,118.95	(168.25)	
	926 866		12/13/06		18,435 36	23,876 06	(5,440 70)	
	83.411		06/08/07		1,659 04	2,564 05	(905 01)	
	76 588		06/08/07		1,523 34	2,354 31	(830 97)	
	427.855		12/14/07		8,510 04	12,022.72	(3,512 68)	
	716 695		06/16/08		14,255.07	18,605 40	(4,350 33)	
125000020	4,886 451	EUROPACIFIC GROWTH FUND CLASS	02/06/06	04/24/09	138,237 70	210,263.99	(72,026.29)	
	415 776	A CONFIRM #500091140183769 EXCHANGE OUT	12/29/06		11,762 30	19,104.90	(7,342 60)	

2009 YEAR END SUMMARY

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Reserved Client Financial Management Account 2009 Year End Summary

MEAD FAMILY FOUNDATION

Account Number 397-06956-19 519

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	560 185	EUROPACIFIC GROWTH FUND CLASS	12/29/06	04/24/09	$ 15,847.63	$ 25,740 50	($ 9,892.87)	
	1,543 235	A	12/29/06		43,658 12	70,911 64	(27,253 52)	
	10 721	CONFIRM #500091140183660	12/29/06		303 30	492 63	(189 33)	
	691 508	VS HIGHEST COST	12/17/07		19,562.76	36,131.29	(16,568 53)	
	2,496 578		12/17/07		70,628 19	130,446 20	(59,818 01)	
125000040	11,236	EUROPACIFIC GROWTH FUND CLASS	09/28/94	08/27/09	401,012 84	250,001.00		151,011.84
	106 908	A	12/20/94		3,815 55	2,247.20		1,568 35
	149 671	CONFIRM #500092390161620	12/20/94		5,341 76	3,146 08		2,195 68
	31.173		06/06/95		1,112 56	689.55		423 01
	36 369		06/06/95		1,298 01	804 48		493 53
	213 699		12/20/95		7,626 92	4,855.25		2,771 67
	76 321		12/20/95		2,723 90	1,734.02		989.88
	38 615		06/04/96		1,378 17	948.01		430 16
	20 273		06/04/96		723 54	497.71		225 83
	216.247		06/04/96		7,717 86	5,308 86		2,409 00
	174 047		12/17/96		6,211 74	4,365.10		1,846 64
	188.551		12/17/96		6,729 39	4,728.86		2,000.53
	40.795		06/03/97		1,455 97	1,123 91		332.06
	25 837		06/03/97		922.12	711 81		210 31
	373 05		06/03/97		13,314 15	10,277 52		3,036 63
	183 297		12/16/97		6,541 87	4,653.92		1,887 95
	114.561		12/16/97		4,088 68	2,908 70		1,179.98
	420.056		12/16/97		14,991 80	10,665 23		4,326 57
	98 676		06/09/98		3,521 75	2,865 55		656 20
	225 545		06/09/98		8,049 70	6,549 83		1,499 87
	76 616		12/18/98		2,734 43	2,095 45		638 98
	398 404		12/18/98		14,219 04	10,896.36		3,322 68
	49 179		06/09/99		1,755 20	1,516.69		238 51
	70 256		06/09/99		2,507 44	2,166 71		340 73
	68 927		12/17/99		2,460 00	2,694 37	(234.37)	
	461 999		12/17/99		16,488 74	18,059 54	(1,570 80)	
	17 992		11/10/00		642 13	603.80		38 33
	1,664 236		11/10/00		59,396 58	55,851.77		3,544 81
	99 212		12/13/00		3,540 88	3,187.69		353 19
	416 508		12/21/01		14,865 17	11,054.12		3,811 05
	183 307		12/24/02		6,542 23	4,184.89		2,357 34
	566 014		01/03/06		20,201 04	23,138.65	(2,937 61)	
	10,457 1		02/06/06		373,213 90	449,969.01	(76,755 11)	

