

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2010**, or tax year beginning , **2010**, and ending , **20**

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

Name of foundation: **MEAD FAMILY FOUNDATION**
A Employer identification number: **52-1646030**
Number and street (or P.O. box number if mail is not delivered to street address): **C/O ARABELLA ADVISORS**
Room/suite: **600**
B Telephone number (see page 10 of the instructions): **(202) 595-1020**
734 15TH STREET, NW
City or town, state, and ZIP code: **WASHINGTON, DC 20005**

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 18,238,319.**
J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

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 page 11 of the instructions).)

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) | 0. | | | |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| 3 Interest on savings and temporary cash investments | 6. | 6. | | ATCH 1 |
| 4 Dividends and interest from securities | 406,785. | 401,536. | | ATCH 2 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 264,191. | | | |
| b Gross sales price for all assets on line 6a 1,726,491. | | 264,191. | | |
| 7 Capital gain net income (from Part IV, line 2) | | | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10 a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | |
| c Gross profit or (loss) (attach schedule) | | | | |
| 11 Other income (attach schedule) | 128,775. | 128,775. | | ATCH 3 |
| 12 Total. Add lines 1 through 11 | 799,757. | 794,508. | | |

| | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|------------------------------------|---------------------------|-------------------------|---|
| 13 Compensation of officers, directors, trustees, etc. | | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) | 3,615. | 1,808. | | 1,807. |
| c Other professional fees (attach schedule) * | 175,693. | 58,923. | | 116,770. |
| 17 Interest, ATTACHMENT 5 | 516. | 516. | | |
| 18 Taxes (attach schedule) (see page 14 of the instructions) * | 3,395. | 3,395. | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | 7,075. | | | 7,075. |
| 22 Printing and publications | 118. | | | 118. |
| 23 Other expenses (attach schedule) ATCH 7 | 23,297. | 13,997. | | 9,300. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 213,709. | 78,639. | | 135,070. |
| 25 Contributions, gifts, grants paid | 759,000. | | | 759,000. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 972,709. | 78,639. | | 894,070. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | -172,952. | | | |
| b Net investment income (if negative, enter -0-) | | 715,869. | | |
| 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 | End of year | |
|-----------------------------|--|--|----------------|-----------------------|-------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| Assets | 1 | Cash - non-interest-bearing | | | | |
| | 2 | Savings and temporary cash investments | 762,675. | 360,714. | 360,714. | |
| | 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 page 15 of the instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less: allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U.S. and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 8 | 11,611,905. | 12,012,054. | 14,118,855. | |
| | c | Investments - corporate bonds (attach schedule) ATCH 9 | 1,020,805. | 1,297,289. | 1,306,348. | |
| | 11 | Investments - land, buildings, and equipment: basis ▶ | | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) ATCH 10 | 2,595,862. | 2,131,051. | 2,452,402. | | |
| 14 | Land, buildings, and equipment: basis ▶ | | | | | |
| | Less: accumulated depreciation (attach schedule) ▶ | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | 15,991,247. | 15,801,108. | 18,238,319. | | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 0. | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 15,991,247. | 15,801,108. | | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | 15,991,247. | 15,801,108. | | | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 15,991,247. | 15,801,108. | | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|-------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 15,991,247. |
| 2 | Enter amount from Part I, line 27a | 2 | -172,952. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 15,818,295. |
| 5 | Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11 | 5 | 17,187. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 15,801,108. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|---|--|---|--------------------------------------|----------------------------------|
| 1a | SEE PART IV SCHEDULE | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (j) 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 | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| 2 | Capital gain net income or (net capital loss) } { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | | | 2 | 264,191. | |
| 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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries.

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|---|--|---|
| 2009 | 561,651. | 15,117,666. | 0.037152 |
| 2008 | 1,104,942. | 18,863,966. | 0.058574 |
| 2007 | 1,277,632. | 22,688,987. | 0.056311 |
| 2006 | 1,188,606. | 20,624,397. | 0.057631 |
| 2005 | 1,111,508. | 18,844,816. | 0.058982 |
| 2 | Total of line 1, column (d) | | 2 0.268650 |
| 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 0.053730 |
| 4 | Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | | 4 16,945,480. |
| 5 | Multiply line 4 by line 3 | | 5 910,481. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | | 6 7,159. |
| 7 | Add lines 5 and 6 | | 7 917,640. |
| 8 | Enter qualifying distributions from Part XII, line 4 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 on page 18. | | 8 894,070. |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows and 2 columns. Rows include: 1. Exempt operating foundations... 2. Tax under section 511... 3. Add lines 1 and 2... 4. Subtitle A (income) tax... 5. Tax based on investment income... 6. Credits/Payments: 6a 2010 estimated tax payments... 6b Exempt foreign organizations... 6c Tax paid with application... 6d Backup withholding... 7. Total credits and payments... 8. Enter any penalty... 9. Tax due... 10. Overpayment... 11. Enter the amount of line 10 to be: Credited to 2011 estimated tax 9,677. Refunded

