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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

A Employer identification number
52-1646030

Number and street (or P O box number if mail is not delivered to street address)
3 BETHESDA METRO CENTER NO 350

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal 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 ☑ 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)*▶$ 21,700,566

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	700,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,613	1,613		
	4	Dividends and interest from securities	469,531	458,477		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	348,915			
	b	Gross sales price for all assets on line 6a 4,828,637				
	7	Capital gain net income (from Part IV, line 2)		348,915		
	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)	108,740	108,740		
	12	**Total.** Add lines 1 through 11	1,628,799	917,745		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	979	0		979
	b	Accounting fees (attach schedule)	3,590	1,795		1,795
	c	Other professional fees (attach schedule)	205,858	73,658		132,200
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	54,458	11,861		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	294	0		294
	21	Travel, conferences, and meetings	27,331	0		27,331
	22	Printing and publications				
	23	Other expenses (attach schedule)	3,379	459		2,920
	24	**Total operating and administrative expenses.** Add lines 13 through 23	295,889	87,773		165,519
	25	Contributions, gifts, grants paid	804,500			804,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,100,389	87,773		970,019
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	528,410			
	b	**Net investment income** (if negative, enter -0-)		829,972		
	c	**Adjusted net income** (if negative, enter -0-)				

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	63,500	61,090	61,090
	2	Savings and temporary cash investments	953,375	676,788	676,788
	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			
	10a	Investments—U S and state government obligations (attach schedule)	1,417,337	1,202,237	1,227,612
	b	Investments—corporate stock (attach schedule)	14,892,419	16,618,643	18,627,330
	c	Investments—corporate bonds (attach schedule)	53,474	285,607	288,665
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	467,925	363,271	807,220
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	835,006	11,861	11,861
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	18,683,036	19,219,497	21,700,566
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 ▶)	7,527	11,861	
	23	**Total liabilities** (add lines 17 through 22)	7,527	11,861	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	18,675,509	19,207,636	
	30	**Total net assets or fund balances** (see instructions)	18,675,509	19,207,636	
	31	**Total liabilities and net assets/fund balances** (see instructions)	18,683,036	19,219,497	

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	18,675,509
2	Enter amount from Part I, line 27a	2	528,410
3	Other increases not included in line 2 (itemize) ▶	3	3,717
4	Add lines 1, 2, and 3	4	19,207,636
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,207,636

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)
1 a	SCHWAB #6608			
b	SCHWAB #6608			
c	SCHWAB #2635			
d	SCHWAB #2635			
e	CAPITAL GAINS DIVIDENDS	P		

	(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	35,650		35,513	137
b	4,292,850		4,229,187	63,663
c	39,839		40,019	-180
d	174,929		175,003	-74
e	285,369			285,369

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				137
b				63,663
c				-180
d				-74
e				285,369

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	348,915
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	

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 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))
2013	882,476	19,396,361	0 045497
2012	905,949	17,520,478	0 051708
2011	861,916	17,793,747	0 048439
2010	894,070	16,945,480	0 052762
2009	561,651	15,117,666	0 037152

2	**Total** of line 1, column (d).	2	0 235558
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 047112
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	21,323,655
5	Multiply line 4 by line 3.	5	1,004,600
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	8,300
7	Add lines 5 and 6.	7	1,012,900
8	Enter qualifying distributions from Part XII, line 4.	8	970,019

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	16,599
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	0
3	Add lines 1 and 2		3	16,599
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	16,599
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 28,000		
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	38,000
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	21,401
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 21,401 **Refunded** ▶		11	0

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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
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	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
	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 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	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 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
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 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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 4945(d)(4)(A)? (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
	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**		

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
See Additional Data Table				

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 ▶				0

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
INTENTIONAL PHILANTHROPY LLC 3 BETHESDA METRO 350 BETHESDA, MD 20814	FOUNDATION MGMT	118,000
HIGHLINE WEALTH MANAGEMENT ONE PRESERVE PARKWAY 610 ROCKVILLE, MD 20852	INVESTMENT ADVISOR	73,658
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	
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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	0

