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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: THE RIPPLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): C/O MALKIN HOLDINGS 1 GRAND CENTRAL PL

Room/suite:

City or town, state, and ZIP code: NEW YORK, NY 10165

A Employer identification number: 13-4081347

B Telephone number: 212-687-8700

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

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

H Check type of organization: [X] 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)* ▶$ 8,415,601.

J Accounting method: ☐ Cash [X] 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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	836,041.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	172.	172.		STATEMENT 1
	4 Dividends and interest from securities	86,789.	86,789.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<321,215.>			
	b Gross sales price for all assets on line 6a <137,059.>				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<77,445.>	<77,445.>		STATEMENT 3
	12 **Total** Add lines 1 through 11	524,342.	9,516.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	11,937.	5,969.		5,968.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	7,793.	1,729.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	1,375.	0.		1,375.
	24 **Total operating and administrative expenses** Add lines 13 through 23	21,105.	7,698.		7,343.
	25 Contributions, gifts, grants paid	1,198,477.			1,198,477.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,219,582.	7,698.		1,205,820.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<695,240.>			
	b **Net investment income** (if negative, enter -0-)		1,818.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	494,442.	498,782.	498,782.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 7	448,381.	452,450.	282,995.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	5,592,304.	5,440,991.	7,633,824.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	6,535,127.	6,392,223.	8,415,601.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] 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	6,535,127.	6,392,223.	
	30 **Total net assets or fund balances**	6,535,127.	6,392,223.	
	31 **Total liabilities and net assets/fund balances**	6,535,127.	6,392,223.	

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	6,535,127.
2 Enter amount from Part I, line 27a	2	<695,240.>
3 Other increases not included in line 2 (itemize) ▶ BOOK TO TAX DIFFERENCE	3	552,336.
4 Add lines 1, 2, and 3	4	6,392,223.
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	6,392,223.

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				
b	SEE ATTACHED STATEMENT			
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	<137,059.>		184,156.	<321,215.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<321,215.>

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	<321,215.>
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). If (loss), enter -0- in Part I, line 8	3	N/A

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))
2008	730,758.	6,828,170.	.107021
2007	625,549.	7,615,646.	.082140
2006	612,762.	7,425,772.	.082518
2005	529,158.	6,138,448.	.086204
2004	390,950.	3,215,817.	.121571

2	**Total** of line 1, column (d)	2	.479454
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	.095891
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,224,367.
5	Multiply line 4 by line 3	5	692,752.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18.
7	Add lines 5 and 6	7	692,770.
8	Enter qualifying distributions from Part XII, line 4	8	1,205,820.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	18.
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	18.
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	18.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 10,000.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	10,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	9,982.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 9,982. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ ANTHONY E MALKIN Telephone no. ▶ 212-687-8700

Located at ▶ C/O MALKIN HOLDINGS LLC, ONE GRAND CENTRAL PLACE, ZIP+4 ▶ 10165

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 N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)* N/A	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 2009?	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)? ☐ 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)? N/A | 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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ANTHONY MALKIN C/O MALKIN HOLDINGS 1 GRAND CENTRAL PL NEW YORK, NY 10165	PRESIDENT 1.00	0.	0.	0.
RACHELLE MALKIN C/O MALKIN HOLDINGS 1 GRAND CENTRAL PL NEW YORK, NY 10165	DIRECTOR 1.00	0.	0.	0.

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

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

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

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

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

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

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	213,919.
b	Average of monthly cash balances		1b	496,613.
c	Fair market value of all other assets		1c	6,623,851.
d	**Total** (add lines 1a, b, and c)		1d	7,334,383.
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	7,334,383.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	110,016.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,224,367.
6	**Minimum investment return.** Enter 5% of line 5		6	361,218.

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	361,218.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 18.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	18.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	361,200.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	361,200.
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	361,200.

