Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

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

Name of foundation: THE MALONE FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 12300 LIBERTY BLVD.

Room/suite:

City or town, state, and ZIP code: ENGLEWOOD, CO 80112

A Employer identification number: 84-1408520

B Telephone number (see page 10 of the instructions): (720) 875-5201

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 110,632,011.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,859,441.	4,859,441.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-6,584,093.			
	b Gross sales price for all assets on line 6a 105,831,907.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)	845.	845.		ATCH 2
	12 **Total.** Add lines 1 through 11	-1,723,807.	4,860,286.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	13,650.	10,237.	0.	3,413.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	38,999.			
	19 Depreciation (attach schedule) and depletion	416.			
	20 Occupancy				
	21 Travel, conferences, and meetings	7,078.	7,078.		
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	916,588.	916,588.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	976,731.	933,903.	0.	3,413.
	25 Contributions, gifts, grants paid	6,001,000.			6,001,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	6,977,731.	933,903.	0.	6,004,413.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-8,701,538.			
	b **Net investment income** (if negative, enter -0-)		3,926,383.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

914 8

Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
	Assets			
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	14,342,488.	15,321,260.	15,321,260.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 6	74,896,434.	80,407,361.	86,373,452.
c	Investments - corporate bonds (attach schedule) ATCH 7	17,686,990.	5,399,219.	5,914,138.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 8	5,546,755.	2,650,299.	2,811,088.
14	Land, buildings, and equipment basis ▶ 34,014.			ATCH 9
	Less accumulated depreciation (attach schedule) ▶ 32,554.	1,876.	1,460.	1,460.
15	Other assets (describe ▶ ATCH 10)	6,599.		210,613.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	112,481,142.	103,779,599.	110,632,011.
	Liabilities			
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
	Net Assets or Fund Balances			
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	112,481,142.	103,779,599.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	112,481,142.	103,779,599.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	112,481,142.	103,779,599.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	112,481,142.
2	Enter amount from Part I, line 27a	2	-8,701,538.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	103,779,604.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11	5	5.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	103,779,599.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

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

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

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

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -6,584,093.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8. **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? .... ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	6,913,823.	114,667,931.	0.060294
2007	7,386,453.	141,988,956.	0.052021
2006	9,848,251.	132,117,800.	0.074541
2005	7,089,622.	123,943,464.	0.057200
2004	6,134,348.	113,356,680.	0.054115

2	**Total** of line 1, column (d)	2	0.298171
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.059634
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	95,919,041.
5	Multiply line 4 by line 3	5	5,720,036.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	39,264.
7	Add lines 5 and 6	7	5,759,300.
8	Enter qualifying distributions from Part XII, line 4	8	6,004,413.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	39,264.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	39,264.
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	39,264.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 38,999.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	38,999.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	265.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 0. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CO,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	

Website address ▶ WWW.MALONEFAMILYFOUNDATION.ORG

14 The books are in care of ▶ MARRS, SEVIER & COMPANY LLC Telephone no. ▶ 303-922-6654

Located at ▶ 230 S. HOLLAND STREET, LAKEWOOD, CO ZIP + 4 ▶ 80226

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	[ ] Yes [X] 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 [X] No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		5b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [X] No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	X

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	86,638,838.
b	Average of monthly cash balances	1b	10,739,439.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	1,460.
d	**Total** (add lines 1a, b, and c)	1d	97,379,737.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	97,379,737.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,460,696.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	95,919,041.
6	**Minimum investment return.** Enter 5% of line 5	6	4,795,952.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	4,795,952.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	39,264.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	39,264.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	4,756,688.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	4,756,688.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	4,756,688.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	6,004,413.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	6,004,413.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	39,264.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,965,149.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				4,756,688.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 — 0.				
b	From 2005				
c	From 2006 — 436,991.				
d	From 2007 — 563,061.				
e	From 2008 — 1,226,772.				
f	**Total** of lines 3a through e	2,226,824.			
4	Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 6,004,413.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				4,756,688.
e	Remaining amount distributed out of corpus	1,247,725.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,474,549.			
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	3,474,549.			
10	Analysis of line 9.				
a	Excess from 2005				
b	Excess from 2006 — 436,991.				
c	Excess from 2007 — 563,061.				
d	Excess from 2008 — 1,226,772.				
e	Excess from 2009 — 1,247,725.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

JOHN C MALONE

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.

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 13				
Total ▶ 3a				6,001,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,859,441.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-6,584,093.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATTACHMENT 14				845.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-1,723,807.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -1,723,807.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] 5/13/10 President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature [signature]	Date 5-13-10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00306764
Firm's name (or yours if self-employed), address, and ZIP code	MARRS, SEVIER & COMPANY LLC 230 SOUTH HOLLAND STREET LAKEWOOD, CO 80226	EIN ▶ 84-1315809 Phone no. 303-922-6654

