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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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

Name of foundation
THE MALONE FAMILY FOUNDATION

% MARRS SEVIER & COMPANY LLC

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 ☑ 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)* ▶$ 101,937,516

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	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	2,539,403	2,539,403		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	14,503,253			
	b	Gross sales price for all assets on line 6a 66,765,661				
	7	Capital gain net income (from Part IV, line 2)		14,503,253		
	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)				
	12	**Total.** Add lines 1 through 11	17,042,656	17,042,656		
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)	3,533	2,649	0	883
	b	Accounting fees (attach schedule)	11,000	8,250	0	2,750
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	220,000			
	19	Depreciation (attach schedule) and depletion	371			
	20	Occupancy				
	21	Travel, conferences, and meetings	10,013	10,013		
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,217,131	1,217,131		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,462,048	1,238,043	0	3,633
	25	Contributions, gifts, grants paid	31,700,649			31,700,649
	26	**Total expenses and disbursements.** Add lines 24 and 25	33,162,697	1,238,043	0	31,704,282
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-16,120,041			
	b	**Net investment income** (if negative, enter -0-)		15,804,613		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing			
2 Savings and temporary cash investments	6,484,858	6,739,425	6,739,425
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule)	105,847,505	80,499,347	89,230,716
c Investments—corporate bonds (attach schedule)	5,150,158	5,129,557	5,300,000
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)	457,933	429,130	379,450
14 Land, buildings, and equipment basis ▶ 34,015			
Less accumulated depreciation (attach schedule) ▶ 33,321	1,066	694	694
15 Other assets (describe ▶)			287,231
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	117,941,520	92,798,153	101,937,516
Liabilities			
17 Accounts payable and accrued expenses	0		
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)	145,998		
23 **Total liabilities** (add lines 17 through 22)	145,998	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	117,795,522	92,798,153	
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)	117,795,522	92,798,153	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	117,941,520	92,798,153	

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	117,795,522
2	Enter amount from Part I, line 27a	2	-16,120,041
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	101,675,481
5	Decreases not included in line 2 (itemize) ▶	5	8,877,328
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	92,798,153

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	14,503,253
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))
2010	6,717,495	106,338,346	0 063171
2009	6,004,413	95,919,041	0 062599
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

2	**Total** of line 1, column (d).	2	0 312626
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 062525
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	113,718,280
5	Multiply line 4 by line 3.	5	7,110,235
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	158,046
7	Add lines 5 and 6.	7	7,268,281
8	Enter qualifying distributions from Part XII, line 4.	8	31,704,282

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 letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	158,046
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	158,046
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	158,046
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	205,615		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	205,615
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	47,569
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 47,569	**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		No
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		No
	*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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
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		No
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

				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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	Yes	
	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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		No
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶				

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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 ▶ 20____ , 20____ , 20____ , 20____				
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 2011 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 2011.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2011?		4b		No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? **7b** No

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JOHN C MALONE 12300 LIBERTY BLVD ENGLEWOOD,CO 80112	PRESIDENT, TREASURER 0 8	0	0	0
TRACY LEE AMONETTE 12300 LIBERTY BLVD ENGLEWOOD,CO 80112	DIRECTOR 0 1	0	0	0
LESLIE A MALONE 12300 LIBERTY BLVD ENGLEWOOD,CO 80112	SECRETARY 0 1	0	0	0
EVAN MALONE 12300 LIBERTY BLVD ENGLEWOOD,CO 80112	DIRECTOR 0 1	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

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

Total number of others receiving over $50,000 for professional services. . . . . ▶

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	
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	
2	
All other program-related investments See page 24 of the instructions 3	
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	109,657,106
b	Average of monthly cash balances	1b	5,792,924
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	115,450,030
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	115,450,030
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	1,731,750
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	113,718,280
6	**Minimum investment return.** Enter 5% of line 5	6	5,685,914

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	5,685,914
2a	Tax on investment income for 2011 from Part VI, line 5	2a	158,046		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	158,046
3	Distributable amount before adjustments Subtract line 2c from line 1			3	5,527,868
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	5,527,868
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	5,527,868

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	31,704,282
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	31,704,282
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	158,046
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	31,546,236