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	1,205,820.
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	1,205,820.
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	5	18.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,205,802.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				361,200.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 272,983.				
b From 2005 288,609.				
c From 2006 274,243.				
d From 2007 259,058.				
e From 2008 398,206.				
f **Total** of lines 3a through e	1,493,099.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,205,820.				
a Applied to 2008, 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 2009 distributable amount				361,200.
e Remaining amount distributed out of corpus	844,620.			
5 Excess distributions carryover applied to 2009 (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	2,337,719.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	272,983.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	2,064,736.			
10 Analysis of line 9:				
a Excess from 2005 288,609.				
b Excess from 2006 274,243.				
c Excess from 2007 259,058.				
d Excess from 2008 398,206.				
e Excess from 2009 844,620.				

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

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 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 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).)

ANTHONY MALKIN

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE	501(C)(3)	CHARITABLE GRANT	1,198,477.
Total			▶ 3a	1,198,477.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	172.	
4 Dividends and interest from securities			14	86,789.	
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			01	<77,445.>	
8 Gain or (loss) from sales of assets other than inventory			18	<321,215.>	
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.		<311,699.>	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	<311,699.>

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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
N/A		

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

Sign Here ▶ Signature of officer or trustee — Date 11/8/10 — ▶ Title President

Paid Preparer's Use Only

Preparer's signature ▶ — Date 11/3/10 — Check if self-employed ▶ ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code ▶ MARKS PANETH & SHRON LLP, 622 THIRD AVENUE, NEW YORK, NY 10017 — EIN ▶ — Phone no. 212 503-8800

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.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
THE RIPPLE FOUNDATION	13-4081347

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year. ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

923451 02-01-10

Name of organization: THE RIPPLE FOUNDATION

Employer identification number: 13-4081347

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANTHONY AND RACHELLE MALKIN JTW 107 DOUBLING ROAD GREENWICH , CT	$ 800,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	LEGACY VENTURE III LLC 180 LYTTON AVENUE PALO ALTO , CA	$ 23,004.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	LEGACY VENTURE IV LLC 180 LYTTON AVENUE PALO ALTO , CA	$ 7,946.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	ANTHONY AND RACHELLE MALKIN JTW 107 DOUBLING ROAD GREENWICH, CT	$ 5,091.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: THE RIPPLE FOUNDATION

Employer identification number: 13-4081347

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
4	ANTHONY AND RACHELLE MALKIN JTW 107 DOUBLING ROAD GREENWICH, CT	$ 5,091.	07/01/09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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	THRU K-1	P		
b	THRU K-1	P		
c	ATTACHMENT #1	P	VARIOUS	VARIOUS
d	ATTACHMENT #1	P	VARIOUS	VARIOUS
e	GAIN ON DONATED STOCKS FROM LEGACY VENTURE III, L	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	<17,151.>			<17,151.>
b	<251,240.>			<251,240.>
c	106,004.		100,704.	5,300.
d	25,001.		83,452.	<58,451.>
e	327.			327.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<17,151.>
b				<251,240.>
c				5,300.
d				<58,451.>
e				327.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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 <321,215.>

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).
If (loss), enter "-0-" in Part I, line 8 3 N/A

923591
04-24-09

Form **8621**
(Rev December 2004)
Department of the Treasury
Internal Revenue Service

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

▶ See separate instructions.

OMB No 1545-1002

Attachment Sequence No **69**

Name of shareholder: THE RIPPLE FOUNDATION

Identifying number (see page 2 of instructions): 13-4081347

Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.): C/O MALKIN HOLDINGS 1 GRAND CENTRAL PL

Shareholder tax year calendar year 2009 or other tax year beginning , and ending ,

City or town, state, and ZIP code or country: NEW YORK, NY 10165

Check type of shareholder filing the return: [ ] Individual [X] Corporation [ ] Partnership [ ] S Corporation [ ] Nongrantor Trust [ ] Estate

Name of passive foreign investment company (PFIC) or qualified electing fund (QEF): SEE ATTACHED

Employer identification number (if any):

Address (Enter number, street, city or town, and country.): SEE ATTACHED

Tax year of company or fund: calendar year 2009 or other tax year beginning , and ending ,

Part I Elections (See instructions.)