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (1a-10, Yes, No). Rows include: 1a. During the tax year, did the foundation attempt to influence any national, state, or local legislation... 1b. Did it spend more than \$100 during the year... 1c. Did the foundation file Form 1120-POL for this year? 2. Has the foundation engaged in any activities that have not previously been reported to the IRS? 3. Has the foundation made any changes, not previously reported to the IRS... 4a. Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4b. If "Yes," has it filed a tax return on Form 990-T for this year? 5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? 6. Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: 7. Did the foundation have at least \$5,000 in assets at any time during the year? 8a. Enter the states to which the foundation reports or with which it is registered... 8b. If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... 9. Is the foundation claiming status as a private operating foundation... 10. Did any persons become substantial contributors during the tax year?

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 page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of ARABELLA ADVISORS Telephone no. 202-595-1020
Located at 734 15TH STREET, NW, SUITE 600 WASHINGTON, DC ZIP + 4 20005
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2010, 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 Yes No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 page 22 of the instructions)? 1b
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 2010? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 22 of the instructions.) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2010 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 2010.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? 4b X

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

- 5a During the year did the foundation pay or incur any amount to:
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b**
- Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 12 | | -0- | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over \$50,000

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| ATTACHMENT 13 | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | |
| ----- | | NONE |

Total number of others receiving over \$50,000 for professional services **▶** NONE

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See page 24 of the instructions. | |
| 3 NONE | |

Total. Add lines 1 through 3 **▶**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 | 16,559,290. |
| b | Average of monthly cash balances | 1b | 644,243. |
| c | Fair market value of all other assets (see page 25 of the instructions) | 1c | 0. |
| d | Total (add lines 1a, b, and c) | 1d | 17,203,533. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 17,203,533. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | 4 | 258,053. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 16,945,480. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 847,274. |

Part XI Distributable Amount (see page 25 of the 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 | 847,274. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 14,317. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 14,317. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 832,957. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 832,957. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 832,957. |

Part XII Qualifying Distributions (see page 25 of the 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 | 894,070. |
| 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 | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | 0. |
| b | Cash distribution test (attach the required schedule) | 3b | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 894,070. |
| 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 page 26 of the instructions) | 5 | N/A |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 894,070. |

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 page 26 of the instructions)

| | (a) Corpus | (b) Years prior to 2009 | (c) 2009 | (d) 2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 832,957. |
| 2 Undistributed income, if any, as of the end of 2010: | | | | |
| a Enter amount for 2009 only | | | | |
| b Total for prior years: 20 08 20 07 20 06 | | | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | 199,623. | | | |
| b From 2006 | 189,068. | | | |
| c From 2007 | 179,730. | | | |
| d From 2008 | 180,025. | | | |
| e From 2009 | | | | |
| f Total of lines 3a through e | 748,446. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 894,070. | | | | |
| a Applied to 2009, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | | | | |
| d Applied to 2010 distributable amount | | | | 832,957. |
| e Remaining amount distributed out of corpus | 61,113. | | | |
| 5 Excess distributions carryover applied to 2010. (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 809,559. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions | | | | |
| e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions | | | | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011. | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) | | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions) | 199,623. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 609,936. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | 189,068. | | | |
| b Excess from 2007 | 179,730. | | | |
| c Excess from 2008 | 180,025. | | | |
| d Excess from 2009 | | | | |
| e Excess from 2010 | 61,113. | | | |

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a "Assets" alternative test - enter: | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

GILBERT MEAD AND JAYLEE MEAD

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:
ATTACHMENT 14

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED "GUIDELINES FOR PROPOSALS"

c Any submission deadlines:
ATTACHMENT 15

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
ATTACHMENT 16

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 <i>Paid during the year</i> SEE STATEMENT 17 | | | SEE STATEMENT | 759,000. |
| Total ▶ 3a | | | | 759,000. |
| b <i>Approved for future payment</i> | | | | |
| Total ▶ 3b | | | | |

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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.

Signature of officer or trustee, Date, Title

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Firm's name (CRAMER & OLER, LLC), Firm's address (6106 MACARTHUR BOULEVARD, SUITE 108, BETHESDA, MD 20816), Firm's EIN (52-1792567), and Phone no. (301-320-0100).

