Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 05/01, 2013, and ending 04/30, 2014

Name of foundation: THE MEAD FAMILY FOUNDATION
FKA THE SCOTT & SULING MEAD FOUNDATION

A Employer identification number: 13-3921104

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 73, BOWLING GREEN STATION

Room/suite:

B Telephone number (see instructions): (518) 640-5000

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10274-0073

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: ☒ 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) ▶ $ 7,920,982.

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,479,415.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	15.	15.		ATCH 1
4	Dividends and interest from securities	118,075.	118,075.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,702,616.			
b	Gross sales price for all assets on line 6a 4,104,918.				
7	Capital gain net income (from Part IV, line 2)		1,702,616.		
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	21,990.	21,990.		
12	**Total.** Add lines 1 through 11	3,322,111.	1,842,696.		
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	7,580.	0.		
c	Other professional fees (attach schedule)				
17	Interest ATCH 5	168.	168.		
18	Taxes (attach schedule) (see instructions) ATCH 6	29,429.	12,429.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	75,626.	75,626.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	112,803.	88,223.		
25	Contributions, gifts, grants paid	2,161,748.			2,161,748.
26	**Total expenses and disbursements** Add lines 24 and 25	2,274,551.	88,223.	0	2,161,748.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,047,560.			
b	**Net investment income** (if negative, enter -0-)		1,754,473.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue
Operating and Administrative Expenses

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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	34,866.	13,967.	18,866.
	2 Savings and temporary cash investments	346,242.	219,978.	219,978.
	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)	0.	3,234.	ATCH 8 3,259.
	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	2,898,298.	3,228,714.	3,305,854.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	4,146,312.	3,789,566.	4,373,025.
	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)	7,425,718.	7,255,459.	7,920,982.
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	7,425,718.	7,255,459.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	7,425,718.	7,255,459.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	7,425,718.	7,255,459.	

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	7,425,718.
2	Enter amount from Part I, line 27a	2	1,047,560.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,473,278.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	1,217,819.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,255,459.

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	1,702,616.
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))
2012	1,097,101.	7,658,800.	0.143247
2011	1,624,657.	8,342,025.	0.194756
2010	1,309,231.	9,231,851.	0.141817
2009	352,684.	9,670,697.	0.036469
2008	413,039.	10,212,854.	0.040443

2 Total of line 1, column (d)	2	0.556732
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	0.111346
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,822,595.
5 Multiply line 4 by line 3	5	871,015.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,545.
7 Add lines 5 and 6	7	888,560.
8 Enter qualifying distributions from Part XII, line 4	8	2,161,748.

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	17,545.
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	17,545.
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	17,545.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 21,160.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	31,160.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	13,615.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 13,615. **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?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* ATCH 12	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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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) ▶ DISTRICT OF COLUMBIA			
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.* ATCH 13	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 2013 or the taxable year beginning in 2013 (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*	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 ▶ AYCO COMPANY, L.P. - NTG Telephone no ▶ (518)640-5000			
	Located at ▶ 25 BRITISH AMERICAN BLVD. LATHAM, NY ZIP+4 ▶ 12110			
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			
16	At any time during calendar year 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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	N/A	
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 2013 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 2013)*	3b	N/A	
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 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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**	N/A	
	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? N/A ☐ 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**	N/A	

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
N/A		0	0	0

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A	NONE	0
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION IS NOT INVOLVED IN ANY CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER IRC SEC. 501(C)(3).	NONE
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 N/A	NONE
2	
All other program-related investments See instructions	
3 N/A	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	2,371,729.
b	Average of monthly cash balances	1b	966,400.
c	Fair market value of all other assets (see instructions)	1c	4,603,592.
d	**Total** (add lines 1a, b, and c)	1d	7,941,721.
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	7,941,721.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,126.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,822,595.
6	**Minimum investment return.** Enter 5% of line 5	6	391,130.

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	391,130.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,545.		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	17,545.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	373,585.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	373,585.
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	373,585.

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	2,161,748.
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	2,161,748.
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	17,545.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,144,203.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				373,585.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ...... 0.				
b	From 2009 ...... 0.				
c	From 2010 ...... 861,292.				
d	From 2011 ...... 1,220,142.				
e	From 2012 ...... 721,739.				
f	**Total** of lines 3a through e	2,803,173.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,161,748.				
a	Applied to 2012, 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 2013 distributable amount				373,585.
e	Remaining amount distributed out of corpus	1,788,163.			
5	Excess distributions carryover applied to 2013 *(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	4,591,336.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
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 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	4,591,336.			
10	Analysis of line 9				
a	Excess from 2009 ... 0.				
b	Excess from 2010 ... 861,292.				
c	Excess from 2011 ... 1,220,142.				
d	Excess from 2012 ... 721,739.				
e	Excess from 2013 ... 1,788,163.				

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 2013, enter the date of the ruling . . . . ▶

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

	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(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))

E. SCOTT 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 ▶ [X] 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 address of the person to whom applications should be addressed.

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
ATCH 15				
Total . . . . ▶ **3a**				2,161,748.
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	15.	
4 Dividends and interest from securities			14	118,075.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	1,652,244.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16				72,362.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,842,696.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,842,696.

(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)
N/A	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 3/10/15 | 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
CHRISTINE W. DIIONNA		3/4/15		P00999533

Firm's name ▶ THE AYCO COMPANY, L.P. — Firm's EIN ▶ 33-1187432

Firm's address ▶ PO BOX 15014 ALBANY, NY 12212-5014 — Phone no 518-640-5000

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE MEAD FAMILY FOUNDATION FKA THE SCOTT & SULING MEAD FOUNDATION	13-3921104

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE MEAD FAMILY FOUNDATION FKA THE SCOTT & SULING MEAD FOUNDATION

Employer identification number 13-3921104

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	E. SCOTT MEAD P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	$ 775,175.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
2	E. SCOTT MEAD P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	$ 704,240.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization THE MEAD FAMILY FOUNDATION
FKA THE SCOTT & SULING MEAD FOUNDATION

Employer identification number 13-3921104

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
1	5,000 SHS GOLDMAN SACHS GROUP, INC.	$ 775,175.	05/15/2013
2	4,000 SHS GOLDMAN SACHS GROUP, INC.	$ 704,240.	12/24/2013
		$	
		$	
		$	
		$	

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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.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust: THE MEAD FAMILY FOUNDATION
FKA THE SCOTT & SULING MEAD FOUNDATION

Employer identification number: 13-3921104

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	661,475.	572,046.		89,429.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	20,459.
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	109,888.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	3,170,771.	1,830,256.		1,340,515.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	244,684.
13 Capital gain distributions	13	7,529.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	1,592,728.

