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

OMB No 1545-0052

**2009**Department of the Treasury  
Internal Revenue Service

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

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 CECIL & IRENE HYLTON  
 FOUNDATION, INC.**

A Employer identification number

52-1633658

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

5593 MAPLEDALE PLAZA

B Telephone number

703-590-1111

City or town, state, and ZIP code

DALE CITY, VA 22193-4527

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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE 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 ☐

I Fair market value of all assets at end of year

J Accounting method: ☐ Cash ☒ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 89,284,543. (Part I, column (d) must be on cash basis)

| Part I Analysis of Revenue and Expenses<br>(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) |
|--|--|------------------------------------|---------------------------|-------------------------|---|
| 1  | Contributions, gifts, grants, etc., received                                     | 2,000,000.                         |                           | N/A                     |   |
| 2  | Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
| 3  | Interest on savings and temporary cash investments                               | 454,286.                           | 454,286.                  |                         | STATEMENT 1   |
| 4  | Dividends and interest from securities   | 897,691.                           | 803,611.                  |                         | STATEMENT 2   |
| 5a   | Gross rents  | 12,025.                            | 12,025.                   |                         | STATEMENT 3   |
| b  | Net rental income or (loss) 6,300.   |                                    |                           |                         | STATEMENT 4   |
| 6a   | Net gain or (loss) from sale of assets not on line 10                            | -580,259.                          |                           |                         | STATEMENT 5   |
| b  | Gross sales price for all assets on line 6a 16,523,379.                          |                                    |                           |                         |   |
| 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   |                                    |                           |                         |   |
| 12   | Total. Add lines 1 through 11  | 2,783,743.                         | 1,269,922.                |                         |   |
| 13   | Compensation of officers, directors, trustees, etc                               | 114,000.                           | 57,000.                   |                         | 57,000.   |
| 14   | Other employee salaries and wages  |                                    |                           |                         |   |
| 15   | Pension plans, employee benefits   |                                    |                           |                         |   |
| 16a  | Legal fees STMT 6  | 4,625.                             | 0.                        |                         | 4,625.  |
| b  | Accounting fees  |                                    |                           |                         |   |
| c  | Other professional fees  |                                    |                           |                         |   |
| 17   | Interest   |                                    |                           |                         |   |
| 18   | Taxes STMT 7   | 4,277.                             | 0.                        |                         | 4,277.  |
| 19   | Depreciation and depletion   | 1,287.                             | 1,287.                    |                         |   |
| 20   | Occupancy  |                                    |                           |                         |   |
| 21   | Travel, conferences, and meetings  |                                    |                           |                         |   |
| 22   | Printing and publications  |                                    |                           |                         |   |
| 23   | Other expenses STMT 8  | 139,532.                           | 108,744.                  |                         | 30,788.   |
| 24   | Total operating and administrative expenses. Add lines 13 through 23             | 263,721.                           | 167,031.                  |                         | 96,690.   |
| 25   | Contributions, gifts, grants paid  | 4,064,420.                         |                           |                         | 4,064,420.  |
| 26   | Total expenses and disbursements. Add lines 24 and 25                            | 4,328,141.                         | 167,031.                  |                         | 4,161,110.  |
| 27   | Subtract line 26 from line 12:   |                                    |                           |                         |   |
| a  | Excess of revenue over expenses and disbursements                                | -1,544,398.                        |                           |                         |   |
| b  | Net investment income (if negative, enter -0-)                                   |                                    | 1,102,891.                |                         |   |
| c  | Adjusted net income (if negative, enter -0-)                                     |                                    |                           | N/A                     |   |

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Form 990-PF (2009)

**THE CECIL & IRENE HYLTON  
FOUNDATION, INC.**

| <b>Part II Balance Sheets</b> 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 |
| <b>Assets</b>   | 1 Cash - non-interest-bearing  | 4,249.            | 7,440.         | 7,440.                |
|   | 2 Savings and temporary cash investments   | 42,798,174.       | 40,313,639.    | 40,373,761.           |
|   | 3 Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶   |                   |                |                       |
|   | 4 Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶  |                   |                |                       |
|   | 5 Grants receivable  |                   | 2,000,000.     | 2,000,000.            |
|   | 6 Receivables due from officers, directors, trustees, and other disqualified persons   |                   |                |                       |
|   | 7 Other notes and loans receivable <b>STMT 9</b> ▶ 2,828,408.<br>Less: allowance for doubtful accounts ▶                         | 2,889,534.        | 2,828,408.     | 2,828,408.            |
|   | 8 Inventories for sale or use  |                   |                |                       |
|   | 9 Prepaid expenses and deferred charges  | 21,879.           | 21,879.        | 21,879.               |
|   | 10a Investments - U.S. and state government obligations <b>STMT 10</b>   | 11,967,545.       | 10,758,431.    | 11,243,415.           |
|   | b Investments - corporate stock <b>STMT 11</b>   | 9,400,122.        | 8,864,448.     | 9,505,410.            |
|   | c Investments - corporate bonds <b>STMT 12</b>   | 4,773,124.        | 5,514,772.     | 5,842,030.            |
|   | 11 Investments - land, buildings, and equipment basis ▶<br>Less accumulated depreciation ▶                                       |                   |                |                       |
|   | 12 Investments - mortgage loans  |                   |                |                       |
|   | 13 Investments - other   |                   |                |                       |
| <b>Liabilities</b>  | 14 Land, buildings, and equipment: basis ▶ 672,593.<br>Less accumulated depreciation <b>STMT 13</b> ▶ 15,439.                    | 658,440.          | 657,154.       | 462,200.              |
|   | 15 Other assets (describe ▶ <b>STATEMENT 14</b> )  | 16,387,700.       | 16,387,700.    | 17,000,000.           |
|   | 16 <b>Total assets</b> (to be completed by all filers)   | 88,900,767.       | 87,353,871.    | 89,284,543.           |
|   | 17 Accounts payable and accrued expenses   | 3,791.            | 1,293.         |                       |
|   | 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 <b>Total liabilities</b> (add lines 17 through 22)  | 3,791.            | 1,293.         |                       |
| <b>Net Assets or Fund Balances</b>  | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/><br>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 ▶ <input checked="" type="checkbox"/><br>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.             |                       |
| <b>Net Assets or Fund Balances</b>  | 29 Retained earnings, accumulated income, endowment, or other funds  | 88,896,976.       | 87,352,578.    |                       |
|   | 30 <b>Total net assets or fund balances</b>  | 88,896,976.       | 87,352,578.    |                       |
|   | 31 <b>Total liabilities and net assets/fund balances</b>   | 88,900,767.       | 87,353,871.    |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 88,896,976. |
| 2 Enter amount from Part I, line 27a  | 2 | -1,544,398. |
| 3 Other increases not included in line 2 (itemize) ▶  | 3 | 0.          |
| 4 Add lines 1, 2, and 3   | 4 | 87,352,578. |
| 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 | 87,352,578. |

**THE CECIL & IRENE HYLTON  
FOUNDATION, INC.**

**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,<br>2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| <b>1a</b>   |  |                                      |                                  |
| <b>b</b> <b>NONE</b>  |  |                                      |                                  |
| <b>c</b>  |  |                                      |                                  |
| <b>d</b>  |  |                                      |                                  |
| <b>e</b>  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| <b>a</b>              |  |   |  |
| <b>b</b>              |  |   |  |
| <b>c</b>              |  |   |  |
| <b>d</b>              |  |   |  |
| <b>e</b>              |  |   |  |

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

|  |          |  |
|--|----------|--|
| <b>2</b> Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>           | <b>2</b> |  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 | <b>3</b> |  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|--|--|--|---|
| 2008   | 4,546,777.                               | 81,079,211.                                  | .056078   |
| 2007   | 2,072,135.                               | 69,379,613.                                  | .029867   |
| 2006   | 2,520,030.                               | 64,704,666.                                  | .038947   |
| 2005   | 3,158,913.                               | 61,335,621.                                  | .051502   |
| 2004   | 2,831,425.                               | 58,067,162.                                  | .048761   |

|  |          |             |
|--|----------|-------------|
| <b>2</b> Total of line 1, column (d)   | <b>2</b> | .225155     |
| <b>3</b> 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  | <b>3</b> | .045031     |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5  | <b>4</b> | 68,384,167. |
| <b>5</b> Multiply line 4 by line 3   | <b>5</b> | 3,079,407.  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)  | <b>6</b> | 11,029.     |
| <b>7</b> Add lines 5 and 6   | <b>7</b> | 3,090,436.  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | <b>8</b> | 21,161,110. |

**THE CECIL & IRENE HYLTON  
FOUNDATION, INC.**

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**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 <input type="checkbox"/> and enter "N/A" on line 1.<br>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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b   |    | 1       | 11,029. |
| 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       | 11,029. |
| 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       | 11,029. |
| 6 Credits/Payments:  |    |         |         |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009  | 6a | 21,878. |         |
| b Exempt foreign organizations - tax withheld at source  | 6b |         |         |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c | 75,000. |         |
| d Backup withholding erroneously withheld  | 6d |         |         |
| 7 Total credits and payments. Add lines 6a through 6d  | 7  | 96,878. |         |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 85,849. |         |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 85,849. Refunded <input type="checkbox"/>   | 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?   |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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  |
| 1c 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:<br>(1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.  |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?  |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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 instructions) <input checked="" type="checkbox"/> VA  |     |    |
| 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)? 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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**THE CECIL & IRENE HYLTON  
FOUNDATION, INC.**

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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 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?<br>Website address ► <u>N/A</u>                                     | 13  | X |   |
| 14 | The books are in care of ► <u>KENDALL B. LEWIS</u> Telephone no. ► <u>703-590-1111</u><br>Located at ► <u>5593 MAPLEDALE PLAZA, DALE CITY, VA</u> ZIP+4 ► <u>22193-4527</u>             |   |   |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year  | <input type="checkbox"/><br>15   <u>N/A</u> |   |   |