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				5,527,868
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 2009 , 2008 , 2007				
3 Excess distributions carryover, if any, to 2011				
a From 2006. 436,991				
b From 2007. 563,061				
c From 2008. 1,226,772				
d From 2009. 1,247,725				
e From 2010. 1,501,348				
f Total of lines 3a through e.	4,975,897			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 31,704,282				
a Applied to 2010, but not more than line 2a			0	
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 2011 distributable amount.				5,527,868
e Remaining amount distributed out of corpus	26,176,414			
5 Excess distributions carryover applied to 2011 *(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	31,152,311			
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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	436,991			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	30,715,320			
10 Analysis of line 9				
a Excess from 2007. . . . 563,061				
b Excess from 2008. . . . 1,226,772				
c Excess from 2009. . . . 1,247,725				
d Excess from 2010. . . . 1,501,348				
e Excess from 2011. . . . 26,176,414				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
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 organization had $5,000 or more in assets at any time during the year—see page 27 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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				31,700,649
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	2,539,403	
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	14,503,253	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				17,042,656	

13 Total. Add line 12, columns (b), (d), and (e). **13** 17,042,656

(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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

****** | 2012-04-10 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
GAIL W SEVIER CPA			
Firm's name ▶ MARRS SEVIER & COMPANY LLC		Firm's EIN ▶	
Firm's address ▶ 230 SOUTH HOLLAND STREET LAKEWOOD, CO 80226		Phone no (303) 922-6654	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☑ **Yes** ☐ **No**