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1,250,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	12/10/2008	01/08/2009
1,250,000.		1,250,000.						
		2,800,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	01/08/2009	01/29/2009
2,800,000.		2,800,000.						
		1,285.000 BAXTER INTERNATIONAL INC USD1 PROPERTY TYPE: SECURITIES				P	12/14/2007	01/30/2009
75,834.		75,034.					800.	
		1,695,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	01/29/2009	02/05/2009
1,695,000.		1,695,000.						
		2,600,000.000 TRIBOROUGH BRDG & TUNL AUT PROPERTY TYPE: SECURITIES				P	02/05/2009	02/19/2009
2,600,000.		2,600,000.						
		4,905.000 MONSANTO COMPANY COM STK PROPERTY TYPE: SECURITIES				P	01/23/2008	02/27/2009
378,976.		512,357.					-133,381.	
		2,600,000.000 FRANKLIN CNTY OHIO HOSP RE PROPERTY TYPE: SECURITIES				P	02/11/2009	03/05/2009
2,600,000.		2,600,000.						
		310,000.000 STATE OF CA G.O. COMML PAPER PROPERTY TYPE: SECURITIES				P	03/04/2009	03/06/2009
310,000.		310,000.						
		2,590,000.000 KANSAS ST DEPT TRANSN HWY PROPERTY TYPE: SECURITIES				P	02/13/2009	03/20/2009
2,590,000.		2,590,000.						
		1,240,000.000 NEW YORK ST DORM AUTH REVS PROPERTY TYPE: SECURITIES				P	03/10/2009	04/01/2009
1,240,000.		1,240,000.						
		980.000 APPLE INC PROPERTY TYPE: SECURITIES				P	12/18/2008	04/09/2009
117,189.		87,941.					29,248.	
		1,055.000 APPLE INC PROPERTY TYPE: SECURITIES				P	07/18/2008	04/09/2009
126,157.		175,253.					-49,096.	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4,180.000 APPLE INC PROPERTY TYPE: SECURITIES				P	01/24/2008	04/09/2009
499,846.		556,292.					-56,446.	
		920,000.000 STATE OF CA G.O. COMML P PROPERTY TYPE: SECURITIES				P	03/25/2009	04/09/2009
920,000.		920,000.						
		11,350.000 JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	02/08/2008	04/15/2009
361,668.		496,696.					-135,028.	
		5,030.000 WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES				P	09/29/2008	05/04/2009
91,824.		114,533.					-22,709.	
		2,685.000 WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES				P	07/29/2008	05/04/2009
49,016.		96,705.					-47,689.	
		2,295.000 WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES				P	07/07/2008	05/04/2009
41,896.		97,363.					-55,467.	
		12,970.000 WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES				P	12/19/2007	05/04/2009
236,772.		417,140.					-180,368.	
		2,750,000.000 VERNON CALIF NAT GAS FING PROPERTY TYPE: SECURITIES				P	04/20/2009	05/18/2009
2,750,000.		2,750,000.						
		2,430,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	05/22/2009	05/29/2009
2,430,000.		2,430,000.						
		500,000.000 STATE OF CALIFORNIA PROPERTY TYPE: SECURITIES				P	05/27/2009	06/03/2009
500,000.		500,000.						
		1,880,000.000 STATE OF CALIFORNIA G.O. C PROPERTY TYPE: SECURITIES				P	05/29/2009	06/09/2009
1,880,000.		1,880,000.						
		4,400.000 BOEING CO USD5 COM PROPERTY TYPE: SECURITIES				P	12/12/2007	06/10/2009
227,906.		380,794.					-152,888.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500,000.000 C/P STATE OF CALIFORNIA PROPERTY TYPE: SECURITIES				P	06/03/2009	06/10/2009
500,000.		500,000.						
		7,635.000 WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES				P	10/30/2008	06/10/2009
167,682.		120,987.					46,695.	
		1,770.000 WEATHERFORD INTL LTD PROPERTY TYPE: SECURITIES				P	09/29/2008	06/10/2009
38,873.		40,303.					-1,430.	
		645,000.000 STATE OF CALIFORNIA COMML PA PROPERTY TYPE: SECURITIES				P	06/05/2009	06/15/2009
645,000.		645,000.						
		9,850.000 BOEING CO USD5 COM PROPERTY TYPE: SECURITIES				P	01/13/2009	06/29/2009
420,670.		414,850.					5,820.	
		10,875.000 BOEING CO USD5 COM PROPERTY TYPE: SECURITIES				P	12/19/2008	06/29/2009
464,445.		448,037.					16,408.	
		4,050.000 BOEING CO USD5 COM PROPERTY TYPE: SECURITIES				P	06/27/2008	06/29/2009
172,966.		270,205.					-97,239.	
		4,495.000 BOEING CO USD5 COM PROPERTY TYPE: SECURITIES				P	12/12/2007	06/29/2009
191,971.		389,015.					-197,044.	
		2,375,000.000 C/P STATE OF CALIFORNIA PROPERTY TYPE: SECURITIES				P	06/10/2009	06/30/2009
2,375,000.		2,375,000.						
		675,000.000 STATE OF CALIFORNIA G.O. COM PROPERTY TYPE: SECURITIES				P	06/15/2009	06/30/2009
675,000.		675,000.						
		1,360.000 PEPSICO INC COM STK PROPERTY TYPE: SECURITIES				P	12/19/2007	07/06/2009
77,553.		104,451.					-26,898.	
		1,465.000 PHILIP MORRIS INTL PROPERTY TYPE: SECURITIES				P	12/18/2007	07/07/2009
64,549.		77,481.					-12,932.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15,320.000 POWERSHARES DYN FOOD&BEVERAG PROPERTY TYPE: SECURITIES				P	02/27/2009	08/17/2009
203,648.		175,000.					28,648.	
		22,245.000 POWERSHARES DYN FOOD&BEVERAG PROPERTY TYPE: SECURITIES				P	03/09/2009	08/19/2009
299,190.		234,029.					65,161.	
		11,035.000 POWERSHARES DYN FOOD&BEVERAG PROPERTY TYPE: SECURITIES				P	02/27/2009	08/19/2009
148,418.		126,053.					22,365.	
		3,795.000 KBR INC PROPERTY TYPE: SECURITIES				P	06/29/2009	08/21/2009
91,276.		70,792.					20,484.	
		40,705.000 POWERSHARES DYN FOOD&BEVERAG PROPERTY TYPE: SECURITIES				P	06/10/2009	08/21/2009
560,392.		538,035.					22,357.	
		7,745.000 POWERSHARES DYN FOOD&BEVERAG PROPERTY TYPE: SECURITIES				P	03/09/2009	08/21/2009
106,627.		81,481.					25,146.	
		605.000 APPLE INC PROPERTY TYPE: SECURITIES				P	12/18/2008	09/15/2009
106,187.		54,290.					51,897.	