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>   | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ► _____, _____, _____   |     |    |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>  | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.<br>► _____, _____, _____  |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <u>N/A</u> | 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  |

Form 990-PF (2009)

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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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) N/A

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.

| (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 |
|--------------------------|---|---|---|---------------------------------------|
| CONRAD C. HYLTON         | PRESIDENT   |   |   |                                       |
| 5593 MAPLEDALE PLAZA     |   |   |   |                                       |
| DALE CITY, VA 22193-4527 | 1.00  | 28,500.                                   | 0.  | 0.                                    |
| CECILIA M. HYLTON        | DIRECTOR  |   |   |                                       |
| 5593 MAPLEDALE PLAZA     |   |   |   |                                       |
| DALE CITY, VA 22193-4527 | 1.00  | 28,500.                                   | 0.  | 0.                                    |
| MALCOLM W. COOK          | TREASURER   |   |   |                                       |
| 5593 MAPLEDALE PLAZA     |   |   |   |                                       |
| DALE CITY, VA 22193-4527 | 1.00  | 28,500.                                   | 0.  | 0.                                    |
| GEORGE A. HALFPAP        | SECRETARY   |   |   |                                       |
| 5593 MAPLEDALE PLAZA     |   |   |   |                                       |
| DALE CITY, VA 22193-4527 | 1.00  | 28,500.                                   | 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 X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |             |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 25,466,450. |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 40,605,467. |
| <b>c</b> | Fair market value of all other assets   | <b>1c</b> | 3,353,633.  |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 69,425,550. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> | 0.          |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  | 0.          |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 69,425,550. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 1,041,383.  |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 68,384,167. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 3,419,208.  |

**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.)

|           |   |           |            |
|-----------|---|-----------|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 3,419,208. |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5  | <b>2a</b> | 11,029.    |
| <b>b</b>  | Income tax for 2009. (This does not include the tax from Part VI.)  | <b>2b</b> |            |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 11,029.    |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 3,408,179. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 0.         |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 3,408,179. |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  | 0.         |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 3,408,179. |

**Part XII** Qualifying Distributions (see instructions)

|          |   |           |             |
|----------|---|-----------|-------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |           |             |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | <b>1a</b> | 4,161,110.  |
| <b>b</b> | Program-related investments - total from Part IX-B  | <b>1b</b> | 17,000,000. |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | <b>2</b>  |             |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:  |           |             |
| <b>a</b> | Suitability test (prior IRS approval required)  | <b>3a</b> |             |
| <b>b</b> | Cash distribution test (attach the required schedule)   | <b>3b</b> |             |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | <b>4</b>  | 21,161,110. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | <b>5</b>  | 11,029.     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4   | <b>6</b>  | 21,150,081. |

**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.

Form 990-PF (2009)

**Part XIII** Undistributed Income (see instructions)

|   | (a)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7   |               |                            |             | 3,408,179.  |
| <b>2</b> Undistributed income, if any, as of the end of 2009  |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only   |               |                            | 0.          |             |
| <b>b</b> Total for prior years:   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009:   |               |                            |             |             |
| <b>a</b> From 2004  |               |                            |             |             |
| <b>b</b> From 2005  | 132,462.      |                            |             |             |
| <b>c</b> From 2006  |               |                            |             |             |
| <b>d</b> From 2007  |               |                            |             |             |
| <b>e</b> From 2008  | 533,796.      |                            |             |             |
| <b>f</b> Total of lines 3a through e  | 666,258.      |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 21,161,110.  |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a   |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount   |               |                            |             | 3,408,179.  |
| <b>e</b> Remaining amount distributed out of corpus   | 17,752,931.   |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)  | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 18,419,189.   |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010  |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7   | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a  | 18,419,189.   |                            |             |             |
| <b>10</b> Analysis of line 9:   |               |                            |             |             |
| <b>a</b> Excess from 2005   | 132,462.      |                            |             |             |
| <b>b</b> Excess from 2006   |               |                            |             |             |
| <b>c</b> Excess from 2007   |               |                            |             |             |
| <b>d</b> Excess from 2008   | 533,796.      |                            |             |             |
| <b>e</b> Excess from 2009   | 17752931.     |                            |             |             |

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]

**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).)

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 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:

SEE STATEMENT 15

- 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:

**THE CECIL & IRENE HYLTON  
FOUNDATION, INC.**

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>Name and address (home or business)          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
|---|--|--------------------------------------|-------------------------------------|-----------------|
| <b>a Paid during the year</b><br><b>SEE STATEMENT 15A</b> |  |                                      |                                     | <b>4064420.</b> |
| <b>Total</b>  |  |                                      |                                     | <b>4064420.</b> |
| <b>b Approved for future payment</b><br><br><b>NONE</b>   |  |                                      |                                     |                 |
| <b>Total</b>  |  |                                      |                                     | <b>0.</b>       |

**Part XVI-A      Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated.                      |                         | Unrelated business income |                               | Excluded by section 512, 513, or 514 |  | (e)                                  |
|--|-------------------------|---------------------------|-------------------------------|--------------------------------------|--|--------------------------------------|
|  | (a)<br>Business<br>code | (b)<br>Amount             | (c)<br>Exclu-<br>sion<br>code | (d)<br>Amount                        |  | Related or exempt<br>function income |
| <b>1</b> Program service revenue:                                    |                         |                           |                               |                                      |  |                                      |
| <b>a</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>b</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>c</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>d</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>e</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>f</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>g</b> Fees and contracts from government agencies                 |                         |                           |                               |                                      |  |                                      |
| <b>2</b> Membership dues and assessments                             |                         |                           |                               |                                      |  |                                      |
| <b>3</b> Interest on savings and temporary cash<br>investments       |                         |                           | 14                            | 454,286.                             |  |                                      |
| <b>4</b> Dividends and interest from securities                      |                         |                           | 14                            | 897,691.                             |  |                                      |
| <b>5</b> Net rental income or (loss) from real estate:               |                         |                           |                               |                                      |  |                                      |
| <b>a</b> Debt-financed property                                      |                         |                           |                               |                                      |  |                                      |
| <b>b</b> Not debt-financed property                                  |                         |                           | 16                            | 6,300.                               |  |                                      |
| <b>6</b> Net rental income or (loss) from personal<br>property       |                         |                           |                               |                                      |  |                                      |
| <b>7</b> Other investment income                                     |                         |                           |                               |                                      |  |                                      |
| <b>8</b> Gain or (loss) from sales of assets other<br>than inventory |                         |                           | 18                            | -580,259.                            |  |                                      |
| <b>9</b> Net income or (loss) from special events                    |                         |                           |                               |                                      |  |                                      |
| <b>10</b> Gross profit or (loss) from sales of inventory             |                         |                           |                               |                                      |  |                                      |
| <b>11</b> Other revenue:   |                         |                           |                               |                                      |  |                                      |
| <b>a</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>b</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>c</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>d</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>e</b> _____   |                         |                           |                               |                                      |  |                                      |
| <b>12</b> Subtotal. Add columns (b), (d), and (e)                    |                         | 0.                        |                               | 778,018.                             |  | 0.                                   |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e)              |                         |                           |                               |                                      |  | 778,018.                             |

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

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

[illegible]

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

|   |              |            |           |
|---|--------------|------------|-----------|
| <b>1</b> 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?<br><br><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:<br><b>(1)</b> Cash<br><b>(2)</b> Other assets<br><br><b>b</b> Other transactions:<br><b>(1)</b> Sales of assets to a noncharitable exempt organization<br><b>(2)</b> Purchases of assets from a noncharitable exempt organization<br><b>(3)</b> Rental of facilities, equipment, or other assets<br><b>(4)</b> Reimbursement arrangements<br><b>(5)</b> Loans or loan guarantees<br><b>(6)</b> Performance of services or membership or fundraising solicitations<br><br><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees<br><br><b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received. |              | <b>Yes</b> | <b>No</b> |
|   |              |            |           |
|   | <b>1a(1)</b> |            | <b>X</b>  |
|   | <b>1a(2)</b> |            | <b>X</b>  |
|   | <b>1b(1)</b> |            | <b>X</b>  |
|   | <b>1b(2)</b> |            | <b>X</b>  |
|   | <b>1b(3)</b> |            | <b>X</b>  |
|   | <b>1b(4)</b> |            | <b>X</b>  |
|   | <b>1b(5)</b> |            | <b>X</b>  |
|   | <b>1b(6)</b> |            | <b>X</b>  |
|   | <b>1c</b>    |            | <b>X</b>  |

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| 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**

Kendall B. Lewis  
Signature of officer or trustee

Date \_\_\_\_\_

Title

Treasurer

Preparer's  
signature

Firm's name (or yours if self-employed),  
address, and ZIP code

22

Date \_\_\_\_\_

11-14-2014

☐ Check if self-employed

Preparer's identifying number

P00444822

EIN ►

41-0746749

Phone no.

571-227-9500

Form **990-PF** (2009)

**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

THE CECIL & IRENE HYLTON  
FOUNDATION, INC.

Employer identification number

52-1633658

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 foundationCheck 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)

## Name of organization

THE CECIL & IRENE HYLTON  
FOUNDATION, INC.

## Employer identification number

52-1633658

**Part I Contributors** (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4  | (c)<br>Aggregate contributions | (d)<br>Type of contribution   |
|------------|--|--------------------------------|---|
| 1          | THE SECOND GRANDCHILDRENS CHARITABLE TRUST<br><br>5593 MAPLEDALE PLAZA<br><br>DALE CITY, VA 22193-4527 | \$ 2,000,000.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
|            |  | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |  | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |  | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |  | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |  | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |  | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |



Name of organization

THE CECIL & IRENE HYLTON  
FOUNDATION, INC.

Employer identification number

**Part II    Noncash Property** (see instructions)[illegible]

Name of organization

Employer identification number

THE CECIL & IRENE HYLTON  
FOUNDATION, INC.