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | 67,079. | |
| | | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | | | | 19,323. | |
| | | TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS | | | | | 64,839. | |
| 592,757. | | SEE STMT 18 PROPERTY TYPE: SECURITIES 562,148. | | | | P | 30,609. | |
| 882,298. | | SEE STMT 18 PROPERTY TYPE: SECURITIES 800,000. | | | | P | 82,298. | |
| 50,195. | | 50000 FHLB PROPERTY TYPE: SECURITIES 50,140. | | | | P | 09/17/2009 55. | 04/28/2010 |
| 50,000. | | 50000 FNMA PROPERTY TYPE: SECURITIES 50,012. | | | | P | 09/24/2009 -12. | 09/28/2010 |
| TOTAL GAIN (LOSS) | | | | | | | <u>264,191.</u> | |

ATTACHMENT 1

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

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| SUNTRUST BANK | 6. | 6. |
| TOTAL | <u>6.</u> | <u>6.</u> |

ATTACHMENT 2

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

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|------------------------------------|---|--------------------------------------|
| SSB PRIVATE SEL FUND I LLC-INT | 87. | 87. |
| SSB PRIVATE SEL FUND I LLC-DIVI | 704. | 704. |
| CITIGROUP SMITH BARNEY-DIVI | 5. | 5. |
| CHARLES SCHWAB 1764-2635 DIVI | 5. | 5. |
| CHARLES SCHWAB 1764-2635 INT (NET) | 33,856. | 33,856. |
| CHARLES SCHWAB 6985-6608 DIVI | 360,416. | 360,416. |
| PRINCETON FUTURES FUND-INT | 3,055. | 3,055. |
| PRINCETON FUTURES FUND-DIVI | 247. | 247. |
| HAMILTON LANE DISTS | 3,161. | 3,161. |
| NONTAXABLE INT/DIVIS | 5,249. | |
| TOTAL | <u>406,785.</u> | <u>401,536.</u> |

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|-------------------------------------|---|--------------------------------------|
| SSB PRIVATE SEL FUND I LLC: K-1 INC | 510. | 510. |
| PRINCETON FUTURES FUND: K-1 INCOME | -29,906. | -29,906. |
| PINE GROVE | -3,020. | -3,020. |
| MESIROW | 92,026. | 92,026. |
| MASTERS FUND II | 69,165. | 69,165. |
| | <u>128,775.</u> | <u>128,775.</u> |
| TOTALS | <u>128,775.</u> | <u>128,775.</u> |

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------------|---|--------------------------------------|--------------------------------|
| HIGHLINE-INVESTMENT FEES | 58,923. | 58,923. | |
| ARABELLA FEES/REIMBS | 116,770. | | 116,770. |
| TOTALS | <u>175,693.</u> | <u>58,923.</u> | <u>116,770.</u> |

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|------------------------------|---|--------------------------------------|
| INV INT-PRINCETON FUTURES FD | 516. | 516. |
| TOTALS | <u>516.</u> | <u>516.</u> |

FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> |
|--------------------|---|--------------------------------------|
| FOREIGN | 3,395. | 3,395. |
| TOTALS | <u>3,395.</u> | <u>3,395.</u> |

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

| <u>DESCRIPTION</u> | <u>REVENUE AND EXPENSES PER BOOKS</u> | <u>NET INVESTMENT INCOME</u> | <u>CHARITABLE PURPOSES</u> |
|--------------------------|---|--------------------------------------|--------------------------------|
| INSURANCE | 750. | | 750. |
| PORTFOLIO DEDS FROM K-1S | 13,997. | 13,997. | |
| DUES | 3,434. | | 3,434. |
| OFFICE EXPS & SUPPLIES | 2,616. | | 2,616. |
| SPONSORSHIP | 2,500. | | 2,500. |
| TOTALS | <u>23,297.</u> | <u>13,997.</u> | <u>9,300.</u> |

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|---------------------------------|------------------------------|-----------------------|
| DIVIS, CAP GAIN DISTIS RECEIV. | 3,170. | 4,511. | 4,511. |
| FOREIGN TAXES PAYABLE | -2,928. | -6,318. | -6,318. |
| HIGHLINE SECURITIES 6608 | 11,611,663. | 12,013,861. | 14,120,662. |
| TOTALS | <u>11,611,905.</u> | <u>12,012,054.</u> | <u>14,118,855.</u> |

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------|---------------------------------|------------------------------|-----------------------|
| HIGHLINE SECURITIES 2635 | 1,020,805. | 1,297,289. | 1,306,348. |
| TOTALS | <u>1,020,805.</u> | <u>1,297,289.</u> | <u>1,306,348.</u> |