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	20,127,374
b	Average of monthly cash balances			1b	667,500
c	Fair market value of all other assets (see instructions)			1c	853,507
d	**Total** (add lines 1a, b, and c)			1d	21,648,381
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	21,648,381
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	324,726
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	21,323,655
6	**Minimum investment return.** Enter 5% of line 5			6	1,066,183

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	1,066,183
2a	Tax on investment income for 2014 from Part VI, line 5	2a	16,599		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,599
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,049,584
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	1,049,584
6	Deduction from distributable amount (see instructions)			6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,049,584

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	970,019
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	970,019
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	970,019

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,049,584
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010. 61,113				
c From 2011.				
d From 2012. 49,165				
e From 2013.				
f **Total** of lines 3a through e.	110,278			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 970,019				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				970,019
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	79,565			79,565
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	30,713			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	30,713			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . . 30,713				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(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 organization 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))

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

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 address of the person to whom applications should be addressed

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

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

PLEASE CONTACT ORGANIZATION AT ABOVE ADDRESS FOR "GUIDELINES FOR PROPOSALS" FOR MORE INFORMATION

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

PLEASE CONTACT ORGANIZATION AT ABOVE ADDRESS FOR "GUIDELINES FOR PROPOSALS" FOR MORE INFORMATION
OTHER SOLICITED GRANTS ARE AWARDED THROUGH A THIRD GENERATION BOARD DEVELOPMENT PROGRAM

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 Additional Data Table				
Total . . . . ▶ **3a**				804,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	1,613	
4 Dividends and interest from securities			14	469,531	
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	108,740	
8 Gain or (loss) from sales of assets other than inventory			18	348,915	
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)		0		928,799	0

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 928,799

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

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

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

****** | 2015-11-02 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
RICHARD PHILIPSON				P00169171

Firm's name ▶ ROBERT PHILIPSON & CO — Firm's EIN ▶ 53-0126010

Firm's address ▶ 8601 GEORGIA AVE STE 1001 SILVER SPRING, MD 20910 — Phone no (301) 608-3900

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
ELIZABETH MEAD 3 BETHESDA METRO CENTER 350 BETHESDA,MD 20814	PRESIDENT/TREASURER 2 00	0	0	0
DIANA MEAD 3 BETHESDA METRO CENTER 350 BETHESDA,MD 20814	VICE PRES/SECRETARY 2 00	0	0	0
MARILYN MEAD 3 BETHESDA METRO CENTER 350 BETHESDA,MD 20814	DIRECTOR 0 00	0	0	0
RITA BERG 3 BETHESDA METRO CENTER 350 BETHESDA,MD 20814	DIRECTOR 0 00	0	0	0
CHRISTELLE SIOHAN 3 BETHESDA METRO CENTER 350 BETHESDA,MD 20814	DIRECTOR 0 00	0	0	0
JONATHAN STAUB 3 BETHESDA METRO CENTER 350 BETHESDA,MD 20814	DIRECTOR 0 00	0	0	0
WANDA STAUB 3 BETHESDA METRO CENTER 350 BETHESDA,MD 20814	DIRECTOR 0 00	0	0	0
WILLIAM TUEGEL 3 BETHESDA METRO CENTER 350 BETHESDA,MD 20814	DIRECTOR 0 00	0	0	0