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
7685 HEALTHCARE SELECT SECTOR SPDR TR	P	2010-12-06	2011-03-21
5705 HEALTHCARE SELECT SECTOR SPDR TR	P	2010-01-29	2011-03-21
5440 HEALTHCARE SELECT SECTOR SPDR TR	P	2009-12-30	2011-03-21
14860 HEALTHCARE SELECT SECTOR SPDR TR	P	2009-01-06	2011-03-21
13270 HEALTHCARE SELECT SECTOR SPDR TR	P	2008-12-31	2011-03-21
8325 HEALTHCARE SELECT SECTOR SPDR TR	P	2008-10-30	2011-03-21
7300 HEALTHCARE SELECT SECTOR SPDR TR	P	2008-08-28	2011-03-21
2540 HEALTHCARE SELECT SECTOR SPDR TR	P	2008-06-11	2011-03-21
2100000 SUNSHINE ST GOVERNMENTAL FING CO	P	2011-03-18	2011-04-08
1740 HEINZ H J CO COM	P	2010-04-08	2011-05-27
1985 PHILIP MORRIS INTL	P	2008-01-25	2011-05-27
1630 PHILIP MORRIS INTL	P	2007-12-18	2011-05-27
21500 AFLAC INC USD 10 COM	P	2009-12-08	2011-05-31
4415 AMER EXPRESS CO COM	P	2010-04-28	2011-05-31
2290 EXXON MOBIL CORP	P	2004-08-06	2011-05-31
16610 WEATHERFORD INTL LTD	P	2010-01-29	2011-05-31
15855 WEATHERFORD INTL LTD	P	2009-11-30	2011-05-31
12535 WEATHERFORD INTL LTD	P	2009-01-22	2011-05-31
3555 AFLAC INC USD 10 COM	P	2010-01-29	2011-06-01
2180 AFLAC INC USD 10 COM	P	2009-12-31	2011-06-01
9465 AFLAC INC USD 10 COM	P	2009-12-08	2011-06-01
11710 WEATHERFORD INTL LTD	P	2010-01-29	2011-06-01
320 APPLE INC	P	2009-01-12	2011-06-02
505 APPLE INC	P	2009-01-12	2011-06-06
2400 MCDONALDS CORP COM	P	2008-07-09	2011-06-06
6385 BAXTER INTERNATIONAL INC USD1	P	2007-12-14	2011-06-08
1830 ALLERGAN INC COM	P	2010-10-27	2011-06-09
1810 PHILIP MORRIS INTL	P	2008-01-25	2011-06-09
1010 UNITED TECHNOLOGIES CORP	P	2008-01-09	2011-06-09
2970 HEINZ H J CO COM	P	2010-04-08	2011-06-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1500 ALLERGAN INC COM	P	2010-10-27	2011-06-14
1100 WALT DISNEY CO (HOLDING COMPANY)	P	2009-08-17	2011-06-14
570 DOW CHEMICAL CORP COM STK	P	2011-01-28	2011-12-06
8465 DOW CHEMICAL CORP COM STK	P	2010-07-23	2011-12-06
15820 DOW CHEMICAL CORP COM STK	P	2010-05-13	2011-12-06
1000000 C/P VIACOM INC (NEW)DUE 12/13/20	P	2011-11-22	2011-12-13
1960 GOLDMAN SACHS GROUP INC	P	2010-12-17	2011-01-25
2265 GOLDMAN SACHS GROUP INC	P	2009-12-23	2011-01-25
7405 GOLDMAN SACHS GROUP INC	P	2008-11-12	2011-01-25
5800 GOLDMAN SACHS GROUP INC	P	2008-10-30	2011-01-25
1735000 COUNTY OF CARROLL KYCOMML PAPER	P	2011-02-01	2011-02-07
17685 NIKE INC CL B COM STK	P	2010-02-08	2011-03-08
2700000 SUNSHINE ST GOVERNMENTAL FING CO	P	2011-03-18	2011-04-08
2500 ENTERGY CORP NEW COM	P	2010-12-09	2011-04-18
5015 ENTERGY CORP NEW COM	P	2010-11-16	2011-04-18
2025 ENTERGY CORP NEW COM	P	2009-12-30	2011-04-18
28620 ENTERGY CORP NEW COM	P	2009-09-23	2011-04-18
10960 BANK NEW YORK MELLON CORP	P	2009-11-04	2011-05-05
75015 BANK NEW YORK MELLON CORP	P	2006-01-24	2011-05-05
4445 CBS CORP NEW CL B COM STK	P	2011-03-08	2011-05-27
11120 EL PASO CORP COM	P	2011-04-18	2011-05-27
4650 PHILIP MORRIS INTL	P	2008-12-02	2011-05-27
890 UNION PACIFIC CORP	P	2008-12-30	2011-05-31
2880 UNION PACIFIC CORP	P	2008-08-25	2011-05-31
12500 MICRON TECHNOLOGY INC COM	P	2010-10-27	2011-06-06
5275 COVIDIEN PLC	P	2007-10-03	2011-06-08
3630 HONEYWELL INTERNATIONA	P	2006-08-17	2011-06-08
2500 PHILIP MORRIS INTL	P	2008-12-02	2011-06-09
2240 TRAVELERS COS INC	P	2010-11-15	2011-06-09
900 TRAVELERS COS INC	P	2010-11-15	2011-06-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1500 AT&T INC	P	2007-03-22	2011-06-13
24505 MEDCOHEALTH SOLUTIONS INC	P	2010-06-10	2011-06-21
3170 MEDCOHEALTH SOLUTIONS INC	P	2010-07-23	2011-06-22
14830 MEDCOHEALTH SOLUTIONS INC	P	2010-06-10	2011-06-22
900 MEDCOHEALTH SOLUTIONS INC	P	2010-07-23	2011-06-24
4100 MEDCOHEALTH SOLUTIONS INC	P	2010-07-23	2011-06-27
1065 3 M CO	P	2010-11-16	2011-07-28
23185 3 M CO	P	2007-03-23	2011-07-28
6725 3 M CO	P	2007-03-22	2011-07-28
32980 BANK OF AMERICA CORP	P	2010-12-06	2011-08-09
8845 BANK OF AMERICA CORP	P	2009-12-23	2011-08-09
33925 BANK OF AMERICA CORP	P	2009-07-06	2011-08-09
40490 BANK OF AMERICA CORP	P	2009-05-19	2011-08-09
12000 MURPHY OIL CORP COM	P	2010-12-15	2011-09-23