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u> | <u>BEGINNING BOOK VALUE</u> | <u>ENDING BOOK VALUE</u> | <u>ENDING FMV</u> |
|--------------------------------|---------------------------------|------------------------------|-----------------------|
| SSB PRIVATE SEL FUND I LLC | 56,933. | 52,344. | 52,522. |
| MESIROW AB RT FD | 500,000. | 0. | 0. |
| IVY CLARUS CI LTD, CL C | 98,487. | 51,938. | 55,353. |
| PINE GROVE OFF FD LTD | 500,000. | 0. | 0. |
| HAMILTON LANE PRIVATE EQUITY | 95,951. | 129,408. | 143,566. |
| MASTERS IV OFF TE A-1 | 398,417. | 430,918. | 394,053. |
| PRINCETON FUTURES FUND | 946,074. | 1,016,443. | 1,016,443. |
| SSB MASTER FUND II OFFSHORE | 0. | 0. | 315,581. |
| ALTERNATIVE INVESTMENT PARTNER | 0. | 450,000. | 474,884. |
| TOTALS | <u>2,595,862.</u> | <u>2,131,051.</u> | <u>2,452,402.</u> |

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u> | <u>AMOUNT</u> |
|------------------------------------|----------------|
| NONDEDUCTIBLE SECURITIES BASIS ADJ | 2,376. |
| NONDEDUCTIBLE EXPS FROM SCH K-1S | 7. |
| OTHER NONTAX/NONDED FROM K-1S | -9,849. |
| UNREALIZED LOSS FROM K-1S | 24,653. |
| TOTAL | <u>17,187.</u> |

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

ATTACHMENT 12

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

PRES, TREAS, DIR

ELIZABETH MEAD
C/O ARABELLA ADVISORS
734 15TH STREET, NW 600
WASHINGTON, DC 20005

VICE PRES, DIR

JAYLEE MEAD
C/O ARABELLA ADVISORS
734 15TH STREET, NW 600
WASHINGTON, DC 20005

VICE PRES, SECY, DIR

DIANA MEAD
C/O ARABELLA ADVISORS
734 15TH STREET, NW 600
WASHINGTON, DC 20005

DIRECTOR

MARILYN MEAD
C/O ARABELLA ADVISORS
734 15TH STREET, NW 600
WASHINGTON, DC 20005

GRAND TOTALS

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

| <u>NAME AND ADDRESS</u> | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|--|------------------------|---------------------|
| ARABELLA PHILANTHROPIC INVEST. ADVISOR 734 15TH STREET, NW, SUITE 600 WASHINGTON, DC 20005 COMPANY WHICH MANAGES THE FOUNDATION ACTIVITY. | FOUNDATION MGMNT. | \$110,081 |

TOTAL COMPENSATION

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

MEAD FAMILY FOUNDATION
734 15TH STREET, NW, SUITE 600
WASHINGTON, DC 20005
202-595-1020

990PF, PART XV - SUBMISSION DEADLINES

PROPOSALS:
MARCH 15TH AND SEPTEMBER 15TH

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

SEE ATTACHED "GUIDELINES FOR PROPOSALS."
OTHER SOLICITED GRANTS ARE AWARDED THROUGH
A THIRD GENERATION BOARD DEVELOPMENT PROGRAM.

