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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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 INTENTIONAL PHILANTHROPY LLC
3 BETHESDA METRO CENTER

Room/suite
350

B Telephone number (see instructions)
(301) 761-4433

City or town, state, and ZIP code
BETHESDA, MD 20814

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 16,829,044.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts grants, etc , received (attach schedule)	5,000.			
2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments	3.	3.		ATCH 1
4 Dividends and interest from securities	508,185.	466,961.		ATCH 2
5 a Gross rents				
b Net rental income or (loss) ______				
6 a Net gain or (loss) from sale of assets not on line 10	124,870.			
b Gross sales price for all assets on line 6a 526,633.				
7 Capital gain net income (from Part IV, line 2)		124,870.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	-6,159.	-6,159.		ATCH 3
12 **Total.** Add lines 1 through 11	631,899.	585,675.		
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) ATCH 4	456.			456.
b Accounting fees (attach schedule)	3,130.	1,565.		1,565.
c Other professional fees (attach schedule) *	208,721.	62,503.		146,218.
17 Interest ATTACHMENT 6	133.	133.		
18 Taxes (attach schedule) (see instructions) **	17,011.	2,288.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	9,210.			9,210.
22 Printing and publications	64.			64.
23 Other expenses (attach schedule) ATCH 8	38,307.	18,404.		19,903.
24 **Total operating and administrative expenses.** Add lines 13 through 23	277,032.	84,893.		177,416.
25 Contributions, gifts, grants paid	684,500.			684,500.
26 **Total expenses and disbursements** Add lines 24 and 25	961,532.	84,893.	0	861,916.
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-329,633.			
b **Net investment income** (if negative, enter -0-)		500,782.		
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	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	360,714.	367,481.	367,481.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 9	12,012,054.	11,757,959.	12,623,279.
	c	Investments - corporate bonds (attach schedule) ATCH 10	1,297,289.	1,337,972.	1,432,504.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	2,131,051.	2,000,159.	2,405,780.
	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)	15,801,108.	15,463,571.	16,829,044.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ ☒			
	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	15,801,108.	15,463,571.	
	30	**Total net assets or fund balances** (see instructions)	15,801,108.	15,463,571.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	15,801,108.	15,463,571.	

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	15,801,108.
2	Enter amount from Part I, line 27a	2	-329,633.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 12	3	12,571.
4	Add lines 1, 2, and 3	4	15,484,046.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 13	5	20,475.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,463,571.

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	124,870.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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 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))
2010	894,070.	16,945,480.	0.052762
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

2	**Total** of line 1, column (d)	2	0.262430
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	0.052486
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	17,793,747.
5	Multiply line 4 by line 3	5	933,923.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,008.
7	Add lines 5 and 6	7	938,931.
8	Enter qualifying distributions from Part XII, line 4	8	861,916.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,016.
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	10,016.
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	10,016.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a — 14,400.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 5,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	19,400.
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	9,384.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 5,400. **Refunded** ▶	11	3,984.

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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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* ATTACHMENT 14	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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 ▶ INTENTIONAL PHILANTHROPY LLC Telephone no ▶ 301-761-4433

Located at ▶ 3 BETHESDA METRO CENTER, SUITE 350 BETHESDA, MD ZIP + 4 ▶ 20814

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, 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		X
	See 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 instructions)?	1b	X	
	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 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 2011)*	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 2011?	4b		X

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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 instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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 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 15		0	0	0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
ATTACHMENT 16		136,500.
Total number of others receiving over $50,000 for professional services . . . . ▶		

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 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 instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	17,674,283.
b	Average of monthly cash balances	1b	390,435.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	18,064,718.
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	
3	Subtract line 2 from line 1d	3	18,064,718.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	270,971.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,793,747.
6	**Minimum investment return.** Enter 5% of line 5	6	889,687.