8315 MURPHY OIL CORP COM	P	2010-12-15	2011-09-26
8785 ABBOTT LABS NPV	P	2008-09-09	2011-09-28
29395 AT&T INC	P	2007-03-23	2011-09-28
6830 AT&T INC	P	2007-03-22	2011-09-28
3087 EXXON MOBIL CORP	P	2005-01-24	2011-09-29
7418 EXXON MOBIL CORP	P	2005-01-06	2011-09-29
9945 PHILIP MORRIS INTL	P	2008-12-02	2011-09-29
4200 RENAISSANCE RE HLDGS LTD COM	P	2011-05-05	2011-09-30
3250 ABBOTT LABS NPV	P	2010-12-27	2011-12-01
4890 ABBOTT LABS NPV	P	2010-11-16	2011-12-01
4990 ABBOTT LABS NPV	P	2009-04-15	2011-12-01
6590 ABBOTT LABS NPV	P	2008-11-12	2011-12-01
1900 ABBOTT LABS NPV	P	2008-09-09	2011-12-01
4000000 C/P DIAGEO CAP PLC DUE 12/13/20	P	2011-11-22	2011-12-13
560 COVIDIEN PLC	P	2010-12-06	2011-12-19
11260 COVIDIEN PLC	P	2007-10-11	2011-12-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
22645 COVIDIEN PLC	P	2007-10-09	2011-12-19
16035 COVIDIEN PLC	P	2007-10-03	2011-12-19
7800 COVIDIEN PLC	P	2010-12-06	2011-12-28
56000 BCE INC NEW COM	P	2005-06-09	2011-01-21
560 CALL- BCE 100 @ 35 22 JAN 2011	P	2011-01-21	2010-12-01
1327 GENOMIC HEALTH	P		2011-01-27
65335 NEWS CORP CL A COM	P	2004-11-18	2011-02-03
6965 NEWS CORP CL A COM	P	2004-10-29	2011-02-03
723 CALL- NWSA 100 @ 15 19 FEB 2011	P	2011-02-04	2010-12-22
500 NEWS CORP CL A COM	P	2004-11-18	2011-02-07
5 CALL- NWSA 100 @ 15 19 FEB 2011	P	2011-02-08	2010-12-22
14000 NEWS CORP CL A COM	P	2004-11-18	2011-02-11
140 CALL- NWSA 100 @ 15 19 FEB 2011	P	2011-02-14	2010-12-22
10000 NEWS CORP CL A COM	P	2004-11-18	2011-02-15
100 CALL- NWSA 100 @ 15 19 FEB 2011	P	2011-02-16	2010-12-22
2700 NEWS CORP CL A COM	P	2004-11-18	2011-02-16
27 CALL- NWSA 100 @ 15 19 FEB 2011	P	2011-02-17	2010-12-22
2036 CALL- DTV 100 @ 44 19 FEB 2011	P	2011-02-18	2011-01-07
1364 CALL- NWSA 100 @ 15 19 FEB 2011	P	2011-02-18	2010-12-22
30935 NEWS CORP CL A COM	P	2004-12-08	2011-02-18
50000 NEWS CORP CL A COM	P	2004-11-23	2011-02-18
50000 NEWS CORP CL A COM	P	2004-11-19	2011-02-18
5465 NEWS CORP CL A COM	P	2004-11-18	2011-02-18
65 NEWS CORP CL A COM	P	2004-12-08	2011-02-24
476 CALL- DTV 100 @ 45 19 MAR 2011	P	2011-03-18	2011-01-24
1524 CALL- DTV 100 @ 47 19 MAR 2011	P	2011-03-18	2011-03-03
300 DIRECTV GROUP INC CL A	D		2011-05-10
3 CALL- DTV 100 @ 46 18 JUN 2011	P		2011-02-01
200 CALL- VZ 100 @ 39 18 JUN 2011	P	2011-05-11	2011-05-02
4802 DISH NETWORK CORP CL A	P	2011-05-12	2011-05-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
16448 DISH NETWORK CORP CL A	P	2005-04-06	2011-05-12
16500 DISH NETWORK CORP CL A	P	2005-04-05	2011-05-16
15198 DISH NETWORK CORP CL A	P	2005-04-07	2011-05-16
20000 VERIZON COMMUNICATIONS COM STK	P	2005-04-06	2011-05-17
21250 DISH NETWORK CORP CL A	P	2011-04-21	2011-05-18
16052 DISH NETWORK CORP CL A	P	2005-05-25	2011-05-18
100000 DIRECTV GROUP INC CL A	D	2005-05-05	2011-05-20
10000 DIRECTV GROUP INC CL A	D		2011-05-20
1000 CALL- DTV 100 @ 48 21 MAY 2011	P		2011-03-24
100 CALL- DTV 100 @ 49 21 MAY 2011	P	2011-05-20	2011-03-31
512 CALL- DTV 100 @ 47 18 JUN 2011	P	2011-05-20	2011-02-18
148500 DIRECTV GROUP INC CL A	D	2011-06-17	2011-06-17
1485 CALL- DTV 100 @ 46 18 JUN 2011	P		2011-02-01
7250 AT&T INC	P	2011-06-17	2011-09-09
ADJUST TO GAIN PER BOOKS	P		
KLEINER-PERKINS FROM SCH K-1	P		
KLEINER-PERKINS FROM SCH K-1	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
247,919		237,646	10,273
184,044		179,650	4,394
175,495		171,099	4,396
479,386		393,352	86,034
428,093		352,791	75,302
268,566		218,212	50,354
235,499		240,509	-5,010
81,941		77,960	3,981
2,100,000		2,100,000	
95,211		79,309	15,902
139,956		102,265	37,691
114,926		86,208	28,718
1,025,769		986,022	39,747
226,520		202,805	23,715
190,341		103,841	86,500
328,212		265,262	62,950
313,294		265,227	48,067
247,691		126,852	120,839
166,231		175,150	-8,919
101,936		101,448	488
442,581		434,079	8,502
227,178		187,009	40,169
111,294		28,191	83,103
173,717		44,488	129,229
193,987		142,068	51,919
369,617		372,834	-3,217
146,850		131,197	15,653
123,491		93,249	30,242
85,242		72,274	12,968
158,638		135,373	23,265

