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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
ENGLEWOOD, CO 80112

A Employer identification number
84-1408520

B Telephone number (see instructions)
(720) 875-5201

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

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)*▶$ 163,958,005

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

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

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

		Line	(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	2,627,367	2,627,367		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	21,151,152			
	b	Gross sales price for all assets on line 6a 113,318,182				
	7	Capital gain net income (from Part IV, line 2)		18,632,974		
	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	23,778,519	21,260,341		
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)	10,652	7,989	0	2,663
	b	Accounting fees (attach schedule)	9,300	6,975	0	2,325
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	332,000			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	6,025	6,025		
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,425,687	1,425,687		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,783,664	1,446,676	0	4,988
	25	Contributions, gifts, grants paid	5,085,103			5,085,103
	26	**Total expenses and disbursements.** Add lines 24 and 25	6,868,767	1,446,676	0	5,090,091
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	16,909,752			
	b	**Net investment income** (if negative, enter -0-)		19,813,665		
	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	5,499,825	28,686,380	28,686,380
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 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)	112,428,709	106,487,741	131,779,237
c	Investments—corporate bonds (attach schedule)	3,467,784	3,047,433	3,300,000
11	Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	373,621	313,633	192,388
14	Land, buildings, and equipment basis ▶ 34,015 Less accumulated depreciation (attach schedule) ▶ 34,015			
15	Other assets (describe ▶ ___)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	121,769,939	138,535,187	163,958,005
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 ▶ ___)	247,724	103,218	
23	**Total liabilities** (add lines 17 through 22)	247,724	103,218	
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	121,522,215	138,431,969	
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 instructions)	121,522,215	138,431,969	
31	**Total liabilities and net assets/fund balances** (see instructions)	121,769,939	138,535,187	

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	121,522,215
2	Enter amount from Part I, line 27a	2	16,909,752
3	Other increases not included in line 2 (itemize) ▶ ___	3	2
4	Add lines 1, 2, and 3	4	138,431,969
5	Decreases not included in line 2 (itemize) ▶ ___	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	138,431,969

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	18,632,974
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 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 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))
2013	12,581,962	145,176,214	0 086667
2012	20,507,862	107,776,563	0 190281
2011	31,546,236	113,718,280	0 277407
2010	6,717,495	106,338,346	0 063171
2009	6,004,413	95,919,041	0 062599

2	**Total** of line 1, column (d)	2	0 680125
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 136025
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	156,742,727
5	Multiply line 4 by line 3	5	21,320,929
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	198,137
7	Add lines 5 and 6	7	21,519,066
8	Enter qualifying distributions from Part XII, line 4	8	5,090,091

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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	396,273
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	396,273
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	396,273
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	282,918		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	125,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	407,918
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	11,645
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 11,645 **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 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		No
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 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	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *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)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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			
			Yes	No
16	At any time during calendar year 2014, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **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 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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (see 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 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 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 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
CATHIE WLASCHIN 12300 LIBERTY BLVD ENGLEWOOD, CO 80112	EXECUTIVE DIRECTOR 30 0	105,000	11,691	
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 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 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see 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 instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	149,103,585
b	Average of monthly cash balances	1b	10,026,087
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	159,129,672
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	159,129,672
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,386,945
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	156,742,727
6	**Minimum investment return.** Enter 5% of line 5	6	7,837,136

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

1	Minimum investment return from Part X, line 6			1	7,837,136
2a	Tax on investment income for 2014 from Part VI, line 5	2a	396,273		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	396,273
3	Distributable amount before adjustments Subtract line 2c from line 1			3	7,440,863
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	7,440,863
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	7,440,863

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	5,090,091
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	5,090,091
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 instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,090,091

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				7,440,863
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 2012 , 2011 , 2010		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. 1,247,725				
b From 2010. 1,501,348				
c From 2011. 26,176,414				
d From 2012. 15,302,644				
e From 2013. 5,695,479				
f **Total** of lines 3a through e.	49,923,610			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 5,090,091				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2014 distributable amount.				5,090,091
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	2,350,772			2,350,772
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,572,838			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	47,572,838			
10 Analysis of line 9				
a Excess from 2010. . . . 398,301				
b Excess from 2011. . . . 26,176,414				
c Excess from 2012. . . . 15,302,644				
d Excess from 2013. . . . 5,695,479				
e Excess from 2014. . . .				