A [X] **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II.*

B [ ] **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*

C [ ] **Deemed Dividend Election** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e of Part IV.*

D [ ] **Election To Extend Time For Payment of Tax** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.* **Note:** *If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may* **not** *make this election Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election*

E [ ] **Election To Recognize Gain on Deemed Sale of PFIC** I, a shareholder of a former PFIC or a PFIC to which section 1279(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*

F [ ] **Election to Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III*

Part II Income From a Qualified Electing Fund (QEF).

All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1 a	Enter your pro rata share of the ordinary earnings of the QEF	1a		
b	Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b		
c	Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income		1c	
2 a	Enter your pro rata share of the total net capital gain of the QEF	2a		
b	Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b		
c	Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)		2c	
3 a	Add lines 1c and 2c		3a	
b	Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b		
c	Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c		
d	Add lines 3b and 3c		3d	
e	Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets)		3e	
	Important: *If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.*			
4 a	Enter the total tax for the tax year (See instructions.)	4a		
b	Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b		
c	Subtract line 4b from line 4a. **This is the deferred tax, the time for payment of which is extended by making Election D. See instructions**		4c	

LHA **For Paperwork Reduction Act Notice, see page 7 of separate instructions.**

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	**Excess.** Subtract line 6 from line 5. If a gain, **stop here** Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions.	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Disposition of Stock of a Section 1291 Fund (See page 6 of instructions)

Complete a **separate** *Part IV for each excess distribution (see instructions).*

10 a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.)	10c	
d	Multiply line 10c by 125% (1.25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, **do not** complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and **do not** complete line 11	10f	
11 a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year.		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election						
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election						

2

Form **8621** (Rev December 2004) Department of the Treasury Internal Revenue Service

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

▶ See separate instructions.

OMB No 1545-1002

Attachment Sequence No 69

Name of shareholder: MR PARTNERS LLC

Identifying number (see page 2 of instructions): 20-2624095

Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.): C/O MALKIN HOLDINGS, ONE GRAND CENTRAL PLACE

Shareholder tax year calendar year 2009 or other tax year beginning , and ending ,

City or town, state, and ZIP code or country: NEW YORK, NY 10165

Check type of shareholder filing the return: [ ] Individual [ ] Corporation [X] Partnership [ ] S Corporation [ ] Nongrantor Trust [ ] Estate

Name of passive foreign investment company (PFIC) or qualified electing fund (QEF): SEE ATTACHED

Employer identification number (if any):

Address (Enter number, street, city or town, and country.): SEE ATTACHED

Tax year of company or fund: calendar year 2009 or other tax year beginning , and ending ,

Part I Elections (See instructions.)

A [ ] **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II.*

B [ ] **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*

C [ ] **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e of Part IV.*

D [ ] **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.* **Note:** *If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.*

E [ ] **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1279(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*

F [ ] **Election to Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF).

All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1 a	Enter your pro rata share of the ordinary earnings of the QEF	1a		
b	Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b		
c	Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income			1c
2 a	Enter your pro rata share of the total net capital gain of the QEF	2a		
b	Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b		
c	Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)			2c
3 a	Add lines 1c and 2c			3a
b	Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b		
c	Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c		
d	Add lines 3b and 3c			3d
e	Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets)			3e
	Important: *If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e*			
4 a	Enter the total tax for the tax year (See instructions.)	4a		
b	Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b		
c	Subtract line 4b from line 4a. **This is the deferred tax, the time for payment of which is extended by making Election D. See instructions**			4c

LHA **For Paperwork Reduction Act Notice, see page 7 of separate instructions.**

Form **8621** (Rev. 12-2004)

912611 04-24-09

2

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	**Excess.** Subtract line 6 from line 5. If a gain, **stop here.** Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions.	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Disposition of Stock of a Section 1291 Fund (See page 6 of instructions.)

Complete a **separate** *Part IV for each excess distribution (see instructions).*

10 a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.)	10c	
d	Multiply line 10c by 125% (1.25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, **do not** complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and **do not** complete line 11	10f	
11 a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year.		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

	(i)	(ii)	(iii)	(iv)	(v)	(vi)
1 Tax year of outstanding election						
2 Undistributed earnings to which the election relates						
3 Deferred tax						
4 Interest accrued on deferred tax (line 3) as of the filing date						
5 Event terminating election						
6 Earnings distributed or deemed distributed during the tax year						
7 Deferred tax due with this return						
8 Accrued interest due with this return						
9 Deferred tax outstanding after partial termination of election						
10 Interest accrued after partial termination of election						

Form **8621**
(Rev. December 2004)
Department of the Treasury
Internal Revenue Service

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

▶ See separate instructions.