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
120,778		107,538	13,240
42,734		27,608	15,126
15,995		19,996	-4,001
237,536		226,620	10,916
443,924		467,008	-23,084
1,000,000		1,000,000	
316,800		321,338	-4,538
366,098		370,520	-4,422
1,196,890		509,839	687,051
937,470		531,801	405,669
1,735,000		1,735,000	
1,580,934		1,089,737	491,197
2,700,000		2,700,000	
165,120		174,200	-9,080
331,231		360,737	-29,506
133,747		168,084	-34,337
1,890,295		2,325,006	-434,711
313,055		288,888	24,167
2,142,687		2,707,734	-565,047
124,596		105,378	19,218
232,134		201,667	30,467
327,856		185,522	142,334
92,899		41,238	51,661
300,617		229,005	71,612
115,173		97,788	17,385
285,596		216,181	69,415
203,503		142,422	61,081
170,568		99,743	70,825
137,022		127,579	9,443
55,054		51,068	3,986

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,094		58,500	-12,406
1,373,677		1,475,150	-101,473
174,833		157,065	17,768
817,909		892,735	-74,826
47,919		44,593	3,326
223,037		203,144	19,893
94,008		89,583	4,425
2,046,559		1,807,176	239,383
593,621		523,923	69,698
228,811		385,869	-157,058
61,365		134,642	-73,277
235,367		407,032	-171,665
280,914		473,514	-192,600
541,398		839,780	-298,382
374,572		581,898	-207,326
450,032		506,428	-56,396
842,965		1,142,642	-299,677
195,865		266,369	-70,504
226,756		158,651	68,105
544,891		371,941	172,950
631,894		396,777	235,117
271,035		291,887	-20,852
177,696		154,221	23,475
267,364		233,244	34,120
272,832		210,632	62,200
360,313		359,581	732
103,884		109,529	-5,645
4,000,000		4,000,000	
24,124		24,075	49
485,058		466,127	18,931

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
975,501		943,685	31,816
690,755		657,150	33,605
352,882		335,325	17,557
1,959,962		1,443,955	516,007
28,050			28,050
30,653		8,330	22,323
978,046		1,181,309	-203,263
104,264		109,991	-5,727
36,149			36,149
7,400		9,040	-1,640
250			250
209,576		253,131	-43,555
7,000			7,000
149,697		180,808	-31,111
5,000			5,000
40,399		48,818	-8,419
1,350			1,350
84,214		45,179	39,035
68,199			68,199
459,376		538,269	-78,893
742,486		881,675	-139,189
742,486		905,000	-162,514
81,154		98,812	-17,658
1,092		1,131	-39
24,486			24,486
60,974			60,974
13,699			13,699
321			321
7,099		3,600	3,499
139,417		114,574	24,843

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
477,537		393,509	84,028
481,505		395,297	86,208
443,510		362,618	80,892
741,168		735,680	5,488
624,564		508,043	116,521
471,788		384,139	87,649
4,799,908			4,799,908
489,991			489,991
94,998			94,998
5,905			5,905
49,663			49,663
6,830,869			6,830,869
159,100			159,100
199,488		201,430	-1,942
			969
			616
			-21,172

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			10,273
			4,394
			4,396
			86,034
			75,302
			50,354
			-5,010
			3,981
			15,902
			37,691
			28,718
			39,747
			23,715
			86,500
			62,950
			48,067
			120,839
			-8,919
			488
			8,502
			40,169
			83,103
			129,229
			51,919
			-3,217
			15,653
			30,242
			12,968
			23,265