52-1633658

**Part III**

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

| (a) No.<br>from<br>Part I | (b) Purpose of gift                     | (c) Use of gift | (d) Description of how gift is held      |
|---------------------------|---|-----------------|--|
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |
|                           | (e) Transfer of gift                    |                 |  |
|                           | Transferee's name, address, and ZIP + 4 |                 | Relationship of transferor to transferee |
|                           |   |                 |  |
|                           |   |                 |  |
|                           |   |                 |  |

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

| SOURCE   | AMOUNT   |
|--|----------|
| INTEREST INCOME                                | 454,286. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 454,286. |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| INTEREST AND DIVIDEND INCOME     | 897,691.     | 0.                         | 897,691.             |
| TOTAL TO FM 990-PF, PART I, LN 4 | 897,691.     | 0.                         | 897,691.             |

## FORM 990-PF RENTAL INCOME STATEMENT 3

| KIND AND LOCATION OF PROPERTY         | ACTIVITY<br>NUMBER | GROSS<br>RENTAL INCOME |
|---------------------------------------|--------------------|------------------------|
| RESIDENTIAL RENTAL UNIT               | 1                  | 12,025.                |
| TOTAL TO FORM 990-PF, PART I, LINE 5A |                    | 12,025.                |

## FORM 990-PF RENTAL EXPENSES STATEMENT 4

| DESCRIPTION                                       | ACTIVITY<br>NUMBER | AMOUNT | TOTAL  |
|---|--------------------|--------|--------|
| RENTAL EXPENSE                                    |                    | 4,438. |        |
| DEPRECIATION EXPENSE                              |                    | 1,287. |        |
| - SUBTOTAL -                                      | 1                  |        | 5,725. |
| TOTAL RENTAL EXPENSES                             |                    |        | 5,725. |
| NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B |                    |        | 6,300. |

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

5

| (A)<br>DESCRIPTION OF PROPERTY | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|--------------------------------|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| PNC VARIOUS STOCKS AND BONDS   |                             |                               |                           | PURCHASED                            | VARIOUS                                 | VARIOUS   |
|                                | 3,112,450.                  | 3,424,749.                    | 0.                        | 0.                                   | -312,299.                               |           |

| (A)<br>DESCRIPTION OF PROPERTY                | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|---|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| UBS FINANCIAL SERVICES VAR.<br>STOCKS & BONDS |                             |                               |                           | PURCHASED                            | VARIOUS                                 | VARIOUS   |
|   | 3,539,626.                  | 3,852,905.                    | 0.                        | 0.                                   | -313,279.                               |           |

| (A)<br>DESCRIPTION OF PROPERTY             | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>MANNER<br>ACQUIRED<br>DEPREC. | (F)<br>DATE<br>ACQUIRED<br>GAIN OR LOSS | DATE SOLD |
|--|-----------------------------|-------------------------------|---------------------------|--------------------------------------|---|-----------|
| EDWARD JONES - CERTIFICATES<br>OF DEPOSITS |                             |                               |                           | PURCHASED                            | VARIOUS                                 | VARIOUS   |
|  | 7,967,958.                  | 7,952,165.                    | 0.                        | 0.                                   | 15,793.                                 |           |

| (A)<br>DESCRIPTION OF PROPERTY        | (B)<br>GROSS<br>SALES PRICE | (C)<br>COST OR<br>OTHER BASIS | (D)<br>EXPENSE OF<br>SALE | (E)<br>DEPREC. | (F)<br>GAIN OR LOSS |
|---------------------------------------|-----------------------------|-------------------------------|---------------------------|----------------|---------------------|
| FIDELITY INVESTMENTS                  | 1,903,345.                  | 1,873,819.                    | 0.                        | 0.             | 29,526.             |
| NET GAIN OR LOSS FROM SALE OF ASSETS  |                             |                               |                           |                | -580,259.           |
| CAPITAL GAINS DIVIDENDS FROM PART IV  |                             |                               |                           |                | 0.                  |
| TOTAL TO FORM 990-PF, PART I, LINE 6A |                             |                               |                           |                | -580,259.           |

FORM 990-PF LEGAL FEES STATEMENT 6

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| JERRY MCCOY, ESQUIRE       | 4,625.                       | 0.                                |                               | 4,625.                        |
| TO FM 990-PF, PG 1, LN 16A | 4,625.                       | 0.                                |                               | 4,625.                        |

FORM 990-PF TAXES STATEMENT 7

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| REAL ESTATE ON LAND         | 4,277.                       | 0.                                |                               | 4,277.                        |
| TO FORM 990-PF, PG 1, LN 18 | 4,277.                       | 0.                                |                               | 4,277.                        |

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ADMINISTRATIVE              | 755.                         | 0.                                |                               | 755.                          |
| INSURANCE                   | 30,033.                      | 0.                                |                               | 30,033.                       |
| MANAGED FUNDS FEES          | 104,306.                     | 104,306.                          |                               | 0.                            |
| RENTAL EXPENSE              | 4,438.                       | 4,438.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 139,532.                     | 108,744.                          |                               | 30,788.                       |

|             |   |           |   |
|-------------|---|-----------|---|
| FORM 990-PF | OTHER NOTES AND LOANS REPORTED SEPARATELY | STATEMENT | 9 |
|-------------|---|-----------|---|

| BORROWER'S NAME                           | TERMS OF REPAYMENT | INTEREST RATE |
|---|--------------------|---------------|
| C.D. HYLTON MEMORIAL CHAPEL<br>FOUNDATION |                    | 6.00%         |

  

| DATE OF<br>NOTE | MATURITY<br>DATE | ORIGINAL<br>LOAN AMOUNT | DESCRIPTION OF<br>CONSIDERATION | FMV OF<br>CONSIDERATION |
|-----------------|------------------|-------------------------|---------------------------------|-------------------------|
| 12/31/09        |                  | 0.                      |                                 | 0.                      |

| SECURITY PROVIDED BY BORROWER | PURPOSE OF LOAN |
|-------------------------------|-----------------|
|                               | RENOVATIONS     |

| RELATIONSHIP OF BORROWER              | BALANCE DUE | DOUBTFUL ACCT<br>ALLOWANCE | FMV<br>OF LOAN |
|---------------------------------------|-------------|----------------------------|----------------|
| RELATED ORGANIZATION                  | 2,828,408.  | 0.                         | 2,828,408.     |
| TOTAL TO FORM 990-PF, PART II, LINE 7 | 2,828,408.  | 0.                         | 2,828,408.     |

|             |  |           |    |
|-------------|--|-----------|----|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 10 |
|-------------|--|-----------|----|

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE  | FAIR MARKET<br>VALUE |
|--|---------------|----------------|-------------|----------------------|
| U.S. GOVT OBLIGATIONS                            | X             |                | 7,839,519.  | 8,192,253.           |
| STATE OBLIGATIONS                                |               | X              | 2,918,912.  | 3,051,162.           |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                | 7,839,519.  | 8,192,253.           |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                | 2,918,912.  | 3,051,162.           |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 10,758,431. | 11,243,415.          |

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|             |                 |              |
|-------------|-----------------|--------------|
| FORM 990-PF | CORPORATE STOCK | STATEMENT 11 |
|-------------|-----------------|--------------|

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| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| CORPORATE STOCKS - SEE STMT 15B         | 8,864,448. | 9,505,410.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 8,864,448. | 9,505,410.        |

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|             |                 |              |
|-------------|-----------------|--------------|
| FORM 990-PF | CORPORATE BONDS | STATEMENT 12 |
|-------------|-----------------|--------------|

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| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| CORPORATE BONDS - SEE STMT 15C          | 5,514,772. | 5,842,030.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 5,514,772. | 5,842,030.        |

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|             |  |              |
|-------------|--|--------------|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT 13 |
|-------------|--|--------------|

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| DESCRIPTION                        | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|------------------------------------|---------------------|--------------------------|------------|
| BUILDINGS                          | 109,004.            | 15,439.                  | 93,565.    |
| LAND                               | 563,589.            | 0.                       | 563,589.   |
| TOTAL TO FM 990-PF, PART II, LN 14 | 672,593.            | 15,439.                  | 657,154.   |

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|             |              |              |
|-------------|--------------|--------------|
| FORM 990-PF | OTHER ASSETS | STATEMENT 14 |
|-------------|--------------|--------------|

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| DESCRIPTION   | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|---|----------------------------|------------------------|-------------------|
| FARMLAND HELD FOR CONSERVATION AND ECOLOGICAL SUPPORT | 16,387,700.                | 16,387,700.            | 17,000,000.       |
| TO FORM 990-PF, PART II, LINE 15                      | 16,387,700.                | 16,387,700.            | 17,000,000.       |



FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

KENDALL B. LEWIS, TREASURER  
5593 MAPLEDALE  
DALE CITY, VA 22193

TELEPHONE NUMBER

7035901111

FORM AND CONTENT OF APPLICATIONS

NONE SPECIFIED

ANY SUBMISSION DEADLINESRESTRICTIONS AND LIMITATIONS ON AWARDS

THE FOLLOWING GUIDELINES WERE ADOPTED BY THE BOARD OF DIRECTORS FOR  
ISSUANCE OF GRANTS, AWARDS, AND CONTRIBUTIONS.

ONLY CHARITABLE ORGANIZATIONS THAT ARE QUALIFIED UNDER IRS 501(C)(3) WILL  
BE CONSIDERED AND SUCH ORGANIZATIONS MUST SUBMIT A COPY OF THEIR IRS  
EXEMPTION CERTIFICATE WITH THEIR PROPOSAL REQUEST. PRIMARY CONSIDERATION  
WILL BE GIVEN TO ORGANIZATIONS INVOLVED IN GENERAL PUBLIC SUPPORT  
PARTICULARLY IN PRINCE WILLIAM COUNTY WITH NORTHERN VIRGINIA AS A REGIONAL  
AREA; TO LAND CONSERVATION AND ECOLOGICAL SUPPORT WITHOUT LIMITATION TO  
GEOGRAPHICAL AREA; AND TO RELIGIOUS SUPPORT OF ORGANIZATIONS PARTICULARLY IN  
PRINCE WILLIAM COUNTY WITH METROPOLITAN WASHINGTON AS THE REGIONAL AREA.