STMTS 19-20

Mead Family Foundation
Vendor Contact List
April 26, 2011

2:49 PM
04/26/11

| Grantee | Address | Memo | Amount |
|--|--|---|---------------------|
| American University | American University School of Communications 4400 Massachusetts Ave NW Washington, DC 20001 | To support the Center for Environmental Filmmaking | \$5,000.00 |
| Asian - American LEAD | Asian - American LEAD 1323 Girard Street, N.W. Washington, DC 20009 | To support the well-being of low-income and underserved Asian American youth | \$10,000.00 |
| Big Bend Habitat For Humanity | Big Bend Habitat For Humanity 2921 Roberts Avenue Tallahassee, Florida 32310 | To support the creation of affordable homes for individuals and families living in substandard housing | \$5,000.00 |
| Bright Beginnings | Bright Beginnings 128 M Street, NW Washington, DC 20001 | To support special needs programs for homeless families with young children | \$15,000.00 |
| CASA of MC | CASA of MC 1010 Grandin Avenue, #B-3 Rockville, MD, 20851 | To support the recruitment, training and ongoing supervision of volunteers | \$10,000.00 |
| CentroNia | CentroNia 1420 Columbia Road NW Washington, DC 20009 | To support affordable quality education programs, professional development and training for underserved populations | \$10,000.00 |
| Childrens Inn at NIH | Childrens Inn at NIH 7 West Drive, Bethesda, MD, 20814 | To support pediatric patients and their families who are receiving treatments for serious illnesses | \$20,000.00 |
| City at Peace | City at Peace 1328 Florida Ave, NW Washington, DC 20009 | To support performing arts youth programs that promote cross-cultural understanding and appreciation | \$5,000.00 |
| City Year | City Year 1875 Connecticut Avenue, NW Suite 1130 Washington, DC 20009 | To support young people, ages 17 to 24, for a year of full-time service | \$10,000.00 |
| Community Bridges | Community Bridges 620 Peersing Dr., 2nd Floor, Silver Spring, MD, 20910 | To support programs that provide a variety of relevant and interactive activities for underserved populations | \$20,000.00 |
| Community Fdn of East Central Florida | Community Fdn of East Central Florida Attn: Nita Schmellick P.O. Box 523 Deland, FL 32721-0523 | To support the Community Foundation of East Florida | \$70,000.00 |
| Community Ministry of Montgomery County | Community Ministry of Montgomery County | To support the Excel Beyond the Bell Innovation Fund | \$20,000.00 |
| Crossway Community | Crossway Community Attn: Ms. Kathleen Guinan 3015 Upton Drive Kensington, MD 20895 | To support education programs and services that reduce poverty | \$15,000.00 |
| Dance Place | Dance Place 3225 8th Street NE Washington, D.C. 20007 | To support performing arts and creative education programs for DC youth | \$10,000.00 |
| DC Scores* | DC Scores* Attn: Amy Nakamoto 1224 M St NW, Suite 200 Washington, DC 20005 | To support after-school programs for DC youth | \$10,000.00 |
| DC Youth Orchestra | DC Youth Orchestra 1700 E Capitol St NE Washington, DC 20003 | To support music education for students in the DC metro area | \$5,000.00 |
| Doctors Without Borders | Doctors Without Borders Attn: Arun Shrestha 333 7th Ave, 2nd Floor New York, NY 10001 | To support quality medical care for people caught in crisis | \$15,000.00 |
| EarthJustice | Earth Justice 426 17th Street Floor 6 Oakland, CA 94612 | To support the protection of environmental health and safety rights | \$5,000.00 |
| Family Support Center | Family Support Center 4308 Montgomery Ave, Bethesda, MD, 20814 | To support the Family Support Center's technological infrastructure | \$20,000.00 |
| Fishing School | Fishing School 4737 Meade St, NE Washington, DC 20002 | To support after-school programs for at-risk youth | \$10,000.00 |
| Fishing School | Fishing School 4737 Meade St, NE Washington, DC 20002 | To support after-school programs for at-risk youth | \$10,000.00 |
| Flagler County Education Foundation | Flagler County Education Foundation 1769 E. Moody Blvd. Bldg. 2 Bunnell, FL | To support education programs for students and teachers in Flagler County Public Schools | \$40,000.00 |
| Gandhi Brigade | Gandhi Brigade Attn: Richard Jaeggi PO Box 7381 Silver Spring, MD 20907 | To support young people to become powerful leaders | \$5,000.00 |
| Georgetown University | Georgetown University Office of Advancement 3300 Whitehaven St., NW Ste. 4000 Washington, DC 20057 | To support pre-college academic enrichment programs for DC area public middle school students | \$10,000.00 |
| Global Fund for Women, Inc. | Global Fund for Women, Inc. 222 Sutter Street Ste 500 San Francisco, CA 94108 | To support programs that strengthen women's economic livelihood | \$12,000.00 |
| Higher Achievement | Higher Achievement 317 8th Street NE Washington, D.C 20002 | To support after-school programs promoting college preparation | \$10,000.00 |
