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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 , 2009, 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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation LIBERTYGIVES FOUNDATION		A Employer identification number 20-8004437
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (720) 875-5400
	12300 LIBERTY BOULEVARD		C If exemption application is pending, check here ☐
	City or town, state, and ZIP code ENGLEWOOD, CO 80112		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 0.		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	
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 ☐			

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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	452,747.			
2 Check ☐ if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
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)				
12 Total. Add lines 1 through 11	452,747.			
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 1	769.			769.
24 Total operating and administrative expenses. Add lines 13 through 23	769.			769.
25 Contributions, gifts, grants paid	454,763.			454,763.
26 Total expenses and disbursements. Add lines 24 and 25	455,532.			455,532.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-2,785.			
b Net investment income (if negative, enter -0-)		-0-		
c Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	311.	0.	0.
	2 Savings and temporary cash investments			
	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 16 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)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	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)	311.	0.	0.	
Liabilities	17 Accounts payable and accrued expenses	0.	0.	
	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 ▶ <u>ATCH 2</u>)	0.	2,474.	
23 Total liabilities (add lines 17 through 22)	0.	2,474.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	311.	-2,474.	
	30 Total net assets or fund balances (see page 17 of the instructions)	311.	-2,474.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	311.	0.		

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	311.
2 Enter amount from Part I, line 27a	2	-2,785.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	-2,474.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	-2,474.

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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					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
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		
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.	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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))
2008	392,214.	0.	0.000000
2007	408,573.	0.	0.000000
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.000000
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 0.000000
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 0.
5 Multiply line 4 by line 3			5 0.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 0.
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.			8 455,532.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	0.
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	0.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations-tax withheld at source	6b		0.
c Tax paid with application for extension of time to file (Form 8868)	6c		0.
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
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		0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CO,		
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	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 on page 27)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

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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? Website address LIBERTYMEDIA.COM	13	X	
14	The books are in care of PAM COE Telephone no 720-875-5400 Located at 12300 LIBERTY BLVD. ENGLEWOOD, CO ZIP + 4 80112			
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			☐

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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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? If "Yes," list the years	☐ Yes ☒ No	
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 20 of the instructions.)	2b	X
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.)	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

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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)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 3		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
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 23 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	

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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	0.
b	Average of monthly cash balances	1b	0.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	0.
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	0.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	0.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0.
6	Minimum investment return. Enter 5% of line 5	6	0.

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

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	455,532.
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	455,532.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	455,532.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				
b Total for prior years: 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007 408,573.				
e From 2008 392,271.				
f Total of lines 3a through e	800,844.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ <u>455,532.</u>				
a Applied to 2008, 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 2009 distributable amount				0.
e Remaining amount distributed out of corpus	455,532.			
5 Excess distributions carryover applied to 2009	0.			0.
(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	1,256,376.			
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 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
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) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,256,376.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007 408,573.				
d Excess from 2008 392,271.				
e Excess from 2009 455,532.				

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 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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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).)

NONE

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 4

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

ATTACHMENT 5

c Any submission deadlines.

NOVEMBER 30 OF EACH YEAR

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

ATTACHMENT 6

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 ATTACHED SCHEDULE				454,763.
Total.			▶ 3a	454,763.
b <i>Approved for future payment</i>				
Total.			▶ 3b	

Enter gross amounts unless otherwise indicated.

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

[illegible]

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

LIBERTYGIVES FOUNDATION

Employer identification number

20-8004437

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).

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)

Name of organization **LIBERTYGIVES FOUNDATION**Employer identification number
20-8004437**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LIBERTY MEDIA CORPORATION 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	\$ 455,531.	Person ☒ Payroll ☐ Noncash ☐ (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.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (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.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

ATTACHMENT 1

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
POSTAGE	95.	95.
LICENSES	70.	70.
OTHER EXPENSES	604.	604.
TOTALS	<u>769.</u>	<u>769.</u>

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 2

DESCRIPTION

ENDING
BOOK VALUE

BANK OVERDRAFT

2,474.

TOTALS

2,474.