OMB No. 1545-1002

Attachment Sequence No. 69

Name of shareholder MR PARTNERS LLC	Identifying number (see page 2 of instructions) 20-2624095
Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.) 60 EAST 42ND STREET, 48/F	Shareholder tax year: calendar year 20___ or other tax year beginning _____, 20___ and ending _____, 20___.
City or town, state, and ZIP code or country NEW YORK, NY 10165, USA	

Check type of shareholder filing the return: ☐ Individual ☐ Corporation ☒ Partnership ☐ S Corporation ☐ Nongrantor Trust ☐ Estate

Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) AOF ALPHA B.V.	Employer identification number (if any)
Address (Enter number, street, city or town, and country.) SUITE 3003, 30/F, ONE INTERNATIONAL FINANCE CENTRE 1 HARBOUR VIEW STREET, CENTRAL, HONG KONG	Tax year of company or fund: calendar year 20 09 or other tax year beginning _____, 20___ and ending _____, 20___.

Part I Elections (See instructions.)

A ☐ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II.*

B ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*

C ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e of Part IV.*

D ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*
Note: *If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.*

E ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*

F ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF).

All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1a	Enter your pro rata share of the ordinary earnings of the QEF . .	1a	198	
b	Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b		
c	Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income			1c 198
2a	Enter your pro rata share of the total net capital gain of the QEF	2a	854	
b	Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b		
c	Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)			2c 854
3a	Add lines 1c and 2c			3a 1,052
b	Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b	905	
c	Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c		
d	Add lines 3b and 3c			3d 905
e	Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets)			3e 147
	Important: *If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.*			
4a	Enter the total tax for the tax year (See instructions.)	4a		
b	Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b		
c	Subtract line 4b from line 4a. **This is the deferred tax, the time for payment of which is extended by making Election D. See instructions**			4c

For Paperwork Reduction Act Notice, see page 7 of separate instructions.

Form **8621** (Rev. 12-2004)

ISA

STF ZNLJ1001.1

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1296(d)). See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See page 6 of instructions.)
Complete a separate Part IV for each excess distribution (see instructions).

10a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.)	10c	
d	Multiply line 10c by 125% (1.25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do **not** complete line 11	10f	
11a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year.		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections
Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

		(i)	(ii)	(iii)	(iv)	(v)	(vi)
1	Tax year of outstanding election						
2	Undistributed earnings to which the election relates						
3	Deferred tax						
4	Interest accrued on deferred tax (line 3) as of the filing date						
5	Event terminating election						
6	Earnings distributed or deemed distributed during the tax year						
7	Deferred tax due with this return						
8	Accrued interest due with this return						
9	Deferred tax outstanding after partial termination of election						
10	Interest accrued after partial termination of election						

STF ZNLJ1001.2

Form **8621**
(Rev. December 2004)
Department of the Treasury
Internal Revenue Service

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

▶ See separate instructions.

OMB No. 1545-1002

Attachment Sequence No. 69

Name of shareholder MR PARTNERS LLC	Identifying number (see page 2 of instructions) 20-2624095
Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.) 60 EAST 42ND STREET, 48/F	Shareholder tax year: calendar year 20___ or other tax year beginning _____, 20___ and ending _____, 20___.
City or town, state, and ZIP code or country NEW YORK, NY 10165, USA	

Check type of shareholder filing the return: ☐ Individual ☐ Corporation ☒ Partnership ☐ S Corporation ☐ Nongrantor Trust ☐ Estate

Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) BAIN CAPITAL (ST) LUXEMBOURG S.A.R.L.	Employer identification number (if any) 98-0624921
Address (Enter number, street, city or town, and country.) 9A, PARC D'ACTIVITE SYRDALL MUNSBACH, LUXEMBOURG L-5365	Tax year of company or fund: calendar year 2009 or other tax year beginning _____, 20___ and ending _____, 20___.