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
17	**Net short-term gain or (loss)**	17			109,888.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			1,592,728.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			1,702,616.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 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 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, 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 18a and 19 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 18b, col (2) or line 18c, 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 18a and 19 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 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	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)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24 If zero or less, enter -0-	26	
27	Subtract line 26 from line 21 If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS #3318	15.	15.
TOTAL	15.	15.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS #3317	2,906.	2,906.
GOLDMAN SACHS #3318	84,301.	84,301.
GOLDMAN SACHS #9545	42.	42.
GS MEZZ PTNS V OFFSHORE LP	4,892.	4,892.
GMS ALPHA PLUS II K-1 - DIVS	12,899.	12,899.
GS CAPITAL PTRS V INSTL LP - INT	1,437.	1,437.
GS CAPITAL PTRS V INSTL LP - DIVS	3,891.	3,891.
GS CAPITAL PTRS VI PARALLEL LP-INT	5,302.	5,302.
GS CAPITAL PTRS VI PARALLEL LP-DIVS	2,405.	2,405.
TOTAL	118,075.	118,075.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PORTFOLIO INCOME	-821.	-821.
ORDINARY BUSINESS INCOME	5.	5.
SECTION 988 GAIN/LOSS K-1S	22,806.	22,806.
TOTALS	21,990.	21,990.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEE	7,580.			
TOTALS	7,580.			

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT INTEREST EXPENSE	168.	168.
TOTALS	168.	168.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID		12,429.	12,429.
FEDERAL TAX PAID		17,000.	0.
	TOTALS	29,429.	12,429.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MANAGEMENT FEES	63,684.	63,684.
OTHER PORTFOLIO DEDUCTIONS	11,834.	11,834.
NON-DEDUCTIBLE EXPENSE	108.	108.
TOTALS	75,626.	75,626.

ATTACHMENT 8

FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: E. SCOTT MEAD	
REPAYMENT TERMS:	AS SOON AS POSSIBLE
PURPOSE OF LOAN:	PAYMENT OF EXPENSES FOR A DISQUALIFIED PERSON
DESCRIPTION AND FMV OF CONSIDERATION:	CASH $3,259

ENDING BALANCE DUE	3,234.
ENDING FAIR MARKET VALUE	3,259.
TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC.	3,234.
TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC.	3,259.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS #3318	2,712,110.	3,008,161.	3,070,593.
GOLDMAN SACHS #3317	153,212.	245,294.	244,566.
GOLDMAN SACHS #9545	-18,516.	-24,741.	-9,305.
GOLDMAN SACHS #0649	51,492.	0.	0.
TOTALS	2,898,298.	3,228,714.	3,305,854.

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GS CAPITAL PTRS V INSTL LP	404,824.	413,276.	448,339.
GS CAPITAL PTRS VI PARALLEL LP	522,301.	524,036.	524,161.
GS CAP.PTRS VI PARALLEL AIV	62,296.	61,315.	61,315.
GS ALPHA PLUS II MGRS FUND	699,921.	762,515.	1,229,488.
GS MEZZ 2006 OFFSHORE FUND	419,138.	135,517.	236,836.
GS MEZZ PTRS V OFFSHORE LP	355,478.	358,141.	312,596.
HEALTHPOINT CAPITAL PTRS II	406,379.	284,766.	284,766.
GS PRINCETON FUND	1,000,000.	1,000,000.	1,028,081.
ARTISAN INTERNATIONAL FUND	0.	250,000.	247,443.
TOTALS	4,146,312.	3,789,566.	4,373,025.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
APPRECIATION OVER DONOR'S COST BASIS FOR STOCK DONATED TO THE FOUNDATION	1,217,819.
TOTAL	1,217,819.

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

AMENDMENT OF INDENTURE TO CHANGE THE NAME OF THE FOUNDATION
02/29/2008 - SEE DOCUMENT ATTACHED

AMENDMENT OF TRUST

WHEREAS, under an Indenture dated October 1, 1996 between E. Scott Mead, as Donor, and E. Scott Mead, Suling C. Mead and James M. Mead, as Trustees (the "Indenture"), The Scott & Suling Mead Foundation (the "Foundation") was created for the purposed therein described; and

WHEREAS, Article EIGHTH of the Indenture provides, in pertinent part, as follows:

> "The Trustees acting from time to time may amend this Indenture... by an instrument signed by all Trustees then acting, provided that the Indenture shall not be amended in any way which will alter or jeopardize the exemption of the trust from United States Federal income taxation as a charitable trust. An amendment of the trust shall be valid only if it includes this restriction on any future amendments."

; and

WHEREAS, the current Trustees of the Foundation, E. Scott Mead, Suling C. Mead and Hope Mead Wynn, now desire to amend the Indenture, solely in order to change the name by which the Foundation is known.

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH:

Pursuant to the above-quoted provisions of Article EIGHTH of the Trust, the undersigned, E. SCOTT MEAD, SULING C. MEAD and HOPE MEAD WYNN, hereby amend the Indenture as follows:

FIRST: Article NINTH is hereby amended and restated to read as follows:

> "NINTH: This Indenture shall take effect upon acceptance by the Trustees and shall be administered under and in all respects shall be construed and regulated by the laws of the District of Columbia. The Donor intends the trust created hereunder to be an exempt organization established and administered in the United States of America. The trust shall be known as "The Mead Family Foundation."

SECOND: The Trustees hereby ratify and confirm the Indenture except insofar as hereby amended.