		15,380.000 GENERAL ELEC CO COM STK USD PROPERTY TYPE: SECURITIES				P	12/12/2007	09/15/2009
246,351.		571,659.					-325,308.	
		4,340.000 BANK NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES				P	01/24/2006	09/16/2009
130,412.		156,656.					-26,244.	
		2,115.000 APPLE INC PROPERTY TYPE: SECURITIES				P	12/18/2008	10/20/2009
423,280.		189,790.					233,490.	
		4,485.000 JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	12/19/2008	10/20/2009
206,585.		136,078.					70,507.	
		2,115.000 JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	02/08/2008	10/20/2009
97,420.		92,556.					4,864.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		9,825.000 HEALTHCARE SELECT SECTOR SPDR PROPERTY TYPE: SECURITIES				P	06/11/2008	11/30/2009
301,698.		301,557.					141.	
		22,685.000 BANK NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES				P	01/08/2009	12/08/2009
610,444.		595,327.					15,117.	
		12,120.000 BANK NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES				P	12/18/2008	12/08/2009
326,144.		321,517.					4,627.	
		21,160.000 BANK NEW YORK MELLON CORP PROPERTY TYPE: SECURITIES				P	01/24/2006	12/08/2009
569,407.		763,789.					-194,382.	
		4,600,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	12/10/2008	01/08/2009
4,600,000.		4,600,000.						
		4,725,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	01/08/2009	01/29/2009
4,725,000.		4,725,000.						
		2,855,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	01/29/2009	02/05/2009
2,855,000.		2,855,000.						
		32,040.000 HARTFORD FINANCIAL SERVICES G PROPERTY TYPE: SECURITIES				P	01/06/2009	02/13/2009
404,551.		623,191.					-218,640.	
		21,930.000 HARTFORD FINANCIAL SERVICES G PROPERTY TYPE: SECURITIES				P	04/05/2006	02/13/2009
276,898.		1,817,091.					-1540193.	
		946.000 HARTFORD FINANCIAL SERVICES GRO PROPERTY TYPE: SECURITIES				P	09/09/2005	02/13/2009
11,945.		71,824.					-59,879.	
		8,538.000 HARTFORD FINANCIAL SERVICES GR PROPERTY TYPE: SECURITIES				P	03/29/2005	02/13/2009
107,804.		593,694.					-485,890.	
		1,644.000 HARTFORD FINANCIAL SERVICES GR PROPERTY TYPE: SECURITIES				P	01/24/2005	02/13/2009
20,758.		110,624.					-89,866.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1,800.000 HARTFORD FINANCIAL SERVICES GR PROPERTY TYPE: SECURITIES				P	01/06/2005	02/13/2009
22,728.		122,815.					-100,087.	
		4,206.000 HARTFORD FINANCIAL SERVICES GR PROPERTY TYPE: SECURITIES				P	08/06/2004	02/13/2009
53,107.		259,595.					-206,488.	
		4,300,000.000 TRIBOROUGH BRDG & TUNL AUT PROPERTY TYPE: SECURITIES				P	02/05/2009	02/19/2009
4,300,000.		4,300,000.						
		2,300,000.000 FRANKLIN CNTY OHIO HOSP RE PROPERTY TYPE: SECURITIES				P	02/11/2009	03/05/2009
2,300,000.		2,300,000.						
		285,000.000 STATE OF CA G.O. COMML PAPER PROPERTY TYPE: SECURITIES				P	03/04/2009	03/06/2009
285,000.		285,000.						
		4,300,000.000 KANSAS ST DEPT TRANSN HWY PROPERTY TYPE: SECURITIES				P	02/13/2009	03/20/2009
4,300,000.		4,300,000.						
		32,965.000 FEDEX CORP COM STK PROPERTY TYPE: SECURITIES				P	11/10/2006	03/23/2009
1,429,216.		3,777,331.					-2348115.	
		2,100,000.000 NEW YORK ST DORM AUTH REVS PROPERTY TYPE: SECURITIES				P	03/10/2009	04/01/2009
2,100,000.		2,100,000.						
		3,930.000 GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	10/30/2008	04/09/2009
480,816.		360,341.					120,475.	
		5,985.000 GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	09/29/2008	04/09/2009
732,236.		713,008.					19,228.	
		1,485,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	03/25/2009	04/09/2009
1,485,000.		1,485,000.						
		2,970.000 JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	01/24/2005	04/15/2009
94,639.		110,471.					-15,832.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4,300.000 JPMORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	01/06/2005	04/15/2009
137,019.		166,935.					-29,916.	
		31,855.000 PENNEY(J C) CO INC PROPERTY TYPE: SECURITIES				P	08/17/2006	05/04/2009
1,033,503.		2,200,257.					-1166754.	
		4,530,000.000 VERNON CALIF NAT GAS FING PROPERTY TYPE: SECURITIES				P	04/20/2009	05/18/2009
4,530,000.		4,530,000.						
		3,895,000.000 STATE OF CA G.O. COMML PROPERTY TYPE: SECURITIES				P	05/22/2009	05/29/2009
3,895,000.		3,895,000.						
		815,000.000 STATE OF CALIFORNIA PROPERTY TYPE: SECURITIES				P	05/27/2009	06/03/2009
815,000.		815,000.						
		3,175,000.000 STATE OF CALIFORNIA G.O. C PROPERTY TYPE: SECURITIES				P	05/29/2009	06/09/2009
3,175,000.		3,175,000.						
		810,000.000 C/P STATE OF CALIFORNIA PROPERTY TYPE: SECURITIES				P	06/03/2009	06/10/2009
810,000.		810,000.						
		8,730.000 TEXAS INSTRUMENTS IN C USD1 CO PROPERTY TYPE: SECURITIES				P	05/20/2008	06/10/2009
181,092.		280,079.					-98,987.	
		845,000.000 STATE OF CALIFORNIA COMML PA PROPERTY TYPE: SECURITIES				P	06/05/2009	06/15/2009
845,000.		845,000.						
		3,985,000.000 C/P STATE OF CALIFORNIA PROPERTY TYPE: SECURITIES				P	06/10/2009	06/30/2009
3,985,000.		3,985,000.						
		875,000.000 STATE OF CALIFORNIA G.O. COM PROPERTY TYPE: SECURITIES				P	06/15/2009	06/30/2009
875,000.		875,000.						
		5,285.000 TEXAS INSTRUMENTS IN C USD1 CO PROPERTY TYPE: SECURITIES				P	05/20/2008	07/01/2009
114,154.		169,555.					-55,401.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		920.000 GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	10/30/2008	07/06/2009
