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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, 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 [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] 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: [X] 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)* ▶ $ 18,921,625.

J Accounting method [X] 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)	1,372,725.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	2.	2.		ATCH 1
	4 Dividends and interest from securities	448,897.	408,179.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	601,352.			
	b Gross sales price for all assets on line 6a 5,341,976.				
	7 Capital gain net income (from Part IV, line 2)		601,352.		
	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) ATCH 3	33,094.	33,094.		
	12 **Total.** Add lines 1 through 11	2,456,070.	1,042,627.		
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)	221.			221.
	b Accounting fees (attach schedule)	4,467.	2,234.		2,233.
	c Other professional fees (attach schedule) *	181,543.	60,959.		120,584.
	17 Interest ATCH 5	198.	198.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	13,686.	3,686.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	29,206.			29,206.
	22 Printing and publications	35.			35.
	23 Other expenses (attach schedule) ATCH 7	20,365.	13,575.		6,790.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	249,721.	80,652.		159,069.
	25 Contributions, gifts, grants paid	756,500.			756,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,006,221.	80,652.		915,569.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,449,849.			
	b **Net investment income** (if negative, enter -0-)		961,975.		
	c **Adjusted net income** (if negative, enter -0-)				

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*ATCH 4

JSA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

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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	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	367,481.	1,206,454.	1,206,454.
	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 8	11,757,959.	12,858,835.	14,373,545.
	c	Investments - corporate bonds (attach schedule) ATCH 9	1,337,972.	1,405,839.	1,487,464.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	2,000,159.	1,439,033.	1,854,162.
	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)	15,463,571.	16,910,161.	18,921,625.
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	15,463,571.	16,910,161.	
	30	**Total net assets or fund balances** (see instructions)	15,463,571.	16,910,161.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	15,463,571.	16,910,161.	

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	15,463,571.
2	Enter amount from Part I, line 27a	2	1,449,849.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	895.
4	Add lines 1, 2, and 3	4	16,914,315.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	4,154.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,910,161.

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	601,352.
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))
2011	861,916.	17,793,747.	0.048439
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

2	**Total** of line 1, column (d)	2	0.253238
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	0.050648
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,520,478.
5	Multiply line 4 by line 3	5	887,377.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,620.
7	Add lines 5 and 6	7	896,997.
8	Enter qualifying distributions from Part XII, line 4	8	915,569.

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 ▶ [X] and enter 1% of Part I, line 27b	1	9,620.
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	9,620.
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	9,620.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 10,400.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	10,400.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	780.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 780. **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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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* ATCH 13	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 2012, 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)*	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 2012?	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 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** 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 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
ATCH 14		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
ATCH 15		181,543.
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	17,218,074.
b	Average of monthly cash balances	1b	569,213.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,787,287.
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	17,787,287.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	266,809.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,520,478.
6	**Minimum investment return.** Enter 5% of line 5	6	876,024.

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	876,024.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,620.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,620.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	866,404.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	866,404.
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	866,404.

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	915,569.
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	915,569.
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	9,620.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	905,949.

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

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				866,404.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ... 179,730.				
b	From 2008 ... 180,025.				
c	From 2009 ...				
d	From 2010 ... 61,113.				
e	From 2011 ...				
f	**Total** of lines 3a through e	420,868.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 915,569.				
a	Applied to 2011, 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 2012 distributable amount				866,404.
e	Remaining amount distributed out of corpus	49,165.			
5	Excess distributions carryover applied to 2012 *(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	470,033.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7 (see instructions)	179,730.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	290,303.			
10	Analysis of line 9				
a	Excess from 2008 ... 180,025.				
b	Excess from 2009 ...				
c	Excess from 2010 ... 61,113.				
d	Excess from 2011 ...				
e	Excess from 2012 ... 49,165.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail of the person to whom applications should be addressed

ATCH 16

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

PROPOSALS BY MARCH 15TH

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

ATCH 17

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	NONE		SEE STATEMENT 18-22	756,500.
Total . . . . . ▶ **3a**				756,500.
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	2.	
4 Dividends and interest from securities			14	448,897.	
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	33,094.	
8 Gain or (loss) from sales of assets other than inventory			18	601,352.	
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)				1,083,345.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,083,345.

