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

2010

For calendar year 2010, or tax year beginning , 2010, 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

Name of foundation: MEAD FAMILY FOUNDATION

A Employer identification number: 52-1646030

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

Room/suite: 600

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

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

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) ▶ $ 18,238,319.

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))*

	Line		(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)	0.			
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	6.	6.		ATCH 1
	4	Dividends and interest from securities	406,785.	401,536.		ATCH 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	264,191.			
	b	Gross sales price for all assets on line 6a 1,726,491.				
	7	Capital gain net income (from Part IV, line 2)		264,191.		
	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)	128,775.	128,775.		ATCH 3
	12	**Total** Add lines 1 through 11	799,757.	794,508.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,615.	1,808.		1,807.
	c	Other professional fees (attach schedule) *	175,693.	58,923.		116,770.
	17	Interest ATTACHMENT 5	516.	516.		
	18	Taxes (attach schedule) (see page 14 of the instructions) **	3,395.	3,395.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	7,075.			7,075.
	22	Printing and publications	118.			118.
	23	Other expenses (attach schedule) ATCH 7	23,297.	13,997.		9,300.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	213,709.	78,639.		135,070.
	25	Contributions, gifts, grants paid	759,000.			759,000.
	26	Total expenses and disbursements Add lines 24 and 25	972,709.	78,639.		894,070.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-172,952.			
	b	**Net investment income** (if negative, enter -0-)		715,869.		
	c	**Adjusted net income** (if negative, enter -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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	762,675.	360,714.	360,714.
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 15 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	11,611,905.	12,012,054.	14,118,855.
c	Investments - corporate bonds (attach schedule) ATCH 9	1,020,805.	1,297,289.	1,306,348.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 10	2,595,862.	2,131,051.	2,452,402.
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)	15,991,247.	15,801,108.	18,238,319.
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.	
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	15,991,247.	15,801,108.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	15,991,247.	15,801,108.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	15,991,247.	15,801,108.	

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	15,991,247.
2	Enter amount from Part I, line 27a	2	-172,952.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	15,818,295.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	17,187.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,801,108.

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

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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 | 264,191.

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))
2009	561,651.	15,117,666.	0.037152
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

2	**Total** of line 1, column (d)	2	0.268650
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	0.053730
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,945,480.
5	Multiply line 4 by line 3	5	910,481.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,159.
7	Add lines 5 and 6	7	917,640.
8	Enter qualifying distributions from Part XII, line 4	8	894,070.

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	14,317.
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	14,317.
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	14,317.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 13,999.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	23,999.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	5.
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	9,677.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 9,677. **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*	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) ▶ MD,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2010 or the taxable year beginning in 2010 (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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 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 2010 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 2010)*	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 2010?	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** No: 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** No: 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 12		-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 ▶

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

3 Five highest-paid independent contractors for professional services (see 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 13		
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 24 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	16,559,290.
b	Average of monthly cash balances	1b	644,243.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	17,203,533.
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	17,203,533.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	258,053.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,945,480.
6	**Minimum investment return.** Enter 5% of line 5	6	847,274.

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	847,274.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	14,317.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,317.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	832,957.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	832,957.
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	832,957.

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	894,070.
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	894,070.
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	894,070.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				832,957.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . 199,623.				
b From 2006 . . . 189,068.				
c From 2007 . . . 179,730.				
d From 2008 . . . 180,025.				
e From 2009				
f **Total** of lines 3a through e	748,446.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 894,070.				
a Applied to 2009, 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 2010 distributable amount				832,957.
e Remaining amount distributed out of corpus	61,113.			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	809,559.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	199,623.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	609,936.			
10 Analysis of line 9				
a Excess from 2006 . . . 189,068.				
b Excess from 2007 . . . 179,730.				
c Excess from 2008 . . . 180,025.				
d Excess from 2009				
e Excess from 2010 . . . 61,113.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(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 14

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

SEE ATTACHED "GUIDELINES FOR PROPOSALS"

c Any submission deadlines

ATTACHMENT 15

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

ATTACHMENT 16

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 17			SEE STATEMENT	759,000.
Total ▶ 3a				759,000.
b *Approved for future payment*				
Total ▶ 3b				

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	6.	
4 Dividends and interest from securities			14	406,785.	
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	128,775.	
8 Gain or (loss) from sales of assets other than inventory			18	264,191.	
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)				799,757.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 799,757.