THIRD: This instrument may be executed in counterparts or copies, each of which so executed shall be deemed an original, but all such counterparts shall be taken together to constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 29th day of February, 2008.

____
E. SCOTT MEAD,
Trustee

____
SULING C. MEAD,
Trustee

____
HOPE MEAD WYNN,
Trustee

counterparts shall be taken together to constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 27th day of February, ~~2007~~ 2008.

E. SCOTT MEAD,
Trustee

SULING C. MEAD,
Trustee

HOPE MEAD WYNN,
Trustee

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

This instrument was acknowledged before me on the 8th day of September in the year 2007 by E. SCOTT MEAD.

Notary Public
My commission expires: April 29, 2010
ZENA TOSLOV
Notary Public, State of New York
No. 02YO6073853
Qualified in New York County
Commission Expires April 29, 2010

STATE OF NEW YORK)
: ss.:
COUNTY OF New York)

This instrument was acknowledged before me on the 29th day of February in the year ~~2007~~ 2008 by SULING C. MEAD.

Hadley Debevoise
Notary Public
My commission expires: October 23, 2010
HADLEY DEBEVOISE
Notary Public, State of New York
No. 01DE6155004
Qualified in New York County
Commission Expires Oct. 23, 2010

STATE OF NEW YORK)
: ss.:
COUNTY OF)

This instrument was acknowledged before me on the 9 day of in the year 2007 by HOPE MEAD WYNN.

Notary Public
My commission expires:

STATE OF NEW YORK)
: ss.:
COUNTY OF)

This instrument was acknowledged before me on the day of in the year 2007 by E. SCOTT MEAD.

Notary Public
My commission expires:

STATE OF NEW YORK)
: ss.:
COUNTY OF)

This instrument was acknowledged before me on the day of in the year 2007 by SULING C. MEAD.

Notary Public
My commission expires:

STATE OF ~~NEW YORK~~ New Mexico)
: ss.:
COUNTY OF Bernalillo)

This instrument was acknowledged before me on the 12th day of Sept. in the year 2007 by HOPE MEAD WYNN.

Karen Lu Hofman
Notary Public
My commission expires: 11-18-2009

ATTACHMENT 13

FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

THE DISTRICT OF COLUMBIA DOES NOT REQUIRE A TAX FILING FOR TAX EXEMPT PRIVATE FOUNDATIONS.

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
E. SCOTT MEAD P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0	0	0
SULING C. MEAD P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	0	0	0
HOPE MEAD WYNN P.O. BOX 73, BOWLING GREEN STATION NEW YORK, NY 10274-0073	TRUSTEE AS NEEDED	0	0	0
	GRAND TOTALS	0	0	0

THE MEAD FAMILY FOUNDATION 13-3921104

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE 501(C)3	GENERAL CHARITABLE PURPOSES	2,161,748.
		TOTAL CONTRIBUTIONS PAID	2,161,748.

THE MEAD FAMILY FOUNDATION
CHARITABLE CONTRIBUTION LIST
FYE: 4/30/2014

Date	Check #	Payee		Amount
05/03/13	316	Tate Foundation, London, UK		5,722 40
05/03/13		Leuka 2000 Ltd , London, UK		17,105 00
03/22/13	315	Royal Academy, London, UK		6,101 87
06/21/13	285	Royal Opera House, London, UK		4,239 35
12/12/13	286	Contemporary Art Society, London, UK		3,273 60
03/04/14		Leuka 2000 Ltd , London, UK		7,524 45
03/24/14	321	Parasol Unit, London, UK		2,472 60
03/27/14	319	Royal Academy of Arts Burlington House, London, UK		6,617 60
03/31/14	320	The Whitechapel Gallery, London, UK		1,663 70
04/03/14	322	Cancer Research UK, London, UK		2,495 10
04/24/14	323	American Friends of English National Opera, London, UK		1,680 40
06/18/13		Room to Read, San Francisco, CA		155,000 00
07/09/13		Clinton Global Initiative, New York, NY		20,000 00
07/09/13		Council on Foreign Relations, New York, NY		500 00
07/09/13		Room to Read, San Francisco, CA		2,091 52
03/17/14		Tate Americas Foundation, New York, NY	$	16,615 00
06/28/13		Trustees of Phillips Academy, Andover, MA		500,000 00
06/28/13		President & Fellows of Harvard College, Cambridge, MA		249,000 00
07/31/13		Courtauld Institute of Art, London, UK		155,000 00
09/30/13		Ushers New Look, Duluth, GA		25,000 00
02/10/14		Henry Street Settlement, New York, NY		2,000 00
03/12/14		The Michael Wolk Heart Foundation, New York, NY		1,000 00
03/28/14		International Center of Photography, New York, NY		63,250 00
07/30/13		Great Ormond Street Hospital, London, UK		384,325.00
09/12/13		Royal Marsden Cancer Charity, London, UK		15,764 00
01/16/14		The Photographers Gallery LTD, London, UK		14,916 71
04/04/14		Emmanuel College, Cambridge, MA		498,390 00
		Total Charitable Contributions	$	2,161,748.30

ALL CONTRIBUTIONS WERE MADE TO THE GENERAL PURPOSE FUND OF PUBLIC CHARITABLE ORGANIZATIONS THAT WERE CLASSIFIED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE CONTRIBUTIONS PAID TO FOREIGN CHARITIES ARE CONSIDERED TO HAVE EXPENDITURE RESPONSIBILITY UNDER REG. SEC. 53-4945-5D

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER PORTFOLIO INCOME			01	-821.	
ORDINARY BUSINESS INCOME			01	5.	
SECTION 988 GAIN/(LOSS)			01	22,806.	
FOREIGN EXCHANGE GAIN/(LOSS)			01	50,372.	
TOTALS				72,362.	

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074

Department of the Treasury
Internal Revenue Service

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*.