(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 Ann Mead | 8-5-13 | President

Signature of officer or trustee President | 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	[signature]	8-1-13		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

2012

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)

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	THE JAYLEE MEAD 2008 CLAT 2220 DELAWARE AVENUE, 14TH FLOOR WILMINGTON, DE 19801-1621	$ 1,370,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash 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 MEAD FAMILY FOUNDATION

Employer identification number 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

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					-11,525.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-18,010.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					57,308.	
		HIGHLINE SCHWAB 69856608 ST				P		
		PROPERTY TYPE: SECURITIES						
150,000.		163,361.		STMT 23			-13,361.	
		HIGHLINE SCHWAB 69856608 LT				P		
		PROPERTY TYPE: SECURITIES						
4,785,907.		4,221,893.		STMT 23			564,014.	
		HIGHLINE SCHWAB 17642635 LT				P		
		PROPERTY TYPE: SECURITIES						
378,296.		355,370.		STMT 24			22,926.	
TOTAL GAIN(LOSS)							601,352.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SUNTRUST BANK		2.	2.
	TOTAL	2.	2.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST INCOME FROM K-1S	938.	938.
DIVIDENDS INCOME FROM K-1S	329.	329.
OTHER PORTFOLIO INCOME FROM K-1S	74.	74.
CHARLES SCHWAB INTEREST (NET)	8,061.	8,061.
CHARLES SCHWAB DIVIDENDS	398,775.	398,775.
NONTAXABLE INTEREST	40,718.	
MORGAN STANLEY DIVIDENDS	1.	1.
SMITH BARNEY DIVIDENDS	1.	1.
TOTAL	448,897.	408,179.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRINCETON FUTURES FUND: K-1 INCOME	-21,325.	-21,325.
MASTERS FUND II	54,419.	54,419.
TOTALS	33,094.	33,094.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
HIGHLINE-INVESTMENT FEES	60,959.	60,959.	
ARABELLA FEES/REIMBS	61,545.		61,545.
INTENTIONAL PHILANTHROPY FEES	59,039.		59,039.
TOTALS	181,543.	60,959.	120,584.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INT EXP FROM K-1S	198.	198.
TOTALS	198.	198.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN		3,686.	3,686.
EXCISE		10,000.	
	TOTALS	13,686.	3,686.

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	13,574.	13,574.	
DUES	4,970.		4,970.
OFFICE EXPS & SUPPLIES	1,070.		1,070.
BANK FEES	1.	1.	
TOTALS	20,365.	13,575.	6,790.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
DIVIS, CAP GAIN DISTS RECEIV.	8,599.	12,281.	12,281.
FOREIGN TAXES PAYABLE	-8,599.	-12,281.	-12,281.
HIGHLINE SECURITIES 6608	11,757,959.	12,858,835.	14,373,545.
TOTALS	11,757,959.	12,858,835.	14,373,545.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HIGHLINE SECURITIES 2635	1,337,972.	1,405,839.	1,487,464.
TOTALS	1,337,972.	1,405,839.	1,487,464.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CITI PRIVATE SEL FUND I LLC	22,324.	20,980.	21,334.
IVY CLARUS CI LTD, CL C	8,446.		
HAMILTON LANE PRIVATE EQUITY	130,956.	133,178.	160,552.
STEPSTONE MASTERS IV OFF TE A1	423,417.	408,417.	471,218.
PRINCETON FUTURES FUND	937,507.	876,458.	876,458.
ALTERNATIVE INVESTMENT PARTNER	477,509.		
SSB MASTER FUND II OFFSHORE			324,600.
TOTALS	2,000,159.	1,439,033.	1,854,162.

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

DESCRIPTION		AMOUNT
OTHER NET NONTAX/NONDED ITEMS FROM K-1S		895.
	TOTAL	895.

ATTACHMENT 12

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

DESCRIPTION	AMOUNT
NONDEDUCTIBLE SECURITIES BASIS ADJ	4,154.
TOTAL	4,154.

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

ATTACHMENT 13

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
NONSUBSTANTIAL CONTRIBUTORS (< $5,000)		2,725.
TOTAL CONTRIBUTION AMOUNTS		2,725.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH MEAD C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	PRES, TREAS, DIR 2.00	0	0	0
DIANA MEAD C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	VICE PRES, SECY, DIR 2.00	0	0	0
MARILYN MEAD C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	DIRECTOR	0	0	0
RITA BERG C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	DIRECTOR	0	0	0
CHRISTELLE SIOHAN C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	DIRECTOR	0	0	0