(See worksheet in line 13 instructions on page 29 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)

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 Ameal | 8/25/11 | President

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michael S. Oler	[signature]	8-17-11		P00889622
Firm's name ▶ CRAMER & OLER, LLC			Firm's EIN ▶ 52-1792567	
Firm's address ▶ 6106 MACARTHUR BOULEVARD, SUITE 108 BETHESDA, MD 20816			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					67,079.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					19,323.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					64,839.	
		SEE STMT 18				P		
		PROPERTY TYPE: SECURITIES						
592,757.		562,148.					30,609.	
		SEE STMT 18				P		
		PROPERTY TYPE: SECURITIES						
882,298.		800,000.					82,298.	
		50000 FHLB				P	09/17/2009	04/28/2010
		PROPERTY TYPE: SECURITIES						
50,195.		50,140.					55.	
		50000 FNMA				P	09/24/2009	09/28/2010
		PROPERTY TYPE: SECURITIES						
50,000.		50,012.					-12.	
TOTAL GAIN(LOSS)							264,191.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUNTRUST BANK		6.	6.
	TOTAL	6.	6.

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	87.	87.
SSB PRIVATE SEL FUND I LLC-DIVI	704.	704.
CITIGROUP SMITH BARNEY-DIVI	5.	5.
CHARLES SCHWAB 1764-2635 DIVI	5.	5.
CHARLES SCHWAB 1764-2635 INT (NET)	33,856.	33,856.
CHARLES SCHWAB 6985-6608 DIVI	360,416.	360,416.
PRINCETON FUTURES FUND-INT	3,055.	3,055.
PRINCETON FUTURES FUND-DIVI	247.	247.
HAMILTON LANE DISTS	3,161.	3,161.
NONTAXABLE INT/DIVIS	5,249.	
TOTAL	406,785.	401,536.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SSB PRIVATE SEL FUND I LLC: K-1 INC	510.	510.
PRINCETON FUTURES FUND: K-1 INCOME	-29,906.	-29,906.
PINE GROVE	-3,020.	-3,020.
MESIROW	92,026.	92,026.
MASTERS FUND II	69,165.	69,165.
TOTALS	128,775.	128,775.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HIGHLINE-INVESTMENT FEES	58,923.	58,923.	
ARABELLA FEES/REIMBS	116,770.		116,770.
TOTALS	175,693.	58,923.	116,770.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INV INT-PRINCETON FUTURES FD	516.	516.
TOTALS	516.	516.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN		3,395.	3,395.
	TOTALS	3,395.	3,395.

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	13,997.	13,997.	
DUES	3,434.		3,434.
OFFICE EXPS & SUPPLIES	2,616.		2,616.
SPONSORSHIP	2,500.		2,500.
TOTALS	23,297.	13,997.	9,300.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIVIS, CAP GAIN DISTS RECEIV.	3,170.	4,511.	4,511.
FOREIGN TAXES PAYABLE	-2,928.	-6,318.	-6,318.
HIGHLINE SECURITIES 6608	11,611,663.	12,013,861.	14,120,662.
TOTALS	11,611,905.	12,012,054.	14,118,855.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HIGHLINE SECURITIES 2635	1,020,805.	1,297,289.	1,306,348.
TOTALS	1,020,805.	1,297,289.	1,306,348.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SSB PRIVATE SEL FUND I LLC	56,933.	52,344.	52,522.
MESIROW AB RT FD	500,000.	0.	0.
IVY CLARUS CI LTD, CL C	98,487.	51,938.	55,353.
PINE GROVE OFF FD LTD	500,000.	0.	0.
HAMILTON LANE PRIVATE EQUITY	95,951.	129,408.	143,566.
MASTERS IV OFF TE A-1	398,417.	430,918.	394,053.
PRINCETON FUTURES FUND	946,074.	1,016,443.	1,016,443.
SSB MASTER FUND II OFFSHORE	0.	0.	315,581.
ALTERNATIVE INVESTMENT PARTNER	0.	450,000.	474,884.
TOTALS	2,595,862.	2,131,051.	2,452,402.