Part XIV Private Operating Foundations (see 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 2014, 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) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address 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**				5,085,103
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 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	2,627,367	
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	21,151,152	
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). .				23,778,519	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 23,778,519

(See worksheet in line 13 instructions to verify calculations)

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

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

******	2015-08-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
GAIL W SEVIER		2015-07-15	☐	P00506787

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

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)
400000 CABLEVISION SYS 7 3/4 4-15-18	P	2010-04-22	2014-06-23
552 FIVE PRIME THERAPEUTICS INC	P	2007-04-27	2014-11-05
16 FIVE PRIME THERAPEUTICS INC	P	2008-05-15	2014-11-05
150 ISHARES RUSSELL MIDCAP V ETF	P	2013-12-30	2014-06-20
0 75 LIBERTY BROADBAND CORP S-A	P	2014-11-04	2014-11-04
0 5 LIBERTY BROADBAND CORP S-C	P	2014-11-04	2014-11-04
600 ACTAVIS PLC	P	2014-06-26	2014-11-18
7300 ACTAVIS PLC	P	2014-06-26	2014-11-21
86 ACTAVIS PLC 210 000 MAY C	P	2014-05-19	2014-05-19
165 ACTAVIS PLC 235 000 JUL C	P	2014-07-21	2014-07-21

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)
449,994		413,148	36,846
7,391		6,790	601
214		364	-150
10,740		9,929	811
34			34
23			23
145,264		134,383	10,881
1,767,379		1,634,989	132,390
23,219			23,219
25,574			25,574

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	
			36,846
			601
			-150
			811
			34
			23
			10,881
			132,390
			23,219
			25,574

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)
86 ACTAVIS PLC 235 000 NOV C	P	2014-11-20	2014-11-20
43100 AVAGO TECH	P	2014-01-30	2014-03-17
3600 AVAGO TECH	P	2014-01-30	2014-03-21
100 AVAGO TECH	P	2014-03-27	2014-12-04
17300 AVAGO TECH	P	2014-03-27	2014-12-16
11000 AVAGO TECH	P	2014-03-27	2014-12-29
23300 AVAGO TECH	P	2014-06-24	2014-12-29
343 AVAGO TECH 77 500 JAN C	P	2014-12-29	2014-12-29
95600 BB & T CORP	P	2013-12-13	2014-09-19
956 BB & T CORP 40 000 APR C	P	2014-04-21	2014-04-21

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)
		183,937	-183,937
2,624,732		2,378,663	246,069
219,235		198,682	20,553
8,090		6,279	1,811
1,399,539		1,086,314	313,225
1,113,675		690,720	422,955
2,358,966		1,661,474	697,492
		706,082	-706,082
3,594,481		3,372,605	221,876
30,591			30,591

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	
			-183,937
			246,069
			20,553
			1,811
			313,225
			422,955
			697,492
			-706,082
			221,876
			30,591

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)
1454 CALPINE CORP NEW 24 000 OCT C	P	2014-10-20	2014-10-20
580 CBS CORP NEW CL B SHR 65 000 M	P	2014-05-19	2014-05-19
580 CBS CORP NEW CL B SHR 67 500 J	P	2014-07-21	2014-07-21
23000 CENTURYLINK INC	P	2013-11-21	2014-05-16
30300 CONS EDISON INC (HLDG CO)	P	2014-11-18	2014-12-10
19900 HEWLETT PACKARD	P	2014-11-25	2014-12-29
39200 KINDER MORGAN INCORP	P	2014-03-18	2014-04-28
23300 KRAFT FOODS GROUP INC COM	P	2014-03-12	2014-12-29
397 MARATHON PETROLEUM CO 95 000 M	P	2014-03-24	2014-03-24
397 MARATHON PETROLEUM CO 95 000 O	P	2014-06-25	2014-06-25