LIBERTYGIVES FOUNDATION

20-8004437

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 3

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GREGORY B. MAFFEI 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
CHRISTOPHER W. SHEAN 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	TREASURER/DIRECTOR 1.00	0.	0.	0.
CHARLES Y. TANABE 12300 LIBERTY BOULEVARD ENGLEWOOD, CO 80112	SECRETARY/DIRECTOR 1.00	0.	0.	0.
GRAND TOTALS		<u>0.</u>	<u>0.</u>	<u>0.</u>

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

LIBERTYGIVES FOUNDATION
12300 LIBERTY BLVD.
ENGLEWOOD, CO 80112
720-875-5400

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THE GRANT APPLICATION IS AVAILABLE ONLINE AT
WWW.LIBERTYMEDIA.COM/LIBERTY-GIVES.ASPX

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

RECIPIENT MUST BE A 501(C)(3) ORGANIZATION BASED IN COLORADO
WITH A CHARITABLE PURPOSE CONSISTENT WITH THE LIBERTYGIVES' THEME.

Libertygives Foundation
EIN: 20-8004437
For the Year Ended Decemebr 31, 2009

Grants and Contributions Paid

<u>Institution</u>	<u>Address</u>	<u>Purpose of Grant</u>	<u>Deductible</u>
ALLIED JEWISH FEDERATION OF COLORADO	Denver, Colorado	General purposes	\$ 100
ALLIED JEWISH FEDERATION OF COLORADO Total			\$ 100
ALZHEIMERS ASSOCIATION	Denver, Colorado	General purposes	\$ 1,000
ALZHEIMERS ASSOCIATION Total			\$ 1,000
AMERICAN CANCER SOCIETY	Denver, Colorado	General purposes	\$ 50
AMERICAN CANCER SOCIETY	Denver, Colorado	General purposes	\$ 1,000
AMERICAN CANCER SOCIETY Total			\$ 1,050
AMERICAN DIABETES ASSOCIATION	Denver, Colorado	General purposes	\$ 25
AMERICAN DIABETES ASSOCIATION Total			\$ 25
AMERICAN HEART ASSOCIATION	Denver, Colorado	General purposes	\$ 25
AMERICAN HEART ASSOCIATION	Denver, Colorado	General purposes	\$ 25
AMERICAN HEART ASSOCIATION Total			\$ 50
AMERICAN RED CROSS	Denver, Colorado	General purposes	\$ 50
AMERICAN RED CROSS Total			\$ 50
ANCHOR CENTER FOR BLIND CHILDREN	Denver, Colorado	General purposes	\$ 250
ANCHOR CENTER FOR BLIND CHILDREN Total			\$ 250
ANTI DEFAMATION LEAGUE	Denver, Colorado	General purposes	\$ 100
ANTI DEFAMATION LEAGUE Total			\$ 100
ARAPAHOE PHILHARMONIC INC	Denver, Colorado	General purposes	\$ 100
ARAPAHOE PHILHARMONIC INC Total			\$ 100
THE ARC OF ARAPAHOE AND DOUGLAS COUNTY	Denver, Colorado	General purposes	\$ 500
THE ARC OF ARAPAHOE AND DOUGLAS COUNTY Total			\$ 500
ARCHDIOCESE OF DENVER	Denver, Colorado	General purposes	\$ 150