133,516.		84,355.					49,161.	
		9,610.000 KROGER CO COM PROPERTY TYPE: SECURITIES				P	06/10/2009	07/22/2009
206,302.		209,952.					-3,650.	
		16,585.000 KROGER CO COM PROPERTY TYPE: SECURITIES				P	07/18/2008	07/22/2009
356,038.		465,835.					-109,797.	
		17,500.000 KROGER CO COM PROPERTY TYPE: SECURITIES				P	07/17/2008	07/22/2009
375,680.		508,865.					-133,185.	
		3,400.000 KROGER CO COM PROPERTY TYPE: SECURITIES				P	07/15/2008	07/22/2009
72,989.		96,807.					-23,818.	
		3,185.000 TEXAS INSTRUMENTS IN C USD1 CO PROPERTY TYPE: SECURITIES				P	07/22/2008	07/22/2009
74,133.		75,675.					-1,542.	
		2,725.000 TEXAS INSTRUMENTS IN C USD1 CO PROPERTY TYPE: SECURITIES				P	05/20/2008	07/22/2009
63,426.		87,425.					-23,999.	
		3,295.000 3 M CO PROPERTY TYPE: SECURITIES				P	03/22/2007	08/04/2009
237,372.		256,703.					-19,331.	
		8,725.000 BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES				P	05/19/2009	08/26/2009
155,478.		102,035.					53,443.	
		945.000 GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	10/30/2008	09/10/2009
164,076.		86,647.					77,429.	
		1,075.000 TEXAS INSTRUMENTS IN C USD1 CO PROPERTY TYPE: SECURITIES				P	08/20/2008	09/10/2009
26,890.		26,193.					697.	
		13,930.000 TEXAS INSTRUMENTS IN C USD1 C PROPERTY TYPE: SECURITIES				P	07/22/2008	09/10/2009
348,444.		330,974.					17,470.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4,480.000 METLIFE INC COMM STOCK				P	02/13/2009	09/15/2009
		PROPERTY TYPE: SECURITIES						
176,409.		121,954.					54,455.	
		3,364.000 JPMORGAN CHASE & CO COM				P	03/29/2005	09/16/2009
		PROPERTY TYPE: SECURITIES						
149,473.		116,692.					32,781.	
		2,971.000 JPMORGAN CHASE & CO COM				P	01/24/2005	09/16/2009
		PROPERTY TYPE: SECURITIES						
132,011.		110,508.					21,503.	
		18,975.000 UTILITIES SELECT SECTOR SPDR				P	09/10/2009	09/23/2009
		PROPERTY TYPE: SECURITIES						
562,217.		550,076.					12,141.	
		14,600.000 UTILITIES SELECT SECTOR SPDR				P	09/07/2006	09/23/2009
		PROPERTY TYPE: SECURITIES						
432,588.		500,538.					-67,950.	
		84,210.000 UTILITIES SELECT SECTOR SPDR				P	04/05/2006	09/23/2009
		PROPERTY TYPE: SECURITIES						
2,495,087.		2,657,819.					-162,732.	
		4,030.000 3 M CO				P	03/22/2007	10/20/2009
		PROPERTY TYPE: SECURITIES						
305,870.		313,964.					-8,094.	
		4,185.000 CONOCOPHILLIPS				P	04/05/2006	10/20/2009
		PROPERTY TYPE: SECURITIES						
220,762.		278,841.					-58,079.	
		2,205.000 GOLDMAN SACHS GROUP INC				P	10/30/2008	10/20/2009
		PROPERTY TYPE: SECURITIES						
412,647.		202,176.					210,471.	
		3,410.000 JPMORGAN CHASE & CO COM				P	03/29/2005	11/04/2009
		PROPERTY TYPE: SECURITIES						
147,641.		118,288.					29,353.	
		38,455.000 TEXAS INSTRUMENTS IN C USD1 C				P	01/05/2009	11/04/2009
		PROPERTY TYPE: SECURITIES						
913,179.		607,366.					305,813.	
		36,380.000 TEXAS INSTRUMENTS IN C USD1 C				P	12/11/2008	11/04/2009
		PROPERTY TYPE: SECURITIES						
863,905.		560,747.					303,158.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15,375.000 TEXAS INSTRUMENTS IN C USD1 C PROPERTY TYPE: SECURITIES				P	08/20/2008	11/04/2009
365,105.		374,626.					-9,521.	
		41,485.000 FOREST LABS INC COM PROPERTY TYPE: SECURITIES				P	07/22/2009	12/09/2009
1,282,588.		1,042,746.					239,842.	
		510,000.000 STATE OF CALIFORNIA PROPERTY TYPE: SECURITIES				P	12/29/2008	01/09/2009
510,000.		510,000.						
		510,000.000 STATE OF CALIFORNIA PROPERTY TYPE: SECURITIES				P	01/09/2009	01/30/2009
510,000.		510,000.						
		520,000.000 STATE OF CA G.O. COMML PAPER PROPERTY TYPE: SECURITIES				P	03/04/2009	03/06/2009
520,000.		520,000.						
		5,000,000.000 CVC SER B SR UNS GLOBA PROPERTY TYPE: SECURITIES				P	04/12/2004	04/01/2009
5,000,000.		5,148,740.					-148,740.	
		902.000 CALL- HSW 100 @ 19 20 JUN 2009 PROPERTY TYPE: SECURITIES				P	06/22/2009	05/19/2009
45,058.							45,058.	
		2,055.000 CALL- NSW 100 @ 10 18 JUL 2009 PROPERTY TYPE: SECURITIES				P	07/20/2009	05/19/2009
102,717.							102,717.	
		902.000 CALL- HSW 100 @ 19 19 SEP 2009 PROPERTY TYPE: SECURITIES				P	09/21/2009	07/23/2009
39,689.							39,689.	
		659.000 ARCSIGHT INC PROPERTY TYPE: SECURITIES				P	03/29/2002	10/05/2009
14,906.		845.					14,061.	
		23.000 INFINERA CORP PROPERTY TYPE: SECURITIES				P	11/05/2004	10/27/2009
179.		55.					124.	
		2,728.000 INFINERA CORP PROPERTY TYPE: SECURITIES				P	09/20/2004	10/27/2009
21,196.		6,547.					14,649.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		288.000 INFINERA CORP PROPERTY TYPE: SECURITIES				P	06/30/2003	10/27/2009
2,238.		2,580.					-342.	
		198.000 INFINERA CORP PROPERTY TYPE: SECURITIES				P	05/12/2003	10/27/2009
1,538.		1,774.					-236.	
		154.000 INFINERA CORP PROPERTY TYPE: SECURITIES				P	03/19/2001	10/27/2009
1,197.		1,491.					-294.	
		210.000 INFINERA CORP PROPERTY TYPE: SECURITIES				P	03/19/2001	10/27/2009
1,632.		21.					1,611.	
		174.000 INFINERA CORP PROPERTY TYPE: SECURITIES				P	12/20/2000	10/27/2009
1,351.		1,684.					-333.	
		1,038.000 INFINERA CORP PROPERTY TYPE: SECURITIES				P	03/19/2001	10/27/2009
12,642.		15,750.					-3,108.	
		1,400,000.000 CHTR-RSTR11/09 SR U PROPERTY TYPE: SECURITIES				P	06/24/2005	12/01/2009
1,400,000.		1,415,750.					-15,750.	
		KLEINER PERKINS PASS-THRU FROM SCHEDULE PROPERTY TYPE: OTHER				P		
							-92,099.	
TOTAL GAIN(LOSS)		....					-6584093.	