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013

Attachment Sequence No **12A**

Name(s) shown on return: THE MEAD FAMILY FOUNDATION

Social security number or taxpayer identification number: 13-3921104

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
GOLDMAN SACHS #3317	VAR	VAR	57,333.	57,417.			-84.
GOLDMAN SACHS #3318	VAR	VAR	219,706.	227,505.			-7,799.
GOLDMAN SACHS #0649	12/19/2012	07/03/2013	285.	321.			-36.
GOLDMAN SACHS #9545	VAR	VAR	95,576.	3,182.			92,394.
GS MEZZ 2006 OFFSHORE FUND	VAR	VAR	288,575.	283,621.			4,954.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked)▶			661,475.	572,046.			89,429.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
THE MEAD FAMILY FOUNDATION	13-3921104

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
GOLDMAN SACHS #3317	VAR	VAR	150,542.	146,200.			4,342.
GOLDMAN SACHS #3318	VAR	VAR	2,414,344.	1,156,576.			1,257,768.
GOLDMAN SACHS #0649	VAR	07/03/2013	46,351.	51,171.			-4,820.
GS MEZZ PTRS V OFFSHOR LP	VAR	VAR	183,052.	179,106.			3,946.
GS L/S CREDIT STRATEGIES FUND	VAR	VAR	326,110.	297,203.			28,907.
GAIN ON FOREIGN CURRENCY	VAR	VAR	50,372.	0.			50,372.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			3,170,771.	1830256.			1340515.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