ARCHDIOCESE OF DENVER	Denver, Colorado	General purposes	\$ 300
ARCHDIOCESE OF DENVER Total			\$ 450
AVE MARIA CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 1,450
AVE MARIA CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 600
AVE MARIA CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 900
AVE MARIA CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 3,000
AVE MARIA CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 3,000
AVE MARIA CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 110
AVE MARIA CATHOLIC CHURCH Total			\$ 9,060
AVE MARIA CATHOLIC SCHOOL	Denver, Colorado	General purposes	\$ 25
AVE MARIA CATHOLIC SCHOOL Total			\$ 25
AVON PRODUCTS FOUNDATION INC	Denver, Colorado	General purposes	\$ 250
AVON PRODUCTS FOUNDATION INC	Denver, Colorado	General purposes	\$ 25
AVON PRODUCTS FOUNDATION INC	Denver, Colorado	General purposes	\$ 50
AVON PRODUCTS FOUNDATION INC	Denver, Colorado	General purposes	\$ 50
AVON PRODUCTS FOUNDATION INC	Denver, Colorado	General purposes	\$ 50
AVON PRODUCTS FOUNDATION INC Total			\$ 425
BEST FRIENDS ANIMAL SOCIETY	Denver, Colorado	General purposes	\$ 840
BEST FRIENDS ANIMAL SOCIETY Total			\$ 840
BIG BROTHERS BIG SISTERS OF COLORADO	Denver, Colorado	General purposes	\$ 20,000
BIG BROTHERS BIG SISTERS OF COLORADO	Denver, Colorado	General purposes	\$ 10,000
BIG BROTHERS BIG SISTERS OF COLORADO Total			\$ 30,000
BOYS AND GIRLS CLUBS OF METRO DENVER	Denver, Colorado	General purposes	\$ 35,000
BOYS AND GIRLS CLUBS OF METRO DENVER	Denver, Colorado	General purposes	\$ 2,500
BOYS AND GIRLS CLUBS OF METRO DENVER Total			\$ 37,500
CARMODY MIDDLE SCHOOL	Denver, Colorado	General purposes	\$ 3,000
CARMODY MIDDLE SCHOOL Total			\$ 3,000
CHERRY HILLS CHRISTIAN	Denver, Colorado	General purposes	\$ 4,000
CHERRY HILLS CHRISTIAN Total			\$ 4,000
CHILDFUND INTERNATIONAL USA	Denver, Colorado	General purposes	\$ 1,000
CHILDFUND INTERNATIONAL USA Total			\$ 1,000
CHILDRENS HOSPITAL AND RESEARCH CTR FOUNDATION	Oakland, California	General purposes	\$ 5,000
CHILDRENS HOSPITAL AND RESEARCH CTR FOUN Total			\$ 5,000
CHILDRENS HOSPITAL FOUNDATION COLORADO	Denver, Colorado	General purposes	\$ 50
CHILDRENS HOSPITAL FOUNDATION COLORADO	Denver, Colorado	General purposes	\$ 1,000
CHILDRENS HOSPITAL FOUNDATION COLORADO	Denver, Colorado	General purposes	\$ 75
CHILDRENS HOSPITAL FOUNDATION COLORADO Total			\$ 1,125
COLORADO COMMUNITY CHURCH	Denver, Colorado	General purposes	\$ 10,000