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2009 YEAR END SUMMARY

Ref: 00001028 00026898

MorganStanley SmithBarney

Reserved Client Financial Management Account 2009 Year End Summary

MEAD FAMILY FOUNDATION

Account Number 397-06956-19 519

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000050	2,758 367	FUNDAMENTAL INVESTORS FUND CLASS A CONFIRM #500091960447930 VERSUS PURCHASE(S)	11/19/01	07/15/09	$ 75,000 00	$ 75,634 42	($ 634.42)	
125000060	72.401	FUNDAMENTAL INVESTORS FUND	12/05/95	08/27/09	2,162.62	1,603.68		558 94
	88 835	CLASS A	02/27/96		2,653 50	2,087.62		565 88
	39 087	CONFIRM #500092390161877	02/27/96		1,167 53	918 55		248.98
	147 466		02/27/96		4,404.81	3,465.45		939 36
	9,671 993		05/14/96		288,902 43	230,000.00		58,902 43
	129.948		05/21/96		3,881.55	3,082 36		799.19
	133 363		08/21/96		3,983.55	3,095.35		888 20
	125 401		12/03/96		3,745.73	3,108.69		637.04
	225.722		12/03/96		6,742 32	5,595 64		1,146 68
	1,717 992		12/03/96		51,316.42	42,589.02		8,727 40
	13,795 822		02/05/97		412,081 20	350,000 00		62,081 20
	183 98		02/25/97		5,495 48	4,695 18		800 30
	275 971		02/25/97		8,243.25	7,042.77		1,200 48
	367 961		02/25/97		10,991.00	9,390.36		1,600 64
	177 488		05/28/97		5,301 57	4,777 97		523 60
	150 831		08/20/97		4,505 32	4,398.24		107 08
	195 28		12/02/97		5,833 01	5,295 99		537 02
	593 976		12/02/97		17,742.06	16,108.62		1,633.44
	3,930 004		12/02/97		117,389.22	106,581.72		10,807 50
	170 336		02/19/98		5,087.94	4,885 25		202 69
	187 37		02/19/98		5,596 74	5,373 77		222 97
	160.975		05/28/98		4,808.32	4,921 02	(112 70)	
	147 059		08/18/98		4,392.65	4,188.24		204 41
	140 801		12/28/98		4,205 73	4,019 86		185 87
	3,491.862		12/28/98		104,301.92	99,692.65		4,609 27
	152 989		02/23/99		4,569 78	4,383 13		186 65
	917.933		02/23/99		27,418 66	26,298 79		1,119 87
	143 383		12/20/99		4,282.85	4,517 99	(235 14)	
	2 606 358		12/20/99		77 851 91	82,126.35	(4,274.14)	
	155 958		02/23/00		4,658 47	4,845 62	(187 15)	
	795 387		02/23/00		23,758.21	24,712 67	(954 46)	
	161.677		12/20/00		4,829.29	4,969 94	(140.65)	
	2,982.932		12/20/00		89,100.18	91,695.34	(2,595 16)	
	178 467		02/28/01		5,330.81	5,284.40		46.41
	669.25		02/28/01		19,990.50	19,816.49		174 01
	172.587		05/22/01		5,155.17	5,369.17	(214.00)	
	192 51		08/21/01		5,750.27	5,386.43		363 84