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			13,240
			15,126
			-4,001
			10,916
			-23,084
			-4,538
			-4,422
			687,051
			405,669
			491,197
			-9,080
			-29,506
			-34,337
			-434,711
			24,167
			-565,047
			19,218
			30,467
			142,334
			51,661
			71,612
			17,385
			69,415
			61,081
			70,825
			9,443
			3,986

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-12,406
			-101,473
			17,768
			-74,826
			3,326
			19,893
			4,425
			239,383
			69,698
			-157,058
			-73,277
			-171,665
			-192,600
			-298,382
			-207,326
			-56,396
			-299,677
			-70,504
			68,105
			172,950
			235,117
			-20,852
			23,475
			34,120
			62,200
			732
			-5,645
			49
			18,931

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			31,816
			33,605
			17,557
			516,007
			28,050
			22,323
			-203,263
			-5,727
			36,149
			-1,640
			250
			-43,555
			7,000
			-31,111
			5,000
			-8,419
			1,350
			39,035
			68,199
			-78,893
			-139,189
			-162,514
			-17,658
			-39
			24,486
			60,974
			13,699
			321
			3,499
			24,843

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			84,028
			86,208
			80,892
			5,488
			116,521
			87,649
			4,799,908
			489,991
			94,998
			5,905
			49,663
			6,830,869
			159,100
			-1,942

Form 990PF Part XV Line 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*				
STANFORD UNIVERSITYEPGY ONLINE HIGH SCHOOL EPGY VENTURA HALL STANFORD, CA 94305	NONE	501(c)(3)	GENERAL GRANT	623,108
YALE UNIVERSITY105 WALL STREET P O BOX 208229 NEW HAVEN, CT 06520	NONE	501(c)(3)	ENDOWMENT OF CHAIRS IN ENGINEERING	12,120,869
YALE UNIVERSITY105 WALL STREET P O BOX 208229 NEW HAVEN, CT 06520	NONE	501(c)(3)	ENDOWMENT OF CHAIRS IN ENGINEERING	6,904,672
PORTER-GAUD SCHOOL300 ALBERMARLE RD CHARLESTON, SC 29407	NONE	501(c)(3)	GENERAL GRANT	2,000,000
THE PRAIRIE SCHOOL4050 LIGHTHOUSE DR RACINE, WI 53042	NONE	501(c)(3)	GENERAL GRANT	2,000,000
ROWLAND HALL720 GUARDSMAN WAY SALT LAKE CITY, UT 84108	NONE	501(c)(3)	GENERAL GRANT	2,000,000
WAYNFLETE SCHOOL360 SPRING ST PORTLAND, ME 04102	NONE	501(C)(3)	GENERAL GRANT	2,000,000
THE WHEELER SCHOOL216 HOPE ST PROVIDENCE, RI 02906	NONE	501(C)(3)	GENERAL GRANT	2,000,000
WILMINGTON FRIENDS SCHOOL 101 SCHOOL RD WILMINGTON, DE 19803	NONE	501(c)(3)	GENERAL GRANT	2,000,000
PULASKI ACADEMY12701 HINSON ROAD LITTLE ROCK, AR 72212	NONE	501(c)(3)	GENERAL GRANT	52,000
Total . . . . ▶ **3a**				31,700,649

TY 2011 Accounting Fees Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARRS, SEVIER & COMPANY LLC	11,000	8,250		2,750

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTERS	2000-02-29	5,040	5,040	M5					
SOFTWARE	2000-02-29	11,200	11,199	SL	3				
SOFTWARE	2001-03-15	1,377	1,377	SL	3				
WEB DESIGN	2001-03-15	12,000	12,000	SL	3				
DELL LP/MONITOR	2002-06-30	2,152	2,152	M5					
PRINT COPY SCAN FX	2005-04-30	393	393	M5					
DELL COMPUTER	2008-10-01	1,853	788	M5	5	371			

TY 2011 Investments Corporate Bonds Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACCOUNT 337		
CABLEVISION SYS 7.755	5,129,557	5,300,000