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JONATHAN STAUB C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	DIRECTOR	0	0	0
WANDA STAUB C/O INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	DIRECTOR	0	0	0
WILLIAM TUEGEL 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 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ARABELLA PHILANTHROPIC INVEST. ADVISOR 734 15TH STREET, NW, SUITE 600 WASHINGTON, DC 20005 COMPANY WHICH MANAGES THE FOUNDATION ACTIVITY	FOUNDATION MGMT	61,545.
HIGHLINE WEALTH MANAGEMENT ONE PRESERVE PARKWAY #610 ROCKVILLE, MD 20852 INVESTMENT MANAGER/ADVISOR	INVESTMENT ADVISOR	60,959.
INTENTIONAL PHILANTHROPY, LLC 3 BETHESDA METRO CENTER #350 BETHESDA, MD 20814 COMPANY WHICH MANAGES THE FOUNDATION ACTIVITY	FOUNDATION MGMT	59,039.
TOTAL COMPENSATION		181,543.

ATTACHMENT 16

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 17

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

SEE ATTACHED "GUIDELINES FOR PROPOSALS." (STMT 25-26)
OTHER SOLICITED GRANTS ARE AWARDED THROUGH
A THIRD GENERATION BOARD DEVELOPMENT PROGRAM.

2012 Grants List Mead Family Foundation

12/10/2012	37-1516235	ArtStream, Inc	P O Box 76490 Washington, DC 20013	Honorary Speaker Grant	1668	$1,000
6/15/2012	52-2102012	Asian American LEAD	2100 New Hampshire Avenue, NW Washington, DC 20009	To support the well-being of low-income and underserved Asian American youth through education, leadership development and community building	1568	$11,500
6/15/2012	52-2147148	Baltimore Safe and Sound Campaign	2 East Read Street, Third Floor Baltimore, MD 21202	To support the Maryland Out of School Time Network to help promote healthy lifestyles through after-school and summer opportunities for all young people	1569	$25,000
6/15/2012	52-1948149	Bethesda Chevy Chase High School Education Foundation - College Tracks	5126 Manning Drive Bethesda, MD 20814	Discretionary grant to support programs designed to improve college access and success for Montgomery County Public School students most at risk for not getting to college	1574	$10,000
6/15/2012	52-1697917	Bright Beginnings, Inc	128 M Street, NW Washington, DC 20001	To support special needs programs for homeless families with young children	1570	$11,500
6/15/2012	25-1689720	CentroNía	1420 Columbia Road NW Washington, DC 20009	To support affordable quality education programs, professional development and family-support services in a bilingual, multicultural environment	1571	$11,500
6/15/2012	58-1446309	Child and Parent Support Services	107 N Driver St , 3rd Floor Durham, NC 27703	To support the East Durham Children's Initiative	1578	$30,000
6/15/2012	52-1638207	Children's Inn at NIH	7 West Drive Bethesda, MD 20814	To support pediatric patients and their families who are receiving treatments for serious and life-threatening illnesses	1572	$15,000
6/15/2012	22-2882549	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	1573	$11,500
6/15/2012	56-1791366	Communities in Schools of Durham	3412 Westgate Drive, Suite 301 Durham, NC 27707	To support programs empowering students to stay in school and achieve in life	1575	$30,000
1/13/2012	23-7343119	Community Foundation for Montgomery County, affiliate of The Community Foundation for the National Capital Region	8720 Georgia Ave, Suite 202 Silver Spring, MD 20910	To support the Funder's Roundtable luncheon series	1543	$2,500
6/15/2012	23-7343119	Community Foundation for Montgomery County, affiliate of The Community Foundation for the National Capital Region	8720 Georgia Ave, Suite 202 Silver Spring, MD 20910	To support the Sustainable Community Food System Network of Montgomery County	1610	$10,000