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

1	Minimum investment return from Part X, line 6			1	889,687.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	10,016.		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,016.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	879,671.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	879,671.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	879,671.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	861,916.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	861,916.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	861,916.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					879,671.
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only					
b	Total for prior years 20 09 ,20 08 ,20 07					
3	Excess distributions carryover, if any, to 2011					
a	From 2006	189,068.				
b	From 2007	179,730.				
c	From 2008	180,025.				
d	From 2009					
e	From 2010	61,113.				
f	**Total** of lines 3a through e		609,936.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 861,916.					
a	Applied to 2010, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2011 distributable amount					861,916.
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		17,755.			17,755.
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		592,181.			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		171,313.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		420,868.			
10	Analysis of line 9					
a	Excess from 2007	179,730.				
b	Excess from 2008	180,025.				
c	Excess from 2009					
d	Excess from 2010	61,113.				
e	Excess from 2011					

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 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 17

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 18

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

ATTACHMENT 19

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			SEE STATEMENT 20	684,500.
Total ▶ 3a				684,500.
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 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	3.	
4 Dividends and interest from securities			14	508,185.	
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	-6,159.	
8 Gain or (loss) from sales of assets other than inventory			18	124,870.	
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)				626,899.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 626,899.

(See worksheet in line 13 instructions 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 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) is based on all information of which preparer has any knowledge

▶ Elizabeth A Mead 10/9/12 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MICHAEL S. OLER		10-4-12		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

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization
MEAD FAMILY FOUNDATION

Employer identification number
52-1646030

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Name of organization MEAD FAMILY FOUNDATION

Employer identification number 52-1646030

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STANTON MEAD 4203 MARYLAND COURT MIDDLETOWN, MD 21769	$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	**(b) Name, address, and ZIP + 4**	**(c) Total contributions**	**(d) Type of contribution**
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization MEAD FAMILY FOUNDATION	Employer identification number 52-1646030

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	
(a) No. from Part I	**(b) Description of noncash property given**	**(c) FMV (or estimate) (see instructions)**	**(d) Date received**
		$	

Name of organization	Employer identification number
MEAD FAMILY FOUNDATION	52-1646030

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.

Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: MEAD FAMILY FOUNDATION

Employer identification number: 52-1646030

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-12,305.
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-12,305.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	98,295.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-11,739.
9	Capital gain distributions	9	50,619.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	137,175.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-12,305.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			137,175.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			124,870.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or b** $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20 If zero or less, enter -0-		22		
23	Subtract line 22 from line 17 If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,300		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (15)			30	
31	Figure the tax on the amount on line 23 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17 Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
MEAD FAMILY FOUNDATION

Employer identification number
52-1646030

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SCHWAB 17642635 LT-SEE STMT 21			100,135.	100,007.	128.
	SCHWAB 69856608 LT-SEE STMT 22			399,923.	301,756.	98,167.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 98,295.

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUNTRUST BANK	3.	3.
TOTAL	3.	3.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME FROM K-1S	2,825.	2,825.
DIVIDENDS INCOME FROM K-1S	156.	156.
SUBPART F INCOME FROM K-1S	22,588.	22,588.
CHARLES SCHWAB INTEREST (NET)	7,697.	7,697.
CHARLES SCHWAB DIVIDENDS	423,218.	423,218.
HAMILTON LANE DISTS	10,477.	10,477.
NONTAXABLE INTEREST	40,718.	
NONTAXABLE DIVIDENDS	506.	
TOTAL	508,185.	466,961.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRINCETON FUTURES FUND: K-1 INCOME		-30,093.	-30,093.
MASTERS FUND II		23,934.	23,934.
	TOTALS	-6,159.	-6,159.

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
REGULATORY FEE		456.			456.
	TOTALS	456.			456.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HIGHLINE-INVESTMENT FEES	62,503.	62,503.	
ARABELLA FEES/REIMBS	146,218.		146,218.
TOTALS	208,721.	62,503.	146,218.

