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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	59,134	18,305	18,305		
	2	Savings and temporary cash investments	702,071	1,294,962	1,294,962		
	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)	1,228,457	1,361,194	1,367,298		
	b	Investments—corporate stock (attach schedule)	16,991,546	17,716,535	19,682,763		
	c	Investments—corporate bonds (attach schedule)	826,207	1,009,429	998,291		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	148,601	9,419	289,547		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)	8,946	8,722	8,722			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,964,962	21,418,566	23,659,888			
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 ▶ _____)	18,748	43,305			
	23	Total liabilities (add lines 17 through 22)	18,748	43,305			
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	19,946,214	21,375,261			
30	Total net assets or fund balances (see instructions)	19,946,214	21,375,261				
31	Total liabilities and net assets/fund balances (see instructions) .	19,964,962	21,418,566				

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	19,946,214
2	Enter amount from Part I, line 27a	2	1,426,956
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,091
4	Add lines 1, 2, and 3	4	21,375,261
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	21,375,261

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 CITI PRIVATE SELECT FUND LOSS ON FINAL DISPOSITION	P		2016-12-31
c CAPITAL GAINS DIVIDENDS	P		
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 336,112		331,850	4,262
b		2,092	-2,092
c 230,229			230,229
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			4,262
b			-2,092
c			230,229
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	232,399
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))
2015	1,146,002	21,813,936	0 052535
2014	970,019	21,323,655	0 045490
2013	882,476	19,396,361	0 045497
2012	905,949	17,520,478	0 051708
2011	861,916	17,793,747	0 048439
2 Total of line 1, column (d)			2 0 243669
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 048734
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 22,093,481
5 Multiply line 4 by line 3			5 1,076,704
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,940
7 Add lines 5 and 6			7 1,082,644
8 Enter qualifying distributions from Part XII, line 4			8 1,259,045

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	5,940
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	5,940
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	5,940
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	16,491
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	26,491
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	20,551
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 20,551 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)? 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	1b	No
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 2016 or the taxable year beginning in 2016 (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? Website address ► N/A	13	Yes	
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			
16	At any time during calendar year 2016, 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? 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 ►	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
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 2016? ☐	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016). ☐	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 2016?	4b		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 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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ Yes ☒ No 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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	5b	
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b	No
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? ☐ Yes ☒ No	7b	

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) 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."

[illegible]

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
INTENTIONAL PHILANTHROPY LLC	FOUNDATION MGMT	133,600
3 BETHESDA METRO 960 BETHESDA, MD 20814		
BRONFMAN EL ROTHSCHILD LP	INVESTMENT ADVISOR	79,198
ONE PRESERVE PARKWAY 610 ROCKVILLE, MD 20852		
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 ▶	

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	21,259,961
b	Average of monthly cash balances.	1b	777,506
c	Fair market value of all other assets (see instructions).	1c	392,463
d	Total (add lines 1a, b, and c).	1d	22,429,930
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	22,429,930
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	336,449
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	22,093,481
6	Minimum investment return. Enter 5% of line 5.	6	1,104,674

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	1,104,674
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	5,940
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,940
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,098,734
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,098,734
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	1,098,734

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	1,259,045
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	1,259,045
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	5,940
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,253,105

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,098,734
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012. 30,713				
c From 2013.				
d From 2014.				
e From 2015. 65,125				
f Total of lines 3a through e.	95,838			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,259,045</u>				
a Applied to 2015, 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 2016 distributable amount.				1,098,734
e Remaining amount distributed out of corpus	160,311			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	256,149			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	256,149			
10 Analysis of line 9				
a Excess from 2012. 30,713				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015. 65,125				
e Excess from 2016. 160,311				