COLORADO COMMUNITY CHURCH Total			\$	10,000
COLORADO PUBLIC RADIO	Denver, Colorado	General purposes	\$	75
COLORADO PUBLIC RADIO	Denver, Colorado	General purposes	\$	50
COLORADO PUBLIC RADIO	Denver, Colorado	General purposes	\$	100
COLORADO PUBLIC RADIO Total			\$	225
COLORADO STATE UNIVERSITY	Fort Collins, Colorado	General purposes	\$	1,250
COLORADO STATE UNIVERSITY Total			\$	1,250
COLORADO UPLIFT	Denver, Colorado	General purposes	\$	20,000
COLORADO UPLIFT Total			\$	20,000
COMMUNITY FIRST FOUNDATION- DENVER URBAN MINISTRIES	Denver, Colorado	General purposes	\$	250
COMMUNITY FIRST FOUNDATION- DENVER URBAN MINISTRIES Total			\$	250
COMPASSION INTERNATIONAL	Colorado Springs, Colorado	General purposes	\$	387
COMPASSION INTERNATIONAL Total			\$	387
CREEKSID ELEM EN TARY SCHOOL	Denver, Colorado	General purposes	\$	755
CREEKSID ELEM EN TARY SCHOOL Total			\$	755
CROHNS AND COLITIS FOUNDATION	Denver, Colorado	General purposes	\$	50
CROHNS AND COLITIS FOUNDATION Total			\$	50
DENVER CHILDRENS ADVOCACY CENTER	Denver, Colorado	General purposes	\$	15,000
DENVER CHILDRENS ADVOCACY CENTER Total			\$	15,000
DENVER DUMB FRIENDS LEAGUE	Denver, Colorado	General purposes	\$	100
DENVER DUMB FRIENDS LEAGUE	Denver, Colorado	General purposes	\$	100
DENVER DUMB FRIENDS LEAGUE	Denver, Colorado	General purposes	\$	50
DENVER DUMB FRIENDS LEAGUE	Denver, Colorado	General purposes	\$	50
DENVER DUMB FRIENDS LEAGUE	Denver, Colorado	General purposes	\$	30
DENVER DUMB FRIENDS LEAGUE	Denver, Colorado	General purposes	\$	350
DENVER DUMB FRIENDS LEAGUE	Denver, Colorado	General purposes	\$	9,800
DENVER DUMB FRIENDS LEAGUE Total			\$	10,480
DENVER PUBLIC SHOOLS FOUNDATION	Denver, Colorado	General purposes	\$	50
DENVER PUBLIC SHOOLS FOUNDATION Total			\$	50
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	35
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	200
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	250
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	1,500
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	40
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	250
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	40
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	40
DENVER RESCUE MISSION	Denver, Colorado	General purposes	\$	1,000
DENVER RESCUE MISSION Total			\$	3,355
DENVER ZOOLOGICAL FOUNDATION	Denver, Colorado	General purposes	\$	43
DENVER ZOOLOGICAL FOUNDATION Total			\$	43
DIOCESE OF COLORADO SPRINGS	Colorado Springs, Colorado	General purposes	\$	200
DIOCESE OF COLORADO SPRINGS Total			\$	200
DOCTORS WITHOUT BORDERS	Denver, Colorado	General purposes	\$	50
DOCTORS WITHOUT BORDERS	Denver, Colorado	General purposes	\$	100
DOCTORS WITHOUT BORDERS	Denver, Colorado	General purposes	\$	200
DOCTORS WITHOUT BORDERS Total			\$	350
DOUGLAS COUNTY EDUCATIONAL FOUNDATION	Denver, Colorado	General purposes	\$	50
DOUGLAS COUNTY EDUCATIONAL FOUNDATION Total			\$	50
FAMILY HOMESTEAD	Denver, Colorado	General purposes	\$	250
FAMILY HOMESTEAD	Denver, Colorado	General purposes	\$	5,000
FAMILY HOMESTEAD Total			\$	5,250
FELLOWSHIP COMMUNITY CHURCH	Centennial, Colorado	General purposes	\$	700
FELLOWSHIP COMMUNITY CHURCH Total			\$	700
FOOD BANK OF THE ROCKIES	Denver, Colorado	General purposes	\$	200
FOOD BANK OF THE ROCKIES	Denver, Colorado	General purposes	\$	75
FOOD BANK OF THE ROCKIES	Denver, Colorado	General purposes	\$	100
FOOD BANK OF THE ROCKIES Total			\$	375
FORT WAYNE RESCUE MISSION	Denver, Colorado	General purposes	\$	250
FORT WAYNE RESCUE MISSION Total			\$	250
FRIENDS OF CHILDREN WITH DOWN SYNDROME	Denver, Colorado	General purposes	\$	460
FRIENDS OF CHILDREN WITH DOWN SYNDROME Total			\$	460
FRONT RANGE CENTER FOR ASSAULT PREVENTION	Denver, Colorado	General purposes	\$	5,000
FRONT RANGE CENTER FOR ASSAULT PREVENTION Total			\$	5,000
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$	30
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$	25
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$	25
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$	25

GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 25
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 25
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 25
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 25
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 50
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 25
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 100
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 50
GARY AND LESLIE HOWARD FAMILY FOUNDATION	Denver, Colorado	General purposes	\$ 25
GARY AND LESLIE HOWARD FAMILY FOUNDATION Total			\$ 455
GATEWAY BATTERED WOMENS SERVICES	Denver, Colorado	General purposes	\$ 100
GATEWAY BATTERED WOMENS SERVICES	Denver, Colorado	General purposes	\$ 520
GATEWAY BATTERED WOMENS SERVICES Total			\$ 620
GIRL SCOUTS OF COLORADO	Denver, Colorado	General purposes	\$ 25
GIRL SCOUTS OF COLORADO	Denver, Colorado	General purposes	\$ 25
GIRL SCOUTS OF COLORADO Total			\$ 50
GIRLS INCORPORATED OF METRO DENVER	Denver, Colorado	General purposes	\$ 5,000
GIRLS INCORPORATED OF METRO DENVER Total			\$ 5,000
GOODWILL INDUSTRIES OF DENVER	Denver, Colorado	General purposes	\$ 15,000
GOODWILL INDUSTRIES OF DENVER Total			\$ 15,000
GRANT AVENUE COMMUNITY CENTER SACRE PLACE, INC	Denver, Colorado	General purposes	\$ 100
GRANT AVENUE COMMUNITY CENTER SACRE PLACE, INC	Denver, Colorado	General purposes	\$ 600
GRANT AVENUE COMMUNITY CENTER SACRE PLACE, INC Total			\$ 700
GRIFFITH CENTERS FOR CHILDREN INC	Denver, Colorado	General purposes	\$ 10,000
GRIFFITH CENTERS FOR CHILDREN INC Total			\$ 10,000
HABITAT FOR HUMANITY OF METRO DENVER	Denver, Colorado	General purposes	\$ 1,000
HABITAT FOR HUMANITY OF METRO DENVER Total			\$ 1,000
HARVARD BUSINESS SCHOOL FUND	Cambridge, Massachusetts	General purposes	\$ 5,000
HARVARD BUSINESS SCHOOL FUND Total			\$ 5,000
HEIFER PROJECT INTERNATIONAL	Little Rock, Arkansas	General purposes	\$ 275
HEIFER PROJECT INTERNATIONAL Total			\$ 275
HERITAGE CHRISTIAN CENTER	Denver, Colorado	General purposes	\$ 5,511
HERITAGE CHRISTIAN CENTER Total			\$ 5,511
HOPE OF THE WORLD INC	Denver, Colorado	General purposes	\$ 250
HOPE OF THE WORLD INC Total			\$ 250
HOWARD VOLUNTEER FIRE DEPARTMENT	Denver, Colorado	General purposes	\$ 200
HOWARD VOLUNTEER FIRE DEPARTMENT	Denver, Colorado	General purposes	\$ 100
HOWARD VOLUNTEER FIRE DEPARTMENT Total			\$ 300
HUMANE SOCIETY	Denver, Colorado	General purposes	\$ 55
HUMANE SOCIETY Total			\$ 55
I HAVE A DREAM FOUNDATION	Denver, Colorado	General purposes	\$ 10,000
I HAVE A DREAM FOUNDATION Total			\$ 10,000
INDIANA UNIVERSITY FOUNDATION	Indiana	General purposes	\$ 500
INDIANA UNIVERSITY FOUNDATION Total			\$ 500
JAPANESE AMERICAN COMMUNITY GRADUATION PROGRAM	Denver, Colorado	General purposes	\$ 1,000
JAPANESE AMERICAN COMMUNITY GRADUATION PROGRAM Total			\$ 1,000
JAPANESE AMERICAN NATIONAL MUSEUM	Los Angeles, California	General purposes	\$ 50
JAPANESE AMERICAN NATIONAL MUSEUM Total			\$ 50
JEWISH FAMILY SERVICE OF COLORADO	Denver, Colorado	General purposes	\$ 100
JEWISH FAMILY SERVICE OF COLORADO Total			\$ 100
JK MULLEN HIGH SCHOOL	Denver, Colorado	General purposes	\$ 500
JK MULLEN HIGH SCHOOL Total			\$ 500
JOYFUL MISSION PRESCHOOL	Denver, Colorado	General purposes	\$ 40
JOYFUL MISSION PRESCHOOL Total			\$ 40
JUVENILE DIABETES REARCH FOUNDATION	Denver, Colorado	General purposes	\$ 50
JUVENILE DIABETES REARCH FOUNDATION Total			\$ 50
KA HALE O NA KEIKI INC	Denver, Colorado	General purposes	\$ 3,000
KA HALE O NA KEIKI INC	Denver, Colorado	General purposes	\$ 6,000
KA HALE O NA KEIKI INC Total			\$ 9,000
KANSAS CITY HOSPICE	Kansas City, Missouri	General purposes	\$ 100
KANSAS CITY HOSPICE Total			\$ 100
KEPP COLORADO SCHOOLS	Denver, Colorado	General purposes	\$ 10,000
KEPP COLORADO SCHOOLS Total			\$ 10,000
KIDSTEK	Denver, Colorado	General purposes	\$ 15,000
KIDSTEK Total			\$ 15,000
KOMEN DENVER RACE FOR THE CURE	Denver, Colorado	General purposes	\$ 3,455
KOMEN DENVER RACE FOR THE CURE	Denver, Colorado	General purposes	\$ 275
KOMEN DENVER RACE FOR THE CURE	Denver, Colorado	General purposes	\$ 100