2009 YEAR END SUMMARY

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MEAD FAMILY FOUNDATION

Account Number 397-06956-19 519

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	9,693 68		10/29/01		$ 289,550.22	$ 250,000 00		$ 39,550 22
	3,338 891		11/19/01		99,732 67	91,552.39		8,180 28
	301 725		12/18/01		9,012 53	8,107 36		905 17
	308 473		02/27/02		9,214 09	8,137 51		1,076 58
	295 741		05/20/02		8,833.78	8,168 36		665 42
	351 692		08/21/02		10,505 04	8,197 94		2,307 10
	725 14		12/18/02		21,659 93	16,054 59		5,605 34
	397 019		02/26/03		11,858 96	8,305 63		3,553 33
	356 638		05/21/03		10,652 78	8,345 32		2,307 46
	428 597		02/21/08		12,802.20	16,762 42	(3,960.22)	
125000070	1,614 292	GROWTH FUND OF AMERICA CLASS A CONFIRM #500091960448631 VERSUS PURCHASE(S)	11/19/01	07/15/09	37,500 00	38,032 72	(532 72)	
125000080	17,486.47	GROWTH FUND OF AMERICA CLASS A CONFIRM #500092390161919	09/28/94	08/27/09	440,134 45	235,280 45		204,854 00
	125 404		12/23/94		3,156 42	1,579 47		1,576 95
	767 18		12/23/94		19,309 92	9,662 64		9,647 28
	187 628		12/22/95		4,722 60	2,823 81		1,898 79
	223 214		12/22/95		5,618 30	3,359 37		2,258 93
	1,245 468		12/22/95		31,348 43	18,744 29		12,604 14
	139 688		12/17/96		3,515 95	2,324 40		1,191 55
	203 181		12/17/96		5,114 07	3,380.94		1,733 13
	888 92		12/17/96		22,374 12	14,791 63		7,582 49
	22,793 329		02/05/97		573,708 09	392,957 00		180,751 09
	319 732		12/19/97		8,047 65	5,870 28		2,177 37
	1,160 874		12/19/97		29,219 20	21,313 64		7,905 56
	3,905 651		12/19/97		98,305 24	71,707 75		26,597 49
	12,681 925		11/02/98		319,204 05	270,125 00		49,079 05
	259 352		12/28/98		6,527 89	5,690.18		837.71
	6,368 526		12/28/98		160,295 80	139,725 47		20,570 33
	114 594		12/20/99		2,884 33	3,094 04	(209.71)	
	8,136 191		12/20/99		204,787 93	219,677 15	(14,889 22)	
	5,112 198		12/20/00		128,674 02	138,387 20	(9,713 18)	
	11,246 064		10/26/01		283,063 43	250,000 00		33,063 43
	18,546 998		11/19/01		466,827 94	436,967 28		29,860 66
	231 587		12/18/01		5,829 04	5,421 44		407 60
	122 383		12/18/02		3,080 38	2,293.45		786 93
	1,224 705		12/21/07		30,825 82	40,917 39	(10,091.57)	
	7,011 461		12/21/07		176,478 47	234,252 91	(57,774 44)	
125000100	6,707 059	LEGG MASON VALUE TRUST FD CL C CONFIRM #500092390162214	01/27/06	08/27/09	232,936 16	466,341 82	(233,405.66)	
	1,943 808		01/27/06		67,508 45	135,153.00	(67,644 55)	