The Cecil & Irene Hylton Founda+A6+A1:E40+A1+A1:E90  
 5593 Mapledale Plaza  
 Dale City, Va. 22193-4527  
 EID # 52-1633658

Statement 15A - 2009 TAX RETURN

| <u>NAME AND ADDRESS</u>  | <u>PURPOSE OF GRANT</u>   | <u>AMOUNT</u> |
|--|---|---------------|
| CECIL D. HYLTON MEMORIAL CHAPEL FDN.<br>14640 POTOMAC MILLS ROAD<br>WOODBIDGE, VA. 22192     | Operational grants for the upkeep of facility so that it can provide a center for religious activities. | \$447,100     |
| POTOMAC HOSPITAL FDN<br>2296 OPITZ BLVD SUITE 200<br>WOODBIDGE, VA. 22191                    | CONSTRUCTION GRANT FOR THE HOSPITAL   | \$2,350,000   |
| COLORADO STATE UNIVERSITY<br>2002 CAMPUS DELIVERY<br>FORT COLLINS, CO. 80523                 | GRANT FOR MEDICAL RESEARCH - HORSES   | \$83,333      |
| PWC BOYS & GIRLS CLUB<br>4103 BENNING ROAD NE<br>WASHINGTON, DC 20019                        | GRANT - CONSTRUCTION FOR CENTER   | \$100,000     |
| THE DELTA EDUCATION & PUBLIC SERVICE FDN<br>P.O. BOX 1810<br>MANASSAS, VA 20108              | RENTAL ROOM AT HYLTON MEMORIAL CHAPEL FOR SPECIAL EVENT   | \$15,000      |
| C.D. HYLTON HIGH SCHOOL<br>14051 SPRIGGS ROAD<br>WOODBIDGE, VA 22193                         | GRANT TO PAY FOR TECHNICAL IMPROVEMENTS, EDUCATION OF I.T. STUDENT DEPARTMENT, BY PURCHASING COMPUTERS  | \$83,400      |
| CATHOLICS FOR HOUSING<br>10056 DEA DRIVE<br>MANASSAS, VA 20110                               | GRANT TO PROVIDE FOOD AND SHELTER FOR NEEDY FAMILIES IN PRINCE WILLIAM COUNTY.                          | \$40,000      |
| PRINCE WILLIAM HOSPITAL FOUNDATION<br>8609 SUDLEY ROAD<br>MANASSAS, VA. 20110                | GRANT FOR THE DEVELOPMENT OF PRINCE WILLIAM HOSPITAL MATERNITY WING.                                    | \$400,000     |
| GREATER PRINCE WILLIAM AREA COM CENTER<br>4379 RIDGEWOOD CENTER DRIVE<br>WOODBIDGE, VA 22192 | GRANT FOR THE DEVELOPMENT OF HEALTH CENTER IN PRINCE WILLIAM COUNTY                                     | \$300,000     |
| FELLOWSHIP OF CHRISTIAN ATHLETES<br>10600 ARROWHEAD DRIVE<br>FAIRFAX, VA. 22030              | OPERATION GRANT TO PROVIDE RENT TO HYLTON MEMORIAL CHAPEL FOR A RELIGIOUS EVENT.                        | \$10,000      |
| PRINCE WILLIAM MINISTERIAL ASSOCIATION<br>P.O. BOX 1456<br>WOODBIDGE, VA. 22195              | ANNUAL GRANT FOR RENT AT HLTON MEMORIAL CHAPEL FOR SPECIAL EVENT.                                       | \$4,500       |
| PRINCE WILLIAM COUNTY EDUCATION FDN<br>P.O. BOX 389<br>MANASSAS, VA 20108                    | GRANT FOR FREEDOM HIGH SCHOOL ATHLETIC DEPARTMENT   | \$167,587     |

THE HOUSE  
14001 CROWN COURT  
WOODBIDGE, VA 22193

GRANT TO SPONSOR EVENT AT THE CINDERELLA BALL, A CHARITY  
EVENT. \$1,500

SERVE  
10056 DEAN DRIVE  
MANASSAS, VA 20110

ANNUAL GRANT TO HELP PRINCE WILLIAM COUNTY CITIZENS  
WITH FOOD AND SHELTER \$10,000

SALVATION ARMY P.W.C. CORPS DONEE  
PWC GIFT PROCESSING CNTR  
DEPT 6006  
WASHINGTON, DC 20042

ANNUAL GRANT TO HELP NEEDY FAMILIES IN PRINCE WILLIAM  
COUNTY FOR FOOD AND SHELTER \$10,000

ACTS  
3900 ACTS LANE  
DUMFRIES, VA 22026

ANNUAL GRANT TO PROVIDE FOOD AND SHELTER FOR NEEDY  
FAMILIES IN CRISIS \$10,000

STREETLIGHT COMMUNITY OUTREACH  
1550 PRINCE WILLIAM PARKWAY  
SUITE B  
WOODBIDGE, VA. 22191

GRANT TO PAY FOR RENT AT HYLTON MEMORIAL CHAPEL  
FOR THIS CHARITY WHOM HELP THE NEEDY FOR SHELTER AND  
FOOD \$6,500

CROSSLINK INTERNATIONAL  
427 N MAPLE AVENUE  
FALLS CHURCH, VA. 22046

GRANT FOR THIS CHARITY TO PROVIDE MEDICAL SUPPLIES TO  
INTERNATIONAL COMMUNITIES \$6,500

NEW DOMINION CHORALERS  
P.O. BOX 6691  
MCLEAN, VA. 22106

GRANT TO PAY FOR RENT AT HYLTON MEMORIAL CHAPEL SPECIAL  
EVENT. \$19,000

**TOTAL**

**\$4,064,420**

**THE CECIL AND IRENE HYLTON FOUNDATION**  
**2009 Form 990-PF**

**52-1633658**  
**Statement 15B**

|  | <u>QUANTITY</u> | <u>COST</u> | <u>FMV</u> |
|--|-----------------|-------------|------------|
| PRIN PROTECTED NOTES OF PREF TERM SEC IX   | 116,253         | \$116,253   | \$56,964   |
| PRIN PROTECTED NOTES OF PREF TERM SEC VIII | 512,893         | \$512,893   | \$246,189  |
| CIT GROUP INC COM NEW                      | 273             | \$7,914     | \$7,538    |
| COOPER INDUSTRIES PLC                      | 470             | \$19,747    | \$20,041   |
| COOPER INDUSTRIES PLC                      | 443             | \$18,612    | \$18,890   |
| CSX CORP                                   | 515             | \$15,755    | \$24,972   |
| CSX CORP                                   | 485             | \$14,757    | \$23,518   |
| FEDEX CORPORATION                          | 265             | \$21,046    | \$22,114   |
| FEDEX CORPORATION                          | 282             | \$22,404    | \$23,533   |
| GRAINGER WW INC                            | 179             | \$15,819    | \$17,333   |
| GRAINGER WW INC                            | 169             | \$14,935    | \$16,364   |
| ILLINOIS TOOL WORKS                        | 505             | \$23,383    | \$24,235   |
| ILLINOIS TOOL WORKS                        | 476             | \$22,040    | \$22,843   |
| ROCKWELL AUTOMATION INC                    | 501             | \$20,919    | \$23,537   |
| ROCKWELL AUTOMATION INC                    | 472             | \$19,709    | \$22,175   |
| 3M COMPANY                                 | 336             | \$23,815    | \$27,777   |
| 3M COMPANY                                 | 356             | \$25,234    | \$29,431   |
| UNITED TECHNOLOGIES CORP                   | 398             | \$16,273    | \$27,625   |
| UNITED TECHNOLOGIES CORP                   | 423             | \$17,347    | \$29,360   |
| COACH INC                                  | 535             | \$15,670    | \$19,544   |
| COACH INC                                  | 505             | \$14,791    | \$18,448   |
| DOLLAR TREE                                | 335             | \$11,676    | \$16,181   |
| DOLLAR TREE                                | 360             | \$12,107    | \$17,388   |
| HOME DEPOT INC                             | 620             | \$14,586    | \$17,937   |
| HOME DEPOT INC                             | 585             | \$13,729    | \$16,924   |
| JOHNSON CONTROLS INC                       | 976             | \$24,230    | \$26,586   |
| JOHNSON CONTROLS INC                       | 920             | \$22,840    | \$25,061   |
| KOHL'S CORP                                | 345             | \$15,518    | \$18,606   |
| KOHL'S CORP                                | 365             | \$16,184    | \$19,684   |
| ROSS STORES INC                            | 415             | \$16,187    | \$17,725   |
| ROSS STORES INC                            | 390             | \$15,239    | \$16,657   |
| SCRIPPS NETWORKS INTERAC                   | 592             | \$22,497    | \$24,568   |
| SCRIPPS NETWORKS INTERAC                   | 628             | \$23,865    | \$26,062   |
| VIACOM                                     | 710             | \$16,507    | \$21,108   |
| VIACOM                                     | 665             | \$15,417    | \$19,770   |
| COCA COLA CO                               | 595             | \$30,083    | \$33,915   |
| COCA COLA CO                               | 555             | \$28,105    | \$31,635   |
| COLGATE PALMOLIVE CO                       | 420             | \$31,808    | \$34,503   |
| COLGATE PALMOLIVE CO                       | 445             | \$33,746    | \$36,557   |
| GENERAL MILLS INC                          | 451             | \$28,757    | \$31,935   |
| GENERAL MILLS INC                          | 425             | \$26,958    | \$30,094   |
| PEPSICO INC                                | 560             | \$36,114    | \$34,048   |
| PEPSICO INC                                | 595             | \$37,029    | \$36,176   |