KOMEN DENVER RACE FOR THE CURE	Denver, Colorado	General purposes	\$ 50
KOMEN DENVER RACE FOR THE CURE	Denver, Colorado	General purposes	\$ 50
KOMEN DENVER RACE FOR THE CURE Total			\$ 3,930
LEGAL AID FOUNDATION OF COLORADO	Denver, Colorado	General purposes	\$ 500
LEGAL AID FOUNDATION OF COLORADO Total			\$ 500
LEWA WILDLIFE CONSERVANCY USA	Woodbridge, VA	General purposes	\$ 3,725
LEWA WILDLIFE CONSERVANCY USA	Woodbridge, VA	General purposes	\$ 150
LEWA WILDLIFE CONSERVANCY USA Total			\$ 3,875
LITTLETON SOCCER CLUB	Denver, Colorado	General purposes	\$ 5,000
LITTLETON SOCCER CLUB Total			\$ 5,000
LIVING TOWER FREE METHODIST CHURCH	Aurora, Colorado	General purposes	\$ 3,300
LIVING TOWER FREE METHODIST CHURCH	Denver, Colorado	General purposes	\$ 6,700
LIVING TOWER FREE METHODIST CHURCH Total			\$ 10,000
MAKE A WISH FOUNDATION OF COLORADO	Denver, Colorado	General purposes	\$ 100
MAKE A WISH FOUNDATION OF COLORADO Total			\$ 100
MAXFUND ANIMAL ADOPTION CENTER	Denver, Colorado	General purposes	\$ 50
MAXFUND ANIMAL ADOPTION CENTER	Denver, Colorado	General purposes	\$ 50
MAXFUND ANIMAL ADOPTION CENTER Total			\$ 100
MICHIGAN TECH FUND	Michigan	General purposes	\$ 1,250
MICHIGAN TECH FUND Total			\$ 1,250
MILE HIGH UNITED WAY	Denver, Colorado	General purposes	\$ 6,000
MILE HIGH UNITED WAY Total			\$ 6,000
MULTIPLE SCLEROSIS FOUNDATION	Fort Lauderdale, FL	General purposes	\$ 30
MULTIPLE SCLEROSIS FOUNDATION Total			\$ 30
NATIONAL MULTIPLE SCLEROSIS SOCIETY	Denver, Colorado	General purposes	\$ 50
NATIONAL MULTIPLE SCLEROSIS SOCIETY	Denver, Colorado	General purposes	\$ 75
NATIONAL MULTIPLE SCLEROSIS SOCIETY Total			\$ 125
NEW DANCE THEATRE INC	Denver, Colorado	General purposes	\$ 2,500
NEW DANCE THEATRE INC Total			\$ 2,500
NEW HOPE PRESBYTERIAN	Castle Rock, Colorado	General purposes	\$ 620
NEW HOPE PRESBYTERIAN	Castle Rock, Colorado	General purposes	\$ 45
NEW HOPE PRESBYTERIAN Total			\$ 665
NORTH MIDDLE SCHOOL	Denver, Colorado	General purposes	\$ 400
NORTH MIDDLE SCHOOL Total			\$ 400
OLIVET COLLEGE	Olivet, Michigan	General purposes	\$ 1,000
OLIVET COLLEGE Total			\$ 1,000
PARENT PATHWAYS INC	Denver, Colorado	General purposes	\$ 20,000
PARENT PATHWAYS INC Total			\$ 20,000
PARENT PROJECT MUSCULAR DYSTROPHY	Denver, Colorado	General purposes	\$ 3,350
PARENT PROJECT MUSCULAR DYSTROPHY Total			\$ 3,350
PAX CHRISTI CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 1,000
PAX CHRISTI CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 500
PAX CHRISTI CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 1,000
PAX CHRISTI CATHOLIC CHURCH	Denver, Colorado	General purposes	\$ 1,000
PAX CHRISTI CATHOLIC CHURCH Total			\$ 3,500
PEIFFER ELEMENTARY SCHOOL	Denver, Colorado	General purposes	\$ 5,000
PEIFFER ELEMENTARY SCHOOL Total			\$ 5,000
PEPPERS RANCH INC	Edmond, OK	General purposes	\$ 2,500
PEPPERS RANCH INC Total			\$ 2,500
PHILLIPS EXETER ACADEMY	Denver, Colorado	General purposes	\$ 100
PHILLIPS EXETER ACADEMY Total			\$ 100
PLANNED PARENTHOOD FEDERATION OF AMERICA	Denver, Colorado	General purposes	\$ 75
PLANNED PARENTHOOD FEDERATION OF AMERICA Total			\$ 75
PLANNED PARENTHOOD OF THE ROCKY MOUNTAIN	Denver, Colorado	General purposes	\$ 100
PLANNED PARENTHOOD OF THE ROCKY MOUNTAIN	Denver, Colorado	General purposes	\$ 100
PLANNED PARENTHOOD OF THE ROCKY MOUNTAIN Total			\$ 200
PLATTE VALLEY MEDICAL CENTER FOUNDATION	Brighton, Colorado	General purposes	\$ 50
PLATTE VALLEY MEDICAL CENTER FOUNDATION	Brighton, Colorado	General purposes	\$ 25
PLATTE VALLEY MEDICAL CENTER FOUNDATION Total			\$ 75
PROJECT ANGEL HEART	Denver, Colorado	General purposes	\$ 50
PROJECT ANGEL HEART Total			\$ 50
RAPE ASSISTANCE AND AWARENESS PROGRAM	Denver, Colorado	General purposes	\$ 50
RAPE ASSISTANCE AND AWARENESS PROGRAM	Denver, Colorado	General purposes	\$ 50
RAPE ASSISTANCE AND AWARENESS PROGRAM Total			\$ 100
REDSTONE ELEMETARY PTO	Denver, Colorado	General purposes	\$ 445
REDSTONE ELEMETARY PTO Total			\$ 445
ROBERT R MCCORMICK TRIBUNE FOUNDATION	Denver, Colorado	General purposes	\$ 100
ROBERT R MCCORMICK TRIBUNE FOUNDATION Total			\$ 100