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 2016, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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	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
Name and address (home or business)				
a <i>Paid during the year</i> CONTRIBUTIONS MADE BY MEAD FAMILY FOUNDATION - SEE ATTACHED 3 BETHESDA METRO CENTER STE 960 BETHESDA, MD 20814	NONE	PC	PLEASE CONTACT INTENTIONAL PHILANTHROPY AT ABOVE ADDRESS FOR MORE DETAIL	1,092,000
Total			▶ 3a	1,092,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	3,990	
4 Dividends and interest from securities.			14	375,759	
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	84,073	
8 Gain or (loss) from sales of assets other than inventory			18	232,399	
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		696,221	0
13 Total. Add line 12, columns (b), (d), and (e).			13	696,221	696,221

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 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

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

Print/Type preparer's name RICHARD PHILIPSON	Preparer's Signature	Date	Check if self-employed ☐	PTIN 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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				
RITA BERG 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	SECRETARY 2 00	0	0	0
CHRISTELLE SIOHAN 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814				
STEPHEN MEAD 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	CO-PRESIDENT 0 00	0	0	0
WILLIAM TUEGEL 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814				
STEPHEN MEAD 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814	CO-TREASURER 0 00	0	0	0
WILLIAM TUEGEL 3 BETHESDA METRO CENTER 350 BETHESDA, MD 20814				

TY 2016 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	7,986	3,993		3,993

TY 2016 General Explanation Attachment**Name:** MEAD FAMILY FOUNDATION

C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030**General Explanation Attachment**

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

General Explanation Attachment

Identifier	Return Reference	Explanation	
2		FORM 990 PF - PART XV LINE 3 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR O	DETAILED SCHEDULE OF CONTRIBUTIONSNAME AMOUNT ASSOCIATION OF ARTISTS AND CRAFTSMEN OF PORTER COUNTY 5,000 00 AU SCHOOL OF COMMUNICATION 5,000 00 AUDUBON NATURALIST SOCIETY 20,000 00 BOOK HARVEST 500 00 BOYS & GIRLS CLUBS OF CENTRAL FLORIDA 15,000 00 CHILDREN'S INN AT NIH 20,000 00 CITY OF TALLAHASSEE - PALMER MUNROE TEEN CENTER 15,000 00 COLLEGE TRACKS 31,000 00 COMMUNITIES IN SCHOOLS OF DURHAM 10,000 00 COMPASS CENTER FOR WOMEN & FAMILIES 35,000 00 EAST DURHAM CHILDREN'S INITIATIVE 30,000 00 EMILY K CENTER 20,000 00 ENVIRONMENTAL WORKING GROUP 5,000 00 FARMER FOODSHARE 16,000 00 FOOD RECOVERY NETWORK 18,000 00 FREEDOM IN CREATION 6,500 00 FUTURE LINK 26,000 00 GENERAL H HUGH SHELTON LEADERSHIP CENTER 5,000 00 GENERATION HOPE 20,000 00 GOBABY GO@IU 5,000 00 IDENTITY 20,000 00 IMAGINE MISSIONS 5,000 00 INTER-FAITH FOOD SHUTTLE 47,000 00 KABOOM! 20,000 00 KID MUSEUM 20,000 00 KIDZNOTES 45,000 00 KIDZU CHILDREN'S MUSEUM 5,000 00 LUCY DANIELS CENTER 10,000 00 MANNA FOOD CENTER 40,000 00 MENTAL HEALTH ASSOCIATION OF MONTGOMERY COUNTY 15,000 00 MILITARY MISSIONS IN ACTION 20,000 00 MOMMY'S HAVEN 12,500 00 MONTGOMERY COUNTY FOOD COUNCIL 20,000 00 NATIONAL FAMILY RESILIENCY CENTER 20,000 00 NEW BEGINNINGS 5,000 00 NICK'S PLACE 5,000 00 NORTH CAROLINA ARTS IN ACTION 30,000 00 NOURISH INTERNATIONAL 15,000 00 ORLANDO AFTER-SCHOOL ALL-STARs 25,000 00 OUR HOUSE 27,500 00 PARENT ENCOURAGEMENT PROGRAM, INC 25,000 00 PARTNERS FOR YOUTH OPPORTUNITY 21,000 00 PICKARDS MOUNTAIN ECO-INSTITUTE 38,500 00 POE CENTER FOR HEALTH EDUCATION 25,000 00 REAL FOOD 4 KIDS MOCO 20,000 00 RED WIGGLER COMMUNITY FARM 25,000 00 REINVESTMENT PARTNERS - BULL CITY COOL FOOD HUB 26,000 00 SEEDS 30,000 00 SERVICESOURCE - WARRIOR BRIDGE 10,000 00 SOURCECODE B46, INC 15,000 00 STEPUP MINISTRY 10,000 00 TRAGEDY ASSISTANCE PROGRAM FOR SURVIVORS 15,000 00 TROSA 20,000 00 TURN ABOUT INC OF TALLAHASSEE 10,000 00 URBAN ALLIANCE 50,000 00 US VETERANS CORPS 10,000 00 VILLAGE OF WISDOM 500 00 YOUTH EMPOWERED SOLUTIONS 26,000 00 TOTAL \$1,092,000 00