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)
65,429			65,429
69,598			69,598
28,999			28,999
768,183		713,674	54,509
1,939,157		1,912,715	26,442
810,559		755,054	55,505
1,273,882		1,240,441	33,441
1,488,714		1,294,734	193,980
57,564			57,564
169,427			169,427

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	
			65,429
			69,598
			28,999
			54,509
			26,442
			55,505
			33,441
			193,980
			57,564
			169,427

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)
5500 OCCIDENTAL PETROLEUM CORP DE	P	2014-12-10	2014-12-29
23600 PFIZER INC	P	2014-10-27	2014-12-29
1140 PFIZER INC 31 000 AUG C	P	2014-08-18	2014-08-18
130505 SYMANTEC CORP	P	2013-04-23	2014-01-29
17460 TARGET CORPORATION	P	2014-03-24	2014-09-19
603 TARGET CORPORATION 62 500 MAY	P	2014-05-19	2014-05-19
831 TYCO INTERNATIONAL LT 45 000 S	P	2014-09-22	2014-09-22
38400 TYCO INTL PLC SHS	P	2014-05-20	2014-12-02
809 WELLS FARGO & CO NEW 52 500 OC	P	2014-10-20	2014-10-20
400 ACTAVIS PLC	P	2013-09-30	2014-01-13

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)
449,830		411,861	37,969
741,597		685,599	55,998
17,100			17,100
3,091,701		3,153,953	-62,252
1,077,084		1,039,766	37,318
24,300			24,300
39,746			39,746
1,653,164		1,643,881	9,283
37,213			37,213
63,183		57,600	5,583

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	
			37,969
			55,998
			17,100
			-62,252
			37,318
			24,300
			39,746
			9,283
			37,213
			5,583

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)
5400 ACTAVIS PLC	P	2013-09-30	2014-01-15
25700 ACTAVIS PLC	P	2013-09-30	2014-01-17
70 ACTAVIS PLC	P	2013-09-30	2014-03-07
70 BLACKROCK INC	P	2012-12-11	2014-12-29
2730 BLACKROCK INC	P	2013-11-21	2014-12-29
75005 CALPINE CORP NEW	P	2012-10-16	2014-10-27
70480 CALPINE CORP NEW	P	2013-01-30	2014-10-27
4500 CENTURYLINK INC	P	2013-02-28	2014-05-08
80500 CENTURYLINK INC	P	2013-02-28	2014-05-16
73800 KINDER MORGAN INCORP	P	2012-07-18	2014-04-28

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)
852,969		777,600	75,369
4,059,569		3,700,800	358,769
14,556		10,080	4,476
25,479		13,924	11,555
993,669		827,487	166,182
1,620,192		1,370,716	249,476
1,522,447		1,391,029	131,418
150,297		156,603	-6,306
2,688,640		2,801,456	-112,816
2,398,277		2,598,719	-200,442

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	
			75,369
			358,769
			4,476
			11,555
			166,182
			249,476
			131,418
			-6,306
			-112,816
			-200,442

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)
4600 LYONDELLBASELL NV CL-A	P	2013-08-02	2014-12-29
68800 MONDELEZ INTL INC COM	P	2012-03-06	2014-03-12
29815 MONDELEZ INTL INC COM	P	2012-10-09	2014-03-12
11810 ORACLE CORP	P	2012-07-17	2014-12-05
17800 ORACLE CORP	P	2012-07-17	2014-12-29
20 PFIZER INC	P	2013-01-03	2014-09-19
113980 PFIZER INC	P	2013-08-21	2014-09-19
21545 TARGET CORPORATION	P	2012-09-28	2014-09-19
21295 TARGET CORPORATION	P	2012-10-09	2014-09-19
44700 TYCO INTL PLC SHS	P	2013-11-25	2014-12-02