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INV INT-PRINCETON FUTURES FD	133.	133.
TOTALS	133.	133.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN		2,288.	2,288.
EXCISE		14,723.	
	TOTALS	17,011.	2,288.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	750.		750.
PORT/ROYALTY DEDS FROM K-1S	18,404.	18,404.	
DUES	805.		805.
OFFICE EXPS & SUPPLIES	2,148.		2,148.
BOARD DEVELOPMENT	3,550.		3,550.
EVENT/CHARITY FEES	12,650.		12,650.
TOTALS	38,307.	18,404.	19,903.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIVIS, CAP GAIN DISTS RECEIV.	4,511.	8,599.	8,599.
FOREIGN TAXES PAYABLE	-6,318.	-8,599.	-8,599.
HIGHLINE SECURITIES 6608	12,013,861.	11,757,959.	12,623,279.
TOTALS	12,012,054.	11,757,959.	12,623,279.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HIGHLINE SECURITIES 2635	1,297,289.	1,337,972.	1,432,504.
TOTALS	1,297,289.	1,337,972.	1,432,504.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CITI PRIVATE SEL FUND I LLC	52,344.	22,324.	23,156.
IVY CLARUS CI LTD, CL C	51,938.	8,446.	14,770.
HAMILTON LANE PRIVATE EQUITY	129,408.	130,956.	148,393.
STEPSTONE MASTERS IV OFF TE A1	430,918.	423,417.	439,282.
PRINCETON FUTURES FUND	1,016,443.	937,507.	937,507.
ALTERNATIVE INVESTMENT PARTNER	450,000.	477,509.	477,509.
SSB MASTER FUND II OFFSHORE			365,163.
TOTALS	2,131,051.	2,000,159.	2,405,780.

ATTACHMENT 12

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

DESCRIPTION		AMOUNT
UNREALIZED GAINS FROM K-1S		12,571.
	TOTAL	12,571.

ATTACHMENT 13

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

DESCRIPTION	AMOUNT
NONDEDUCTIBLE SECURITIES BASIS ADJ	38.
NONDEDUCTIBLE EXPS FROM SCH K-1S	86.
OTHER NONTAX/NONDED FROM K-1S	20,351.
TOTAL	20,475.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 14

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
STANTON MEAD 4203 MARYLAND COURT MIDDLETOWN, MD 21769	03/28/2011	5,000.
TOTAL CONTRIBUTION AMOUNTS		5,000.

MEAD FAMILY FOUNDATION 52-1646030

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

ATTACHMENT 15

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 INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	PRES, TREAS, DIR	0	0	0
JAYLEE MEAD C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	VICE PRES, DIR	0	0	0
DIANA MEAD C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	VICE PRES, SECY, DIR	0	0	0
MARILYN MEAD C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	DIRECTOR	0	0	0
HOLLI RIVERA C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	DIRECTOR	0	0	0
	GRAND TOTALS	0	0	0

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

ATTACHMENT 16

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.	136,500.
TOTAL COMPENSATION		136,500.

ATTACHMENT 17

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

MEAD FAMILY FOUNDATION
3 BETHESDA METRO CENTER #350
BETHESDA, MD 20814
301-761-4433

ATTACHMENT 18

990PF, PART XV - SUBMISSION DEADLINES

PROPOSALS:
MARCH 15TH AND SEPTEMBER 15TH

ATTACHMENT 19

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.