TY 2011 Investments Corporate Stock Schedule

Name: THE MALONE FAMILY FOUNDATION
EIN: 84-1408520

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCOUNT 337		
DIRECTV		
DISH NETWORK		
AT&T	911,930	990,360
NEWS CORP		
GENOMIC HEALTH	8,330	33,667
BCE INC		
ACCOUNT DW5		
CONOCO PHILLIPS		
EXXON MOBIL	2,711,944	3,819,286
MURPHY OIL CO		
HEWLETT PACKARD	2,950,026	1,629,964
HONEYWELL	2,089,837	2,973,217
UNION PACIFIC	1,605,105	3,065,904
BAKER HUGHES	2,876,360	1,774,387
EL PASO CORP	2,810,186	4,117,154
FORD MOTOR CO	2,450,887	1,831,352
NIKE		
PHILLIP MORRIS	1,442,941	2,721,294
MEDCOHEALTH SOLUTIONS		
J P MORGAN	3,602,555	3,295,740
GOLDMAN SACHS		
TRAVELERS COS INC	2,858,858	2,983,351
BONY MELLON		
INTL FLAVORS	2,455,832	2,493,619
ENTERGY CORP		
CBS CORP	1,395,993	1,598,139
BANK OF AMERICA		
ABBOTT LABS		
UNITEDHEALTH	2,880,466	2,807,672
3M		
COVIDIEN		
MICRON TECHNOLOGY	1,359,005	1,084,931
AT&T	4,022,406	3,511,318
WELLS FARGO	1,255,949	1,463,574
PEOPLES UNITED	3,004,675	2,897,110
RENAISSANCE RE HLD	2,820,184	3,017,935
NUVN EQTY	1,219,212	1,193,390
UTILITIES SELECT SECT SPDR	1,188,860	1,279,449
ACCOUNT B2M		
BAKER HUGHES	2,116,951	1,391,590
WEATHERFORD		
EXXON	1,477,394	2,173,246
DOW CHEMICAL		
GENERAL ELECTRIC	1,903,850	1,994,278
CATERPILLAR	993,184	938,163
JOHNSON CTLS	1,737,189	1,730,554
PEPSICO	1,907,442	1,995,144
HEINZ	1,741,851	2,062,437
ALLERGAN	1,886,521	2,296,594
MYLAN	2,098,385	2,062,413
UNITED TECHNOLOGIES	1,460,793	1,870,373
MCDONALDS	1,526,856	2,576,976
PHILLIP MORRIS	1,464,610	2,505,474
BAXTER INTERNATIONAL	1,838,787	1,757,777
JP MORGAN CHASE	1,735,806	1,685,442
AMER EXPRESS	1,905,580	1,964,159
APPLE INC	788,541	2,634,525
INTEL	1,953,398	2,201,900
HEALTHCARE SELECT SPDR		
WALT DISNEY	1,450,657	2,080,688
AFLAC		
MICROSOFT	1,520,359	1,967,249
METLIFE	1,069,648	758,921
ROUNDING	4	

TY 2011 Investments - Other Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
KLEINER PERKINS CAUFIELD		429,130	379,450

TY 2011 Land, Etc. Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTERS	5,040	5,040		
SOFTWARE	11,200	11,199	1	
SOFTWARE	1,377	1,377		
WEB DESIGN	12,000	12,000		
DELL LP/MONITOR	2,152	2,152		
PRINT COPY SCAN FX	393	393		
DELL COMPUTER	1,853	1,159	694	

TY 2011 Legal Fees Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SHERMAN & HOWARD	3,533	2,649		883

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TY 2011 Other Assets Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED INTEREST & DIVIDENDS			287,231

TY 2011 Other Decreases Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Description	Amount
BOOK BASIS FOR STOCK SALES MORE THAN TAX	8,877,328

TY 2011 Other Expenses Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES & SUBSCRIPTIONS	847	847		
INSURANCE - LIABILITY	2,200	2,200		
INTERNET	1,224	1,224		
ACCOUNT MANAGEMENT FEES	1,111,727	1,111,727		
OVERHEAD	99,318	99,318		
OFFICE SUPPLIES	143	143		
TELEPHONE	1,156	1,156		
POSTAGE	363	363		
KLEINER PERKINS-PASS THRU	153	153		

TY 2011 Other Income Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
KLEINER PERKINS OTHER INC FROM SCH K-1			

TY 2011 Other Liabilities Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Description	Beginning of Year - Book Value	End of Year - Book Value
NEGATIVE ENDING BOOK VALUES FO		
STOCK OPTIONS:		
BEC OPTIONS	28,050	
NEWS CORP OPTIONS	117,948	
(NEGATIVE ENDING BOOK VALUES R		

TY 2011 Taxes Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX EXPENSE	220,000			