2009 YEAR END SUMMARY

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MorganStanley SmithBarney

Ref. 00001028 00026900

Reserved Client Financial Management Account 2009 Year End Summary

MEAD FAMILY FOUNDATION

Account Number 397-06956-19 519

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	5,534.486		01/17/02		$ 192,212.70	$ 270,470.33	($ 78,257 63) c	
	8,530 976		12/14/06		296,280.79	620,543.23	(324,262.44)	
	383.391		06/25/07		13,315 17	29,126 20	(15,811.03)	
	1,761.979		12/24/07		61,193 53	109,753 70	(48,560.17)	
	1,726.383		06/24/08		59,957 28	77,307 43	(17,350.15)	
	29 259		06/24/08		1,016 17	1,310 21	(294 04)	
125000110	37,850.114	LEGG MASON PARTNERS S&P 500	03/31/99	08/27/09	396,290 69	500,000.00	(103,709.31)	
	15 517	INDEX FUND SMITH BARNEY CL A	07/30/99		162.46	211 96	(49.50)	
	159 824	CONFIRM #500092390162289	11/12/99		1,673.36	2,287.08	(613 72)	
	196.895		12/23/99		2,061 49	2,931.76	(870.27)	
	63 938		05/25/00		669.43	902.81	(233 38)	
	40 061		01/03/01		419 44	536 01	(116 57)	
	242 079		01/03/01		2,534 57	3,239 02	(704.45)	
	259 248		01/03/01		2,714 33	3,468.74	(754 41)	
	314 65		01/02/02		3,294 39	3,700.28	(405 89)	
	424.923		12/31/02		4,448 94	3,773.32		675 62
	16,474 465		02/10/05		172,487.65	200,000 00	(27,512.35)	
	738 494		12/29/06		7,732.03	10,671 24	(2,939.21)	
	22 114		06/26/07		231.53	338.35	(106.82)	
	824 744		12/31/07		8,635.07	12,321 67	(3,686 60)	
125000120	2,945	STANDARD & POORS MIDCAP 400	03/31/99	08/27/09	352,816.50	198,131.22		154,685 28
	16 7772	DEP RCPTS MIDCAP SPDRS	08/03/99		2,009 94	1,255.53		754 41
	16 2588		11/04/99		1,947.83	1,192 37		755 46
	179 8805		01/18/00		21,550 02	14,466 07		7,083 95
	16 8372		02/04/00		2,017.13	1,335 29		681 84
	15 0385		05/04/00		1,801.64	1,330 81		470 83
	17.169		08/03/00		2,056 88	1,541 58		515 30
	15.812		11/06/00		1,894.31	1,509 69		384 62
	14.5415		02/06/01		1,742 10	1,408 35		333 75
	13 1117		05/04/01		1,570.81	1,227 52		343 29
	2676		05/21/01		32 06	25 05		7.01
	14 4667		08/15/01		1,733.14	1,356.20		376 94
	15 5069		11/14/01		1,857.76	1,282.40		575.36
	15 927		02/08/02		1,908 08	1,475.93		432 15
	13 2413		05/06/02		1,586 33	1,306.95		279 38
	.0293		08/07/02		3.51	2.37		1 14
	16.7051		08/07/02		2,001.30	1,353.39		647 91
	.0298		11/05/02		3.57	2 32		1 25
	16 9962		11/05/02		2,036.18	1,323 76		712 42
	0333		02/06/03		3.99	2.54		1 45

2009 YEAR END SUMMARY

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Reserved Client
Financial Management Account
2009 Year End Summary

MEAD FAMILY FOUNDATION

Account Number 397-06956-19 519

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
	18.9873		02/06/03		$ 2,274.71	$ 1,451 82		$ 822.89
	21.1114		05/09/03		2,529 19	1,698.12		831 07
	16 6466		08/08/03		1,994 29	1,515 98		478 31
	2,400		02/11/05		287,524 48	291,699.31	(4,174 83)	
	15.0468		05/09/06		1,802.63	2,205 35	(402 72)	
	17 3967		08/03/06		2,084.16	2,357 28	(273 12)	
	13.8483		11/13/06		1,659 05	1,983 67	(324 62)	
	23 0728		02/06/07		2,764 16	3,501 28	(737 12)	
	22 6654		05/15/07		2,715 36	3,601.08	(885 72)	
	16 0335		08/08/07		1,920 84	2,496.07	(575 23)	
	12 5555		11/02/07		1,504 17	2,071 32	(567 15)	
	18 1217		02/19/08		2,171.01	2,649 41	(478 40)	
125000140	17,301 038	FRANKLIN MUTUAL DISCOVERY	09/20/01	01/28/09	385,294.12	300,000 00		85,294.12
	2,200 306	FUND CLASS A	10/23/01		49,000 81	39,847.54		9,153 27
	13,896 609	CONFIRM #500090280201266	10/29/01		309,477 48	250,000 00		59,477 48
	238.159		12/17/01		5,303 80	4,179.69		1,124 11
	549 03		12/17/01		12,226 90	9,635.48		2,591 42
	898 101		12/17/01		20,000 71	15,761 68		4,239 03
	653 898		12/26/02		14,562.31	10,495.06		4,067 25
	291.763		06/18/03		6,497 56	5,167.12		1,330 44
125000150	21,748.721	NEW PERSPECTIVE FUND CLASS A	03/31/99	01/28/09	395,391 75	528,928 89	(133,537 14)	
	88 532	PROSPECTUS ENCLOSED	06/22/99		1,609 51	2,220.39	(610 88)	
	148.759	CONFIRM #500090280201464	12/16/99		2,704 44	4,080 46	(1,376.02)	
	3,164 512	EXCHANGE OUT	12/16/99		57,530 83	86,802 56	(29,271 73)	
	323 998		12/18/00		5,890 28	7,879 63	(1,989 35)	
	5,150 739		12/18/00		93,640 43	125,265 98	(31,625 55)	
	190 465		06/12/01		3,462.65	4,588.31	(1,125.66)	
	579 137		12/21/01		10,528.71	12,439 87	(1,911 16)	
	390 535		12/24/02		7,099 93	7,014 00		85 93
	43.263		12/24/02		786 52	777 00		9 52
	2,991.321		12/30/05		54,382 22	85,462 04	(31,079 82)	
	794 053		01/03/07		14,435 88	24,988 84	(10,552 96)	
	3,273 28		01/03/07		59,508 23	103,010 12	(43,501 89)	
	1,056 911		12/17/07		19,214.64	36,547 98	(17,333 34)	
	3,552 788		12/17/07		64,589 69	122,855 40	(58,265 71)	
125000160	8,697 165	NEW WORLD FUND CLASS A CONFIRM #500092390162842	04/23/08	08/27/09	373,369.30	500,000 00	(126,630 70)	