**THE CECIL AND IRENE HYLTON FOUNDATION**  
**2009 Form 990-PF**

**52-1633658**  
**Statement 15B**

|                           |       |          |          |
|---------------------------|-------|----------|----------|
| PROCTER & GAMBLE CO       | 553   | \$31,002 | \$33,528 |
| PROCTER & GAMBLE CO       | 521   | \$29,128 | \$31,588 |
| WALMART                   | 570   | \$32,018 | \$30,467 |
| WALMART                   | 605   | \$31,124 | \$32,337 |
| APACHE CORPORATION        | 368   | \$32,245 | \$37,967 |
| APACHE CORPORATION        | 391   | \$34,261 | \$40,339 |
| EXXON MOBIL CORP          | 812   | \$36,712 | \$55,370 |
| EXXON MOBIL CORP          | 765   | \$34,664 | \$52,165 |
| NOBLE CORPORATION         | 620   | \$16,870 | \$25,234 |
| NOBLE CORPORATION         | 585   | \$15,743 | \$23,810 |
| OCCIDENTAL PETROLEUM CORP | 425   | \$29,512 | \$34,574 |
| OCCIDENTAL PETROLEUM CORP | 450   | \$31,122 | \$36,608 |
| SCHLUMBERGER LTD          | 260   | \$9,289  | \$16,923 |
| SCHLUMBERGER LTD          | 245   | \$10,638 | \$15,947 |
| TALISMAN ENERGY INC       | 965   | \$13,896 | \$17,988 |
| TALISMAN ENERGY INC       | 905   | \$13,032 | \$16,869 |
| AMERICAN EXPRESS          | 415   | \$17,207 | \$16,816 |
| AMERICAN EXPRESS          | 391   | \$16,212 | \$15,843 |
| AMERIPRISE FINANCIAL      | 463   | \$17,822 | \$17,974 |
| AMERIPRISE FINANCIAL      | 492   | \$18,938 | \$19,099 |
| CHUBB CORP                | 405   | \$21,128 | \$19,918 |
| CHUBB CORP                | 385   | \$20,156 | \$18,934 |
| FRANKLIN RESOURCES INC    | 177   | \$16,077 | \$18,647 |
| FRANKLIN RESOURCES INC    | 188   | \$17,076 | \$19,806 |
| GOLDMAN SACHS GROUP INC   | 263   | \$27,935 | \$44,405 |
| GOLDMAN SACHS GROUP INC   | 247   | \$25,909 | \$41,703 |
| JP MORGAN CHASE & CO      | 1,310 | \$48,882 | \$54,588 |
| JP MORGAN CHASE & CO      | 1,230 | \$46,380 | \$51,254 |
| MASTERCARD INC            | 119   | \$25,538 | \$30,462 |
| MASTERCARD INC            | 127   | \$27,302 | \$32,509 |
| METLIFE INC               | 370   | \$13,020 | \$13,080 |
| METLIFE INC               | 392   | \$13,794 | \$13,857 |
| PRICE T ROWE              | 405   | \$15,098 | \$21,566 |
| PRICE T ROWE              | 385   | \$14,321 | \$20,501 |
| WELLS FARGO               | 1,187 | \$31,691 | \$32,037 |
| WELLS FARGO               | 1,261 | \$33,637 | \$34,034 |
| CELANESE CORP SERIES      | 593   | \$13,216 | \$19,035 |
| CELANESE CORP SERIES      | 559   | \$12,337 | \$17,944 |
| FREEPORT MCMORAN COPPER   | 332   | \$18,467 | \$26,656 |
| FREEPORT MCMORAN COPPER   | 352   | \$19,694 | \$28,262 |
| INTERNATIONAL PAPER CO    | 982   | \$21,215 | \$26,298 |
| INTERNATIONAL PAPER CO    | 925   | \$19,985 | \$24,772 |
| APPLE INC                 | 269   | \$23,753 | \$56,687 |
| APPLE INC                 | 286   | \$25,266 | \$60,269 |

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|                             |       |          |          |
|-----------------------------|-------|----------|----------|
| BROADCOM CORP               | 525   | \$13,263 | \$16,522 |
| BROADCOM CORP               | 555   | \$13,969 | \$17,466 |
| CISCO SYSTEMS INC           | 1,200 | \$25,092 | \$28,728 |
| CISCO SYSTEMS INC           | 1,130 | \$23,595 | \$27,052 |
| DOLBY LABORATORIES INC      | 445   | \$15,631 | \$21,240 |
| DOLBY LABORATORIES INC      | 470   | \$16,168 | \$22,433 |
| EMC CORP                    | 1,231 | \$21,063 | \$21,506 |
| EMC CORP                    | 1,159 | \$19,831 | \$20,248 |
| EBAY INC                    | 680   | \$14,596 | \$16,000 |
| EBAY INC                    | 722   | \$15,498 | \$16,989 |
| GOOGLE                      | 85    | \$28,244 | \$52,698 |
| GOOGLE                      | 80    | \$26,653 | \$49,598 |
| INTEL CORP INTC             | 915   | \$21,080 | \$18,666 |
| INTEL CORP INTC             | 860   | \$25,449 | \$17,544 |
| IBM                         | 270   | \$32,735 | \$35,343 |
| IBM                         | 287   | \$34,746 | \$37,568 |
| MICROSOFT CORP              | 1,868 | \$51,696 | \$56,937 |
| MICROSOFT CORP              | 1,760 | \$50,997 | \$53,645 |
| ORACLE CORP                 | 1,415 | \$18,825 | \$34,710 |
| ORACLE CORP                 | 1,502 | \$19,357 | \$36,844 |
| QUALCOMM INC                | 685   | \$31,383 | \$31,688 |
| QUALCOMM INC                | 645   | \$29,636 | \$29,838 |
| AMERICAN ELECTRIC POWER INC | 683   | \$22,814 | \$23,762 |
| AMERICAN ELECTRIC POWER INC | 643   | \$21,478 | \$22,370 |
| WILLIAMS COMPANIES INC      | 1,550 | \$30,413 | \$32,674 |
| WILLIAMS COMPANIES INC      | 1,460 | \$28,647 | \$30,777 |
| WISCONSIN ENERGY            | 555   | \$22,663 | \$27,656 |
| WISCONSIN ENERGY            | 590   | \$23,966 | \$29,400 |
| COVIDIEN PLC                | 455   | \$21,625 | \$21,790 |
| COVIDIEN PLC                | 429   | \$20,389 | \$20,545 |
| ALLERGAN INC                | 425   | \$17,311 | \$26,779 |
| ALLERGAN INC                | 450   | \$18,257 | \$28,355 |
| AMGEN INC                   | 238   | \$14,835 | \$13,464 |
| AMGEN INC                   | 253   | \$15,770 | \$14,312 |
| BAXTER INTERNATIONAL INC    | 505   | \$27,149 | \$29,633 |
| BAXTER INTERNATIONAL INC    | 535   | \$29,202 | \$31,394 |
| BRISTOL MYERS SQUIBB CO     | 545   | \$12,687 | \$13,761 |
| BRISTOL MYERS SQUIBB CO     | 580   | \$13,610 | \$14,645 |
| JOHNSON & JOHNSON           | 411   | \$23,629 | \$26,473 |
| JOHNSON & JOHNSON           | 387   | \$21,047 | \$24,927 |
| MCKESSON CORPORATION        | 330   | \$18,473 | \$20,625 |
| MCKESSON CORPORATION        | 350   | \$19,924 | \$21,875 |
| MEDCO HEALTH SOLUTIONS INC  | 415   | \$12,534 | \$26,523 |
| MEDCO HEALTH SOLUTIONS INC  | 390   | \$12,668 | \$24,925 |

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|----------------------------------|--------|-----------|-----------|
| MERCK & CO                       | 455    | \$17,067  | \$16,626  |
| MERCK & CO                       | 483    | \$18,117  | \$17,649  |
| PFIZER INC                       | 1,752  | \$39,675  | \$31,869  |
| PFIZER INC                       | 1,650  | \$37,311  | \$30,014  |
| UNITEDHEALTH GROUP INC           | 785    | \$21,933  | \$23,927  |
| UNITEDHEALTH GROUP INC           | 835    | \$23,299  | \$25,451  |
| ATT                              | 945    | \$28,084  | \$26,488  |
| ATT                              | 1,005  | \$30,115  | \$28,170  |
| AMERICAN TOWER CORP              | 535    | \$20,831  | \$23,117  |
| AMERICAN TOWER CORP              | 505    | \$19,852  | \$21,821  |
| ARTISAN SMALL CAP                | 3,532  | \$61,255  | \$50,618  |
| ARTISAN SMALL CAP                | 3,868  | \$67,074  | \$55,426  |
| BLACKROCK FUNDS SMALL CAP GROWTH | 2,312  | \$50,000  | \$45,099  |
| BLACKROCK FUNDS SMALL CAP GROWTH | 2,312  | \$50,000  | \$45,099  |
| CALAMOS GROWTH FUND              | 3,195  | \$137,330 | \$142,069 |
| CALAMOS GROWTH FUND              | 3,541  | \$151,680 | \$157,445 |
| T ROWE PRICE MID CAP VALUE       | 6,665  | \$129,094 | \$138,091 |
| T ROWE PRICE MID CAP VALUE       | 7,336  | \$142,045 | \$151,998 |
| BOND FUND OF AMERICA             | 20,809 | \$200,000 | \$245,542 |
| CAPITAL INCOME BUILDER FUND      | 6,534  | \$200,000 | \$312,906 |
| INCOME FUND OF AMERICA FUND      | 18,832 | \$200,000 | \$291,715 |
| INVESTMENT COMPANY OF AMERICA    | 21,029 | \$400,000 | \$545,711 |
| WASHINGTON MUTUAL INVESTORS      | 20,302 | \$400,000 | \$500,242 |
| ACCRUED INTEREST ON BOOKS        |        | \$594,972 |           |
| AIR PROD & CHEMICAL              | 306    | \$24,885  | \$24,804  |
| AMAZON COM INC                   | 224    | \$20,364  | \$30,132  |
| AMERICAN EXPRESS                 | 714    | \$22,165  | \$28,931  |
| AMER TOWER CORP CL A             | 585    | \$20,217  | \$25,278  |
| APPLE INC                        | 341    | \$50,169  | \$71,860  |
| AVON PRODUCTS INC                | 934    | \$32,242  | \$29,421  |
| BANK OF AMER                     | 1,914  | \$22,996  | \$28,825  |
| BEST BUY CO INC                  | 601    | \$23,148  | \$23,715  |
| BROADCOM CORP                    | 780    | \$18,971  | \$24,547  |
| CISCO SYSTEMS INC                | 1,739  | \$38,717  | \$41,632  |
| COVIDIEN LTD                     | 514    | \$22,573  | \$24,615  |
| DELTA AIR LINES INC              | 2,011  | \$17,700  | \$22,885  |
| EBAY INC                         | 1,171  | \$26,674  | \$27,554  |
| EMC CORP                         | 1,160  | \$18,128  | \$20,265  |
| EXPRESS SCRIPTS INC              | 382    | \$32,163  | \$33,012  |
| FORD MOTOR CO COM                | 2,544  | \$19,887  | \$25,440  |
| FREEMPORT-MCMORAN COPPER GOLD    | 164    | \$10,369  | \$13,168  |
| GOOGLE INC CLA                   | 89     | \$41,283  | \$55,178  |
| ILLINOIS TOOL WORKS INC          | 612    | \$27,979  | \$29,370  |
| INGERSOLL - RAND                 | 611    | \$17,734  | \$21,837  |