Part I Elections (See instructions.)

A ☒ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 1a through 2c of Part II.*

B ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 10f of Part IV.*

C ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 10e of Part IV.*

D ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.*
Note: *If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may not make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.*

E ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 10f of Part IV.*

F ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part III.*

Part II Income From a Qualified Electing Fund (QEF).

All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

1a	Enter your pro rata share of the ordinary earnings of the QEF . .	1a	37	
b	Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	1b		
c	Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income		1c	37
2a	Enter your pro rata share of the total net capital gain of the QEF	2a		
b	Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g)	2b		
c	Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.)		2c	
3a	Add lines 1c and 2c		3a	37
b	Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.)	3b		
c	Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year	3c		
d	Add lines 3b and 3c		3d	
e	Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets)		3e	37
	Important: *If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e.*			
4a	Enter the total tax for the tax year (See instructions.)	4a		
b	Enter the total tax for the tax year determined without regard to the amount entered on line 3e	4b		
c	Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions		4c	

For Paperwork Reduction Act Notice, see page 7 of separate instructions.

Form **8621** (Rev. 12-2004)

ISA

STF ZNLJ1001.1

Part III **Gain or (Loss) From Mark-to-Market Election** (See page 5 of instructions.)

5	Enter the fair market value of your PFIC stock at the end of the tax year	5	
6	Enter your adjusted basis in the stock at the end of the tax year	6	
7	**Excess.** Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8	7	
8	Enter any unreversed inclusions (as defined in section 1298(d)). See instructions	8	
9	Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return	9	

Part IV **Distributions From and Dispositions of Stock of a Section 1291 Fund** (See page 6 of instructions.)
Complete a separate Part IV for each excess distribution (see instructions).

10a	Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions	10a	
b	Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year)	10b	
c	Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.)	10c	
d	Multiply line 10c by 125% (1.25)	10d	
e	Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return	10e	
f	Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11.	10f	
11a	Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year.		
b	Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income	11b	
c	Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.)	11c	
d	Foreign tax credit. (See instructions.)	11d	
e	Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.)	11e	
f	Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.)	11f	

Part V **Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections**
Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

		(i)	(ii)	(iii)	(iv)	(v)	(vi)
1	Tax year of outstanding election						
2	Undistributed earnings to which the election relates						
3	Deferred tax						
4	Interest accrued on deferred tax (line 3) as of the filing date						
5	Event terminating election						
6	Earnings distributed or deemed distributed during the tax year						
7	Deferred tax due with this return						
8	Accrued interest due with this return						
9	Deferred tax outstanding after partial termination of election						
10	Interest accrued after partial termination of election						

STF ZNLJ1001L2

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JPMORGAN PRIVATE BANK	172.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	172.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMINICK & DOMINICK	6,003.	0.	6,003.
JP MORGAN PRIVATE BANK	80.	0.	80.
MR PARTNERS LLC	80,706.	0.	80,706.
TOTAL TO FM 990-PF, PART I, LN 4	86,789.	0.	86,789.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM PASSTHROUGH ENTITIES	141.	141.	
FROM PASSTHROUGH ENTITIES	<77,586.>	<77,586.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<77,445.>	<77,445.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,937.	5,969.		5,968.
TO FORM 990-PF, PG 1, LN 16B	11,937.	5,969.		5,968.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	6,064.	0.		0.
FOREIGN TAXES	1,729.	1,729.		0.
TO FORM 990-PF, PG 1, LN 18	7,793.	1,729.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	533.	0.		533.
MISCELLANEOUS EXPENSE	842.	0.		842.
TO FORM 990-PF, PG 1, LN 23	1,375.	0.		1,375.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS (ATTACHMENT #2)	453,571.	283,320.
100 AT&T INC EXP 01-16-10 - SHORT OPTIONS	<625.>	<250.>
100 PITNEY BOWES INC- SHORT OPTIONS	<496.>	<75.>
TOTAL TO FORM 990-PF, PART II, LINE 10B	452,450.	282,995.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MR PARTNERS LLC	COST	5,440,991.	7,633,824.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,440,991.	7,633,824.