STMT 31

2009 YEAR END SUMMARY

MEAD FAMILY FOUNDATION
Account Number 397-06956-19 519

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000170	10,653.409	ROYCE PENNSYLVANIA MUTUAL FD CONSULTANT CLASS CONFIRM #500091960449134 VERSUS PURCHASE(S)	01/17/02	07/15/09	$ 75,000.00	$ 78,835 23	($ 3,835.23) c	
125000180	2,085.561	ROYCE PENNSYLVANIA MUTUAL FD	12/08/05	08/27/09	16,538 50	21,606 41	(5,067 91)	
	410.015	CONSULTANT CLASS	12/08/05		3,251.42	4,247 75	(996 33)	
	25,833 077	CONFIRM #500092390164673	01/17/02		204,856 30	191,164 77		13,691.53 c
	2,233 058		01/31/03		17,708 15	17,680.00		28 15 c
	2,124.34		01/31/03		16,846 02	20,436 00	(3,589.98) c	
	290.898		12/07/06		2,306 82	3,202 79	(895 97)	
	2,755.855		12/07/06		21,853 93	30,341 96	(8,488 03)	
	1,047.751		12/11/07		8,308.67	10,770.88	(2,462.21)	
	3,496 113		12/11/07		27,724.18	35,940 04	(8,215 86)	
125000190	5,730 51	SMALLCAP WORLD FUND CLASS A	09/28/94	08/27/09	162,058.82	134,437 76		27,621 06
	33.701	CONFIRM #500092390166421	12/22/94		953 06	703 34		249 72
	69.853		12/22/94		1,975.44	1,457 83		517 61
	343 75		12/22/94		9,721.25	7,174 07		2,547.18
	15 063		05/31/95		425 98	342 07		83 91
	54.177		12/20/95		1,532.13	1,234 15		297 98
	152 899		12/20/95		4,323 98	3,483 03		840 95
	584 507		12/20/95		16,529.86	13,315 06		3,214 80
	69 305		12/28/98		1,959.95	1,625 20		334 75
	993 368		12/28/98		28,092 45	23,294.47		4,797 98
	40 305		12/17/01		1,139.83	902.43		237.40
	155.748		03/20/06		4,404.55	5,499 46	(1,094.91)	
	146.658		01/03/07		4,147 49	5,737.26	(1,589 77)	
	686.089		01/03/07		19,402.60	26,839 80	(7,437 20)	
	73 961		01/03/07		2,091.62	2,893.35	(801.73)	
	169 658		12/31/07		4,797 93	6,935 61	(2,137.68)	
	932 671		12/31/07		26,375 93	38,127 59	(11,751 66)	
125000200	9,760	VANGUARD EMERGING MARKETS ETF	04/23/08	08/27/09	346,230 22	499,759 21	(153,528.99)	
Total					**$ 12,087,918 98**	**$ 12,754,565 68**	**($ 2,074,031 96)**	**$ 1,407,385 26**