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

DESCRIPTION	AMOUNT
NONDEDUCTIBLE SECURITIES BASIS ADJ	2,376.
NONDEDUCTIBLE EXPS FROM SCH K-1S	7.
OTHER NONTAX/NONDED FROM K-1S	-9,849.
UNREALIZED LOSS FROM K-1S	24,653.
TOTAL	17,187.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
ELIZABETH MEAD C/O ARABELLA ADVISORS 734 15TH STREET, NW 600 WASHINGTON, DC 20005	PRES, TREAS, DIR
JAYLEE MEAD C/O ARABELLA ADVISORS 734 15TH STREET, NW 600 WASHINGTON, DC 20005	VICE PRES, DIR
DIANA MEAD C/O ARABELLA ADVISORS 734 15TH STREET, NW 600 WASHINGTON, DC 20005	VICE PRES, SECY, DIR
MARILYN MEAD C/O ARABELLA ADVISORS 734 15TH STREET, NW 600 WASHINGTON, DC 20005	DIRECTOR
	GRAND TOTALS

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

ATTACHMENT 13

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.	$110,081

TOTAL COMPENSATION

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."
OTHER SOLICITED GRANTS ARE AWARDED THROUGH
A THIRD GENERATION BOARD DEVELOPMENT PROGRAM.