THE RIPPLE FOUNDATION
SCHEDULE OF CHARITABLE CONTRIBUTIONS
EIN· 13-4081347
FORM 990-PF YEAR END DECEMBER 31, 2009

Recipient Name and address (home or business)					If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status if recipient	Purpose of grant or contribution	AMOUNT
Allan Houston Legacy Foundation	350 Fifth Avenue Suite 5936	New York	NY	10118	None	501 (c) (3)	Charitable Grant	500
ASPCA, Special Event	424 E 92nd Street	New York	NY	10128	None	501 (c) (3)	Charitable Grant	2,500
Choate Rosemary Hall	333 Christian Street	Wallingford	CT	06492	None	501 (c) (3)	Charitable Grant	100,000
Committee to Encourage Corp Philanthropy	110 Wall Street, Site 2-1	New York	NY	10005	None	501 (c) (3)	Charitable Grant	10 000
Common Sense Media	650 Townsend, Suite 375	San Francisco	CA	94103	None	501 (c) (3)	Charitable Grant	1 878
Djerassi Resident Artists Program	2325 Bear Gulch Road	Woodside	CA	94062	None	501 (c) (3)	Charitable Grant	1 500
Family Centers, Inc	40 Arch Street	Greenwich	CT	06830	None	501 (c) (3)	Charitable Grant	500
Historical Society of theTown of Greenwich	39 Strickland Road	Cos Cob	CT	06807	None	501 (c) (3)	Charitable Grant	250
International Rescue Committee	122 East 42nd Street	New York	NY	10168	None	501 (c) (3)	Charitable Grant	10 000
Jason Lorenti Athletic Scholarship Fund	P O Box 17188	Stamford	CT	06907	None	501 (c) (3)	Charitable Grant	500
KieveWavus - Forever Kieve	42 Kieve Road	Nobleboro	ME	04555	None	501 (c) (3)	Charitable Grant	5 000
McIntire School of Commerce Foundation	P O Box 400173	Charlottesville	VA	22904	None	501 (c) (3)	Charitable Grant	9,600
NARAL Pro-Choice America Foundation	1156 15th Street NW	Washington DC	DC	20005	None	501 (c) (3)	Charitable Grant	2 500
National Audubon Society	255 Vanck Street	New York	NY	10014	None	501 (c) (3)	Charitable Grant	500
Natural Resources Defense Council	40 W 20th Street #11	New York	NY	10011	None	501 (c) (3)	Charitable Grant	206,591
Pan Mass Challenge	77 4th Avenue	Needham	MA	02494	None	501 (c) (3)	Charitable Grant	2,500
President and Fellows of Harvard College	124 Mount Auburn Street	Cambridge	MA	02138	None	501 (c) (3)	Charitable Grant	600 000
Princeton University	Clio Hall, 2nd floor	Princeton	NJ	08542	None	501 (c) (3)	Charitable Grant	123 500
Rock and Roll Hall of Fame	1100 Rock and Roll Blvd	Cleveland	OH	44114	None	501 (c) (3)	Charitable Grant	20,000
Ronald McDonald House of New York	405 E 73rd Street	New York	NY	10021	None	501 (c) (3)	Charitable Grant	100
St Luke's Life Works	141 Franklin Street	Stamford	CT	06901	None	501 (c) (3)	Charitable Grant	1,000
The Fresh Air Fund	633 Third Avenue, 14th Floor	New York	NY	10017	None	501 (c) (3)	Charitable Grant	5 000
The Hotchkiss School	P O Box 800	Lakeville	CT	06039	None	501 (c) (3)	Charitable Grant	75,000
The New York Public Library	Fifth Avenue and 42nd Street	New York	NY	10018	None	501 (c) (3)	Charitable Grant	1,500
The Paris Review	62 White Street	New York	NY	10013	None	501 (c) (3)	Charitable Grant	5 000
The School of American Ballet	70 Lincoln Center Plaza	New York	NY	10023	None	501 (c) (3)	Charitable Grant	2 000
ULI Foundation	1025 Thomas Jefferson Street NW Suite 500	Washington DC	DC	20007	None	501 (c) (3)	Charitable Grant	500
United Way Of Greenwich	1 Lafayette Court	Greenwich	CT	06830	None	501 (c) (3)	Charitable Grant	10,000
Vacamas Programs for Youth	256 Macopin Road	West Milford	NJ	07480	None	501 (c) (3)	Charitable Grant	250
5Point Film Festival	PO Box 355	Carbondale	CO	81623	None	501 (c) (3)	Charitable Grant	300
Total								1,198,469
MR Partners LLC K-1								8
Grand Total								1,198,477