TY 2016 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
SCHWAB #2635	1,009,429	998,291

TY 2016 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
SCHWAB #6608	17,716,535	19,682,763

TY 2016 Investments Government Obligations Schedule

Name: MEAD FAMILY FOUNDATION
C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

**US Government Securities - End
of Year Book Value:**

682,671

**US Government Securities - End
of Year Fair Market Value:**

675,030

**State & Local Government
Securities - End of Year Book
Value:**

678,523

**State & Local Government
Securities - End of Year Fair
Market Value:**

692,268

TY 2016 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	0	0
HAMILTON LANE PRIVATE EQUITY	AT COST	9,419	110,699
SSB MASTER FUND II OFFSHORE	AT COST	0	30,472
STEPSTONE MASTERS IV OFF TE A1	AT COST	0	148,376

TY 2016 Other Assets Schedule**Name:** MEAD FAMILY FOUNDATION

C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT INCOME RECEIVABLE	8,946	8,722	8,722

TY 2016 Other Expenses Schedule**Name:** MEAD FAMILY FOUNDATION

C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030**Other Expenses Schedule**

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	198	198		0
DUES & MEMBERSHIPS	1,350	0		1,350
AMORTIZATION OF BOND PREMIUMS	10,104	10,104		0
BANK FEES	138	5		133

TY 2016 Other Income Schedule**Name:** MEAD FAMILY FOUNDATION

C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MASTERS FUND II - DISTRIBUTION IN EXCESS OF BASIS	84,073	84,073	84,073

TY 2016 Other Increases Schedule**Name:** MEAD FAMILY FOUNDATION

C/O INTENTIONAL PHILANTHROPY LLC

EIN: 52-1646030

Description	Amount
BOOK/TAX ADJUSTMENTS	2,091

TY 2016 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
CREDIT CARDS PAYABLE	9,805	0
FOREIGN TAXES PAYABLE	8,943	8,722
STEPSTONE MASTERS IV OFF TE A1	0	34,583

TY 2016 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	79,198	79,198		0
INTENTIONAL PHILANTHROPY	123,600	0		123,600
GRANT CONSULTING FEES	10,000	0		10,000

**TY 2016 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 2016 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	8,722	8,722		0
FEDERAL EXCISE TAXES	8,000	0		0

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 2016

Name of the organization MEAD FAMILY FOUNDATION C/O INTENTIONAL PHILANTHROPY LLC	Employer identification number 52-1646030
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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 33¹/₃% 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
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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, DE198011621	 \$ 2,100,000 	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-	 	 \$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

52-1646030

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization MEAD FAMILY FOUNDATION C/O INTENTIONAL PHILANTHROPY LLC	Employer identification number 52-1646030
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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
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(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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	