THE MEAD FAMILY FOUNDATION FYE: 4/30/2014
SCHEDULE D ATTACHMENT
EIN: 13-3921104

Description	Acq Date	Sell Date	Quantity	Cost Basis	Proceeds	Gain/Loss		Acct #
GS #3317								
GS Core Fixed Inc I Mutual	06/29/12	06/12/13	57 020	$ 600 39	$ 597 00	$ (3 39)	ST	#3317
GS Core Fixed Inc I Mutual	07/31/12	06/12/13	40 830	$ 435 68	$ 427 49	$ (8 19)	ST	#3317
GS Core Fixed Inc I Mutual	08/31/12	06/12/13	40 800	$ 436 19	$ 427 18	$ (9 01)	ST	#3317
GS Core Fixed Inc I Mutual	09/28/12	06/12/13	39 630	$ 424 44	$ 414 93	$ (9 51)	ST	#3317
GS Core Fixed Inc I Mutual	10/31/12	06/12/13	21 590	$ 231 89	$ 226 05	$ (5 84)	ST	#3317
GS Core Fixed Inc I Mutual	11/30/12	06/12/13	22 750	$ 244 05	$ 238 19	$ (5 86)	ST	#3317
GS Core Fixed Inc I Mutual	12/31/12	06/12/13	41 650	$ 445 68	$ 436 08	$ (9 60)	ST	#3317
GS Core Fixed Inc I Mutual	01/31/13	06/12/13	20 410	$ 216 70	$ 213 69	$ (3 01)	ST	#3317
GS Core Fixed Inc I Mutual	02/28/13	06/12/13	20 100	$ 214 29	$ 210 45	$ (3 84)	ST	#3317
GS Core Fixed Inc I Mutual	03/28/13	06/12/13	18 910	$ 201 36	$ 197 99	$ (3 37)	ST	#3317
GS Core Fixed Inc I Mutual	04/30/13	06/12/13	19 040	$ 204 72	$ 199 35	$ (5 37)	ST	#3317
GS Core Fixed Inc I Mutual	05/31/13	06/12/13	19 390	$ 204 79	$ 202 77	$ (2 02)	ST	#3317
GS High Yield Floating Rate Fd Inst'l	02/03/14	03/12/14	4,955 400	$ 50,000 00	$ 50,000 00	$ -	ST	#3317
GS High Yield Instl	06/29/12	06/13/13	101 000	$ 720 12	$ 736 29	$ 16 17	ST	#3317
GS High Yield Instl	07/31/12	06/13/13	25 600	$ 185 06	$ 186 62	$ 1 56	ST	#3317
GS High Yield Instl	08/31/12	06/13/13	26 580	$ 192 98	$ 193 77	$ 0 79	ST	#3317
GS High Yield Instl	09/28/12	06/13/13	26 310	$ 192 61	$ 191 80	$ (0 81)	ST	#3317
GS High Yield Instl	10/31/12	06/13/13	26 490	$ 194 67	$ 193 11	$ (1 56)	ST	#3317
GS High Yield Instl	11/30/12	06/13/13	27 370	$ 201 69	$ 199 53	$ (2 16)	ST	#3317
GS High Yield Instl	12/12/12	06/13/13	80 460	$ 588 97	$ 586 55	$ (2 42)	ST	#3317
GS High Yield Instl	12/12/12	06/13/13	8 430	$ 61 69	$ 61 45	$ (0 24)	ST	#3317
GS High Yield Instl	12/31/12	06/13/13	27 990	$ 204 59	$ 204 05	$ (0 54)	ST	#3317
GS High Yield Instl	01/31/13	06/13/13	27 680	$ 203 99	$ 201 79	$ (2 20)	ST	#3317
GS High Yield Instl	02/28/13	06/13/13	25 404	$ 187 21	$ 185 19	$ (2 02)	ST	#3317
GS High Yield Instl	02/28/13	06/28/13	2 756	$ 20 31	$ 19 81	$ (0 49)	ST	#3317
GS High Yield Instl	03/28/13	06/28/13	26 940	$ 199 91	$ 193 69	$ (6 22)	ST	#3317
GS High Yield Instl	04/30/13	06/28/13	26 970	$ 201 68	$ 193 91	$ (7 77)	ST	#3317
GS High Yield Instl	05/31/13	06/28/13	27 110	$ 202 26	$ 194 66	$ (7 60)	ST	#3317
GS Core Fixed Inc I Mutual	08/11/11	06/05/13	6,635 070	$ 67,743 93	$ 70,000 00	$ 2,256 07	LT	#3317
GS Core Fixed Inc I Mutual	08/11/11	06/12/13	3,747 573	$ 38,262 64	$ 39,237 09	$ 974 45	LT	#3317
GS Core Fixed Inc I Mutual	08/31/11	06/12/13	60 480	$ 618 67	$ 633 23	$ 14 56	LT	#3317
GS Core Fixed Inc I Mutual	09/30/11	06/12/13	68 360	$ 701 34	$ 715 73	$ 14 39	LT	#3317
GS Core Fixed Inc I Mutual	10/31/11	06/12/13	72 410	$ 742 92	$ 758 13	$ 15 21	LT	#3317
GS Core Fixed Inc I Mutual	11/30/11	06/12/13	63 450	$ 649 77	$ 664 32	$ 14 55	LT	#3317