STMTS 19-20

2 49 PM
04/26/11

Mead Family Foundation
Vendor Contact List
April 26, 2011

Grantee	Address	Memo	Amount
American University	American University School of Communications 4400 Massachusetts Ave NW Washington, DC 200	To support the Center for Environmental Filmmaking	$5,000 00
Asian - American LEAD	Asian - American LEAD 1323 Girard Street, N W Washington, DC 20009	To support the well-being of low-income and underserved Asian American youth	$10,000 00
Big Bend Habitat For Humanity	Big Bend Habitat For Humanity 2921 Roberts Avenue Tallahassee, Florida 32310	To support he creation of affordable homes for individuals and families living in su	$5,000 00
Bright Beginnings	Bright Beginnings 128 M Street, NW Washington, DC 20001	To support special needs programs for homeless families with young children	$10,000 00
CASA of MC	CASA of MC 1010 Grandin Avenue #B-3 Rockville, MD, 20851	To support the recruitment, training and ongoing supervision of volunteers	$15,000 00
CentroNia	CentroNia 1420 Columbia Road NW Washington, DC 20009	To support affordable quality education programs, professional development and	$10,000 00
Childrens Inn at NIH	Childrens' Inn at NIH 7 West Drive Bethesda, MD, 20814	To support pediatric patients and their families who are receiving treatments for s	$20,000 00
City at Peace	City at Peace 1328 Florida Ave, NW Washington, DC 20009	To support performing arts youth programs that promote cross-cultural understar	$5,000 00
City Year	City Year 1875 Connecticut Avenue, NW Suite 1130 Washington, DC 20009	To support young people, ages 17 to 24, for a year of full-time service	$10,000 00
Community Bridges	Community Bridges 620 Pershing Dr , 2nd Floor Silver Spring, MD, 20910	To support programs that provide a variety of relevant and interactive activities th	$20,000 00
Community Fdn of East Central Florida	Community Fdn of East Central Florida Attn Nita Schmellick P O Box 523 DeLand, FL 32721-0523	To support the Community Foundation of East Florida	$70,000 00
Community Ministry of Montgomery Cou	Community Ministry of Montgomery County	To support the Excel Beyond the Bell Innovation Fund	$20,000 00
Crossway Community	Crossway Community Attn Ms Kathleen Guinan 3015 Upton Drive Kensington, MD 20895	To support education programs and services that reduce poverty	$15,000 00
Dance Place	Dance Place 3225 8th Street NE Washington, D C 20007	To support performing arts and creative education programs for DC youth	$10,000 00
DC Scores*	DC Scores* Attn Amy Nakamoto 1224 M St NW, Suite 200 Washington, DC 20005	To support after-school programs for DC youth	$10,000 00
DC Youth Orchestra	DC Youth Orchestra 1700 E Capitol St NE Washington, DC 20003	To support music education for students in the DC metro area	$5,000 00
Doctors Without Borders	Doctors Without Borders Attn Arun Shrestha 333 7th Ave, 2nd Floor New York, NY 10001	To support quality medical care for people caught in crisis	$15,000 00
EarthJustice	Earth Justice 426 17th Street Floor 6 Oakland, CA 94612	To support the protection of environmental health and safety rights	$5,000 00
Family Support Center	Family Support Center 4308 Montgomery Ave Bethesda, MD, 20814	To support the Family Support Center's technological infrastructure	$20,000 00
Fishing School	Fishing School 4737 Meade St, NE Washington, DC 20002	To support after-school programs for at-risk youth	$10,000 00
Fishing School	Fishing School 4737 Meade St, NE Washington, DC 20002	To support after-school programs for at-risk youth	$1,000 00
Flagler County Education Foundation	Flagler County Education Foundation 1769 E Moody Blvd Bldg 2 Bunnell , FL	To support education programs for students and teachers in Flagler County Public	$40,000 00
Gandhi Brigade	Gandhi Brigade Attn Richard Jaeggi PO Box 7381 Silver Spring, MD 20907	To support young people to become powerful leaders	$5,000 00
Georgetown University	Georgetown University Office of Advancement 3300 Whitehaven St , NW Ste 4000 Washington, D	To support pre-college academic enrichment programs for DC area public middle	$10,000 00
Global Fund for Women, Inc	Global Fund for Women, Inc 222 Sutter Street Ste 500 San Francisco, CA 94108	To support programs that strengthen women's economic livelihood	$12,000 00
Higher Achievement	Higher Achievement 317 8th Street NE Washington, D C 20002	To support after-school programs promoting college preparation	$10,000 00