| Hospice Caring, Inc. | Hospice Caring, Inc. The Cottage, 518 South Frederick Avenue Gaithersburg, MD, 20877 | To support services for those facing life-threatening illnesses or grieving the death of a loved one | \$20,000.00 |
| Identity | Identity Attn: Ms. Candace Kattar 414 East Diamond Ave Gaithersburg, MD 20877 | To support youth theatre and arts education programs | \$1,000.00 |
| Imagination Stage | Imagination Stage 4908 Auburn Avenue Bethesda, MD 20814 | To support programs that help create environments and capacity needed to build a culture of imagination | \$15,000.00 |
| IMPACT Silver Spring* | IMPACT Silver Spring* 825 Wayne Avenue Silver Spring, MD 20910 | To support organizational infrastructure development | \$10,000.00 |
| Interfaith Works | Interfaith Works 114 W. Montgomery Ave. Rockville, MD 20850 | To support free-of-charge, classical orchestral instruction for youth in Durham, NC | \$10,000.00 |
| KidsNotes | KidsNotes 120 Morris St Durham, NC 27701 | To support programs for youth and families | \$10,000.00 |
| Latin American Youth Center | Latin American Youth Center 1419 Columbia Rd NW Washington, DC 20009 | To support education for low-income young men in Washington DC | \$10,000.00 |
| Life Pieces to Masterpieces* | Life Pieces to Masterpieces* Attn: Mary Brown 3645 Madison Watch Way Falls Church, VA 22041 | To support at-risk children, youth, families and individuals by providing educational and enrichment opportunities | \$10,000.00 |
| Martha's Table | Martha's Table Attn: Ann Brookover 2114 14th St. NW Washington, DC 20009 | To support advocacy, education and community service programs supporting marginalized populations | \$25,000.00 |
| Mental Health Assn. of Montgomery County | Mental Health Assn. of Montgomery County Attn: Lauren Hochman 1000 Twinbrook Parkway Rockville, MD 20855 | To support programs designed to build partnerships that benefit children and families | \$5,000.00 |
| Montgomery Cty. Collaboration Council | Montgomery Cty. Collaboration Council 7361 Calhoun Place, Ste 600, Rockville, MD, 20855 | To support capacity-building for emerging Montgomery County nonprofits | \$20,000.00 |
| Montgomery County Community Foundation | Montgomery County Community Foundation 8720 Georgia Avenue, Suite 202, Silver Spring, MD 20910 | To support the Musical Theatre Center | \$30,000.00 |
| Musical Theatre Center | Musical Theatre Center 837-D Rockville Pike, Wintergreen Plaza, Second Level, Rockville, MD 20852 | To support programs and services for homeless and low-income women | \$5,000.00 |
| N Street Village | N Street Village 1333 N Street, NW Washington, DC 20005 | To support four social service divisions that create healthy living environments for underserved populations | \$20,000.00 |
| National Center for Children & Families | 6301 Greentree Road, Bethesda, MD, 20817-3368 | To support services that help build healthy relationships across the life cycle of a child | \$20,000.00 |
| National Family Resiliency Center | National Family Resiliency Center 2000 Century Plaza Suite 121 Columbia, MD 21044 | To support the expansion of Nonprofit Village services | \$10,000.00 |
| Nonprofit Village, Inc | Nonprofit Village, Inc Attn: Laura Sildon 12320 Parklawn Drive Rockville, MD 20852 | To support the expansion of Nonprofit Village services | \$10,000.00 |
| Nonprofit Village, Inc | Nonprofit Village, Inc Attn: Laura Sildon 12320 Parklawn Drive Rockville, MD 20852 | To support the expansion of Nonprofit Village services | \$10,000.00 |
| Primary Care Coalition | 8757 Georgia Avenue, 10th Floor, Silver Spring, MD, 20910 | To support the Tree House Child Assessment Center | \$10,000.00 |
| Safe Shores- DC Children's Advocacy Ctr | Safe Shores- DC Children's Advocacy Ctr Attn: SooAnn Roberts Pisano 300 E Street, NW Washington, DC 20001 | To support crisis intervention and therapy for child and adolescent victims of sexual abuse | \$20,000.00 |
| Stepping Stones Shelter | P.O. Box 712, Rockville, MD 20848-0712 | To support homeless families with food, clothing, shelter, support services and education | \$10,000.00 |
| Sitar Arts Center* | Sitar Arts Center 1700 Kalamora Road, NW, Suite 101 Washington, DC 20009 | To support after-school visual and performing arts programs | \$40,000.00 |
| University of Florida Foundation Inc | University of Florida Foundation Inc Whitney Laboratory Education Fund 9505 Ocean Shore Blvd. S. J. Vero Beach, FL 32909 | To support at-risk high school students from Flagler County, Florida to participate in summer enrichment programs | \$10,000.00 |
| Urban Alliance | Urban Alliance Attn: Jee Pae 1327 14th St., NW, Suite 200 Washington, DC 20005 | To support high school internship programs | \$30,000.00 |
| Women For Women International* | 4455 Connecticut Avenue NW, Ste 200 Washington, DC 20008 | To support women survivors of war | \$5,000.00 |
| Young Playwrights Theater, Inc | Young Playwrights Theater, Inc 2437 15th St. NW Washington, DC 20009 | To support writing and theater programs for DC youth | \$5,000.00 |
| Total | | | \$759,000.00 |