2011 Grants List Mead Family Foundation

Check Date	Tax ID	Name	Address	Purpose of the Grant	Memo	Check No	Amount
3/31/2011	53-0196605	American Red Cross	PO Box 4002018	To support Japan Disaster Relief	Discretionary Grant (Stan Mead)	1457	$10,000
3/31/2011	53-0196605	American Red Cross	PO Box 4002018	To support Japan disaster relief	Discretionary Grant (Stephen Mead)	1459	$5,000
5/3/2011	36-2586390	MAP International	4700 Glynco Pkwy	To support the total health of people living in the world's poorest	Discretionary Grant	1461	$10,000
5/3/2011	23-7343119	The Community Fdn for	8720 Georgia Ave, Suite 202	To support the Sustainable Community Food System Network of	2011 Healthy Eating Healthy Lifestyles	1462	$10,000
6/1/2011	52-2102012	Asian - American LEAD	1323 Girard Street, NW	To support the well-being of low-income and underserved Asian	Spring 2011-General Operating Support	1466	$10,000
6/1/2011	52-1697917	Bright Beginnings	128 M Street, NW	To support special needs programs for homeless families with	Spring 2011-General Operating Support	1468	$10,000
6/1/2011	25-1689720	CentroNia	1420 Columbia Road NW	To support affordable quality education programs, professional	Spring 2011-General Operating Support	1469	$10,000
6/1/2011	52-1638207	Childrens Inn at NIH	7 West Drive	To support pediatric patients and their families who are receiving	Spring 2011-General Operating Support	1470	$15,000
6/1/2011	22-2882549	City Year	1875 Connecticut Avenue, NW	To support young people, ages 17 to 24, for a year of full-time	Spring 2011-General Operating Support	1471	$10,000
6/1/2011	52-2043059	Community Bridges	620 Pershing Dr , 2nd Floor	To support programs that provide a	Spring 2011-General Operating Support	1472	$20,000
6/1/2011	52-1118504	Dance Place	3225 8th Street NE	To support performing arts and creative education programs for	Spring 2011-General Operating Support	1474	$10,000
6/1/2011	53-0196603	Georgetown University	Office of Advancement	To support pre-college academic	Spring 2011-General Operating Support-	1475	$10,000
6/1/2011	52-1383374	Higher Achievement	317 8th Street NE	To support after-school programs	Spring 2011-General Operating Support	1476	$10,000
6/1/2011	52-1591455	Hospice Caring, Inc	518 South Frederick Avenue	To support services for those facing life threatening	Spring 2011-General Operating Support	1477	$15,000
6/1/2011	52-2120012	Identity	414 East Diamond Ave	To support programs and services for disadvantaged Latino	Spring 2011-General Operating Support	1478	$20,000
6/1/2011	52-1072684	Interfaith Works	114 W Montgomery Ave	To support services and programs engaging faith based	Spring 2011-General Operating Support	1479	$15,000
6/1/2011	52-1023074	Latin American Youth	1419 Columbia Rd NW	To support programs for youth and families	Spring 2011-General Operating Support	1480	$10,000
6/1/2011	52-0591586	National Center for	6301 Greentree Road	To support four social service divisions	Spring 2011-General Operating Support	1481	$20,000
6/1/2011	51-2113471	Sitar Arts Center*	1700 Kalorama Road, NW, Suite 101	To support after-school visual and	Spring 2011-General Operating Support	1482	$10,000
6/1/2011	23-7343119	The Community Fdn for	8720 Georgia Avenue, Suite 202	To support the Non-Profit Advancement Fund of	Spring 2011-General Operating Support	1483	$25,000
7/25/2011	52-6000980	Montgomery County Dept	401 Hungerford Drive	To support a school health services pilot program to prevent	2011 Healthy Eating Healthy Lifestyles	1491	$20,000
7/25/2011	52-6000989	Montgomery County Public	16644 Crabbs Branch Way	To support access to healthy foods for school-aged children	2011 Healthy Eating Healthy Lifestyles	1492	$30,000
7/25/2011	59-2147472	Turn About Inc of	2771 Miccosukee Road	To support the remodeling of Turn About's kitchen area and to	Adjunct Board Grant (Jonathan Staub)	1493	$5,000
11/30/2011	53-0196549	American University	Professor Chris Palmer	To support the Center for Environmental Filmmaking	Adjunct Board Grant (William Tuegel)	1507	$5,000