GS Core Fixed Inc I Mutual	12/30/11	06/12/13	64 200	$ 662 57	$ 672 17	$ 9 60	LT	#3317
GS Core Fixed Inc I Mutual	01/31/12	06/12/13	65 580	$ 682 72	$ 686 62	$ 3 90	LT	#3317
GS Core Fixed Inc I Mutual	02/29/12	06/12/13	66 150	$ 688 61	$ 692 59	$ 3 98	LT	#3317
GS Core Fixed Inc I Mutual	03/30/12	06/12/13	68 180	$ 706 29	$ 713 84	$ 7 55	LT	#3317
GS Core Fixed Inc I Mutual	04/30/12	06/12/13	79 140	$ 827 06	$ 828 60	$ 1 54	LT	#3317
GS Core Fixed Inc I Mutual	05/31/12	06/12/13	74 450	$ 784 68	$ 779 49	$ (5 19)	LT	#3317
GS High Yield Instl	04/30/10	06/05/13	234 936	$ 1,686 83	$ 1,724 43	$ 37 60	LT	#3317
GS High Yield Instl	05/28/10	06/05/13	378 790	$ 2,609 87	$ 2,780 31	$ 170 44	LT	#3317
GS High Yield Instl	06/30/10	06/05/13	296 300	$ 2,050 42	$ 2,174 84	$ 124 42	LT	#3317
GS High Yield Instl	07/30/10	06/05/13	142 820	$ 1,014 00	$ 1,048 30	$ 34 30	LT	#3317
GS High Yield Instl	08/31/10	06/05/13	153 660	$ 1,083 29	$ 1,127 86	$ 44 57	LT	#3317
GS High Yield Instl	09/30/10	06/05/13	160 000	$ 1,150 39	$ 1,174 40	$ 24 01	LT	#3317
GS High Yield Instl	10/29/10	06/05/13	146 980	$ 1,074 39	$ 1,078 83	$ 4 44	LT	#3317
GS High Yield Instl	11/30/10	06/05/13	152 820	$ 1,097 25	$ 1,121 70	$ 24 45	LT	#3317
GS High Yield Instl	12/31/10	06/05/13	150 840	$ 1,101 15	$ 1,107 16	$ 6 01	LT	#3317
GS High Yield Instl	01/31/11	06/05/13	148 500	$ 1,098 86	$ 1,089 99	$ (8 87)	LT	#3317
GS High Yield Instl	02/28/11	06/05/13	152 120	$ 1,133 30	$ 1,116 56	$ (16 74)	LT	#3317
GS High Yield Instl	03/31/11	06/05/13	163 210	$ 1,207 73	$ 1,197 96	$ (9 77)	LT	#3317
GS High Yield Instl	04/29/11	06/05/13	149 890	$ 1,119 69	$ 1,100 19	$ (19 50)	LT	#3317
GS High Yield Instl	05/31/11	06/05/13	150 270	$ 1,119 54	$ 1,102 98	$ (16 56)	LT	#3317
GS High Yield Instl	06/30/11	06/05/13	153 620	$ 1,124 50	$ 1,127 57	$ 3 07	LT	#3317
GS High Yield Instl	07/29/11	06/05/13	152 210	$ 1,117 23	$ 1,117 22	$ (0 01)	LT	#3317
GS High Yield Instl	08/31/11	06/05/13	161 200	$ 1,118 75	$ 1,183 21	$ 64 46	LT	#3317
GS High Yield Instl	09/30/11	06/05/13	163 810	$ 1,086 08	$ 1,202 36	$ 116 28	LT	#3317
GS High Yield Instl	10/31/11	06/05/13	151 010	$ 1,058 56	$ 1,108 41	$ 49 85	LT	#3317
GS High Yield Instl	11/30/11	06/05/13	43 014	$ 292 49	$ 315 72	$ 23 24	LT	#3317
GS High Yield Instl	11/30/11	06/13/13	111 516	$ 758 28	$ 812 95	$ 54 67	LT	#3317
GS High Yield Instl	12/14/11	06/13/13	257 420	$ 1,747 87	$ 1,876 59	$ 128 72	LT	#3317
GS High Yield Instl	12/30/11	06/13/13	150 740	$ 1,035 56	$ 1,098 89	$ 63 33	LT	#3317
GS High Yield Instl	01/31/12	06/13/13	145 610	$ 1,026 52	$ 1,061 50	$ 34 98	LT	#3317
GS High Yield Instl	02/29/12	06/13/13	144 140	$ 1,036 34	$ 1,050 78	$ 14 44	LT	#3317
GS High Yield Instl	03/30/12	06/13/13	148 250	$ 1,058 52	$ 1,080 74	$ 22 22	LT	#3317
GS High Yield Instl	04/30/12	06/13/13	149 120	$ 1,069 16	$ 1,087 08	$ 17 92	LT	#3317
GS High Yield Instl	05/31/12	06/13/13	149 700	$ 1,052 38	$ 1,091 31	$ 38 93	LT	#3317
Subtotals Acct #3317				**$ 57,417.92**	**$ 57,333.38**	**$ (84.54)**	**ST**	
				$146,200 15	**$150,541.67**	**$4,341.52**	**LT**	
				$ 203,618.07	**$ 207,875.05**	**$ 4,256.98**		