JSA
9E1730 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY	2,926,712.	2,926,712.
KLEINER PERKINS-PASS THRU	608.	608.
CEQUEL / CITI-BANK	1,932,121.	1,932,121.
TOTAL	4,859,441.	4,859,441.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KLEINER PERKINS OTHER INC FROM SCH K-1	845.	845.
TOTALS	845.	845.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MARRS, SEVIER & COMPANY LLC	13,650.	10,237.		3,413.
TOTALS	13,650.	10,237.	0.	3,413.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX EXPENSE		38,999.
	TOTALS	38,999.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DUES & SUBSCRIPTIONS	585.	585.
INSURANCE - LIABILITY	2,200.	2,200.
INTERNET	1,659.	1,659.
LICENSES & FEES	10.	10.
ACCOUNT MANAGEMENT FEES	819,860.	819,860.
OVERHEAD	90,052.	90,052.
OFFICE SUPPLIES	48.	48.
TELEPHONE	1,222.	1,222.
POSTAGE	238.	238.
KLEINER PERKINS-PASS THRU RENT	714.	714.
TOTALS	916,588.	916,588.

THE MALONE FAMILY FOUNDATION 84-1408520

FORM 990PF, PART II - CORPORATE STOCK ATTACHMENT 6

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 337			
DISH NETWORK	2,158,180.	2,158,180.	1,874,492.
ECHOSTAR	456,427.	456,427.	363,527.
NEWS CORP	4,207,984.	4,207,984.	3,230,361.
INFINERA CORP		7,434.	15,966.
NEWS CORP OPTIONS		-96,189.	-196,895.
BCE INC	1,443,955.	1,443,955.	1,546,160.
ACCOUNT DW5			
CONOCO PHILLIPS	1,817,628.	1,635,623.	1,276,750.
EXXON MOBIL	2,687,909.	3,242,536.	3,788,977.
HEWLETT PACKARD		2,262,438.	2,410,668.
HONEYWELL	1,855,998.	2,448,835.	2,503,116.
FEDEX	3,777,331.		
UNION PACIFIC	1,207,110.	2,263,385.	2,402,001.
PENNEY (JC)	5,114,512.	3,477,357.	2,459,961.
CVS CORP	1,845,362.	2,115,804.	2,521,721.
KROGER	1,071,506.		
PHILLIP MORRIS	1,897,437.	2,124,982.	2,494,796.
J P MORGAN	3,434,084.	3,173,638.	3,682,378.
GOLDMAN SACHS	2,488,167.	1,412,160.	2,611,955.
BONY MELLON	2,707,734.	2,996,622.	2,404,721.
METLIFE		1,970,072.	2,551,563.
ENTERGY CORP		2,493,090.	2,507,987.
HARTFORD	2,975,643.		
BANK OF AMERICA		1,015,189.	1,253,896.
ABBOTT LABS	975,538.	1,186,170.	1,202,087.
WARNER CHILCOTT PLC		1,159,624.	1,262,360.
UTILITIES SELECT SPDR	3,158,357.		
3M	3,062,253.	2,491,586.	2,642,960.
COVIDIEN	2,283,144.	2,283,144.	2,644,246.
AT&T	4,410,759.	5,042,491.	3,835,485.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6 (CONT'D)

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GENERAL MILLS		1,789,952.	2,571,465.
TEXAS INSTRUMENTS	1,905,274.		
ACCOUNT B2M			
WEATHERFORD	1,261,916.	964,857.	1,528,350.
EXXON	822,491.	1,304,753.	1,613,375.
BOEING	1,488,051.		
GENERAL ELECTRIC	1,526,341.	1,789,228.	1,578,135.
SCIENTIFIC GAMES			
PEPSICO	1,092,785.	1,637,894.	1,555,568.
ALTRIA			
BAXTER INTL			
MERCK			
BONY MELLON	1,241,962.		
CISCO	1,306,115.	1,306,115.	1,588,539.
MONSANTO	1,211,297.	1,598,957.	1,610,884.
UNITED TECHNOLOGIES	700,848.	1,417,042.	1,727,962.
MCDONALDS	1,034,815.	1,522,612.	1,609,079.
PHILLIP MORRIS	1,240,120.	1,545,576.	1,574,608.
BAXTER INTERNATIONAL	1,523,966.	1,448,932.	1,542,110.
JP MORGAN CHASE	1,099,432.	1,257,620.	1,619,713.
APPLE INC	1,212,975.	641,423.	1,527,807.
HEALTHCARE SELECT SPDR	1,191,028.	1,453,923.	1,607,406.
KBR INC		1,518,367.	1,592,010.
WALT DISNEY		1,330,510.	1,664,100.
AMGEN		1,376,992.	1,566,989.
BLACKROCK		965,435.	1,706,670.
AFLAC		1,521,550.	1,532,956.
MICROSOFT		1,043,086.	1,764,487.
TOTALS	74,896,434.	80,407,361.	86,373,452.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 337			
ST OF CALIF COMM'L PAPER	510,000.		
CVS SERVICES	5,148,740.	4,762,500.	5,287,500.
CHARTER COMM	1,415,750.		
CVC	4,762,500.		
TELENET			
ACCOUNT B2M			
ST OF CALIF	1,250,000.		
ACCESS GROUP			
ACCOUNT DW5			
ST OF CALIF	4,600,000.		
FREDDIE MAC		636,719.	626,638.
TOTALS	17,686,990.	5,399,219.	5,914,138.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
KLEINER PERKINS CAUFIELD	583,418.	453,877.	609,174.
CITIBANK NOTE	4,963,337.	2,196,422.	2,201,914.
TOTALS	5,546,755.	2,650,299.	2,811,088.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 9

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTERS	M5	5,040			5,040	5,040			5,040.
SOFTWARE	SL	11,200			11,200	11,199			11,199.
SOFTWARE	SL	1,377			1,377.	1,377.			1,377
WEB DESIGN	SL	12,000.			12,000	12,000.			12,000
DELL LP/MONITOR	M5	2,152			2,152.	2,152			2,152.
PRINT COPY SCAN FX	M5	393.			393.	325	45.		370
DELL COMPUTER	M5	1,853			1,853	46.	371.		417
TOTALS		34,015.			34,015	32,139			32,555

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING FMV
PREPAID TAXES	6,599.	
ACCRUED INTEREST & DIVIDENDS		210,613.
TOTALS	6,599.	210,613.