Form 990PF Part XV Line 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*				
AMERICAN UNIVERSITY SCHOOL OF COMMUNICATION 4400 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20016	NONE		DISCRETIONARY GRANT TO SUPPORT THE CENTER FOR ENVIRONMENTAL FILMMAKING	5,000
AUDUBON NATURALIST SOCIETY 8940 JONES MILL ROAD CHEVY CHASE, MD 20815	NONE		TO SUPPORT THE GREEN KIDS SALAD SCIENCE PROGRAM	20,000
BETHESDA CHEVY CHASE HIGH SCHOOL EDUCATION FOUNDATION COLLEGE TRACKS 5126 MANNING DRIVE BETHESDA, MD 20814	NONE		TO SUPPORT MISSION OF GIVING LOW-INCOME, FIRST-GENERATION-TO-COLLEGE STUDENTS THE CHANCE TO GO TO COLLEGE WITH ENOUGH FINANCIAL AID AND CONTINUING SUPPORT TO HELP THEM ATTAIN THE DEGREES THEY SEEK	25,000
CHILD'S PLAY 8040 161ST AVENUE NE PMB 418 REDMOND, WA 98052	NONE		DISCRETIONARY GRANT TO SUPPORT CHILD'S PLAY MISSION TO IMPROVE THE LIVES OF CHILDREN IN HOSPITALS AROUND THE WORLD THROUGH THE KINDNESS AND GENEROSITY OF THE VIDEO GAME INDUSTRY AND THE POWER OF PLAY	5,000
CHILDREN'S INN AT NIH 7 WEST DRIVE BETHESDA, MD 20814	NONE		TO SUPPORT PEDIATRIC PATIENTS AND THEIR FAMILIES WHO ARE RECEIVING TREATMENTS FOR SERIOUS AND LIFE-THREATENING ILLNESSESTO SUPPORT THE MISSION OF CHILDREN'S INN AND THEIR NUTRITION PROGRAM SERVING PATIENTS AND THEIR CAREGIVERS	20,000
CITY OF TALLAHASSEE - PALMER MUNROE TEEN CENTER 912 MYERS PARK DRIVE TALLAHASSEE, FL 32301	NONE		TO SUPPORT MISSION OF OFFERING A UNIQUE BLEND OF EDUCATIONAL CLASSES, WORKSHOPS, PROGRAMS AND RECREATION ACTIVITIES FOR YOUTH, AND SERVING AS A SAFE, PRODUCTIVE-ORIENTED HAVEN FOR MANY AREA YOUTH	15,000
CLARKSBURG SPORTS ASSOCIATION PO BOX 145 CLARKSBURG, MD 20871	NONE		ADJUNCT BOARD GRANT TO SUPPORT CREATING A FUND USED FOR REGISTRATION FEES AND SPORTS EQUIPMENT PURCHASES FOR LOW-INCOME FAMILIES OR THOSE THAT FIND THE COST OF PARTICIPATING TO BE PROHIBITIVE	10,000