STMT 18

2012 Grants List Mead Family Foundation

[redacted]						
6/15/2012	23-7343119	Community Foundation for Montgomery County, affiliate of The Community Foundation for the National Capital Region	8720 Georgia Avenue, Suite 202 Silver Spring, MD 20910	To support the Non-Profit Advancement Fund of Montgomery County	1611	$20,000
6/15/2012	23-7343119	Community Foundation for Montgomery County, affiliate of The Community Foundation for the National Capital Region	8720 Georgia Ave , Suite 202 Silver Spring, MD 20910	To support the Sharing Montgomery Summer Youth Fund	1606	$25,000
12/20/2012	23-7343119	Community Foundation for Montgomery County, affiliate of The Community Foundation for the National Capital Region	8720 Georgia Ave , Suite 202 Silver Spring, MD 20910	To support the Funder's Roundtable luncheon series	1676	$2,500
6/15/2012	56-1271474	Compass Center for Women & Families/Family Violence Prevention Center for Orange County	P O Box 1057 Chapel Hill, NC 27514	To support efforts to prevent and end domestic violence through direct services and community education	1580	$15,000
6/15/2012	52-1118504	Dance Place	3225 8th Street NE Washington, DC 20017	To support performing arts and creative education programs for DC youth	1576	$11,500
6/15/2012	52-2230721	DC SCORES	1224 M St NW Suite 200 Washington, D C 20005	To support after-school programs for DC youth	1577	$11,500
6/15/2012	56-2011661	El Centro	201 West Main St , Suite 100 Durham, NC 27701	To support programs to strengthen the Latino community and improve the quality of life of Latino residents in Durham and Orange counties	1579	$15,000
6/15/2012	52-1736536	The Fishing School	4737 Meade Street, NE Washington, D C 20019	To support after-school programs for at-risk youth	1581	$11,500
6/15/2012	53-0196603	Georgetown University (Meyers Institute for College Preparation)	Office of Advancement 3300 Whitehaven St , NW Ste 4000 Washington, D C 20007	To support pre-college academic enrichment programs for DC area public middle and high school students	1582	$11,500
6/15/2012	54-1774039	Guidestar	1730 Pennsylvania Ave NW, Suite 250 Washington, DC 20006	Honorary Speaker Grant	1583	$1,000
6/15/2012	52-1383374	Higher Achievement Program	317 8th Street NE Washington, DC 20002	To support after-school programs promoting college preparation	1584	$11,500
6/15/2012	52-1591455	Hospice Caring	518 South Frederick Avenue Gaithersburg, MD 20877	To support services for those facing life threatening illnesses or grieving the death of a family member or loved one	1585	$15,000

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2012 Grants List Mead Family Foundation

6/15/2012	52-2120012	Identity	414 East Diamond Ave Gaithersburg, MD 20877	To support programs and services for disadvantaged Latino youth and families in Montgomery County, Maryland	1586	$15,000
12/10/2012	52-2120012	Identity	414 East Diamond Ave Gaithersburg, MD 20877	Honorary Speaker Grant	1669	$1,000
6/15/2012	56-1753180	Inter-Faith Food Shuttle	P O Box 14638 Raleigh, NC 27620	To support programs that provide solutions designed to end hunger in North Carolina communities	1587	$20,000
6/15/2012	52-1072684	Interfaith Works	114 W Montgomery Ave Rockville, MD 20850	To support services and programs engaging faith based communities that help the poor through service, education and advocacy	1588	$15,000
2/24/2012	52-1970904	KaBOOM!	4455 Connecticut Ave NW, Suite B100 Washington, DC 20008	Discretionary grant to support the acquisition of two Imagination Playgrounds in a Cart™ (the "IPCs"), which shall be donated to Zellwood Community Center	1554	$20,000
6/15/2012	27-0446845	KidzNotes	120 Morris St Durham, NC 27701	To support free-of-charge, classical orchestral instruction for youth in Durham, North Carolina	1589	$30,000
6/15/2012	52-1023074	Latin American Youth Center	1419 Columbia Rd NW Washington, DC 20009	To support programs for youth and families	1590	$11,500
6/15/2012	52-2076894	Life Pieces to Masterpieces	1600 Otis St, NE Washington, D C 20018	To support art education for low-income young men in Washington D C	1591	$11,500
6/15/2012	52-1289203	Manna Food Center	9311 Gaither Road Gaithersburg, MD 20877	To support the elimination of hunger in Montgomery County through food distribution, education, and advocacy	1592	$20,000
6/15/2012	52-1186071	Martha's Table	2114 14th St NW Washington, D C 20009	To support at-risk children, youth, families and individuals by providing educational programs, food, clothing and enrichment opportunities	1593	$11,500
6/15/2012	52-0681147	Mental Health Association of Montgomery County	1000 Twinbrook Parkway Rockville, MD 20851	To support advocacy, education and community service programs supporting mental wellness	1594	$25,000
6/15/12	52-6000980	Montgomery County Department of Health and Human Services	401 Hungerford Drive 7th Floor Rockville, MD 20850	To support a school health services pilot program to prevent childhood obesity	1595	$20,000

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2012 Grants List Mead Family Foundation