Attachment #1 (pg 1 of 1)

[redacted]

Schedule of Realized Gains and Losses Year-to-Date

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Short Term								
03/02/09	02/20/09	SELL	THERMO FISHER SCIENTIFIC INC	TMO	700 000	25,890.43	24,640 19	-1,250.24
04/20/09	03/12/09	SELL	THERMO FISHER SCIENTIFIC INC	TMO	700 000	23,732 40	26,045.39	2,312 99
05/29/09	04/01/09	SELL	MAXIM INTEGRATED PRODUCTS INC	MXIM	2,000 000	26,104 50	31,645 48	5,540 98
07/21/09	04/23/09	BUY	CALL 100 AT&T INC EXP 01 01-16-10 @ 25 00	T-AE	-10 000	1,544.50	2,875 42	1,330 92
07/22/09	05/15/09	SELL	VALERO ENERGY CORPORATION	VLO	1,000 000	21,178 30	17,591 44	-3,586 86
09/17/09	04/23/09	BUY	CALL 100 PITNEY BOWES IN 10-17-09 @ 25 00	7244799JE	-15 000	899 50	2,325 43	1,425 93
10/07/09	04/20/09	BUY	CALL 100 PFIZER INC 12-19-09 @ 17 00	PFE-LQ	-20 000	1,354.50	880 47	-474 03
Total Short Term						**$100,704.13**	**$106,003.82**	**$5,299.69**
Long Term								
02/25/09	12/22/05	SELL	ELITE PHARMACEUTICALS INC	ELTP	13,500.000	26,865 96	603 19	-26,262.77
06/03/09	08/20/04	SELL	LATTICE SEMICONDUCTOR CORP	LSCC	1,700 000	7,982 35	3,393 41	-4,588 94
06/04/09	12/14/05	SELL	LATTICE SEMICONDUCTOR CORP	LSCC	2,000 000	9,720 77	4,065 39	-5,655 38
06/17/09	12/14/05	SELL	LATTICE SEMICONDUCTOR CORP	LSCC	2,000 000	9,720 77	3,857.19	-5,863 58
07/24/09	12/14/05	SELL	LATTICE SEMICONDUCTOR CORP	LSCC	3,000 000	14,581 16	6,428 13	-8,153 03
08/12/09	12/14/05	SELL	LATTICE SEMICONDUCTOR CORP	LSCC	3,000 000	14,581 15	6,653 31	-7,927 84
Total Long Term						**$83,452.16**	**$25,000.62**	**-$58,451.54**
Total Short Term and Long Term						**$184,156.29**	**$131,004.44**	**-$53,151.85**

The Schedule of Realized Gains and Losses is not reported to the IRS. This Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes; for example, it does not reflect disallowed losses from wash sale events. Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the Issuer as a return of capital Typically these adjustments are received after year-end and there may be differences in cost basis reflected on your monthly client brokerage statement at year end versus any subsequent reports or online displays you may have available to you. Return of capital information has been obtained from sources we believe to be reliable

When you report your cost basis on your tax return, it should be verified with your own records In particular, there may be other adjustments which you need to make and you should consult with your tax advisor in order to properly report your gain or loss for tax purposes Pershing shall not be responsible for and makes no representations or warranties with respect to the accuracy of any information that you report to the IRS or other taxing authorities, and, accordingly, disclaims any and all liability that may arise with respect to your use and reliance on the information provided herein for such reporting.