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

DESCRIPTION		AMOUNT
ROUNDING		5.
	TOTAL	5.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN C MALONE 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	PRESIDENT, TREASURER	0.	0.	0.
TRACY LEE AMONETTE 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	DIRECTOR	0.	0.	0.
LESLIE A. MALONE 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	SECRETARY	0.	0.	0.
EVAN MALONE 12300 LIBERTY BLVD. ENGLEWOOD, CO 80112	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASSOCIATIN OF SMALL FOUNDATIONS 1720 STREE NW WASHINGTON, DC 20036	NONE 501(C)(3)	GENERAL DONATION	1,000
AUGUST PREPARATORY DAY SCHOOL 285 FLOWING WELLS ROAD MARTINEZ, GA 30907-4604	NONE 501(C)(3)	ENDOWMENT GRANT	2,000,000
CANTERBURY 3210 SMITH ROAD FORT WAYNE, IN 46804-3109	NONE 501(C)(3)	ENDOWMENT GRANT	2,000,000.
KENTUCKY COUNTRY DAY SCHOOL 4100 SPRINGDALE ROAD LOUISVILLE, KY 40241-1165	NONE 501(C)(3)	ENDOWMENT GRANT	2,000,000.
		TOTAL CONTRIBUTIONS PAID	6,001,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME FROM INVESTMENT PARTNERSHIP			18	845.	
TOTALS				845.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust	Employer identification number
THE MALONE FAMILY FOUNDATION	84-1408520

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	1,890,827.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ►	5	1,890,827.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-8,474,920.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	-8,474,920.

Part III Summary of Parts I and II
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			1,890,827.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-8,474,920.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-6,584,093.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** **b** $3,000 . . . 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: THE MALONE FAMILY FOUNDATION

Employer identification number: 84-1408520

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	1,250,000.000 STATE OF CA G.O. COMML PAPER	12/10/2008	01/08/2009	1,250,000.	1,250,000.	
	2,800,000.000 STATE OF CA G.O. COMML PAPER	01/08/2009	01/29/2009	2,800,000.	2,800,000.	
	1,695,000.000 STATE OF CA G.O. COMML PAPER	01/29/2009	02/05/2009	1,695,000.	1,695,000.	
	2,600,000.000 TRIBOROUGH BRDG & TUNL AUTH N Y	02/05/2009	02/19/2009	2,600,000.	2,600,000.	
	2,600,000.000 FRANKLIN CNTY OHIO HOSP REV VAR	02/11/2009	03/05/2009	2,600,000.	2,600,000.	
	310,000.000 STATE OF CA G.O. COMML PAPER	03/04/2009	03/06/2009	310,000.	310,000.	
	2,590,000.000 KANSAS ST DEPT TRANSN HWY REV RE	02/13/2009	03/20/2009	2,590,000.	2,590,000.	
	1,240,000.000 NEW YORK ST DORM AUTH REVS REV B	03/10/2009	04/01/2009	1,240,000.	1,240,000.	
	980.000 APPLE INC	12/18/2008	04/09/2009	117,189.	87,941.	29,248.
	1,055.000 APPLE INC	07/18/2008	04/09/2009	126,157.	175,253.	-49,096.
	920,000.000 STATE OF CA G.O. COMML PAPER	03/25/2009	04/09/2009	920,000.	920,000.	
	5,030.000 WEATHERFORD INTL LTD	09/29/2008	05/04/2009	91,824.	114,533.	-22,709.
	2,685.000 WEATHERFORD INTL LTD	07/29/2008	05/04/2009	49,016.	96,705.	-47,689.
	2,295.000 WEATHERFORD INTL LTD	07/07/2008	05/04/2009	41,896.	97,363.	-55,467.
	2,750,000.000 VERNON CALIF NAT GAS FING AUTH R	04/20/2009	05/18/2009	2,750,000.	2,750,000.	
	2,430,000.000 STATE OF CA G.O. COMML PAPER	05/22/2009	05/29/2009	2,430,000.	2,430,000.	
	500,000.000 STATE OF CALIFORNIA	05/27/2009	06/03/2009	500,000.	500,000.	
	1,880,000.000 STATE OF CALIFORNIA G.O. COMML	05/29/2009	06/09/2009	1,880,000.	1,880,000.	
	500,000.000 C/P STATE OF CALIFORNIA	06/03/2009	06/10/2009	500,000.	500,000.	
	7,635.000 WEATHERFORD INTL LTD	10/30/2008	06/10/2009	167,682.	120,987.	46,695.
	1,770.000 WEATHERFORD INTL LTD	09/29/2008	06/10/2009	38,873.	40,303.	-1,430.
	645,000.000 STATE OF CALIFORNIA COMML PAPER	06/05/2009	06/15/2009	645,000.	645,000.	
	9,850.000 BOEING CO USD5 COM	01/13/2009	06/29/2009	420,670.	414,850.	5,820.
	10,875.000 BOEING CO USD5 COM	12/19/2008	06/29/2009	464,445.	448,037.	16,408.
	2,375,000.000 C/P STATE OF CALIFORNIA	06/10/2009	06/30/2009	2,375,000.	2,375,000.	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

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SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: THE MALONE FAMILY FOUNDATION