11/30/2011	52-2230721	DC Scores*	1224 M St NW	To support after-school programs for DC youth	Fall 2011-General Operating Support	1510	$10,000
11/30/2011	94-1730465	EarthJustice	426 17th Street, Floor 6	To support the protection of environmental health and safety	Adjunct Board Grant (Christelle Siohan)	1511	$5,000
11/30/2011	59-6000609	FCPS Office of Student	1769 E Moody BLVD, Bldg 2	To support Homeless2Homeward	Fall 2011-General Operating Support for	1531	$10,000
11/30/2011	52-1736536	Fishing School	4737 Meade Street, NE	To support after-school programs for at-risk youth	Fall 2011-General Operating Support	1512	$10,000
11/30/2011	27-0446845	KidzNotes	120 Morris St	To support free-of-charge, classical orchestral instruction for	Fall 2011-General Operating Support	1513	$15,000
11/30/2011	52-2076894	Life Pieces to	1600 Otis St, NE	To support art education for low-income young men in	Fall 2011-General Operating Support	1514	$10,000
11/30/2011	52-1289203	Manna Food Center, Inc	9311 Gaither Road	To support the elimination of hunger in Montgomery County	Fall 2011-General Operating Support	1515	$25,000
11/30/2011	52-1186071	Martha's Table	2114 14th St NW	To support at-risk children, youth, families and individuals by	Fall 2011-General Operating Support	1516	$10,000
11/30/2011	52-0681147	Mental Health Assn of	1000 Twinbrook Parkway	To support advocacy, education and community service	Fall 2011-General Operating Support	1517	$20,000
11/30/2011	52-0681147	Mental Health Assn of	1000 Twinbrook Parkway	To support the Serving Together Troops, Veterans and Family	Serving Together Troops, Veterans and	1532	$30,000
11/30/2011	52-1007373	N Street Village	1333 N St NW	To support programs and services for homeless and low-income	Discretionary Grant	1518	$2,500
11/30/2011	52-1702813	National Family Resiliency	2000 Century Plaza Suite 121	To support services that help build healthy relationships across	Fall 2011-General Operating Support	1519	$15,000
11/30/2011	20-4264212	Nonprofit Village, Inc	12320 Parklawn Drive	To support Nonprofit Village operations	Discretionary Grant	1520	$10,000
11/30/2011	20-4264212	Nonprofit Village, Inc	12320 Parklawn Drive	To support the expansion of Nonprofit Village services	Fall 2011-General Operating Support	1533	$10,000
11/30/2011	20-3029784	North Carolina Arts in	P O Box 51277	To support arts education for youth in North Carolina	Discretionary Grant	1521	$10,000
11/30/2011	52-1973795	Red Wiggler Foundation	PO Box 968	To support Red Wiggler's Active People	Fall 2011-General Operating Support	1522	$25,000
11/30/2011	52-2147148	Safe and Sound Baltimores	2 East Read Street, Third Floor	To support the Maryland Out of School Time Network to help	Fall 2011-General Operating support for	1523	$25,000
11/30/2011	56-1876445	South Eastern Efforts	706 Gilbert St	To support garden based education	Fall 2011-General Operating Support	1524	$15,000
11/30/2011	23-7343119	The Community Fdn for	8720 Georgia Ave , Suite 202	To support the Sharing Montgomery Summer Youth Fund	Fall 2011-General Operating Support	1525	$25,000
11/30/2011	31-1677181	Through the Kitchen Door	3305 Pauline Drive	To support healthy eating education for youth and families	Fall 2011-General Operating Support	1527	$25,000
11/30/2011	59-0974739	University of Florida	PO Box 14425	To provide funding for a replacement vehicle for the Whitney	Fall 2011-General Operating Support	1528	$30,000
11/30/2011	52-1938443	Urban Alliance Foundation	1327 14th St, NW Suite 200	To support high school internship programs	Fall 2011-General Operating Support	1529	$10,000
11/30/2011	52-2102391	Young Playwrights	2437 15th St NW	To support writing and theater programs for DC youth	Discretionary Grant	1530	$5,000
12/16/2011	58-1804509	MCPS Educational	850 Hungerford Drive	Honorary Speaker Grant	Speaker Honorarium for Dr Starr	1536	$1,000
12/30/2011	58-1446309	Child and Parent Support	411 W Chapel Hill St	To support the East Durham Children's Initiative	Fall 2011-GOS to support EDCI	1539	$15,000
12/30/2011	52-2321933	Working Systems, Inc	4545 42nd Street, NW	Honorary Speaker Grant	Speaker Honorarium for Kathy Wiseman	1540	$1,000