6/15/12	52-6000989	Montgomery County Public Schools	850 Hungerford Drive Rockville, Maryland 20855	To support access to healthy foods for school-aged children	1596	$25,000
6/15/2012	52-1007373	N Street Village	1333 N St NW Washington, D C 20005	Discretionary grant to support programs and services for homeless and low-income women	1597	$5,000
6/15/2012	52-0591586	National Center for Children and Families	6301 Greentree Road Bethesda, MD'20817-3368	To support four social service divisions that create healthy living environments for vulnerable children, youth and families	1598	$20,000
6/15/2012	52-1702813	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 family's development	1599	$15,000
12/10/2012	52-0798339	National Museum of American Jewish Military History	1811 R Street NW Washington, DC 20009	Discretionary grant to support the New Exhibit Fund	1670	$5,000
12/10/2012	20-4264212	Nonprofit Village	12320 Parklawn Drive Rockville, MD 20850	To support Nonprofit Village operations	1671	$10,000
6/15/2012	20-3029784	North Carolina Arts in Action	P O Box 51277 Durham, NC 27717	To support arts education for youth in North Carolina	1600	$15,000
6/15/2012	52-1973795	Red Wiggler Community Farm	PO Box 968 Clarksburg, MD 20876	To support Red Wiggler's Active People and Healthy Food program	1602	$25,000
6/15/2012	52-1973795	Red Wiggler Community Farm	PO Box 968 Clarksburg, MD 20876	Honorary Speaker Grant	1672	$1,000
1/11/2012	52-1888617	Safe Shores - DC Children's Advocacy Center	429 O Street, NW Washington, D C 20001	To support crisis intervention and therapy for child and adolescent victims of sexual assault	1541	$10,000
6/15/2012	52-1888617	Safe Shores - DC Children's Advocacy Center	429 O Street, NW Washington, D C 20001	To support crisis intervention and therapy for child and adolescent victims of sexual assault	1603	$11,500
6/15/2012	51-2113471	Sitar Arts Center	1700 Kalorama Road, NW, Suite 101 Washington, DC 20009	To support after-school visual and performing arts programs	1605	$11,500

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2012 Grants List Mead Family Foundation

6/15/2012	56-1876445	South Eastern Efforts Developing Sustainable Spaces	706 Gilbert St Durham, NC 27701	To support garden based education programs for youth in North Carolina	1604	$15,000
6/15/2012	31-1677181	Through The Kitchen Door	3305 Pauline Drive Chevy Chase, MD 20815	To support healthy eating education for youth and families	1607	$15,000
6/15/2012	20-3932082	Trawick Foundation - Team of Stars	7979 Old Georgetown Road Bethesda, MD 20814	To support Project Change and the Team of Stars collaboration strengthening local nonprofits working together	1601	$30,000
6/15/2012	52-1938443	Urban Alliance Foundation	2030 Q Street NW Washington DC 20009	To support high school internship programs	1608	$11,500
12/10/2012	52-1693387	World Wildlife Fund	1250 24th St NW Washington DC 20036	Discretionary grant to support WWF's People and Conservation work in Borneo	1673	$5,000
6/15/2012	52-2102391	Young Playwrights Theater, Inc	2437 15th St NW Washington DC 20009	Discretionary grant to support writing and theater programs for DC youth	1612	$5,000

$756,500

STMT 22

REALIZED GAINS AND LOSSES

HIGHLINE

Mead Family Foundation
Charles Schwab Institutional Account #69856608
January 01, 2012 to December 31, 2012

Realized Gains and Losses Summary	Cost Basis	Proceeds	Gains / Losses
Short Term	163,361 49	150,000 00	(13,361 49)
Long Term	4,221,893 32	4,785,907 49	564,014 17
Total Realized Gains and Losses	$4,385,254 81	$4,935,907 49	$550,652 68