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)
371,804		316,716	55,088
2,390,359		1,711,758	678,601
1,035,880		816,976	218,904
493,683		353,392	140,291
812,112		532,631	279,481
603		515	88
3,434,111		3,237,739	196,372
1,329,082		1,365,440	-36,358
1,313,660		1,347,386	-33,726
1,924,386		1,724,030	200,356

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	
			55,088
			678,601
			218,904
			140,291
			279,481
			88
			196,372
			-36,358
			-33,726
			200,356

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)
14840 UNITEDHEALTH GP INC	P	2011-06-21	2014-02-21
22000 UNITEDHEALTH GP INC	P	2011-06-22	2014-02-21
900 UNITEDHEALTH GP INC	P	2011-06-24	2014-02-21
4800 UNITEDHEALTH GP INC	P	2011-06-27	2014-02-21
11260 UNITEDHEALTH GP INC	P	2013-01-10	2014-02-21
23515 WELLS FARGO & CO NEW	P	2011-08-09	2014-11-18
9800 UNION PACIFIC CORP	P	2008-12-30	2014-12-01
1190 UNION PACIFIC CORP	P	2009-09-23	2014-12-01
1000 UNION PACIFIC CORP	P	2009-09-23	2014-12-29
27950 ABBOTT LABORATORIES	P	2014-01-24	2014-12-29

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)
1,063,207		771,592	291,615
1,576,182		1,149,896	426,286
64,480		45,338	19,142
343,894		244,996	98,898
806,719		594,690	212,029
1,255,464		556,137	699,327
1,126,765		227,039	899,726
136,822		36,764	100,058
120,793		30,894	89,899
1,275,593		1,029,639	245,954

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	
			291,615
			426,286
			19,142
			98,898
			212,029
			699,327
			899,726
			100,058
			89,899
			245,954

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)
4750 ABBOTT LABORATORIES	P	2014-03-20	2014-12-29
20500 ABBVIE INC COM	P	2014-05-15	2014-11-11
20300 ABBVIE INC COM	P	2014-05-20	2014-11-11
408 ABBVIE INC COM 57 500 SEP C	P	2014-09-19	2014-09-19
280 APPLE INC 99 290 JUN C	P	2014-06-23	2014-06-23
30900 BAXTER INTL INC	P	2013-12-30	2014-05-16
152 ESTEE LAUDER CO INC C 80 000 S	P	2014-09-22	2014-09-22
6196 ESTEE LAUDER CO INC CL A	P	2014-07-15	2014-10-02
9004 ESTEE LAUDER CO INC CL A	P	2014-07-15	2014-10-03
18010 JPMORGAN CHASE & CO	P	2014-03-07	2014-11-21

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)
216,782		184,755	32,027
1,305,104		1,080,118	224,986
1,292,371		1,085,999	206,372
		59,160	-59,160
3,360			3,360
2,183,964		2,137,687	46,277
7,189			7,189
458,499		470,258	-11,759
668,539		683,377	-14,838
1,053,562		1,068,712	-15,150

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	
			32,027
			224,986
			206,372
			-59,160
			3,360
			46,277
			7,189
			-11,759
			-14,838
			-15,150

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)
21000 JPMORGAN CHASE & CO	P	2014-06-24	2014-11-21
181 JPMORGAN CHASE & CO 60 000 MAR	P	2014-03-19	2014-03-19
8700 KANSAS CY SOUTHN IND NEW	P	2013-12-09	2014-07-18
8600 KANSAS CY SOUTHN IND NEW	P	2013-12-26	2014-07-18
8600 KANSAS CY SOUTHN IND NEW	P	2014-01-02	2014-12-19
1400 KANSAS CY SOUTHN IND NEW	P	2014-07-25	2014-12-19
1500 KANSAS CY SOUTHN IND NEW	P	2014-07-25	2014-12-19
173 KANSAS CY SOUTHN IND 100 000 F	P	2014-02-24	2014-02-24
330 L BRANDS INC COM 61 500 AUG C	P	2014-08-15	2014-08-15
330 L BRANDS INC COM 67 500 SEP C	P	2014-09-22	2014-09-22