THE MEAD FAMILY FOUNDATION FYE: 4/30/2014
SCHEDULE D ATTACHMENT
EIN: 13-3921104

Description	Acq Date	Sell Date	Quantity	Cost Basis	Proceeds	Gain/Loss		Acct #
GS #3318								
GS Local Emerging Markets Debt Fd	07/31/12	06/13/13	10,695.19	100,000.00	98,181.83	(1,818.17)	ST	#3318
GS Local Emerging Markets Debt Fd	08/31/12	06/13/13	43.07	401.43	395.38	(6.05)	ST	#3318
GS Local Emerging Markets Debt Fd	09/28/12	06/13/13	45.66	436.95	419.16	(17.79)	ST	#3318
GS Local Emerging Markets Debt Fd	10/31/12	06/13/13	46.14	442.50	423.57	(18.93)	ST	#3318
GS Local Emerging Markets Debt Fd	11/30/12	06/13/13	42.38	411.09	389.05	(22.04)	ST	#3318
GS Local Emerging Markets Debt Fd	12/12/12	06/13/13	30.78	302.25	282.56	(19.69)	ST	#3318
GS Local Emerging Markets Debt Fd	12/12/12	06/13/13	17.60	172.87	161.57	(11.30)	ST	#3318
GS Local Emerging Markets Debt Fd	12/31/12	06/13/13	45.30	446.63	415.85	(30.78)	ST	#3318
GS Local Emerging Markets Debt Fd	01/31/13	06/13/13	50.09	497.38	459.83	(37.55)	ST	#3318
GS Local Emerging Markets Debt Fd	02/28/13	06/13/13	41.97	412.55	385.28	(27.27)	ST	#3318
GS Local Emerging Markets Debt Fd	03/19/13	06/13/13	10,728.31	104,338.34	98,485.92	(5,852.42)	ST	#3318
GS Local Emerging Markets Debt Fd	03/28/13	03/28/14	80.82	784.77	677.27	(107.50)	ST	#3318
GS Local Emerging Markets Debt Fd	04/30/13	03/28/14	161.96	1,624.48	1,357.22	(267.26)	ST	#3318
GS Local Emerging Markets Debt Fd	05/31/13	03/28/14	166.74	1,600.55	1,397.28	(203.27)	ST	#3318
GS Local Emerging Markets Debt Fd	06/28/13	03/28/14	116.61	1,033.13	977.19	(55.94)	ST	#3318
GS Local Emerging Markets Debt Fd	07/31/13	03/28/14	77.07	679.76	645.85	(33.91)	ST	#3318
GS Local Emerging Markets Debt Fd	08/30/13	03/28/14	81.09	677.09	679.53	2.44	ST	#3318
GS Local Emerging Markets Debt Fd	09/30/13	03/28/14	82.98	720.27	695.37	(24.90)	ST	#3318
GS Local Emerging Markets Debt Fd	10/31/13	03/28/14	90.51	802.86	758.47	(44.39)	ST	#3318
GS Local Emerging Markets Debt Fd	11/29/13	03/28/14	94.67	805.60	793.33	(12.27)	ST	#3318
GS Local Emerging Markets Debt Fd	12/31/13	03/28/14	91.41	774.20	766.02	(8.18)	ST	#3318
GS Local Emerging Markets Debt Fd	01/31/14	03/28/14	112.25	891.26	940.65	49.39	ST	#3318
GS Local Emerging Markets Debt Fd	02/28/14	03/28/14	85.58	701.73	717.16	15.43	ST	#3318
GS N-11 Equity Fd Institutional Cl	12/10/13	03/28/14	29.28	320.02	320.62	0.60	ST	#3318
GS N-11 Equity Fd Institutional Cl	12/30/13	03/28/14	3.27	35.30	35.81	0.51	ST	#3318
GS US Equity Divid & Premium Dd-Inst	06/28/12	06/25/13	63.28	612.53	663.81	51.28	ST	#3318
GS US Equity Divid & Premium Dd-Inst	09/27/12	06/25/13	57.74	595.90	605.69	9.79	ST	#3318
GS US Equity Divid & Premium Dd-Inst	12/05/12	06/25/13	102.68	973.43	1,077.11	103.68	ST	#3318
GS US Equity Divid & Premium Dd-Inst	12/05/12	06/25/13	463.32	4,392.24	4,860.22	467.98	ST	#3318
GS US Equity Divid & Premium Dd-Inst	12/05/12	06/25/13	91.51	867.55	959.94	92.39	ST	#3318
GS US Equity Divid & Premium Dd-Inst	12/28/12	06/25/13	9.15	86.40	95.98	9.58	ST	#3318
GS US Equity Divid & Premium Dd-Inst	03/27/13	06/25/13	65.01	664.41	681.95	17.54	ST	#3318
Goldman Sachs Group, Inc		05/21/13	5,000.00	142,360.00	795,880.16	653,520.16	LT	#3318
Goldman Sachs Group, Inc		12/30/13	4,000.00	119,236.00	703,062.16	583,826.16	LT	#3318
GS High Yield Instl	09/10/09	06/25/13	13,230.77	86,000.00	94,070.77	8,070.77	LT	#3318
GS High Yield Instl	09/30/09	06/25/13	45.45	306.77	323.15	16.38	LT	#3318
GS High Yield Instl	10/30/09	06/25/13	92.39	630.10	656.89	26.79	LT	#3318
GS High Yield Instl	11/30/09	06/25/13	94.88	647.10	674.60	27.50	LT	#3318
GS High Yield Instl	12/31/09	06/25/13	126.10	876.36	896.57	20.21	LT	#3318
GS High Yield Instl	01/29/10	06/25/13	94.62	659.50	672.75	13.25	LT	#3318
GS High Yield Instl	02/26/10	06/25/13	90.44	626.77	643.03	16.26	LT	#3318
GS High Yield Instl	03/31/10	06/25/13	89.43	634.06	635.85	1.79	LT	#3318
GS High Yield Instl	04/30/10	06/25/13	86.07	617.95	611.96	(5.99)	LT	#3318
GS High Yield Instl	05/28/10	06/25/13	90.93	626.47	646.51	20.04	LT	#3318
GS High Yield Instl	06/30/10	06/25/13	98.45	681.29	699.98	18.69	LT	#3318
GS High Yield Instl	07/30/10	06/25/13	89.73	637.08	637.98	0.90	LT	#3318
GS High Yield Instl	08/31/10	06/25/13	96.54	680.58	686.40	5.82	LT	#3318
GS High Yield Instl	09/30/10	06/25/13	100.52	722.71	714.70	(8.01)	LT	#3318
GS High Yield Instl	10/29/10	06/25/13	92.35	675.05	656.61	(18.44)	LT	#3318
GS High Yield Instl	11/30/10	06/25/13	96.02	689.40	682.70	(6.70)	LT	#3318
GS High Yield Instl	12/31/10	06/25/13	94.76	691.76	673.74	(18.02)	LT	#3318
GS High Yield Instl	01/31/11	06/25/13	93.30	690.45	663.36	(27.09)	LT	#3318
GS High Yield Instl	02/28/11	06/25/13	95.57	712.01	679.50	(32.51)	LT	#3318
GS High Yield Instl	03/31/11	06/25/13	102.54	758.77	729.06	(29.71)	LT	#3318
GS High Yield Instl	04/29/11	06/25/13	94.18	703.51	669.62	(33.89)	LT	#3318
GS High Yield Instl	05/31/12	06/25/13	94.41	703.38	671.26	(32.12)	LT	#3318
GS High Yield Instl	06/30/11	06/25/13	96.52	706.51	686.26	(20.25)	LT	#3318
GS High Yield Instl	07/29/11	06/25/13	95.63	701.93	679.93	(22.00)	LT	#3318
GS High Yield Instl	08/31/11	06/25/13	101.28	702.89	720.10	17.21	LT	#3318
GS High Yield Instl	09/30/11	06/25/13	102.92	682.38	731.76	49.38	LT	#3318
GS High Yield Instl	10/06/11	06/25/13	45,801.53	300,000.00	325,648.86	25,648.86	LT	#3318
GS High Yield Instl	10/31/11	06/25/13	275.98	1,934.62	1,962.22	27.60	LT	#3318
GS High Yield Instl	11/30/11	06/25/13	381.78	2,596.09	2,714.46	118.37	LT	#3318
GS High Yield Instl	12/07/11	06/25/13	22,343.10	154,167.52	158,859.43	4,691.91	LT	#3318
GS Local Emerging Markets Debt Fd	03/19/13	03/28/14	20,104.17	195,613.49	168,472.80	(27,140.69)	LT	#3318
GS N-11 Equity Fd Institutional Cl	10/18/12	03/28/14	3,675.78	39,000.00	40,249.69	1,249.69	LT	#3318
GS N-11 Equity Fd Institutional Cl	12/10/12	03/28/14	11.07	119.10	121.22	2.12	LT	#3318
GS US Equity Divid & Premium Dd-Inst	03/04/11	06/25/13	9,484.75	92,381.45	99,494.97	7,113.53	LT	#3318
GS US Equity Divid & Premium Dd-Inst	03/30/11	06/25/13	192.54	1,881.13	2,019.74	138.61	LT	#3318
GS US Equity Divid & Premium Dd-Inst	06/29/11	06/25/13	48.84	474.19	512.33	38.14	LT	#3318
GS US Equity Divid & Premium Dd-Inst	09/29/11	06/25/13	54.08	477.55	567.30	89.75	LT	#3318
GS US Equity Divid & Premium Dd-Inst	12/07/11	06/25/13	59.44	554.54	623.53	68.99	LT	#3318
GS US Equity Divid & Premium Dd-Inst	12/07/11	06/25/13	191.52	1,786.84	2,009.04	222.20	LT	#3318
GS US Equity Divid & Premium Dd-Inst	12/07/11	06/25/13	71.39	666.03	748.88	82.85	LT	#3318
GS US Equity Divid & Premium Dd-Inst	03/29/12	06/25/13	55.49	562.71	582.09	19.38	LT	#3318
Subtotals Acct #3318			**ST**	**$227,505.47**	**$219,706.49**	**($7,798.98)**	**ST**	
			LT	**$1,156,576.04**	**$2,414,343.92**	**$1,257,767.88**	**LT**	
				$1,384,081.51	**$2,634,050.41**	**$1,249,968.90**		