Employer identification number: 84-1408520

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	675,000.000 STATE OF CALIFORNIA G.O. COMML	06/15/2009	06/30/2009	675,000.	675,000.	
	15,320.000 POWERSHARES DYN FOOD&BEVERAG	02/27/2009	08/17/2009	203,648.	175,000.	28,648.
	22,245.000 POWERSHARES DYN FOOD&BEVERAG	03/09/2009	08/19/2009	299,190.	234,029.	65,161.
	11,035.000 POWERSHARES DYN FOOD&BEVERAG	02/27/2009	08/19/2009	148,418.	126,053.	22,365.
	3,795.000 KBR INC	06/29/2009	08/21/2009	91,276.	70,792.	20,484.
	40,705.000 POWERSHARES DYN FOOD&BEVERAG	06/10/2009	08/21/2009	560,392.	538,035.	22,357.
	7,745.000 POWERSHARES DYN FOOD&BEVERAG	03/09/2009	08/21/2009	106,627.	81,481.	25,146.
	605.000 APPLE INC	12/18/2008	09/15/2009	106,187.	54,290.	51,897.
	2,115.000 APPLE INC	12/18/2008	10/20/2009	423,280.	189,790.	233,490.
	4,485.000 JPMORGAN CHASE & CO COM	12/19/2008	10/20/2009	206,585.	136,078.	70,507.
	22,685.000 BANK NEW YORK MELLON CORP	01/08/2009	12/08/2009	610,444.	595,327.	15,117.
	12,120.000 BANK NEW YORK MELLON CORP	12/18/2008	12/08/2009	326,144.	321,517.	4,627.
	4,600,000.000 STATE OF CA G.O. COMML PAPER	12/10/2008	01/08/2009	4,600,000.	4,600,000.	
	4,725,000.000 STATE OF CA G.O. COMML PAPER	01/08/2009	01/29/2009	4,725,000.	4,725,000.	
	2,855,000.000 STATE OF CA G.O. COMML PAPER	01/29/2009	02/05/2009	2,855,000.	2,855,000.	
	32,040.000 HARTFORD FINANCIAL SERVICES GRO	01/06/2009	02/13/2009	404,551.	623,191.	-218,640.
	4,300,000.000 TRIBOROUGH BRDG & TUNL AUTH N Y	02/05/2009	02/19/2009	4,300,000.	4,300,000.	
	2,300,000.000 FRANKLIN CNTY OHIO HOSP REV VAR	02/11/2009	03/05/2009	2,300,000.	2,300,000.	
	285,000.000 STATE OF CA G.O. COMML PAPER	03/04/2009	03/06/2009	285,000.	285,000.	
	4,300,000.000 KANSAS ST DEPT TRANSN HWY REV RE	02/13/2009	03/20/2009	4,300,000.	4,300,000.	
	2,100,000.000 NEW YORK ST DORM AUTH REVS REV B	03/10/2009	04/01/2009	2,100,000.	2,100,000.	
	3,930.000 GOLDMAN SACHS GROUP INC	10/30/2008	04/09/2009	480,816.	360,341.	120,475.
	5,985.000 GOLDMAN SACHS GROUP INC	09/29/2008	04/09/2009	732,236.	713,008.	19,228.
	1,485,000.000 STATE OF CA G.O. COMML PAPER	03/25/2009	04/09/2009	1,485,000.	1,485,000.	
	4,530,000.000 VERNON CALIF NAT GAS FINC AUTH B	04/20/2009	05/18/2009	4,530,000.	4,530,000.	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D-1 (Form 1041) 2009

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: THE MALONE FAMILY FOUNDATION