Hospice Caring, Inc	Hospice Caring, Inc The Cottage 518 South Frederick Avenue Gaithersburg, MD, 20877	To support services for those facing life-threatening illnesses or grieving the death	$20,000 00
Identity	Identity Attn Ms Candace Kattar 414 East Diamond Ave Gaithersburg, MD 20877	To support programs and services for disadvantaged Latino youth and families in	$20,000 00
Imagination Stage	Imagination Stage 4908 Auburn Avenue Bethesda, MD 20814	To support youth theatre and arts education programs	$1,000 00
IMPACT Silver Spring*	IMPACT Silver Spring* 825 Wayne Avenue Silver Spring, MD 20910	To support programs that help create environments and capacity needed to build	$15,000 00
Interfaith Works	Interfaith Works 114 W Montgomery Ave Rockville, MD 20850	To support organizational infrastructure development	$10,000 00
KidzNotes	KidzNotes 120 Morris St Durham, NC 27701	To support free-of-charge, classical orchestral instruction for youth in Durham, N	$10,000 00
Latin American Youth Center	Latin American Youth Center 1419 Columbia Rd NW Washington, DC 20009	To support programs for youth and families	$10,000 00
Life Pieces to Masterpieces*	Life Pieces to Masterpieces* Attn Mary Brown 3645 Madison Watch Way Falls Church, VA 22041	To support education for low-income young men in Washington DC	$10,000 00
Martha's Table	Martha's Table Attn Ann Brookover 2114 14th St NW Washington, DC 20009	To support at-risk children, youth, families and individuals by providing education	$10,000 00
Mental Health Assn of Montgomery Cou	Mental Health Assn of Montgomery County Attn Lauren Hochman 1000 Twinbrook Parkway Rock	To support advocacy, education and community service programs supporting me	$25,000 00
Montgomery Cty Collaboration Council	Montgomery Cty Collaboration Council 7361 Calhoun Place, Ste 600 Rockville, MD, 20855	To support programs designed to build partnerships that benefit children and fam	$5,000 00
Montgomery Count Community Foundati	8720 Georgia Avenue, Suite 202, Silver Spring, MD 20910	To support capacity-building for emerging Montgomery County nonprofits	$25,000 00
Musical Theatre Center	837-D Rockville Pike,Wintergreen Plaza, Second Level, Rockville, MD 20852	To support the Musical Theatre Center	$30,000 00
N Street Village	N Street Village 1333 N Street, NW Washington, DC 20005	To support programs and services for homeless and low-income women	$5,000 00
National Center for Children & Families	6301 Greentree Road Bethesda, MD, 20817-3368	To support four social service divisions that create healthy living environments for	$20,000 00
National Family Resiliency Center	National Family Resiliency Center 2000 Century Plaza Suite 121 Columbia, MD 21044	To support services that help build healthy relationships across the life cycle of a f	$20,000 00
Nonprofit Village, Inc	Nonprofit Village, Inc Attn Laura Sildon 12320 Parklawn Drive Rockville, MD 20852	To support the expansion of Nonprofit Village services	$10,000 00
Nonprofit Village, Inc	Nonprofit Village, Inc Attn Laura Sildon 12320 Parklawn Drive Rockville, MD 20852	To support the expansion of Nonprofit Village services	$10,000 00
Primary Care Coalition	8757 Georgia Avenue, 10th Floor, Silver Spring, MD, 20910	To support the Tree House child Assessment Center	$20,000 00
Safe Shores- DC Children's Advoacy Ctr	Safe Shores- DC Children's Advoacy Ctr Attn SooAnn Roberts Pisano 300 E Street, NW Washington	To support crisis intervention and therapy for child and adolescent victims of sexu	$10,000 00
Stepping Stones Shelter	P O Box 712, Rockville, MD 20848-0712	To support homeless families with food, clothing, shelter, support services and ed	$10,000 00
Sitar Arts Center*	Sitar Arts Center 1700 Kalorama Road, NW, Suite 101 Washington, DC 20009	To support after-school visual and performing arts programs	$10,000 00
University of Florida Foundation Inc	University of Florida Foundation Inc Whitney Laboratory Education Fund 9505 Ocean Shore Blvd S	To support at-risk high school students from Flagler County, Florida to participate	$40,000 00
Urban Alliance	Urban Alliance Attn Jee Pae 1327 14th St , NW, Suite 200 Washington, DC 20005	To support high school internship programs	$10,000 00
Women For Women International*	4455 Connecticut Avenue NW, Ste 200 Washington, DC 20008	To support women survivors of war	$30,000 00
Young Playwrights Theater, Inc	Young Playwrights Theater, Inc 2437 15th St NW Washington, DC 20009	To support writing and theater programs for DC youth	$5,000 00
	Total	Total	$759,000 00