(666,647)

c Based on information supplied by Client or other financial institution, not verified by us

2009 YEAR END SUMMARY

STMT 32

ALIZ D GAINS AND LOSSES

HIGHLINE

ad Family Foundation
irles Schwab Institutional Account #69856608
uary 1, 2009 to December 31, 2009

Realized Gains and Losses Summary	Cost Basis	Proceeds	Gains / Losses
Short Term	1,060,956 45	1,115,387 85	54,431 40
Long Term	1,148,481 85	1,035,322 38	(113,159 47)
Capital Gain Distributions			Gains / Losses
Long Term			6,931 51
Five Year			-
Total Realized Gains and Losses	$2,209,438 30	$2,150,710 23	($51,796 56)

Open Date	Close Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
1/1/1951	9/21/2009	iShares Russell 2000 Index Fd	50 84	3,894 30	3,132 48		(761 82)
2/11/2005	9/21/2009	iShares Russell 2000 Index Fd	2,400 00	151,451 56	147,884 20		(3,567 36)
1/29/2009	9/21/2009	iShares Russell 2000 Index Fd	2,419 16	113,260 32	149,065 00	35,804 68	
1/30/2009	9/22/2009	Am Interm Bond Fd of America - A	51,740 87	659,696 13	678,322 85	18,626 72	
~~1/1/1951~~	~~9/29/2009~~	~~Bond Fd of America - A~~	~~3,315 80~~	~~43,911 03~~	~~39,060 11~~		~~(4,850 92)~~
1/23/2007	9/29/2009	Bond Fd of America - A	37,855 40	503,476 86	445,936 64		(57,540 22)
1/14/2008	9/29/2009	Bond Fd of America - A	33,897 19	445,748 10	399,308 95		(46,439 15)
1/29/2009	11/4/2009	Citibank NA NV *Coupon 1 5% Matures 11/4/2009*	96,000 00	96,000 00	96,000 00	-	
1/29/2009	11/4/2009	Goldman Sachs Bank USA/Salt Lake *Coupon 1 3% Matures 11/4/2009*	96,000 00	96,000 00	96,000 00	-	
1/29/2009	11/4/2009	RBS Citizens N A *Coupon 1 4% Matures 11/4/2009*	96,000 00	96,000 00	96,000 00	-	

Capital Gain Distributions

Closed Date	Security Name	Long Term	Five Year
12/9/2009	PIMCO Tot Rtn Fund	1,878 03	
12/9/2009	PIMCO Commodity RealReturn Strat Instl	5,053 48	

STMT 33

Form **8868** (Rev April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part** I and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization MEAD FAMILY FOUNDATION	**Employer identification number** 52-1646030
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions C/O ARABELLA ADVISORS 734 15TH STREET, NW	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20005	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ ARABELLA ADVISORS

Telephone No ▶ 202 595-1020 FAX No ▶ 202 833-5540

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______, ____, and ending ______, ____

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 4,315.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 18,400.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print	Name of Exempt Organization MEAD FAMILY FOUNDATION	**Employer identification number** 52-1646030
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions C/O ARABELLA ADVISORS	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20005	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ ARABELLA ADVISORS

  Telephone No ▶ 202 595-1020 FAX No ▶ 202 833-5540
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box . . . ▶ [ ] If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009 , or other tax year beginning ______, and ending ______

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension INFORMATION NECESSARY TO PREPARE AN ACCURATE RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 4,315.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 18,400.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

~~CRAMER & OLER, LLC~~
6106 MACARTHUR BOULEVARD, SUITE 108
BETHESDA, MD 20816