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|---------------------------|-------|----------|----------|
| INVESCO LTD               | 703   | \$12,210 | \$16,513 |
| JUNIPER NETWORKS          | 1,142 | \$30,269 | \$30,457 |
| MARVELL TECHNOLOGY        | 1,051 | \$19,779 | \$21,808 |
| MASTERCARD INC            | 141   | \$32,928 | \$36,093 |
| MICROSOFT CORP.           | 1,909 | \$42,829 | \$58,186 |
| MOTOROLA INC              | 4,501 | \$39,081 | \$34,928 |
| NETAPP INC                | 434   | \$14,412 | \$14,912 |
| NOBLE ENERGY INC          | 228   | \$13,340 | \$16,238 |
| ORACLE CORP               | 1,355 | \$29,728 | \$33,238 |
| PRICELINE COM INC NEW     | 142   | \$23,669 | \$31,014 |
| QUALCOMM INC              | 555   | \$21,917 | \$25,674 |
| SUNCOR ENERGY INC         | 479   | \$15,305 | \$16,913 |
| TEVA PHARMACEUTICALS INC  | 515   | \$23,006 | \$28,933 |
| TEXAS INSTRUMENTS         | 1,034 | \$26,324 | \$26,946 |
| THEDIRECTV GROUP          | 1,257 | \$29,421 | \$41,921 |
| TJX COS INC NEW           | 492   | \$17,417 | \$17,983 |
| TRANSOCEAN LTD            | 248   | \$31,491 | \$20,534 |
| TYCO INTL LTD             | 697   | \$14,340 | \$24,869 |
| YAHOO INC                 | 1,666 | \$28,253 | \$27,955 |
| ABERCROMBIE & FITCH       | 82    | \$2,213  | \$2,858  |
| ACE LTD                   | 68    | \$2,926  | \$3,427  |
| AEROPOSTALE INC           | 86    | \$2,665  | \$2,928  |
| AGCO CORP                 | 119   | \$3,293  | \$3,848  |
| AK STEEL HOLDING CORP     | 134   | \$2,664  | \$2,861  |
| ALPHA NATURAL RESOURCES   | 89    | \$3,129  | \$3,861  |
| AMER TOWER CORP           | 96    | \$3,906  | \$4,148  |
| BRADY CORP                | 92    | \$2,765  | \$2,761  |
| CBS CORP NEW CL B         | 225   | \$2,687  | \$3,161  |
| CELANESE CORP NEW SER A   | 106   | \$2,185  | \$3,403  |
| CENTL EUROPEAN DIST CORP  | 64    | \$1,970  | \$1,818  |
| CEPHALON INC              | 67    | \$4,272  | \$4,182  |
| CLIFFS NAT RESOURCES INC  | 67    | \$1,901  | \$3,088  |
| COMERICA INC              | 112   | \$3,405  | \$3,312  |
| COMMSCOPE INC             | 130   | \$3,388  | \$3,449  |
| CON-WAY INC               | 101   | \$3,313  | \$3,526  |
| CONSTELLATION BRANDS INC  | 252   | \$3,526  | \$4,014  |
| CONTINENTAL RESOURCES INC | 90    | \$2,425  | \$3,860  |
| CROWN CASTLE INTL CORP    | 193   | \$4,289  | \$7,535  |
| DARDEN RESTAURANTS        | 117   | \$3,865  | \$4,103  |
| EDISON INTL               | 93    | \$2,989  | \$3,235  |
| EQT CORP                  | 56    | \$2,133  | \$2,460  |
| EXCO RESOURCES            | 217   | \$2,992  | \$4,607  |
| EXPRESS SCRIPTS INC       | 48    | \$2,672  | \$4,148  |
| FISERV INC                | 63    | \$2,955  | \$3,054  |



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|--------------------------------|-----|---------|---------|
| FMC CORP NEW                   | 71  | \$3,789 | \$3,959 |
| FOREST LABORATORIES            | 82  | \$3,184 | \$2,633 |
| GAMESTOP CORP                  | 164 | \$5,759 | \$3,598 |
| GENZYME CORP GEN DIV           | 47  | \$2,510 | \$2,303 |
| HARTFORD FINCL SERVICES GROUP  | 143 | \$2,250 | \$3,326 |
| HOLOGIC INC                    | 297 | \$4,118 | \$4,307 |
| HOST HOTELS & RESORTS INC      | 304 | \$2,397 | \$3,548 |
| HUNT J B TRANS SVCS INC        | 86  | \$2,382 | \$2,775 |
| JANUS CAPITAL GROUP            | 229 | \$3,392 | \$3,080 |
| KANSAS CITY STHN NEW           | 118 | \$1,778 | \$3,928 |
| KEYCORP NEW                    | 809 | \$4,818 | \$4,490 |
| LABORATORY CORP AMER HLDGS     | 50  | \$3,487 | \$3,742 |
| LANDSTAR SYSTEMS INC           | 108 | \$3,881 | \$4,187 |
| LAS VEGAS SANDS CORP           | 269 | \$2,714 | \$4,019 |
| LEAR CORP COM NEW              | 42  | \$2,669 | \$2,841 |
| LEGG MASON                     | 155 | \$3,302 | \$4,675 |
| LINCOLN NATL CORP              | 111 | \$2,695 | \$2,762 |
| MARSHALL & ILSLEY CORP         | 332 | \$2,074 | \$1,809 |
| MATTEL INC                     | 135 | \$2,717 | \$2,697 |
| MAXIM INTEGRATED PRODS INC     | 146 | \$1,925 | \$2,967 |
| MILLICOM INTL CELLULAR SA      | 67  | \$5,014 | \$4,943 |
| NILL HOLDINGS INC              | 228 | \$8,289 | \$7,656 |
| ON SEMICONDUCTOR CORP          | 476 | \$2,757 | \$4,198 |
| OWENS ILLINOIS INC             | 165 | \$3,210 | \$5,424 |
| PACTIV CORP                    | 129 | \$1,935 | \$3,114 |
| PETROHAWK ENERGY CORP          | 200 | \$5,035 | \$4,798 |
| PHARMACEUTICAL PROD            | 151 | \$3,136 | \$3,539 |
| PHILLIPS VAN HEUSEN            | 98  | \$3,824 | \$3,987 |
| PITNEY BOWES                   | 116 | \$2,646 | \$2,640 |
| PMC - SIERRA                   | 171 | \$1,593 | \$1,481 |
| PROLOGIS SBI                   | 281 | \$3,258 | \$3,847 |
| PRUDENTIAL FINANCIAL INC       | 122 | \$4,093 | \$6,071 |
| RANGE RESOURCES CORP           | 64  | \$2,840 | \$3,190 |
| REGAL ENTERTAINMENT GROUP CL A | 170 | \$2,164 | \$2,455 |
| REGIONS FINANCIAL CORP PAID    | 673 | \$2,662 | \$3,560 |
| SMITH INTL INC                 | 112 | \$3,240 | \$3,043 |
| SMITHFIELD FOODS INC           | 233 | \$3,349 | \$3,539 |
| SOWSTN ENERGY CO               | 64  | \$2,068 | \$3,085 |
| STARWOOD HOTELS & RESORTS      | 72  | \$1,102 | \$2,633 |
| SUNTRUST BANKS INC             | 330 | \$4,669 | \$6,696 |
| ULTRA PETROLEUM CORP           | 96  | \$5,846 | \$4,787 |
| VARIAN MEDICAL SYSTEMS INC     | 51  | \$2,044 | \$2,389 |
| VERISIGN INC                   | 175 | \$3,543 | \$4,242 |
| VF CORP                        | 41  | \$2,484 | \$3,003 |