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)
1,228,473		1,209,697	18,776
7,964			7,964
1,005,456		1,041,446	
993,899		1,063,746	
1,070,676		1,052,711	17,965
174,296		159,598	14,698
186,746		171,430	15,316
40,654			40,654
4,949			4,949
4,950			4,950

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	
			18,776
			7,964
			-35,990
			-69,847
			17,965
			14,698
			15,316
			40,654
			4,949
			4,950

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)
438 MARSH & MCLENNAN COS 50 000 AP	P	2014-04-21	2014-04-21
13650 MASTERCARD INC CL A	P	2014-02-20	2014-10-07
17200 MASTERCARD INC CL A	P	2014-06-26	2014-10-07
27859 MICROSOFT CORP	P	2013-11-18	2014-07-15
279 MICROSOFT CORP 40 000 APR C	P	2014-04-17	2014-04-17
279 MICROSOFT CORP 46 000 AUG C	P	2014-07-15	2014-07-15
6800 MONSANTO CO/NEW	P	2014-06-11	2014-11-18
5 PEPSICO INC NC 99 000 DEC C	P	2014-12-08	2014-12-08
7495 PHILIP MORRIS INTL INC	P	2014-03-18	2014-10-17
22390 SEMPRA ENERGY	P	2013-11-05	2014-06-11

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)
39,056			39,056
1,000,868		1,033,522	-32,654
1,261,167		1,250,404	10,763
1,176,905		1,036,073	140,832
11,160			11,160
837			837
812,550		822,581	-10,031
340			340
643,057		603,626	39,431
2,223,710		2,035,005	188,705

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	
			39,056
			-32,654
			10,763
			140,832
			11,160
			837
			-10,031
			340
			39,431
			188,705

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)
212 THERMO FISHER SCIENTI 125 001	P	2014-08-18	2014-08-18
212 THERMO FISHER SCIENTI 130 001	P	2014-06-23	2014-06-23
2500 TIME WARNER INC NEW	P	2014-03-19	2014-06-18
29500 TIME WARNER INC NEW	P	2014-03-19	2014-12-19
295 TIME WARNER INC NEW 67 500 JUN	P	2014-06-20	2014-06-20
295 TIME WARNER INC NEW 77 500 AUG	P	2014-08-18	2014-08-18
6600 VODAFONE GROUP PLC	P	2014-11-18	2014-12-31
3300 WALT DISNEY CO HLDG CO	P	2014-11-18	2014-12-31
300 TIME INC	P	2014-03-19	2014-06-18
3700 TIME INC	P	2014-03-19	2014-06-23

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)
32,859			32,859
34,979			34,979
162,684		161,351	1,333
2,454,346		1,903,944	550,402
		80,273	-80,273
7,670			7,670
225,995		234,875	-8,880
312,525		298,418	14,107
8,562		6,538	2,024
85,468		80,637	4,831

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	
			32,859
			34,979
			1,333
			550,402
			-80,273
			7,670
			-8,880
			14,107
			2,024
			4,831

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)
21000 ACE LTD	P	2013-02-05	2014-11-21
50 ACE LTD	P	2013-02-05	2014-11-25
12055 AMERICAN TOWER REIT COM	P	2013-02-22	2014-11-21
4910 JPMORGAN CHASE & CO	P	2012-12-31	2014-02-20
14285 JPMORGAN CHASE & CO	P	2012-12-31	2014-02-21
18415 JPMORGAN CHASE & CO	P	2013-01-10	2014-02-21
90 JPMORGAN CHASE & CO	P	2013-01-10	2014-11-21
8700 KANSAS CY SOUTHN IND NEW	P	2013-12-16	2014-12-19
33000 L BRANDS INC COM	P	2013-10-31	2014-11-18
43800 MARSH & MCLENNAN COS INC	P	2012-08-10	2014-10-08