COMMUNITIES IN SCHOOLS OF DURHAM 3412 WESTGATE DRIVE SUITE 301 DURHAM, NC 27707	NONE		TO SUPPORT PROGRAMS EMPOWERING STUDENTS TO STAY IN SCHOOL AND ACHIEVE IN LIFE	20,000
COMMUNITY FOUNDATION FOR MONTGOMERY COUNTY 8720 GEORGIA AVENUE SUITE 202 SILVER SPRING, MD 20910	NONE		TO THE NON-PROFIT ADVANCEMENT FUND'S SUPPORT OF THE FINANCIAL MANAGEMENT & REPORTING INSTITUTE (FIRM),TO SUPPORT THE MONTGOMERY COUNTY FOOD COUNCIL SERVING THE COMMUNITY BY CREATING A SUSTAINABLE LOCAL FOOD SYSTEM, TO SUPPORT THE SHARING MONTGOMERY SUMMER YOUTH FUND SERVING YOUTH BY PROVIDING SUMMER PROGRAMS	50,000
COMMUNITY FOUNDATION FOR NATIONAL CAPITAL REGION 8720 GEORGIA AVENUE SUITE 202 SILVER SPRING, MD 20910	NONE		2014 GRANT	2,500
COMPASS CENTER FOR WOMEN & FAMILIES PO BOX 1057 CHAPEL HILL, NC 27514	NONE		TO SUPPORT EFFORTS TO PREVENT AND END DOMESTIC VIOLENCE THROUGH DIRECT SERVICES AND COMMUNITY EDUCATION	40,000
EAST DURHAM CHILDREN'S INITIATIVE 107 N DRIVER ST 3RD FLOOR DURHAM, NC 27703	NONE		TO SUPPORT PROGRAMS SERVING CHILDREN AND FAMILIES IN THE EAST DURHAM AREA	25,000
ECO CITY FARMS 6010 TAYLOR ROAD RIVERDALE PARK, MD 20737	NONE		DISCRETIONARY GRANT TO SUPPORT THE WORK OF ECO-CITY FARMS IN SUSTAINABLE LOCAL URBAN FARMING	10,000
EMILY K CENTER 904 W CHAPEL HILL STREET DURHAM, NC 27701	NONE		TO SUPPORT THE SCHOLARS TO COLLEGE PROGRAM WHICH PREPARES HIGH SCHOOL STUDENTS TO DEVELOP INTO GRADUATING SENIORS WHO ARE SELF-ASSURED, SCHOLARSHIP-ELIGIBLE AND COLLEGE-READY	20,000
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW SUITE 100 WASHINGTON, DC 20009	NONE		DISCRETIONARY GRANT TO SUPPORT EWG'S MISSION TO CONDUCT ORIGINAL, GAME-CHANGING RESEARCH THAT INSPIRES PEOPLE, BUSINESSES AND GOVERNMENTS TO TAKE ACTION TO PROTECT HUMAN HEALTH AND THE ENVIRONMENT	5,000
Total . . . . ▶ **3a**				804,500