ROCKY MOUNTAIN CANCER CENTERS FOUNDATION	Denver, Colorado	General purposes	\$ 2,500
ROCKY MOUNTAIN CANCER CENTERS FOUNDATION	Denver, Colorado	General purposes	\$ 50
ROCKY MOUNTAIN CANCER CENTERS FOUNDATION	Denver, Colorado	General purposes	\$ 500
ROCKY MOUNTAIN CANCER CENTERS FOUNDATION Total			\$ 3,050
SAFEHOUSE DENVER INC	Denver, Colorado	General purposes	\$ 50
SAFEHOUSE DENVER INC	Denver, Colorado	General purposes	\$ 100
SAFEHOUSE DENVER INC	Denver, Colorado	General purposes	\$ 680
SAFEHOUSE DENVER INC	Denver, Colorado	General purposes	\$ 100
SAFEHOUSE DENVER INC Total			\$ 930
SAINT FRANCIS CABRINI CATHOLIC PARISH	Denver, Colorado	General purposes	\$ 1,000
SAINT FRANCIS CABRINI CATHOLIC PARISH Total			\$ 1,000
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 100
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 25
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 20
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 20
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 15
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 20
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 20
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 20
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 20
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 20
SAND CREEK ELEMENTARY	Denver, Colorado	General purposes	\$ 50
SAND CREEK ELEMENTARY Total			\$ 330
SECOND WIND FUND OF METRO DENVER	Denver, Colorado	General purposes	\$ 10,000
SECOND WIND FUND OF METRO DENVER Total			\$ 10,000
SHEPERDS HEART MINISTRY	Denver, Colorado	General purposes	\$ 400
SHEPERDS HEART MINISTRY Total			\$ 400
SOCIETY OF ST VINCENT DE PAUL	Denver, Colorado	General purposes	\$ 500
SOCIETY OF ST VINCENT DE PAUL Total			\$ 500
ST FRANCIS OF ASSISI CASTLE ROCK	Castle Rock, Colorado	General purposes	\$ 250
ST FRANCIS OF ASSISI CASTLE ROCK	Castle Rock, Colorado	General purposes	\$ 1,160
ST FRANCIS OF ASSISI CASTLE ROCK Total			\$ 1,410
STANFORD UNIVERSITY	Stanford, California	General purposes	\$ 1,000
STANFORD UNIVERSITY Total			\$ 1,000
SUSAN G KOMEN FOUNDATION INC	Dallas, Texas	General purposes	\$ 300
SUSAN G KOMEN FOUNDATION INC Total			\$ 300
TEMPLE SINAI	Denver, Colorado	General purposes	\$ 1,071
TEMPLE SINAI	Denver, Colorado	General purposes	\$ 1,454
TEMPLE SINAI	Denver, Colorado	General purposes	\$ 1,127
TEMPLE SINAI	Denver, Colorado	General purposes	\$ 1,140
TEMPLE SINAI Total			\$ 4,792
TENNYSON CENTER FOR CHILDREN	Denver, Colorado	General purposes	\$ 30,000
TENNYSON CENTER FOR CHILDREN Total			\$ 30,000
THE ADOPTION EXCHANGE	Aurora, Colorado	General purposes	\$ 50
THE ADOPTION EXCHANGE	Aurora, Colorado	General purposes	\$ 1,500
THE ADOPTION EXCHANGE Total			\$ 1,550
THE AMERICAS ASSN FOR THE CARE OF CHILDREN	Denver, Colorado	General purposes	\$ 150
THE AMERICAS ASSN FOR THE CARE OF CHILDREN Total			\$ 150
THE CATHOLIC FOUNDATION	Denver, Colorado	General purposes	\$ 9,000
THE CATHOLIC FOUNDATION Total			\$ 9,000
THE COLORADO COLLEGE	Denver, Colorado	General purposes	\$ 250
THE COLORADO COLLEGE Total			\$ 250
THE DENVER HOSPICE	Denver, Colorado	General purposes	\$ 500
THE DENVER HOSPICE Total			\$ 500
THE LEUKEMIA AND LYMPHOMA SOCIETY	Denver, Colorado	General purposes	\$ 250
THE LEUKEMIA AND LYMPHOMA SOCIETY	Denver, Colorado	General purposes	\$ 100
THE LEUKEMIA AND LYMPHOMA SOCIETY	Denver, Colorado	General purposes	\$ 150
THE LEUKEMIA AND LYMPHOMA SOCIETY Total			\$ 500
THE MAXFUND INC	Denver, Colorado	General purposes	\$ 250
THE MAXFUND INC Total			\$ 250
THE SALVATION ARMY	Denver, Colorado	General purposes	\$ 250
THE SALVATION ARMY Total			\$ 250
TRI STATE BUDDHIST TEMPLES	Denver, Colorado	General purposes	\$ 500
TRI STATE BUDDHIST TEMPLES Total			\$ 500
TRUMAN STATE UNIVERSITY FOUNDATION	Denver, Colorado	General purposes	\$ 100
TRUMAN STATE UNIVERSITY FOUNDATION Total			\$ 100
TRUSTEES OF GROTON SCHOOL	Groton, Massachusetts	General purposes	\$ 5,000
TRUSTEES OF GROTON SCHOOL Total			\$ 5,000