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)
2,250,065		1,797,611	452,454
5,668		4,280	1,388
1,206,679		898,005	308,674
276,024		213,143	62,881
803,056		620,112	182,944
1,035,231		846,637	188,594
5,265		4,138	1,127
1,083,126		1,027,779	55,347
2,288,499		2,064,002	224,497
2,222,801		1,487,430	735,371

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	
			452,454
			1,388
			308,674
			62,881
			182,944
			188,594
			1,127
			55,347
			224,497
			735,371

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)
2900 MASTERCARD INC CL A	P	2012-09-24	2014-01-06
900 MASTERCARD INC CL A	P	2012-09-24	2014-01-07
350 MASTERCARD INC CL A(CONT)	P	2012-09-24	2014-10-07
12570 PEPSICO INC NC	P	2013-07-29	2014-12-02
3100 PEPSICO INC NC	P	2013-07-29	2014-12-31
10 SEMPRA ENERGY	P	2012-12-18	2014-06-11
13200 THERMO FISHER SCIENTIFIC	P	2013-10-11	2014-12-29
7930 ALLERGAN INC	P	2010-10-28	2014-01-17
2870 ALLERGAN INC	P	2010-12-28	2014-01-17
11745 AMERICAN TOWER REIT COM	P	2013-05-23	2014-11-21

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)
2,180,559		1,319,504	861,055
676,725		409,501	267,224
25,663		15,925	9,738
1,252,950		1,072,055	180,895
294,648		264,389	30,259
993		726	267
1,676,111		1,225,013	451,098
806,978		576,531	230,447
292,059		198,322	93,737
1,175,649		955,409	220,240

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	
			861,055
			267,224
			9,738
			180,895
			30,259
			267
			451,098
			230,447
			93,737
			220,240

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)
5635 APPLE INC	P	2009-01-12	2014-12-29
13365 APPLE INC	P	2010-01-29	2014-12-29
2200 GOOGLE INC CL C	P	2013-07-23	2014-12-29
90 JPMORGAN CHASE & CO	P	2010-12-06	2014-02-20
41 MICROSOFT CORP	P	2013-01-10	2014-07-15
30 PEPSICO INC NC	P	2010-01-29	2014-12-02
3560 PHILIP MORRIS INTL INC	P	2008-12-31	2014-10-17
8835 PHILIP MORRIS INTL INC	P	2009-01-06	2014-10-17
6710 PHILIP MORRIS INTL INC	P	2010-01-29	2014-10-17
3085 UNITED TECHNOLOGIES CORP	P	2008-07-09	2014-12-29

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)
642,123		70,917	571,206
1,522,976		372,882	1,150,094
1,166,474		993,154	173,320
5,060		3,591	1,469
1,732		1,082	650
2,990		1,803	1,187
305,441		157,357	148,084
758,026		382,937	375,089
575,705		308,383	267,322
360,706		189,666	171,040

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	
			571,206
			1,150,094
			173,320
			1,469
			650
			1,187
			148,084
			375,089
			267,322
			171,040

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)
6915 UNITED TECHNOLOGIES CORP	P	2009-01-13	2014-12-29
3215 WALT DISNEY CO HLDG CO	P	2009-08-18	2014-03-19
21600 WALT DISNEY CO HLDG CO	P	2009-08-21	2014-03-19
4985 WALT DISNEY CO HLDG CO	P	2010-01-29	2014-03-19

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)
808,519		351,009	457,510
260,321		80,605	179,716
1,748,970		577,832	1,171,138
403,639		147,755	255,884

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	
			457,510
			179,716
			1,171,138
			255,884