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|-------------------------------|-------|---------|---------|
| WHITING PETROLEUM CORP        | 42    | \$2,657 | \$3,001 |
| WMS INDUSTRIES                | 93    | \$3,489 | \$3,720 |
| ZIMMER HOLDINGS               | 53    | \$2,408 | \$3,133 |
| ZIONS BANXORP                 | 223   | \$3,683 | \$2,861 |
| ADC TELECOMMUNICATIONS        | 407   | \$2,567 | \$2,527 |
| AFFILIATED MANAGERS GROUP     | 66    | \$4,104 | \$4,445 |
| ARGO GROUP INTL HOLDINGS      | 54    | \$1,553 | \$1,574 |
| ARVINMERIOTOR INC             | 313   | \$2,687 | \$3,499 |
| ASHLAND INC NEW               | 86    | \$2,589 | \$3,407 |
| BALDOR ELECTRIC               | 141   | \$3,977 | \$3,961 |
| BALLY TECHNOLOGIES            | 60    | \$2,131 | \$2,477 |
| BIO RAD LABORATORIES          | 24    | \$1,967 | \$2,315 |
| BRIGHAM EXPLORATION CO        | 145   | \$1,488 | \$1,965 |
| CARRIZO OIL & GAS INC         | 96    | \$2,016 | \$2,545 |
| CATALYST HEALTH SOLUTIONS INC | 70    | \$1,585 | \$2,553 |
| CENTL EUROPEAN DISTR CORP     | 85    | \$2,343 | \$2,415 |
| CERAGON NETWORKS LTD          | 216   | \$1,445 | \$2,536 |
| COINSTAR INC                  | 81    | \$2,436 | \$2,250 |
| COLLECTIVE BRANDS INC         | 96    | \$1,181 | \$2,186 |
| COMMERCIAL METALS CO          | 156   | \$2,558 | \$2,441 |
| COMMSCOPE INC                 | 60    | \$1,603 | \$1,592 |
| COMSTOCK RESOURCES INC        | 61    | \$2,320 | \$2,475 |
| CURTISS WRIGHT CORP           | 101   | \$4,052 | \$3,163 |
| DIGITAL RIVER INC             | 77    | \$1,987 | \$2,078 |
| EXCO RESOURCES INC            | 162   | \$1,977 | \$3,439 |
| EXIDE TECHNOLOGIES            | 479   | \$2,249 | \$3,406 |
| FAIRCHILD SEMICONDUCTOR INTL  | 315   | \$1,621 | \$3,147 |
| FELCOR LODGING TRUST INC      | 372   | \$1,236 | \$1,339 |
| FINISAR CORP COM              | 355   | \$4,499 | \$3,167 |
| FIRST HORIZON NATL CORP       | 200   | \$2,185 | \$2,680 |
| FULTON FINCL CORP             | 322   | \$2,283 | \$2,808 |
| GARDNER DENVER INC            | 78    | \$2,310 | \$3,319 |
| GASCO ENERGY                  | 1,065 | \$2,412 | \$564   |
| GAYLORD ENTERTAINMENT CO      | 179   | \$3,472 | \$3,535 |
| GLOBAL CROSSING LTD           | 227   | \$4,269 | \$3,235 |
| GOODRICH PETE CORP            | 136   | \$4,349 | \$3,312 |
| HAIN CELESTIAL GROUP INC      | 218   | \$5,518 | \$3,708 |
| HUB GROUP INC CL              | 112   | \$2,368 | \$3,000 |
| IMAX CORP CAD                 | 108   | \$913   | \$1,437 |
| INTEGRA LIFESCIENCES HLDG     | 79    | \$3,153 | \$2,913 |
| INTREPID POTASH INC           | 73    | \$2,174 | \$2,129 |
| JANUS CAPITAL GROUP INC       | 152   | \$2,006 | \$2,044 |
| KANSAS CITY STHN              | 63    | \$972   | \$2,097 |
| KEY ENERGY SERVICES INC       | 384   | \$2,779 | \$3,375 |

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|                              |       |          |          |
|------------------------------|-------|----------|----------|
| KING PHARMACEUTICALS         | 266   | \$2,642  | \$3,264  |
| L-1 IDENTITY SOLUTIONS       | 385   | \$2,823  | \$2,884  |
| LIFE TIME FITNESS INC        | 87    | \$2,708  | \$2,169  |
| LODGENET INTERACTIVE CORP    | 362   | \$1,462  | \$2,002  |
| MAGELLAN HEALTH SERVICES INC | 74    | \$2,496  | \$3,014  |
| MASTEC INC                   | 152   | \$1,730  | \$1,900  |
| MICROS SYSTEM                | 67    | \$1,526  | \$2,079  |
| NATL PENN BANCSHARES INC     | 357   | \$2,162  | \$2,067  |
| NTELOS HOLDINGS CORP         | 145   | \$2,429  | \$2,582  |
| OLD DOMINION FREIGHT         | 74    | \$2,196  | \$2,272  |
| ON SEMICONDUCTOR CORP        | 252   | \$1,047  | \$2,223  |
| OSI PHARMACEUTICALS INC      | 94    | \$3,190  | \$2,920  |
| PAETEC HOLDING CORP          | 800   | \$4,457  | \$3,320  |
| PIER 1 IMPORTS INC           | 420   | \$1,489  | \$2,138  |
| PINNACLE ENTERTAINMENT GROUP | 395   | \$4,677  | \$3,547  |
| PMC - SIERRA INC             | 306   | \$2,001  | \$2,650  |
| POLYONE CORP                 | 386   | \$2,552  | \$2,883  |
| QUIKSILVER INC               | 1,015 | \$2,463  | \$2,050  |
| SANMINA SCI CORP             | 219   | \$1,751  | \$2,416  |
| SAVVIS INC                   | 180   | \$2,967  | \$2,529  |
| SBA COMMUNICATIONS CORP      | 134   | \$3,061  | \$4,577  |
| SIGNET JEWELERS LTD          | 79    | \$1,770  | \$2,111  |
| SYNOVUS FINANCIAL CORP       | 1,340 | \$4,423  | \$2,747  |
| TERREMARK WORLDWIDE INC      | 389   | \$2,190  | \$2,661  |
| TEXAS CAPITAL BANCSHARES INC | 164   | \$2,496  | \$2,289  |
| TITAN INTL INC               | 311   | \$2,319  | \$2,522  |
| TRIQUINT SEMICONDUCTOR INC   | 479   | \$1,752  | \$2,874  |
| VAIL RESORTS INC             | 71    | \$2,715  | \$2,684  |
| VALUECLICK INC               | 218   | \$4,162  | \$2,206  |
| WALTER ENERGY INC            | 42    | \$2,089  | \$3,163  |
| WARNACO GROUP INC            | 59    | \$1,387  | \$2,489  |
| WEBSTER FINANCIAL CORP       | 231   | \$1,808  | \$2,742  |
| WESTERN ALLIANCE BANCORP     | 385   | \$2,127  | \$1,455  |
| WHITING PETROLEUM CORP       | 50    | \$1,899  | \$3,573  |
| WINTRUST FINANCIAL CORP      | 109   | \$3,174  | \$3,356  |
| WMS INDUSTRIES INC           | 60    | \$2,217  | \$2,400  |
| WRIGHT MEDICAL GROUP         | 206   | \$3,298  | \$3,902  |
| ADOBE SYSTEMS INC            | 343   | \$11,959 | \$12,616 |
| AMERICAN TOWER CORP          | 536   | \$21,589 | \$23,161 |
| APPLE INC                    | 366   | \$43,557 | \$77,128 |
| BANK OF AMER CORP            | 1,536 | \$20,180 | \$23,132 |
| BAXTER INTL INC              | 215   | \$12,532 | \$12,616 |
| CAPITAL ONE FINCL CORP       | 433   | \$7,484  | \$16,601 |
| CELGENE CORP                 | 215   | \$9,313  | \$11,971 |

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|--------------------------------|-------|--------------------|--------------------|
| CISCO SYSTEMS INC              | 2,274 | \$44,922           | \$54,440           |
| DOW CHEMICAL                   | 1,298 | \$30,726           | \$35,864           |
| EXPRESS SCRIPTS HLDG CO        | 457   | \$29,023           | \$39,494           |
| FEDEX CORP                     | 139   | \$12,578           | \$11,600           |
| FREEPORT MCMORAN COPPER & GOLD | 326   | \$14,739           | \$26,175           |
| GENL DYNAMICS CORP             | 444   | \$30,401           | \$30,267           |
| GILEAD SCIENCES INC            | 435   | \$20,460           | \$18,822           |
| GOLDMAN SACHS GROUP            | 312   | \$28,967           | \$52,678           |
| GOOGLE INC                     | 128   | \$51,976           | \$79,357           |
| HEWLETT PACKARD CO             | 1,211 | \$49,652           | \$62,379           |
| INTL BUSINESS MACH             | 461   | \$44,644           | \$60,345           |
| JP MORGAN CHASE & CO           | 819   | \$19,880           | \$34,128           |
| KOHL'S CORP                    | 328   | \$16,007           | \$17,689           |
| MEDCO HEALTH SOLUTIONS         | 510   | \$22,383           | \$32,594           |
| MERCK & CO INC                 | 834   | \$18,285           | \$30,474           |
| MICROSOFT CORP                 | 1,455 | \$27,056           | \$44,348           |
| OCCIDENTAL PETROLEUM CORP      | 527   | \$33,556           | \$42,871           |
| ORACLE CORP                    | 1,123 | \$25,316           | \$27,547           |
| PFIZER INC                     | 686   | \$12,554           | \$12,478           |
| PHILIP MORRIS INTL INC         | 384   | \$17,403           | \$18,505           |
| PRAXAIR INC                    | 134   | \$9,852            | \$10,762           |
| PRECISION CASTPARTS CORP       | 223   | \$23,949           | \$24,608           |
| STAPLES INC                    | 752   | \$16,053           | \$18,492           |
| THE DIRECTV GROUP CL           | 949   | \$29,424           | \$31,649           |
| TRANSOCEAN LTD                 | 554   | \$42,960           | \$45,871           |
| UNION PACIFIC CORP             | 571   | \$25,955           | \$36,487           |
| UNITED TECHNOLOGIES CORP       | 545   | \$31,461           | \$37,828           |
| VALE SA-SP SPON                | 453   | \$6,076            | \$13,151           |
| VISA INC                       | 305   | \$21,354           | \$26,675           |
| WALT DISNEY CO HOLDING CO      | 835   | \$18,952           | \$26,929           |
| 3M CO                          | 421   | \$32,646           | \$34,804           |
| <b>TOTAL CORPORATE STOCKS</b>  |       | <b>\$8,864,448</b> | <b>\$9,505,410</b> |