Form 990PF Part XV Line 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*				
FAMILY SUPPORT CENTER 4827 RUGBY AVE SUITE 302 BETHESDA, MD 20814	NONE		TO SUPPORT EXPANSION EFFORTS OF ITS BULLYING PREVENTION PROGRAM IN SCHOOLS THROUGHOUT MONTGOMERY COUNTY	10,000
FERN CREEK ELEMENTARY SCHOOL FOUNDATION INC 1121 NORTH FERN CREEK AVENUE ORLANDO, FL 32803	NONE		TO SUPPORT THE CODING PROJECT	15,000
FOOD RECOVERY NETWORK 806 MAPLEWOOD AVENUE TAKOMA PARK, MD 20912	NONE		TO SUPPORT PRE-COLLEGE ACADEMIC ENRICHMENT PROGRAMS FOR DC AREA PUBLIC MIDDLE AND HIGH SCHOOL STUDENTS	12,000
FUTURE LINK PO BOX 355 GLEN ECHO, MD 20812	NONE		HONORARY SPEAKER GRANT, TO SUPPORT MISSION OF BUILDING SUCCESSFUL, SUSTAINABLE FUTURES BY PROVIDING SELF-ADVOCACY EDUCATION, CAREER DEVELOPMENT AND PATHWAY SUPPORTS (MENTORING, TUTORING, ACADEMIC ADVISING, SCHOLARSHIPS AND INTERNSHIPS)	16,000
GENERATION HOPE 1201 15TH STREET NW SUITE 420 WASHINGTON, DC 20005	NONE		TO SUPPORT MISSION TO REDUCE POVERTY ONE FAMILY AT A TIME BY PROVIDING DIRECT SPONSORSHIPS AND ONE-ONE-ONE MENTORING TO TEEN PARENTS WHO ARE PURSUING COLLEGE DEGREES IN THE D C METRO AREA	20,000
GROWING SOUL 10409 NAGLEE ROAD SILVER SPRING, MD 20903	NONE		DISCRETIONARY GRANT TO SUPPORT THE WORK OF GROWING SOUL IN DEVELOPING A ZERO WASTE SUSTAINABLE FOOD SYSTEM	10,000
HABITAT FOR HUMANITY METRO MARYLAND 9110 GAITHER ROAD GAITHERSBURG, MD 20877	NONE		TO SUPPORT MISSION TO PROVIDE AFFORDABLE HOUSING SOLUTIONS TO RESIDENTS OF MONTGOMERY AND PRINCE GEORGE'S COUNTIES THROUGH HOMEOWNERSHIP OPPORTUNITIES, HOME REPAIRS, AND ITS RETAIL OPERATION RESTORE	5,000
HOSPICE CARING 518 SOUTH FREDERICK AVENUE GAITHERSBURG, MD 20877	NONE		TO SUPPORT SERVICES FOR THOSE FACING LIFE THREATENING ILLNESSES OR GRIEVING THE DEATH OF A FAMILY MEMBER OR LOVED ONE	20,000
IDENTITY 414 EAST DIAMOND AVE GAITHERSBURG, MD 20877	NONE		TO SUPPORT PROGRAMS AND SERVICES FOR DISADVANTAGED LATINO YOUTH AND FAMILIES IN MONTGOMERY COUNTY, MD, HONORARY SPEAKER GRANT TO SUPPORT THE MISSION OF IDENTITY	21,000
INTER-FAITH FOOD SHUTTLE PO BOX 14638 RALEIGH, NC 27620	NONE		TO SUPPORT PROGRAMS THAT PROVIDE SOLUTIONS DESIGNED TO END HUNGER IN NORTH CAROLINA COMMUNITIES	25,000
INTERFAITH WORKS 114 W MONTGOMERY AVENUE ROCKVILLE, MD 20850	NONE		TO SUPPORT SERVICES AND PROGRAMS ENGAGING FAITH BASED COMMUNITIES THAT HELP THE POOR THROUGH SERVICE EDUCATION AND ADVOCACY	20,000
KABOOM 4455 CONNECTICUT AVE NW SUITE 8100 WASHINGTON, DC 20008	NONE		TO SUPPORT THE WORK OF THEIR MISSION TO CREATE GREAT PLAYSPACES THROUGH PARTICIPATION AND LEADERSHIP OF COMMUNITIES	15,000
KIDZNOTES 120 MORRIS ST DURHAM, NC 27701	NONE		TO SUPPORT FREE-OF-CHARGE, CLASSICAL ORCHESTRAL INSTRUCTION FOR YOUTH IN DURHAM, NORTH CAROLINA	30,000
MANNA FOOD CENTER 9311 GAITHER ROAD GAITHERSBURG, MD 20877	NONE		TO SUPPORT THE ELIMINATION OF HUNGER IN MONTGOMERY COUNTY THROUGH FOOD DISTRIBUTION, EDUCATION, AND ADVOCACY	20,000
MAP INTERNATIONAL 4700 GLYNCO PARKWAY BRUNSWICK, GA 31525	NONE		DISCRETIONARY GRANT TO SUPPORT MAP'S MISSION TO HELP PEOPLE IN THE WORLD'S POOREST COMMUNITIES BY PROVIDING ESSENTIAL MEDICINE, PROMOTING COMMUNITY HEALTH DEVELOPMENT, AND PREVENTING AND MITIGATING DISEASE, DISASTER, AND OTHER HEALTH THREATS	5,000
Total . . . . ▶ **3a**				804,500