[redacted]

FTN #: 13-4081347

THE RIPPLE FOUNDATION (EIN: 13-4081347)
COST AND FMV OF STOCKS ATTACHMENT #2
DECEMBER 31, 2009

DESCRIPTION	DATE TRANSFER	DATE OF PURCHASE	# SHARES	COST	FMV
AT&T INC COM		04/23/2009	1,000	25,435	28,030
AIRMEDIA GROUP INC ADR		05/09/2008	3,000	54,287	22,530
BIO KEY INTL INC COM		05/27/2005	61,250	67,139	14,516
BIO KEY INTL INC COM		06/01/2005	9,700	10,576	2,299
BIO KEY INTL INC COM		10/04/2005	7,500	5,703	1,778
BIO KEY INTL INC COM		10/05/2005	7,500	5,703	1,778
BIO KEY INTL INC COM		10/10/2005	30,000	22,803	7,110
BIO KEY INTL INC COM		12/28/2005	35,000	20,828	8,295
BROWN & BROWN INC	01/03/2008	09/30/1999	4,130	96,642	74,216
MINDSPEED TECHNOLOGIES INC COM		05/12/2005	7,720	50,183	36,207
MINDSPEED TECHNOLOGIES INC COM		09/08/2005	1,320	12,015	6,191
PFIZER INC COM		04/20/2009	2,000	27,404	36,380
PITNEY BOWES INC		04/23/2009	1,500	35,805	34,140
RIVER VY BANCORP COM	01/03/2008	01/16/1997	1,000	19,048	9,850
TOTAL				453,571	283,320

THE RIPPLE FOUNDATION
TAX YEAR: 2009
EIN: 13-4081347

FORM 990-PF, PART VII-A, LINE 8B

DELAWARE DOES NOT REQUIRE REPORTING

PARTNER FOOTNOTES (CONT'D)

ITEM J:

PARTNER PERCENTAGES REFLECTED IN ITEM J ARE CALCULATED PURSUANT TO NEW IRS INSTRUCTIONS, AND MAY VARY FROM PERCENTAGES UNDER THE PARTNERSHIP AGREEMENT.

PARTNER FOOTNOTES NOT INCLUDED IN ITEM L

CHARITABLE CONTRIBUTION DETAIL:

CASH CONTRIBUTION	754.
RACKSPACE STOCK CONTRIBUTED - FMV	715.
RACKSPACE STOCK CONTRIBUTED - COST	76.
AMAZON STOCK CONTRIBUTED - FMV	595.
AMAZON STOCK CONTRIBUTED - COST	135.
PERFECT WORLD/MANIA - FMV	3,781.
PERFECT WORLD/MANIA - COST	143.

ADDITIONAL INFORMATION

ORDINARY INCOME

ORDINARY INCOME REPORTED ON LINE 1 INCLUDES FOREIGN SOURCED INCOME FROM AN UNDERLYING FOREIGN PORTFOLIO INVESTMENT. THIS AMOUNT IS NOT SUBJECT TO U.S. WITHHOLDING.

THE PARTNER'S SHARE OF FOREIGN SOURCED INCOME IS: 57.

- 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 File by the extended due date for filing the return See instructions	Name of Exempt Organization THE RIPPLE FOUNDATION	Employer identification number 13-4081347
	Number, street, and room or suite no. If a P.O. box, see instructions C/O MALKIN HOLDINGS 1 GRAND CENTRAL PL	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10165	

Check type of return to be filed (File a separate application for each return)·

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

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 ▶ ANTHONY E MALKIN - C/O MALKIN HOLDINGS LLC, ONE GRAND CENTRAL PLACE - NEW YORK, NY 10165

Telephone No ▶ 212-687-8700 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 NOVEMBER 15, 2010

5 For calendar year 2009 , or other tax year beginning _____, and ending _____

6 If this tax year 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
ADDITIONAL TIME IS NEEDED IN ORDER TO OBTAIN NECESSARY INFORMATION TO FILE A TAX RETURN

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	$ 18.
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	$ 12,160.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, 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 ▶

923832
05-26-09