Employer identification number: 84-1408520

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3,895,000.000 STATE OF CA G.O. COMML PAPER	05/22/2009	05/29/2009	3,895,000.	3,895,000.	
815,000.000 STATE OF CALIFORNIA	05/27/2009	06/03/2009	815,000.	815,000.	
3,175,000.000 STATE OF CALIFORNIA G.O. COMML	05/29/2009	06/09/2009	3,175,000.	3,175,000.	
810,000.000 C/P STATE OF CALIFORNIA	06/03/2009	06/10/2009	810,000.	810,000.	
845,000.000 STATE OF CALIFORNIA COMML PAPER	06/05/2009	06/15/2009	845,000.	845,000.	
3,985,000.000 C/P STATE OF CALIFORNIA	06/10/2009	06/30/2009	3,985,000.	3,985,000.	
875,000.000 STATE OF CALIFORNIA G.O. COMML	06/15/2009	06/30/2009	875,000.	875,000.	
920.000 GOLDMAN SACHS GROUP INC	10/30/2008	07/06/2009	133,516.	84,355.	49,161.
9,610.000 KROGER CO COM	06/10/2009	07/22/2009	206,302.	209,952.	-3,650.
3,185.000 TEXAS INSTRUMENTS IN C USD1 COM	07/22/2008	07/22/2009	74,133.	75,675.	-1,542.
8,725.000 BANK OF AMERICA CORP	05/19/2009	08/26/2009	155,478.	102,035.	53,443.
945.000 GOLDMAN SACHS GROUP INC	10/30/2008	09/10/2009	164,076.	86,647.	77,429.
4,480.000 METLIFE INC COMM STOCK	02/13/2009	09/15/2009	176,409.	121,954.	54,455.
18,975.000 UTILITIES SELECT SECTOR SPDR	09/10/2009	09/23/2009	562,217.	550,076.	12,141.
2,205.000 GOLDMAN SACHS GROUP INC	10/30/2008	10/20/2009	412,647.	202,176.	210,471.
38,455.000 TEXAS INSTRUMENTS IN C USD1 COM	01/05/2009	11/04/2009	913,179.	607,366.	305,813.
36,380.000 TEXAS INSTRUMENTS IN C USD1 COM	12/11/2008	11/04/2009	863,905.	560,747.	303,158.
41,485.000 FOREST LABS INC COM	07/22/2009	12/09/2009	1,282,588.	1,042,746.	239,842.
510,000.000 STATE OF CALIFORNIA	12/29/2008	01/09/2009	510,000.	510,000.	
510,000.000 STATE OF CALIFORNIA	01/09/2009	01/30/2009	510,000.	510,000.	
520,000.000 STATE OF CA G.O. COMML PAPER	03/04/2009	03/06/2009	520,000.	520,000.	
902.000 CALL- HSW 100 @ 19 20 JUN 2009	06/22/2009	05/19/2009	45,058.		45,058.
2,055.000 CALL- NSW 100 @ 10 18 JUL 2009	07/20/2009	05/19/2009	102,717.		102,717.
902.000 CALL- HSW 100 @ 19 19 SEP 2009	09/21/2009	07/23/2009	39,689.		39,689.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 1,890,827.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer Identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1,285.000 BAXTER INTERNATIONAL INC USD1	12/14/2007	01/30/2009	75,834.	75,034.	800.
4,905.000 MONSANTO COMPANY COM STK	01/23/2008	02/27/2009	378,976.	512,357.	-133,381.
4,180.000 APPLE INC	01/24/2008	04/09/2009	499,846.	556,292.	-56,446.
11,350.000 JPMORGAN CHASE & CO COM	02/08/2008	04/15/2009	361,668.	496,696.	-135,028.
12,970.000 WEATHERFORD INTL LTD	12/19/2007	05/04/2009	236,772.	417,140.	-180,368.
4,400.000 BOEING CO USD5 COM	12/12/2007	06/10/2009	227,906.	380,794.	-152,888.
4,050.000 BOEING CO USD5 COM	06/27/2008	06/29/2009	172,966.	270,205.	-97,239.
4,495.000 BOEING CO USD5 COM	12/12/2007	06/29/2009	191,971.	389,015.	-197,044.
1,360.000 PEPSICO INC COM STK	12/19/2007	07/06/2009	77,553.	104,451.	-26,898.
1,465.000 PHILIP MORRIS INTL	12/18/2007	07/07/2009	64,549.	77,481.	-12,932.
15,380.000 GENERAL ELEC CO COM STK USD	12/12/2007	09/15/2009	246,351.	571,659.	-325,308.
4,340.000 BANK NEW YORK MELLON CORP	01/24/2006	09/16/2009	130,412.	156,656.	-26,244.
2,115.000 JPMORGAN CHASE & CO COM	02/08/2008	10/20/2009	97,420.	92,556.	4,864.
9,825.000 HEALTHCARE SELECT SECTOR SPDR TR	06/11/2008	11/30/2009	301,698.	301,557.	141.
21,160.000 BANK NEW YORK MELLON CORP	01/24/2006	12/08/2009	569,407.	763,789.	-194,382.
21,930.000 HARTFORD FINANCIAL SERVICES GRO	04/05/2006	02/13/2009	276,898.	1,817,091.	-1,540,193.
946.000 HARTFORD FINANCIAL SERVICES GRO	09/09/2005	02/13/2009	11,945.	71,824.	-59,879.
8,538.000 HARTFORD FINANCIAL SERVICES GRO	03/29/2005	02/13/2009	107,804.	593,694.	-485,890.
1,644.000 HARTFORD FINANCIAL SERVICES GRO	01/24/2005	02/13/2009	20,758.	110,624.	-89,866.
1,800.000 HARTFORD FINANCIAL SERVICES GRO	01/06/2005	02/13/2009	22,728.	122,815.	-100,087.
4,206.000 HARTFORD FINANCIAL SERVICES GRO	08/06/2004	02/13/2009	53,107.	259,595.	-206,488.
32,965.000 FEDEX CORP COM STK	11/10/2006	03/23/2009	1,429,216.	3,777,331.	-2,348,115.
2,970.000 JPMORGAN CHASE & CO COM	01/24/2005	04/15/2009	94,639.	110,471.	-15,832.
4,300.000 JPMORGAN CHASE & CO COM	01/06/2005	04/15/2009	137,019.	166,935.	-29,916.
31,855.000 PENNEY(J C) CO INC	08/17/2006	05/04/2009	1,033,503.	2,200,257.	-1,166,754.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	8,730.000 TEXAS INSTRUMENTS IN C USD1 COM	05/20/2008	06/10/2009	181,092.	280,079.	-98,987.
	5,285.000 TEXAS INSTRUMENTS IN C USD1 COM	05/20/2008	07/01/2009	114,154.	169,555.	-55,401.
	16,585.000 KROGER CO COM	07/18/2008	07/22/2009	356,038.	465,835.	-109,797.
	17,500.000 KROGER CO COM	07/17/2008	07/22/2009	375,680.	508,865.	-133,185.
	3,400.000 KROGER CO COM	07/15/2008	07/22/2009	72,989.	96,807.	-23,818.
	2,725.000 TEXAS INSTRUMENTS IN C USD1 COM	05/20/2008	07/22/2009	63,426.	87,425.	-23,999.
	3,295.000 3 M CO	03/22/2007	08/04/2009	237,372.	256,703.	-19,331.
	1,075.000 TEXAS INSTRUMENTS IN C USD1 COM	08/20/2008	09/10/2009	26,890.	26,193.	697.
	13,930.000 TEXAS INSTRUMENTS IN C USD1 COM	07/22/2008	09/10/2009	348,444.	330,974.	17,470.
	3,364.000 JPMORGAN CHASE & CO COM	03/29/2005	09/16/2009	149,473.	116,692.	32,781.
	2,971.000 JPMORGAN CHASE & CO COM	01/24/2005	09/16/2009	132,011.	110,508.	21,503.
	14,600.000 UTILITIES SELECT SECTOR SPDR	09/07/2006	09/23/2009	432,588.	500,538.	-67,950.
	84,210.000 UTILITIES SELECT SECTOR SPDR	04/05/2006	09/23/2009	2,495,087.	2,657,819.	-162,732.
	4,030.000 3 M CO	03/22/2007	10/20/2009	305,870.	313,964.	-8,094.
	4,185.000 CONOCOPHILLIPS	04/05/2006	10/20/2009	220,762.	278,841.	-58,079.
	3,410.000 JPMORGAN CHASE & CO COM	03/29/2005	11/04/2009	147,641.	118,288.	29,353.
	15,375.000 TEXAS INSTRUMENTS IN C USD1 COM	08/20/2008	11/04/2009	365,105.	374,626.	-9,521.
	5,000,000.000 CVC SER B SR UNS GLOBAL FRN	04/12/2004	04/01/2009	5,000,000.	5,148,740.	-148,740.
	659.000 ARCSIGHT INC	03/29/2002	10/05/2009	14,906.	845.	14,061.
	23.000 INFINERA CORP	11/05/2004	10/27/2009	179.	55.	124.
	2,728.000 INFINERA CORP	09/20/2004	10/27/2009	21,196.	6,547.	14,649.
	288.000 INFINERA CORP	06/30/2003	10/27/2009	2,238.	2,580.	-342.
	198.000 INFINERA CORP	05/12/2003	10/27/2009	1,538.	1,774.	-236.
	154.000 INFINERA CORP	03/19/2001	10/27/2009	1,197.	1,491.	-294.
	210.000 INFINERA CORP	03/19/2001	10/27/2009	1,632.	21.	1,611.
6b	**Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b					

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 174.000 INFINERA CORP	12/20/2000	10/27/2009	1,351.	1,684.	-333.
1,038.000 INFINERA CORP	03/19/2001	10/27/2009	12,642.	15,750.	-3,108.
1,400,000.000 CHTR-RSTR11/ 09 SR UNS GLOBA	06/24/2005	12/01/2009	1,400,000.	1,415,750.	-15,750.
KLEINER PERKINS PASS-THRU FROM SCHEDULE K-1					-92,099.

6b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -8,474,920.

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMPUTERS	02/29/2000	5,040	100 000			5,040	5,040.	5,040	200DB	HY			5		
SOFTWARE	02/29/2000	11,200.	100.000			11,200.	11,199.	11,199.	SL		3 000				
SOFTWARE	03/15/2001	1,377.	100 000			1,377.	1,377.	1,377	SL		3 000				
WEB DESIGN	03/15/2001	12,000	100.000			12,000.	12,000	12,000	SL		3 000				
DELL LP/MONITOR	06/30/2002	2,152.	100 000			2,152	2,152.	2,152	200DB	HY			5		
PRINT COPY SCAN FX	04/30/2005	393.	100.000			393.	325.	370.	200DB	HY			5		45
DELL COMPUTER	10/01/2008	1,853.	100 000			1,853	46.	417	SL	MQ	5 000		5		371.
Less: Retired Assets															
Subtotals		34,015				34,015	32,139	32,555							416
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS		34,015.				34,015.	32,139	32,555							416.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired
JSA
9X9024 1 000