Form 990PF Part XV Line 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*				
MENTAL HEALTH ASSOCIATION OF MONTGOMERY COUNTY 1000 TWINBROOK PARKWAY ROCKVILLE,MD 20851	NONE		TO SUPPORT ADVOCACY, EDUCATION AND COMMUNITY SERVICE PROGRAMS SUPPORTING MENTAL WELLNESS,TO SUPPORT THE SERVING TOGETHER PROJECT	50,000
MONTGOMERY COUNTY PUBLIC SCHOOLS 850 HUNGERFORD DRIVE ROCKVILLE,MD 20855	NONE		TO SUPPORT ACCESS TO HEALTHY FOODS FOR SCHOOL-AGED CHILDREN (REAL FOOD 4 KIDS PROGRAM)	15,000
NATIONAL FAMILY RESILIENCY CENTER 2000 CENTURY PLAZA SUITE 121 COLUMBIA,MD 21044	NONE		TO SUPPORT PROGRAMS AND SERVICES THAT HELP BUILD HEALTHY RELATIONSHIPS ACROSS THE LIFE CYCLE OF A FAMILY'S DEVELOPMENT	20,000
NEW BEGINNINGS 2711 COVERED WAGON WAY OLNEY,MD 20832	NONE		DISCRETIONARY GRANT TO SUPPORT NEW BEGINNINGS' MISSION OF HELPING SEPARATED AND DIVORCED MEN AND WOMEN, WITH OR WITHOUT CHILDREN, THROUGHOUT THE METRO DC AREA	10,000
NICK'S PLACE 4604 W CAROLINE AVE BELTSVILLE,MD 20705	NONE		TO SUPPORT THEIR MISSION OF PROVIDING A CLEAN, SAFE, SOBER, SUPERVISED AND STRUCTURED HOME TO YOUNG MEN 20-26 YEARS OF AGE IN WHICH TO BEGIN THE RECOVERY FROM THE DISEASE OF ADDICTION	5,000
NONPROFIT VILLAGE 12320 PARLDAWN DRIVE ROCKVILLE,MD 20850	NONE		TO SUPPORT THE NONPROFIT VILLAGE OPERATIONS	10,000
NORTH CAROLINA ARTS IN ACTION PO BOX 51277 DURHAM,NC 27717	NONE		TO SUPPORT ARTS EDUCATION FOR YOUTH IN NORTH CAROLINA	15,000
OUR HOUSE 19715 ZION ROAD BROOKEVILLE,MD 20833	NONE		TO SUPPORT THE GREEN DORMITORY PROJECT WHICH WOULD ALLOW THE ORGANIZATION TO EXPAND THE NUMBER OF ADOLESCENTS SERVED BY THE EDUCATION AND JOB TRAINING AT OUR HOUSE	30,000
PARENT ENCOURAGEMENT PROGRAM INC 10100 CONNECTICUT AVE KENSINGTON,MD 20895	NONE		DISCRETIONARY GRANT TO SUPPORT PEP'S MISSION OF BUILDING STRONG, HARMONIOUS FAMILY RELATIONSHIPS THROUGH PARENTING EDUCATION, SKILLS TRAINING AND SUPPORT	5,000
PARTNERS FOR YOUTH OPPORTUNITY 1309 HALLEY STREET DURHAM,NC 27707	NONE		TO SUPPORT MISSION TO PARTNER WITH THE COMMUNITY TO PROVIDE DURHAM YOUTH WITH OPPORTUNITIES TO CONNECT, DEVELOP, AND CONTRIBUTE THROUGH MENTORING, EMPLOYMENT AND EDUCATIONAL SUPPORT	20,000
PICKARDS MOUNTAIN ECO-INSTITUTE 8519 PICKARDS MEADOW CHAPEL HILL,NC 27516	NONE		TO SUPPORT OUTDOOR LEARNING PROGRAM WORK FOR YOUTH	18,000
RED WIGGLER COMMUNITY FARM PO BOX 968 CLARKSBURG,MD 20876	NONE		TO SUPPORT RED WIGGLER'S ACTIVE PEOPLE AND HEALTHY PROGRAM	20,000
UIC ATHLETICS 839 W ROOSEVELT ROAD CHICAGO,IL 60608	NONE		DISCRETIONARY GRANT TO SUPPORT THE GIRLS SOFTBALL PROGRAM'S LOCKER ROOM RENOVATION	10,000
URBAN ALLIANCE FOUNDATION 2030 Q STREET NW WASHINGTON,DC 20009	NONE		TO SUPPORT HIGH SCHOOL INTERNSHIP PROGRAMS	50,000
YOUTH EMPOWERED SOLUTIONS 4418 LOUISBURG ROAD SUITE 131 RALEIGH,NC 27616	NONE		DISCRETIONARY GRANT TO SUPPORT YES'S MISSION OF TRAINING YOUTH HOW TO IDENTIFY AND TAKE ADVANTAGE OF OPPORTUNITIES TO ENGAGE IN LOCAL, STATE AND NATIONAL ADVOCACY WORK	10,000
Total . . . . ▶ **3a**				804,500