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*				
PULASKI ACADEMY 12701 HINSON ROAD LITTLE ROCK, AR 72212	NONE	PC	GENERAL GRANT	95,000
RIVERSTONE INTERNATIONAL SCHOOL 5521 WARM SPRINGS AVENUE BOISE, ID 83716	NONE	PC	GENERAL GRANT	110,000
ROCKY MOUNTAIN HUMAN SERVICES 10375 E HARVARD AVE STE 400 DENVER, CO 80231	NONE	PC	OPERATION TBI FREEDOM	200,000
DSST PUBLIC SCHOOLS 3401 QUEBEC ST STE 7200 DENVER, CO 80207	NONE	PC	GENERAL GRANT	2,044,994
CATO INSTITUTE 1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	NONE	PC	GENERAL GRANT	1,504,800
DSST PUBLIC SCHOOLS 3401 QUEBEC ST STE 7200 DENVER, CO 80207	NONE	PC	GENERAL GRANT	50,000
COLORADO SYMPHONY ORCHESTRA 1000 14TH ST 15 DENVER, CO 80202	NONE	PC	GENERAL GRANT	50,000
SYRACUSE UNIVERSITY 820 COMSTOCK AVE STE 214 SYRACUSE, NY 13244	NONE	PC	GENERAL GRANT	503,859
MARET SCHOOL 3000 CATHEDRAL AVE NW WASHINGTON, DC 20008	NONE	PC	GENERAL GRANT	370,000
THE ARBOR SCHOOL OF CENTRAL FLORIDA 1010 SPRING VILLAS POINTE WINTER SPRINGS, FL 32708	NONE	PC	GENERAL GRANT	156,450
Total . . . . ▶ **3a**				5,085,103

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949.*
▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0123

2014

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
	84-1408520

Before you check Box A, B, or C below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☑ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 **(a)** Description of property (Example 100 sh XYZ Co)	**(b)** Date acquired (Mo , day, yr)	**(c)** Date sold or disposed (Mo , day, yr)	**(d)** Proceeds (sales price) (see instructions)	**(e)** Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions **(f)** Code(s) from instructions	**(g)** Amount of adjustment	**(h)** **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) . . . . ▶			50,697,726	(46,864,211)		105,837	3,939,352

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

Part I **Short-Term.** Transactions involving capital assets you held 1 year or less are short term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☑ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
150 ISHARES	12-30-2013	06-20-2014	10,740	(9,929)			811
0 75 LIBERTY	11-04-2014	11-04-2014	34	( )			34
0 5 LIBERTY	11-04-2014	11-04-2014	23	( )			23
400 ACTAVIS	09-30-2013	01-13-2014	63,183	(57,600)			5,583
5400 ACTAVIS	09-30-2013	01-15-2014	852,969	(777,600)			75,369
25700 ACTAVI	09-30-2013	01-17-2014	4,059,569	(3,700,800)			358,769
70 ACTAVIS P	09-30-2013	03-07-2014	14,556	(10,080)			4,476
300 TIME INC	03-19-2014	06-18-2014	8,562	(6,538)			2,024
3700 TIME IN	03-19-2014	06-23-2014	85,468	(80,637)			4,831
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) . . . . ▶			5,095,104	(4,643,184)			451,920

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	**Social security number or taxpayer identification number**
THE MALONE FAMILY FOUNDATION	84-1408520

Before you check Box D, E, or F below, check whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.
Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☑ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
See Additional Data Table				( )			
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			45,348,684	(37,612,564)			7,736,120

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Part II **Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.
Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which NO adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

- [ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [x] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [ ] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
See Additional Data Table				( )			
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) . . . . ▶			12,229,353	(5,671,086)			6,558,267

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column* (g) in the separate instructions for how to figure the amount of the adjustment

TY 2014 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	9,300	6,975		2,325

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

TY 2014 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	1,853	M5	5				

TY 2014 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
CABLEVISION SYS 7.755	3,047,433	3,300,000
TOTAL		