STATEMENT 17



REALIZED GAINS AND LOSSES

Mead Family Foundation
Charles Schwab Institutional Account #69856608
January 01, 2010 to December 31, 2010

Table with 4 columns: Category, Cost Basis, Proceeds, Gains/Losses. Rows include Short Term, Long Term, Capital Gain Distributions (Long Term, Five Year), and Total Realized Gains and Losses.

Main transaction table with 9 columns: Open Date, Close Date, Security Name, Quantity, Cost Basis, Proceeds, Short Term, Long Term. Lists various securities like Calamos Convertible Fd I, NatixisLoomisSayles Inv Gr Bond - Y, etc.

Capital Gain Distributions

Table with 4 columns: Closed Date, Security Name, Long Term, Five Year. Lists distributions for Vaughan Nelson Value Oppty Fd - Y, PIMCO Tot Rtn Fund, and Manning & Napier Fd- Wrld Opp Fd.

The information contained in this report has been gathered from sources believed to be reliable. We do not guarantee the accuracy or completeness of the information, and assume no liability for damages resulting from its use.

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



734 15th Street, NW, Suite 600, Washington, D.C. 20005
Tel: (202) 595-1020 Fax: (202) 833-5540
Email: info@meadfamilyfdn.org
Website: www.meadfamilyfdn.org
"Empowering youth to have crisis-free lives,
strong families and excellent education"

GUIDELINES FOR APPLICATIONS (2011)

The Foundation supports projects that enrich the lives of youth by *strengthening families, preventing crises for children and youth, improving the academic education of children in grades K-12, and promoting education in the arts.*

ONLY SOLICITED GRANT APPLICATIONS ARE ACCEPTED

Application deadlines are as follows:

- **Spring Cycle** Applications are due **March 15th**.
Grant awards will be made in June.
- **Fall Cycle:** Applications are due **September 15th**.
Grant awards will be made in December.
- All applications must be submitted online through the Foundation's grants management system.
- Funding requests can be for operating expenses or for specific projects.
- No grants are made to individuals.

A site visit will be made after a grant is awarded. At the conclusion of the grant, recipients will be asked to fill out a grant report form (through the Foundation's online grants management system) describing how the funds were spent, the outcomes achieved and the long term impact the organization is working to achieve.

Grant report deadlines are as follows:

- For **fall cycle** awards (made in December), the report deadline is **September 15th** of the following year.

STMT 19

- For **spring cycle** awards (made in June), the report deadline is **March 15th** of the following year.

APPLICATIONS ARE CONSTRUCTED TO INCLUDE THE FOLLOWING:

1. Organizational information:

- Name, address, telephone and fax numbers, and web site of the organization
- Name, title, e-mail address, and telephone number of contact person
- Brief purpose of your organization and mission statement
- Dates of your fiscal year
- Amount requested
- If project funding is requested, a one-paragraph summary of the purpose of the requested grant

2. A **Narrative** including:

- Information on your organization's current goals and accomplishments
- If project funding is requested: a detailed description of the project, including the project's purpose, a detailed project budget, the project's design, number of participants, expected accomplishments, and the methods of evaluation.

3. **Two current financial reports:**

- A statement of actual revenues and expenses
- A balance sheet (also known as statement of financial position).

4. A copy of your **IRS determination letter**, or an explanation of your tax-exempt status

5. A **List of Foundations** that have made grants in the previous fiscal year.

6. A **Board of Directors** list, including officers and their affiliations.

Underpayment of Estimated Tax by Corporations

2010

▶ See separate instructions.
 ▶ Attach to the corporation's tax return.

Name: **MEAD FAMILY FOUNDATION** Employer identification number: **52-1646030**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

| | | | |
|----|---|----|---------|
| 1 | Total tax (see instructions) | 1 | 14,317. |
| 2a | Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 | 2a | |
| 2b | Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method | 2b | |
| 2c | Credit for federal tax paid on fuels (see instructions) | 2c | |
| 2d | Total. Add lines 2a through 2c. | 2d | |
| 3 | Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty. | 3 | 14,317. |
| 4 | Enter the tax shown on the corporation's 2009 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5 | 4 | 4,243. |
| 5 | Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 | 5 | 4,243. |

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

| | (a) | (b) | (c) | (d) |
|----|------------|------------|------------|------------|
| 9 | 05/17/2010 | 06/15/2010 | 09/15/2010 | 12/15/2010 |
| 10 | 1,061. | 6,098. | 3,579. | 3,579. |
| 11 | 13,999. | | | |
| 12 | | 12,938. | 6,840. | 3,261. |
| 13 | | 12,938. | 6,840. | 3,261. |
| 14 | | | | |
| 15 | 13,999. | 12,938. | 6,840. | 3,261. |
| 16 | | | | |
| 17 | | | | 318. |
| 18 | 12,938. | 6,840. | 3,261. | |