TY 2014 Accounting Fees Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,590	1,795		1,795

TY 2014 General Explanation Attachment

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Identifier	Return Reference	Explanation
	FORM 990 PF - PART IV LINE 1 CAPITAL GAINS & LOSSES	DETAILED SCHEDULE OF REALIZED GAINS & LOSSES AVAILABLE UPON REQUEST

TY 2014 Investments Corporate Bonds Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HIGHLINE SECURITIES 2635	285,607	288,665

TY 2014 Investments Corporate Stock Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HIGHLINE SECURITIES 6608	16,618,643	18,627,330

TY 2014 Investments Government Obligations Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

US Government Securities - End of Year Book Value:	338,747
US Government Securities - End of Year Fair Market Value:	339,159
State & Local Government Securities - End of Year Book Value:	863,490
State & Local Government Securities - End of Year Fair Market Value:	888,453

TY 2014 Investments - Other Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CITI PRIVATE SELECTION FUND I LLC	AT COST	12,678	12,677
HAMILTON LANE PRIVATE EQUITY	AT COST	77,175	159,558
SSB MASTER FUND II OFFSHORE	AT COST	0	196,465
STEPSTONE MASTERS IV OFF TE A1	AT COST	273,418	438,520

TY 2014 Legal Fees Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	979	0		979

TY 2014 Other Assets Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME RECEIVABLE	7,527	11,861	11,861
DISTRIBUTIONS RECEIVABLE	827,479	0	0

TY 2014 Other Expenses Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	750	0		750
DEDUCTIONS RELATED TO PORTFOLIO INCOME	371	371		0
DUES & MEMBERSHIPS	2,170	0		2,170
AMORTIZATION OF BOND PREMIUMS	78	78		0
BANK FEES	10	10		0

TY 2014 Other Income Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MASTERS FUND II - DISTRIBUTION IN EXCESS OF BASIS	109,572	109,572	109,572
PRIVATE SELECTION FUND II, LP	-833	-833	-833
PRIVATE SELECTION FUND II, LP	1	1	1

TY 2014 Other Increases Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Description	Amount
BOOK/TAX ADJUSTMENTS	3,717

TY 2014 Other Liabilities Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Description	Beginning of Year - Book Value	End of Year - Book Value
FOREIGN TAXES PAYABLE	7,527	11,861

TY 2014 Other Professional Fees Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	73,658	73,658		0
INTENTIONAL PHILANTHROPY	118,000	0		118,000
GRANT CONSULTING FEES	14,200	0		14,200

TY 2014 Substantial Contributors Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Name	Address
THE JAYLEE MEAD 2008 CLAT	2220 DELAWARE AVENUE 14TH FLOOR WILMINGTON,DE 198011621

TY 2014 Taxes Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES ON INVESTMENTS	11,861	11,861		0
FEDERAL EXCISE TAXES	42,597	0		0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491306001115

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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

2014

Name of the organization	Employer identification number
MEAD FAMILY FOUNDATION C/O INTENTIONAL PHILANTHROPY LLC	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, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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 990PF, 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
MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

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 198011621	$ 700,000	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

Employer identification number
52-1646030

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

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

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

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

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

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

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

Name of organization	**Employer identification number**
MEAD FAMILY FOUNDATION C/O INTENTIONAL PHILANTHROPY LLC	52-1646030

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