Total: $684,500

STMT 20

HIGHLINE
WEALTH MANAGEMENT

REALIZED GAINS AND LOSSES

Mead Family Foundation - Breckinridge Core Taxable
Charles Schwab Institutional Account #17642635
January 01, 2011 to December 31, 2011

Realized Gains and Losses Summary	Cost Basis	Cost Adjustment	Proceeds	Gains / Losses
Short Term	-	-	-	-
Long Term	100,044 50	(37 69)	100,134 50	127 69
Total Realized Gains and Losses	$100,044 50	($37 69)	$100,134 50	$127 69

Open Date	Close Date	Security Name	Quantity	Cost Basis	Cost Adjustment	Proceeds	Short Term	Long Term
9/16/2009	6/3/2011	City of Gainesville FL A *Coupon 1 7% Matures 10/1/2011*	50,000 00	50,025 00	(21 09)	50,060 50		56 59
9/22/2009	6/15/2011	Federal Farm Credit Bank *Coupon 1 1% Matures 10/3/2011*	50,000 00	50,019 50	(16 60)	50,074 00		71 10

STMT 21

HIGHLINE
WEALTH MANAGEMENT

REALIZED GAINS AND LOSSES

Mead Family Foundation
Charles Schwab Institutional Account #69856608
January 01, 2011 to December 31, 2011

Realized Gains and Losses Summary	Cost Basis	Proceeds	Gains / Losses
Short Term	-	-	-
Long Term	301,756 43	399,923 53	98,167 10
Total Realized Gains and Losses	$301,756 43	$399,923 53	$98,167 10

Open Date	Close Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
9/2/2009	5/5/2011	iShares MSCI Emerging Mkts	134 00	4,700 72	6,410 53		1,709 81
9/2/2009	5/5/2011	iShares MSCI Emerging Mkts	800 00	28,063 36	38,269 76		10,206 40
9/2/2009	5/5/2011	iShares MSCI Emerging Mkts	700 00	24,555 44	33,486 39		8,930 95
9/2/2009	5/5/2011	iShares MSCI Emerging Mkts	700 00	24,555 30	33,486 39		8,931 09
9/2/2009	5/5/2011	iShares MSCI Emerging Mkts	500 00	17,539 50	23,918 95		6,379 45
9/2/2009	5/5/2011	iShares MSCI Emerging Mkts	300 00	10,523 70	14,351 51		3,827 81
9/2/2009	5/5/2011	Royce Micro-Cap Fd - INV	8,184 40	97,808 65	150,000 00		52,191 35
9/2/2009	11/18/2011	Gateway Fund- Y	3,854 34	94,009 76	100,000 00		5,990 24

The realized gain and loss numbers may be incorrect if inaccurate initial cost basis information was received for securities that were transferred into the portfolio from unknown sources

STMT 22

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.

- 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.

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					-12,305.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-11,739.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					50,619.	
		SCHWAB 17642635 LT-SEE STMT 21 PROPERTY TYPE: SECURITIES				P		
100,135.		100,007.					128.	
		SCHWAB 69856608 LT-SEE STMT 22 PROPERTY TYPE: SECURITIES				P		
399,923.		301,756.					98,167.	
TOTAL GAIN(LOSS)							124,870.	

Form **8868**

(Rev January 2012)

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 . . . . ▶ ☒
- 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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions: MEAD FAMILY FOUNDATION

Employer identification number (EIN) or ☒ 52-1646030

Number, street, and room or suite no If a P O box, see instructions: C/O ARABELLA ADVISORS

Social security number (SSN) ☐

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	01	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 12, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 20 11 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	$ 19,400.
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	$ 14,400.
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	$ 5,000.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2012)

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

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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MEAD FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 52-1646030
	Number, street, and room or suite no If a P O box, see instructions C/O ARABELLA ADVISORS	Social security number (SSN) ☐
	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) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 12 .

5 For calendar year 2011 , 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 SCHEDULE K-1S HAVE NOT BEEN RECEIVED WHICH ARE REQUIRED TO PREPARE THE RETURN.

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	$ 19,400.
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	$ 19,400.
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 must be completed for Part II only.

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 ▶ C/A Date ▶ 8-9-12