THE MEAD FAMILY FOUNDATION FYE. 4/30/2014
SCHEDULE D ATTACHMENT
EIN: 13-3921104

Description	Acq Date	Sell Date	Quantity	Cost Basis	Proceeds	Gain/Loss		Acct #
GS #0649								
T Rowe Price Funds T Rowe Price Instl Emr	12/19/12	07/03/13	9 85	304 17	270 18	(33 99)	ST	#0649
T Rowe Price Funds T Rowe Price Instl Emr	12/19/12	07/03/13	0 55	16 90	15 09	(1 81)	ST	#0649
T Rowe Price Funds T Rowe Price Instl Emr	03/18/11	07/03/13	1,670 89	50,694 71	45,832 36	(4,862 35)	LT	#0649
T Rowe Price Funds T Rowe Price Instl Emr	12/19/11	07/03/13	18 92	476 22	518 97	42 75	LT	#0649
			ST	$321.07	$285 27	($35 80)	ST	
Subtotals Acct #0649			LT	$51,170.93	$46,351.33	($4,819.60)	LT	
				$51,492.00	$46,636.60	($4,855.40)		
GS #9545								
PUT/SPX @ 1430 EXP 5/18/2013		05/02/13	(3 00)	246 00	5,754 00	5,508 00	ST	#9545
PUT/SPX @ 1490 EXP 5/18/2013		05/20/13	(3 00)	-	3,864 00	3,864 00	ST	#9545
PUT/SPX @ 1490 EXP 6/22/2013		06/05/13	(2 00)	484 00	2,676 00	2,192 00	ST	#9545
PUT/SPX @ 1490 EXP 6/22/2013		06/24/13	(1 00)	-	1,338 00	1,338 00	ST	#9545
PUT/SPX @ 1450 EXP 6/28/2013		07/01/13	(3 00)	-	4,884 00	4,884 00	ST	#9545
PUT/SPX @ 1530 EXP 5/31/2013		05/23/13	(3 00)	186 00	2,665 62	2,479 62	ST	#9545
PUT/SPX @ 1580 EXP 7/20/2013		07/18/13	(3 00)	18 00	3,564 00	3,546 00	ST	#9545
PUT/SPX @ 1540 EXP 8/17/2013		07/31/13	(3 00)	231 00	4,734 00	4,503 00	ST	#9545
PUT/SPX @ 1500 EXP 8/17/2013		08/13/13	(3 00)	18 00	4 884 00	4,866 00	ST	#9545
PUT/SPX @ 1500 EXP 9/21/2013		08/21/13	(3 00)	936 00	4,914 00	3,978 00	ST	#9545
PUT/SPX @ 1590 EXP 9/30/2013		09/17/13	(3 00)	336 00	4,344 00	4,008 00	ST	#9545
PUT/SPX @ 1590 EXP 10/19/2013		10/17/13	(3 00)	18 00	4,692 42	4,674 42	ST	#9545
PUT/SPX @ 1575 EXP 11/16/2013		11/18/13	(3 00)	-	5,043 48	5,043 48	ST	#9545
PUT/SPX @ 1550 EXP 10/19/2013		10/02/13	(1 00)	207 00	1,358 00	1,151 00	ST	#9545
PUT/SPX @ 1550 EXP 10/19/2013		10/21/13	(2 00)	-	2,716 00	2,716 00	ST	#9545
PUT/SPX @ 1600 EXP 12/21/2013		12/11/13	(1 00)	72 53	1,768 00	1,695 47	ST	#9545
PUT/SPX @ 1600 EXP 12/21/2013		12/17/13	(1 00)	16 00	1,768 00	1,752 00	ST	#9545
PUT/SPX @ 1620 EXP 11/16/2013		11/12/13	(1 00)	27 00	1,568 00	1,541 00	ST	#9545
PUT/SPX @ 1620 EXP 11/16/2013		11/18/13	(1 00)	-	1,568 00	1,568 00	ST	#9545
PUT/SPX @ 1650 EXP 12/21/2013		12/23/13	(2 00)	-	2,796 20	2,796 20	ST	#9545
PUT/SPX @ 1690 EXP 1/18/2014		01/20/14	(2 00)		3,753 70	3,753 70	ST	#9545
PUT/SPX @ 1710 EXP 1/18/2014		01/07/14	(1 00)	62 00	3,826 64	3,764 64	ST	#9545
PUT/SPX @ 1710 EXP 1/18/2014		01/20/14	(1 00)		170 00	170 00	ST	#9545
PUT/SPX @ 1680 EXP 2/22/2014		02/14/14	(1 00)	16 00	505 00	489 00	ST	#9545
PUT/SPX @ 1680 EXP 2/22/2014		02/24/14	(1 00)	-	2,711 00	2,711 00	ST	#9545
PUT/SPX @ 1710 EXP 2/22/2014		02/24/14	(2 00)	-	1,350 00	1,350 00	ST	#9545
PUT/SPX @ 1740 EXP 3/22/2014		03/12/14	(1 00)	92 00	4,611 00	4,519 00	ST	#9545
PUT/SPX @ 1740 EXP 3/22/2014		03/24/14	(1 00)	-	1,991 00	1,991 00	ST	#9545
PUT/SPX @ 1750 EXP 3/22/2014		03/24/14	(2 00)		3,236 00	3,236 00	ST	#9545
PUT/SPX @ 1740 EXP 4/19/2014		04/09/14	(1 00)	52 00	2,258 00	2 206 00	ST	#9545
PUT/SPX @ 1740 EXP 4/19/2014		04/18/14	(1 00)	-	2,258 00	2,258 00	ST	#9545
PUT/SPX @ 1790 EXP 4/19/2014		04/15/14	(2 00)	164 00	2,006 00	1,842 00	ST	#9545
Subtotals Acct #9545			ST	$3,181.53	$95,576.06	$92,394.53	ST	
			LT	$0 00	$0 00	$0 00	LT	
				$3,181.53	$95,576.06	$92,394.53		
			ST	288,425 99	372,901.20	84,475 21	ST	
			LT	$1,353,947.12	$2,611,236 92	$1,257,289.80	LT	
		Total GS Accounts		1,642,373.11	2,984,138.12	1,341,765 01		

THE MEAD FAMILY FOUNDATION 13-3921104

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					20,459.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					244,684.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					7,529.	
		GOLDMAN SACHS #3317 PROPERTY TYPE: SECURITIES				P	VAR	VAR
57,333.		57,417.					-84.	
		GOLDMAN SACHS #3317 PROPERTY TYPE: SECURITIES				P	VAR	VAR
150,542.		146,200.					4,342.	
		GOLDMAN SACHS #3318 PROPERTY TYPE: SECURITIES				P	VAR	VAR
219,706.		227,505.					-7,799.	
		GOLDMAN SACHS #3318 PROPERTY TYPE: SECURITIES				P	VAR	VAR
2,414,344.		1,156,576.					1,257,768.	
		GOLDMAN SACHS #0649 PROPERTY TYPE: SECURITIES				P	12/19/2012	07/03/2013
285.		321.					-36.	
		GOLDMAN SACHS #0649 PROPERTY TYPE: SECURITIES				P	VAR	07/03/2013
46,351.		51,171.					-4,820.	
		GOLDMAN SACHS #9545 PROPERTY TYPE: SECURITIES				P	VAR	VAR
95,576.		3,182.					92,394.	
		GS MEZZ PTRS V OFFSHORE LP PROPERTY TYPE: OTHER				P	VAR	VAR
183,052.		179,106.					3,946.	
		GS MEZZ 2006 OFFSHORE FUND PROPERTY TYPE: OTHER				P	VAR	VAR
288,575.		283,621.					4,954.	
		GS L/S CREDIT STRATEGIES FUND				P	VAR	VAR

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)	
		PROPERTY TYPE: OTHER						
326,110.		297,203.					28,907.	
		GAIN ON FOREIGN CURRENCY				P	VAR	VAR
		PROPERTY TYPE: OTHER						
50,372.							50,372.	
TOTAL GAIN(LOSS)							1,702,616.	