Realized Gains and Losses

Open Date	Close Date	Security Name	Quantity	Cost Basis	Proceeds	Short Term	Long Term
9/2/2009	2/3/2012	RYDEX SGI MGD FUTURES STRATEGY FD INST	21,778 09	587,000 00	511,547 40		(75,452 60)
9/2/2009	2/3/2012	THORNBURG VALUE FUND INST CL	21,145 75	605,000 00	710,054 39		105,054 39
9/2/2009	2/3/2012	EDGEWOOD GROWTH INSTL	42,779 19	403,000 00	549,264 84		146,264 84
9/2/2009	5/30/2012	LEUTHOLD ASSET ALLOC INST CL	62,062 65	532,749 75	617,503 32		84,753 57
9/2/2009	6/8/2012	ISHARES TRUST S&P 500 S&P 500 INDEX	2,601 00	261,600 77	346,650 96		85,050 19
9/2/2009	6/8/2012	ISHARES TRUST S&P 500 S&P 500 INDEX	300 00	30,170 91	39,982 81		9,811 90
9/2/2009	6/8/2012	ISHARES TRUST S&P 500 S&P 500 INDEX	100 00	10,057 00	13,327 60		3,270 60
2/6/2012	6/8/2012	ASG MGD FUTURES STRATEGY FD CL Y	15,875 13	163,361 49	150,000 00	(13,361 49)	
9/2/2009	11/13/2012	THORNBURG INTL VALUE FD INST CLASS	21,864 64	504,000 00	579,393 01		75,393 01
1/29/2009	11/13/2012	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND	1,175 00	46,968 81	61,943 85		14,975 04
9/2/2009	11/13/2012	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND	4,135 00	212,869 80	217,989 62		5,119 82
9/2/2009	11/13/2012	ISHARES TR MSCI EAFE FD MSCI EAFE INDEX FUND	8,400 00	432,432 00	442,832 59		10,400 59
9/2/2009	11/13/2012	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FI	16,991 00	596,044 28	695,417 10		99,372 82

STMT 23

REALIZED GAINS AND LOSSES

HIGHLINE

Mead Family Foundation - Breckinridge Core Taxable
Charles Schwab Institutional Account #17642635
January 01, 2012 to December 31, 2012

Realized Gains and Losses Summary	Adjusted Cost Basis	Proceeds	Gains / Losses
Short Term	-	-	-
Long Term	355,369 58	378,295 50	22,925 92
Total Realized Gains and Losses	$355,369 58	$378,295 50	$22,925 92

Realized Gains and Losses

Open Date	Close Date	Security Name	Quantity	Adjusted Cost Basis	Proceeds	Short Term	Long Term
10/1/2009	2/1/2012	Duluth MN Indpt Sch Dist 709 CTFS *Coupon 2 3% Matures 2/1/2012*	50,000 00	50,000 00	50,000 00		-
9/24/2009	3/19/2012	VA Public Building Authority/VA *Coupon 3 8% Matures 8/1/2012*	50,000 00	50,245 73	50,457 50		211 77
9/24/2009	8/30/2012	Chicago Board of Education/IL *Coupon 5 1% Matures 12/1/2020*	50,000 00	50,025 93	56,912 50		6,886 57
10/14/2009	9/1/2012	East Bay Regional Park District *Coupon 2 3% Matures 9/1/2012*	50,000 00	50,000 00	50,000 00		-
10/8/2009	9/19/2012	County of Salt Lake UT *Coupon 4 4% Matures 12/15/2019*	50,000 00	50,079 77	58,045 50		7,965 73
5/18/2010	10/4/2012	L'Anse Creuse Pub Schs *Coupon 5 0% Matures 5/1/2019*	60,000 00	60,018 15	67,880 00		7,861 85
10/28/2010	11/1/2012	ME Muni Bond Bank *Coupon 1 0% Matures 11/1/2012*	45,000 00	45,000 00	45,000 00		-

STMT 24

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

mead
family
foundation

3 Bethesda Metro Center, Suite 350, Bethesda, MD 20814
Tel: (301)761-4433 Fax: (301) 761-4454
Email: info@meadfamilyfdn.org
Website: www.meadfamilyfdn.org
"Empowering youth to have crisis-free lives,
strong families and excellent education."

GUIDELINES FOR APPLICATIONS
(2012)

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

The application deadline is as follows:

Applications are due **April 15th** and grant awards are made in June.

- 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 of $15,000 or above 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.

The grant report deadline is as follows:

- The grant report deadline is **April 15th** of the following year.

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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 26

Form **8868** (Rev January 2013) 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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions MEAD FAMILY FOUNDATION	Employer identification number (EIN) or 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 INTENTIONAL PHILANTHROPY LLC	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions BETHESDA, MD 20814	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	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 ▶ INTENTIONAL PHILANTHROPY LLC

Telephone No ▶ 301 761-4433 FAX No ▶ 301 761-4454

- 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 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 12 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**	$ 13,400.
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**	$ 10,400.
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**	$ 3,000.

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