UNIVERSITY OF CALIFORNIA LOS ANGELES FDN	Los Angeles, California	General purposes	\$ 100
UNIVERSITY OF CALIFORNIA LOS ANGELES FDN Total			\$ 100
UNIVERSITY OF CALIFORNIA BERKLEY FOUNDATION	Denver, Colorado	General purposes	\$ 2,500
UNIVERSITY OF CALIFORNIA BERKLEY FOUNDATION Total			\$ 2,500
UNIVERSITY OF COLORADO FOUNDATION	Boulder, Colorado	General purposes	\$ 500
UNIVERSITY OF COLORADO FOUNDATION Total			\$ 500
UNIVERSITY OF DENVER	Denver, Colorado	General purposes	\$ 100
UNIVERSITY OF DENVER	Denver, Colorado	General purposes	\$ 1,500
UNIVERSITY OF DENVER	Denver, Colorado	General purposes	\$ 250
UNIVERSITY OF DENVER	Denver, Colorado	General purposes	\$ 10,000
UNIVERSITY OF DENVER Total			\$ 11,850
UNIVERSITY OF DENVER BRIDGE PROJECT	Denver, Colorado	General purposes	\$ 25,000
UNIVERSITY OF DENVER BRIDGE PROJECT Total			\$ 25,000
UNIVERSITY OF ILLINOIS FOUNDATION	Illinois	General purposes	\$ 1,000
UNIVERSITY OF ILLINOIS FOUNDATION Total			\$ 1,000
UNIVERSITY OF NOTRE DAME	Notre Dame, Indiana	General purposes	\$ 1,500
UNIVERSITY OF NOTRE DAME Total			\$ 1,500
UNIVERSITY OF OKLAHOMA FOUNDATION INC	Norman, Oklahoma	General purposes	\$ 500
UNIVERSITY OF OKLAHOMA FOUNDATION INC Total			\$ 500
UNIVERSITY OF SOUTHERN CALIFORNIA	Los Angeles, California	General purposes	\$ 100
UNIVERSITY OF SOUTHERN CALIFORNIA Total			\$ 100
UNIVERSITY OF UTAH	Salt Lake City, Utah	General purposes	\$ 5,000
UNIVERSITY OF UTAH Total			\$ 5,000
VIRGINIA TECH FOUNDATION INC	Virginia	General purposes	\$ 2,500
VIRGINIA TECH FOUNDATION INC Total			\$ 2,500
VOLUNTEERS OF AMERICA	Denver, Colorado	General purposes	\$ 50
VOLUNTEERS OF AMERICA	Denver, Colorado	General purposes	\$ 40
VOLUNTEERS OF AMERICA Total			\$ 90
WINDSOR HIGH SCHOOL MUSIC BOOSTERS	Windsor, Colorado	General purposes	\$ 40
WINDSOR HIGH SCHOOL MUSIC BOOSTERS Total			\$ 40
WRIGHT STATE UNIVERSITY FOUNDATION	Denver, Colorado	General purposes	\$ 105
WRIGHT STATE UNIVERSITY FOUNDATION	Denver, Colorado	General purposes	\$ 105
WRIGHT STATE UNIVERSITY FOUNDATION	Denver, Colorado	General purposes	\$ 105
WRIGHT STATE UNIVERSITY FOUNDATION Total			\$ 315
YMCA OF DENVER METRO	Denver, Colorado	General purposes	\$ 350
YMCA OF DENVER METRO Total			\$ 350
Grand Total			<u>\$ 454,763</u>