**THE CECIL AND IRENE HYLTON FOUNDATION**  
**2009 BALANCE SHEET**

**52-1633658**  
**Statement 15C**

|  | <u>QUANTITY</u> | <u>COST</u> | <u>FMV</u> |
|--|-----------------|-------------|------------|
| Ameritech Cap Fund Corp 6.45% 1/15/18              | 50,000          | 50,810      | 52,607     |
| Bank of Am intntsbe 7.4% 1/15/2011                 | 40,000          | 40,978      | 42,341     |
| Bank of Am Call Step 4.5% 7/15/2020                | 35,000          | 35,000      | 34,432     |
| Bank Amer Corp subint 6% 9/15/26                   | 100,000         | 100,004     | 91,963     |
| BANK OF AMERICA MTG SEC SER 2005-E-CL 3A1          | 76,722          | 58,934      | 60,682     |
| Belvoir LD LLC SER A-1 144A CL 5.27000% 12/15/2047 | 50,000          | 39,040      | 41,375     |
| CIT Group, Inc. Internotes 6% 3/15/13              | 31,740          | 32,851      | 28,262     |
| ENCANA CORP NT 4.750% 10/15/2013                   | 141,000         | 147,562     | 148,128    |
| Gen Elect Corp Mtn BE 5.% 3/15/19                  | 30,000          | 30,000      | 30,086     |
| GREENPT m.h. ser 1999-5 clA4                       | 51,078          | 53,253      | 51,827     |
| Lehman Bros MtnBE 4% 4/16/19                       | 25,000          | 25,000      | 3,875      |
| NYSE EURONEX NT 4.80000% 06/28/13                  | 95,000          | 94,804      | 99,667     |
| Res.Ass. Ser 2003-SL1 CL AI1 3/25/16               | 4,038           | 4,083       | 4,003      |
| St Adj Rate Mtg Ln ser2005-18 5.748% 09/25/35      | 56,844          | 57,397      | 40,475     |
| WashMut Msc Mtg Ser 2003-MS4 CI 2A3 2/25/33        | 39,485          | 38,800      | 39,515     |
| WMALT Mort Ser 2005-5 CL CB5 5.50% 07/25/2035      | 10,364          | 10,330      | 8,561      |
| ACCRUED INTEREST                                   |                 |             | 71,701     |
| ALABAMA POWER                                      | 60,000          | 58,105      | 61,541     |
| ALABAMA POWER                                      | 60,000          | 58,105      | 61,541     |
| AVON PRODUCTS INC                                  | 60,000          | 59,650      | 63,128     |
| AVON PRODUCTS INC                                  | 60,000          | 57,902      | 63,128     |
| BBT CORP   | 50,000          | 49,257      | 52,093     |
| BBT CORP   | 60,000          | 59,969      | 64,783     |
| BANK OF AMERICA                                    | 50,000          | 49,119      | 52,137     |
| BANK OF AMERICA                                    | 50,000          | 49,119      | 52,137     |
| BANK OF NEW YORK MELLON                            | 50,000          | 49,944      | 53,857     |
| BANK OF NEW YORK MELLON                            | 50,000          | 49,944      | 53,857     |
| CATERPILLAR FIN SERV CORP                          | 60,000          | 59,015      | 61,880     |
| CATERPILLAR FIN SERV CORP                          | 70,000          | 69,915      | 78,105     |
| CITIGROUP INC                                      | 50,000          | 48,217      | 47,494     |
| CITIGROUP INC                                      | 30,000          | 29,991      | 30,168     |
| CONS EDISON CO OF NY                               | 60,000          | 57,098      | 62,791     |
| CONS EDISON CO OF NY                               | 60,000          | 57,098      | 62,791     |
| JOHN DEERE CAPITAL CORP                            | 70,000          | 69,850      | 75,214     |
| WALT DISNEY COMPANY                                | 60,000          | 60,383      | 64,807     |
| WALT DISNEY COMPANY                                | 50,000          | 49,942      | 54,006     |
| EI DUPONT DE NEMOURS                               | 15,000          | 14,999      | 16,152     |
| EI DUPONT DE NEMOURS                               | 35,000          | 34,836      | 38,657     |
| EI DUPONT DE NEMOURS                               | 35,000          | 34,900      | 37,360     |
| FPL GROUP CAPITAL INC                              | 50,000          | 50,359      | 53,769     |
| FPL GROUP CAPITAL INC                              | 50,000          | 50,359      | 53,769     |
| GENERAL DYNAMICS CORP                              | 60,000          | 60,387      | 63,452     |
| GENERAL DYNAMICS CORP                              | 60,000          | 58,712      | 61,437     |
| GENERAL DYNAMICS CORP                              | 40,000          | 39,811      | 43,850     |
| GENERAL ELEC CAP CORP                              | 50,000          | 50,234      | 52,953     |
| GENERAL ELEC CAP CORP                              | 50,000          | 50,234      | 52,953     |
| GENERAL ELEC CAP CORP                              | 60,000          | 58,349      | 60,926     |
| GENERAL ELEC CAP CORP                              | 50,000          | 49,896      | 52,379     |
| GENERAL ELEC CAP CORP                              | 70,000          | 69,952      | 70,639     |
| GENERAL ELEC CAP CORP                              | 85,000          | 84,391      | 85,434     |
| GOLDMAN SACHS GROUP                                | 60,000          | 56,489      | 61,708     |
| GOLDMAN SACHS GROUP                                | 60,000          | 56,489      | 61,708     |
| GOLDMAN SACHS GROUP                                | 25,000          | 24,903      | 26,004     |

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|                                 |         |                  |                  |
|---------------------------------|---------|------------------|------------------|
| GOLDMAN SACHS GROUP             | 45,000  | 44,939           | 45,405           |
| JP MORGAN                       | 60,000  | 57,441           | 63,146           |
| JP MORGAN                       | 60,000  | 57,441           | 63,146           |
| JOHNSON & JOHNSON               | 50,000  | 49,998           | 53,756           |
| JOHNSON & JOHNSON               | 50,000  | 49,998           | 53,756           |
| JP MORGAN                       | 35,000  | 34,978           | 36,177           |
| KIMBERLY-CLARK                  | 65,000  | 64,762           | 78,550           |
| MCDONALD'S CORP NOTES           | 60,000  | 59,873           | 63,700           |
| MERRILL LYNCH & CO              | 60,000  | 60,016           | 63,160           |
| MERRILL LYNCH & CO              | 60,000  | 60,016           | 63,160           |
| MORGAN STANLEY                  | 60,000  | 58,835           | 62,225           |
| MORGAN STANLEY                  | 60,000  | 58,835           | 62,225           |
| PEPSICO INC                     | 70,000  | 66,838           | 75,011           |
| PROCTER & GAMBLE                | 25,000  | 24,995           | 26,767           |
| PROCTER & GAMBLE                | 75,000  | 74,868           | 76,801           |
| 3M COMPANY                      | 70,000  | 69,877           | 74,915           |
| 3M COMPANY                      | 60,000  | 59,894           | 64,213           |
| TOYOTA MOTOR CREDIT             | 65,000  | 65,877           | 67,273           |
| UPS                             | 50,000  | 49,526           | 53,730           |
| WAL-MART STORES                 | 60,000  | 59,591           | 64,008           |
| WAL-MART STORES                 | 60,000  | 59,591           | 64,008           |
| WELLS FARGO COMPANY             | 50,000  | 48,266           | 50,735           |
| WELLS FARGO COMPANY             | 50,000  | 48,266           | 50,735           |
| WESTPAC BANKING CORP            | 80,000  | 81,203           | 78,998           |
| BELLSOUTH CORP                  | 75,000  | 76,298           | 80,324           |
| CAMPBELL SOUP                   | 25,000  | 27,212           | 27,010           |
| CATERPILLAR INC                 | 45,000  | 45,548           | 48,681           |
| CISCO SYSTEMS INC MW            | 40,000  | 43,303           | 43,916           |
| COCA COLA CO                    | 45,000  | 48,121           | 48,475           |
| CONS EDISON NTS                 | 100,000 | 98,598           | 106,562          |
| CONOCOPHILLIPS NTS B/E          | 47,000  | 49,880           | 50,463           |
| CREDIT SUISSE FB USA INC        | 24,000  | 25,791           | 25,621           |
| DIAGEO CAPITAL FOREIGN SECURITY | 45,000  | 47,409           | 48,428           |
| GE CAPITAL INTERNOTES NTS       | 150,000 | 150,000          | 155,178          |
| GENERAL DYNAMICS CORP           | 24,000  | 26,642           | 26,295           |
| GOLDMAN SACH GROUP INC          | 120,000 | 126,946          | 120,511          |
| HEWLETT PACKARD CO              | 45,000  | 47,117           | 47,707           |
| HONEYWELL INTL INC              | 45,000  | 47,355           | 47,243           |
| LOWES COMPANIES INC             | 40,000  | 42,810           | 43,316           |
| MERRILL LYNCH & CO              | 100,000 | 100,174          | 107,016          |
| METLIFE INC NTS B/E             | 50,000  | 51,666           | 55,992           |
| PFIZER INC NTS                  | 45,000  | 47,128           | 47,697           |
| TARGET CORP                     | 46,000  | 49,618           | 49,842           |
| VERIZON COMMUNICATIONS          | 45,000  | 46,612           | 48,510           |
| WACHOVIA CORP                   | 50,000  | 50,243           | 52,136           |
| WALMART STORES INC NTS          | 100,000 | 94,825           | 103,585          |
| WELLS FARGO & CO                | 50,000  | 50,531           | 52,954           |
| WYETH NTS                       | 45,000  | 48,257           | 48,928           |
| ACCRUED INTEREST                |         |                  | 41,934           |
| <b>TOTAL CORPORATE BONDS</b>    |         | <b>5,514,772</b> | <b>5,842,030</b> |