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Part IV Figuring the Penalty

| | (a) | (b) | (c) | (d) |
|--|-----|---|-----|-----|
| 19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.) | 19 | | | |
| 20 Number of days from due date of installment on line 9 to the date shown on line 19. | 20 | | | |
| 21 Number of days on line 20 after 4/15/2010 and before 7/1/2010 | 21 | | | |
| 22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 4% | 22 | | | |
| 23 Number of days on line 20 after 6/30/2010 and before 10/1/2010 | 23 | ATTACHMENT 1 | | |
| 24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 4% | 24 | | | |
| 25 Number of days on line 20 after 9/30/2010 and before 1/1/2011 | 25 | SEE PENALTY COMPUTATION WHITEPAPER DETAIL | | |
| 26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 4% | 26 | | | |
| 27 Number of days on line 20 after 12/31/2010 and before 4/1/2011 | 27 | | | |
| 28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 3% | 28 | | | |
| 29 Number of days on line 20 after 3/31/2011 and before 7/1/2011 | 29 | | | |
| 30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x *% | 30 | | | |
| 31 Number of days on line 20 after 6/30/2011 and before 10/1/2011 | 31 | | | |
| 32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x *% | 32 | | | |
| 33 Number of days on line 20 after 9/30/2011 and before 1/1/2012 | 33 | | | |
| 34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x *% | 34 | | | |
| 35 Number of days on line 20 after 12/31/2011 and before 2/16/2012 | 35 | | | |
| 36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{366}$ x *% | 36 | | | |
| 37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36 | 37 | | | |
| 38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns | 38 | | | 5. |

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

ATTACHMENT 1PENALTY COMPUTATION DETAIL - FORM 2220

| <u>DATE PD</u> | <u>UNDERPAYMENT</u> | <u>BEG. DATE</u> | <u>END DATE</u> | <u>DAYS</u> | <u>%</u> | <u>PENALTY</u> |
|---|---------------------|------------------|-----------------|-------------|----------|----------------|
| <u>QUARTER 4, RATE PERIOD 1 (12/15/2010 - 12/31/2010)</u> | | | | | | |
| | 318. | 12/15/2010 | 12/31/2010 | 16 | 4 | <u>1.</u> |
| TOTAL TO FORM 2220, LINE 22, COLUMN D | | | | | | <u>1.</u> |
| <u>QUARTER 4, RATE PERIOD 2 (12/31/2010 - 03/31/2011)</u> | | | | | | |
| | 318. | 12/31/2010 | 03/31/2011 | 90 | 3 | <u>2.</u> |
| TOTAL TO FORM 2220, LINE 24, COLUMN D | | | | | | <u>2.</u> |
| <u>QUARTER 4, RATE PERIOD 3 (03/31/2011 - 05/15/2011)</u> | | | | | | |
| | 318. | 03/31/2011 | 05/15/2011 | 45 | 4 | <u>2.</u> |
| TOTAL TO FORM 2220, LINE 26, COLUMN D | | | | | | <u>2.</u> |
| TOTAL UNDERPAYMENT PENALTY | | | | | | <u>5.</u> |

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

| | | |
|--|---|---|
| Type or print File by the due date for filing your return. See instructions. | Name of exempt organization MEAD FAMILY FOUNDATION | Employer identification number 52-1646030 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. C/O ARABELLA ADVISORS 734 15TH STREET, NW | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20005 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ► ARABELLA ADVISORS

Telephone No. ► 202 595-1020 FAX No. ► 202 833-5540

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 2010 or
- tax year beginning , 20 , and ending , 20 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

| | | |
|--|--------------|---------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a \$ | 24,999. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b \$ | 13,999. |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c \$ | 10,000. |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Paperwork Reduction Act Notice, see Instructions.

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

| | | |
|---|---|---|
| Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed). | | |
| Type or print <small>File by the extended due date for filing your return. See instructions.</small> | Name of exempt organization MEAD FAMILY FOUNDATION | Employer identification number 52-1646030 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. C/O ARABELLA ADVISORS | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. WASHINGTON, DC 20005 | |
| | | |

Enter the Return code for the return that this application is for (file a separate application for each return)

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **ARABELLA ADVISORS**
 Telephone No. FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until .
- 5 For calendar year , or other tax year beginning , 20 , and ending , 20 .
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension INFORMATION NECESSARY TO PREPARE AN ACCURATE RETURN IS NOT YET AVAILABLE.

| | | |
|--|--------------|---------|
| 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 8a \$ | 24,999. |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | 8b \$ | 24,999. |
| c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c \$ | 0. |

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date