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TY 2014 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
LBRDA	1,475,161	2,542,568
LBRDK	2,850,458	4,928,244
LBRKR	184,925	284,402
LMCA	4,952,911	7,161,327
LMCK	7,750,262	12,363,348
STARZA	3,610,206	9,103,050
ABBOTT LABS	867,374	1,003,946
ACE		
ACTAVIS	1,913,183	2,213,726
ALLERGAN		
AMAZON	1,384,425	1,443,128
AMERICAN EXPRESS	1,415,282	1,423,512
AMERICAN TOWER		
ANHEUSER BUSCH	1,413,176	1,370,304
APPLE	631,474	993,420
BANCO BILBAO	1,383,172	1,108,020
BANCO BILBAO RIGHTS	11,800	
BANK OF AMERICA	1,868,411	1,928,542
BAXTER INT'L		
BB&T	3,030,983	3,146,201
BLACKROCK	2,710,429	3,218,040
BLACKROCK	1,431,156	1,430,240
CALPINE		
CBS CORP	3,422,000	3,209,720
CDN PAC RLWAY	710,280	655,146
CENTRUY LINK		
CHEVRON	1,979,522	1,772,444
CHEVRON	3,597,140	3,219,566
DIAGEO PLC	908,604	924,129
EATON	1,846,020	1,977,636

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOOGLE	996,337	1,167,452
GROUPO TELEVISA	1,410,494	1,403,272
HDFC BANK	938,636	933,800
HEWLETT PACKARD	3,089,592	3,210,400
HONDA	1,414,813	1,319,544
HONEYWELL	3,288,022	3,763,287
JP MORGAN	4,911,239	5,927,578
JP MORGAN		
KANSAS CITY SOUHTERN		
KINDERMORGAN		
KRAFT	2,289,402	2,581,592
L BRANDS		
LYONDELLBASELL IND	1,383,913	1,595,739
MACYS	3,698,443	4,069,925
MARATHON	3,738,380	3,583,322
MARSH MCLENNAN		
MASTERCARD		
METLIFE	934,909	935,757
MICROSOFT		
MONDOLEZ		
MONSANTO	1,427,420	1,409,746
NOBLE	1,409,757	1,190,493
OCCIDENTAL	1,482,701	1,596,078
ORACLE	1,690,655	2,540,805
PEPSICO	605,536	671,376
PFIZER	2,989,327	3,205,335
PHILLIP MORRIS		
PRUDENTIAL	1,784,272	2,008,212
RAYTHEON	1,406,416	1,373,759
RUSSELL MIDCAP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SCHLUMBERGER	1,831,008	2,032,758
SEMPRA ENERGY		
SUMITOMO MITSUI	1,892,567	1,809,808
SYMANTEC		
TARGET		
THERMO FISHER	742,432	1,002,320
TYCO		
UNION PACIFIC	988,616	3,812,160
UNITED TECH	481,211	1,035,000
UNITEDHEALTH CARE	1,784,060	2,335,179
VODAFONE	704,625	676,566
WALT DISNEY	642,050	668,749
WELLS FARGO	1,620,568	3,146,668
XL GROUP	3,561,986	3,351,898

TY 2014 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		313,633	192,388

TY 2014 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	1,853		

TY 2014 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	10,652	7,989		2,663

TY 2014 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	1,570	1,570		
INSURANCE - LIABILITY	2,200	2,200		
INTERNET	1,084	1,084		
ACCOUNT MANAGEMENT FEES	1,292,940	1,292,940		
OVERHEAD	125,686	125,686		
OFFICE SUPPLIES	158	158		
TELEPHONE	1,387	1,387		
POSTAGE	186	186		
KLEINER PERKINS-PASS THRU	476	476		

TY 2014 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 2014 Other Increases Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Description	Amount
ROUNDING	2

TY 2014 Other Liabilities Schedule

Name: THE MALONE FAMILY FOUNDATION

EIN: 84-1408520

Description	Beginning of Year - Book Value	End of Year - Book Value
OPTIONS	247,724	103,218

TY 2014 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	332,000			