STATEMENT 17

REALIZED GAINS AND LOSSES

HIGHLINE

Mead Family Foundation
Charles Schwab Institutional Account #69856608
January 01, 2010 to December 31, 2010

Realized Gains and Losses Summary	Cost Basis	Proceeds	Gains / Losses
Short Term	562,147 80	592,756 88	30,609 08
Long Term	800,000 00	882,297 53	82,297 53
Capital Gain Distributions			Gains / Losses
Long Term			19,323 39
Five Year			-
Total Realized Gains and Losses	$1,362,147 80	$1,475,054 41	$132,230 00

Open Date	Close Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
9/2/2009	7/29/2010	Calamos Convertible Fd I	24,255 91	400,000 00	422,518 00	22,518 00	
9/2/2009	10/25/2010	NatixisLoomisSayles Inv Gr Bond - Y	35,271 61	400,000 00	447,223 95		47,223 95
9/29/2009	10/26/2010	Vanguard Inflatn-Protect Secs ADMRL	16,301 54	400,000 00	435,073 58		35,073 58
12/23/2009	10/26/2010	Vanguard Inflatn-Protect Secs ADMRL	271 69	6,693 02	7,251 23	558 21	
3/29/2010	10/26/2010	Vanguard Inflatn-Protect Secs ADMRL	86 46	2,116 25	2,307 46	191 21	
6/28/2010	10/26/2010	Vanguard Inflatn-Protect Secs ADMRL	68 05	1,732 61	1,816 25	83 64	
7/30/2010	10/26/2010	Vanguard Inflatn-Protect Secs ADMRL	5,890 81	150,000 00	157,220 50	7,220 50	
9/27/2010	10/26/2010	Vanguard Inflatn-Protect Secs ADMRL	61 58	1,605 92	1,643 44	37 52	

Capital Gain Distributions

Closed Date	Security Name	Long Term	Five Year
4/13/2010	Vaughan Nelson Value Oppty Fd - Y	245 55	
12/8/2010	PIMCO Tot Rtn Fund	13,146 97	
12/15/2010	Manning & Napier Fd- Wrld Opp Fd	5,930 87	

Last modified: 7/20/10
Last approved: 2/15/11

mead family foundation

734 15th Street, NW, Suite 600, Washington, D C 20005
Tel: (202) 595-1020 Fax (202) 833-5540
Email: info@meadfamilyfdn org
Website www.meadfamilyfdn org
"Empowering youth to have crisis-free lives, strong families and excellent education"

GUIDELINES FOR APPLICATIONS
(2011)

The Foundation supports projects that enrich the lives of youth by *strengthening families, preventing crises for children and youth, improving the academic education of children in grades K-12, and promoting education in the arts.*

ONLY SOLICITED GRANT APPLICATIONS ARE ACCEPTED

Application deadlines are as follows:

- **Spring Cycle** Applications are due **March 15th**. Grant awards will be made in June.

- **Fall Cycle**: Applications are due **September 15th**. Grant awards will be made in December.

- All applications must be submitted online through the Foundation's grants management system.
- Funding requests can be for operating expenses or for specific projects.
- No grants are made to individuals.

A site visit will be made after a grant is awarded. At the conclusion of the grant, recipients will be asked to fill out a grant report form (through the Foundation's online grants management system) describing how the funds were spent, the outcomes achieved and the long term impact the organization is working to achieve.

Grant report deadlines are as follows:

- For **fall cycle** awards (made in December), the report deadline is **September 15th** of the following year.

Stmt 19

- For **spring cycle** awards (made in June), the report deadline is **March 15th** of the following year.

APPLICATIONS ARE CONSTRUCTED TO INCLUDE THE FOLLOWING:

1. Organizational information:
    - Name, address, telephone and fax numbers, and web site of the organization
    - Name, title, e-mail address, and telephone number of contact person
    - Brief purpose of your organization and mission statement
    - Dates of your fiscal year
    - Amount requested
    - If project funding is requested, a one-paragraph summary of the purpose of the requested grant

2. A **Narrative** including:
    - Information on your organization's current goals and accomplishments
    - If project funding is requested: a detailed description of the project, including the project's purpose, a detailed project budget, the project's design, number of participants, expected accomplishments, and the methods of evaluation.

3. **Two current financial reports:**
    - A statement of actual revenues and expenses
    - A balance sheet (also known as statement of financial position).

4. A copy of your **IRS determination letter**, or an explanation of your tax-exempt status

5. A **List of Foundations** that have made grants in the previous fiscal year.

6. A **Board of Directors** list, including officers and their affiliations.

STMT 20

Form **8868**
(Rev January 2011)
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

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

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

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	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 11 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 10 or

▶ [ ] tax year beginning ____________, 20____, and ending ____________, 20____

2 If the tax year entered in line 1 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**	$ 24,999.
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	**3b**	$ 13,999.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$ 10,000.

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 your return See instructions	Number, street, and room or suite no If a P O box, see instructions C/O ARABELLA ADVISORS	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20005	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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, 20 11

5 For calendar year 2010, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

6 If the tax year entered in line 5 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**	$ 24,999.
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**	$ 24,999.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0.

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 ▶ [signature] Title ▶ CPA Date ▶ 8-11-11