

PUBLIC INSPECTION COPY

Form **990-PF**

Return of Private Foundation

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

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.
Go to www.irs.gov/Form990PF for instructions and the latest information.

2023

Open to Public Inspection

For calendar year 2023 or tax year beginning and ending

Name of foundation THE MALONE FAMILY FOUNDATION		A Employer identification number 84-1408520
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (720) 875-5201
City or town, state or province, country, and ZIP or foreign postal code HOBE SOUND, FL 33455		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 127,075,316.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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).)				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	NONE			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,421,871.	3,421,871.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,941,002.			
b Gross sales price for all assets on line 6a 30,048,946.				
7 Capital gain net income (from Part IV, line 2)		8,924,253.		
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	9,362,873.	12,346,124.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	NONE			
14 Other employee salaries and wages	118,256.	118,256.		
15 Pension plans, employee benefits	13,813.	13,813.		
16a Legal fees (attach schedule)	29,495.	22,121.		7,374.
b Accounting fees (attach schedule)	26,900.	20,175.		6,725.
c Other professional fees (attach schedule)				
17 Interest	40.	40.		
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	7,722.	7,722.		
22 Printing and publications				
23 Other expenses (attach schedule) \$1,409,279.	1,409,279.	1,434,163.		
24 Total operating and administrative expenses. Add lines 13 through 23.	1,605,505.	1,616,290.		14,099.
25 Contributions, gifts, grants paid	29,491,736.			29,491,736.
26 Total expenses and disbursements. Add lines 24 and 25	31,097,241.	1,616,290.		29,505,835.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-21,734,368.			
b Net investment income (if negative, enter -0-)		10,729,834.		
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			End of year		
			(a) Book Value	(b) Book Value	(c) Fair Market Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing						
	2	Savings and temporary cash investments	8,891.	7,962.	7,962.			
	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).**	5,329,593.	2,029,226.	2,029,226.			
	b	Investments - corporate stock (attach schedule)	93,776,680.	74,410,221.	111,887,555.			
	c	Investments - corporate bonds (attach schedule)	12,200,272.	13,133,661.	13,150,573.			
	11	Investments - land, buildings, and equipment: basis _____ Less: accumulated depreciation (attach schedule) _____						
12	Investments - mortgage loans							
13	Investments - other (attach schedule)							
14	Land, buildings, and equipment: basis 34,015. Less: accumulated depreciation (attach schedule) 34,014.		1.	1.		STMT 3		
15	Other assets (describe _____ STMT 4)	11,961.	11,961.					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	111,327,398.	89,593,032.	127,075,316.				
Liabilities	17	Accounts payable and accrued expenses						
	18	Grants payable						
	19	Deferred revenue						
	20	Loans from officers, directors, trustees, and other disqualified persons . .						
	21	Mortgages and other notes payable (attach schedule)						
	22	Other liabilities (describe _____)						
	23	Total liabilities (add lines 17 through 22)		NONE	NONE			
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30 <input checked="" type="checkbox"/>							
	24	Net assets without donor restrictions	111,327,398.	89,593,032.				
	25	Net assets with donor restrictions						
	Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30 <input type="checkbox"/>							
	26	Capital stock, trust principal, or current funds						
	27	Paid-in or capital surplus, or land, bldg., and equipment fund						
	28	Retained earnings, accumulated income, endowment, or other funds . .						
29	Total net assets or fund balances (see instructions)	111,327,398.	89,593,032.					
30	Total liabilities and net assets/fund balances (see instructions)	111,327,398.	89,593,032.					

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 29 (must agree with end-of-year figure reported on prior year's return)	1	111,327,398.
2	Enter amount from Part I, line 27a	2	-21,734,368.
3	Other increases not included in line 2 (itemize) <u>SEE STATEMENT 5</u>	3	2.
4	Add lines 1, 2, and 3	4	89,593,032.
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 29	6	89,593,032.

**
STMT 2

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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.)
1 a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	8,924,253.
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 instructions. If (loss), enter -0- in Part I, line 8	{ }	3	

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	149,145.
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) 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	149,145.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	149,145.
6	Credits/Payments:		
a	2023 estimated tax payments and 2022 overpayment credited to 2023	6a	138,333.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	138,333.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	10,812.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2024 estimated tax Refunded	11	

Part VI-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes STMT 6	3	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	7	X	
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 <i>General Instruction G</i> ? If "No," attach explanation	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2023 or the tax year beginning in 2023? See the instructions for Part XIII. If "Yes," complete Part XIII	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12 Did the foundation 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		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>WWW.MALONEFAMILYFOUNDATION.ORG</u>	13	X	
14 The books are in care of <u>MARRS, SEVIER & COMPANY LLC</u> Telephone no. <u>303-922-6654</u> Located at <u>3900 S WADSWORTH BLVD, STE 340 LAKEWOOD, CO</u> ZIP+4 <u>80235</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2023, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	16		X

Part VI-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?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(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)?	1a(5)	X
(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.)	1a(6)	X
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	
c Organizations relying on a current notice regarding disaster assistance, check here. <input type="checkbox"/>		
d 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 2023?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2023, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2023? If "Yes," list the years	2a	X
_____ , _____ , _____ , _____		
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.		
_____ , _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2023 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2023.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2023?	4b	X

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

	Yes	No
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))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	X	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
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	X	
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d 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? <u>SEE STATEMENT 7.</u> If "Yes," attach the statement required by Regulations section 53.4945-5(d).	X	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?		X

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

1 List all officers, directors, trustees, and 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
SEE STATEMENT 8		NONE	NONE	NONE

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
SEE STATEMENT 10		118,256.	13,813.	NONE

Total number of other employees paid over \$50,000 NONE

Part VII 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
NONE		
Total number of others receiving over \$50,000 for professional services		NONE

Part VIII-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 VIII-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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

Part IX 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	130,574,094.
b	Average of monthly cash balances	1b	412,843.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	130,986,937.
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	NONE
3	Subtract line 2 from line 1d	3	130,986,937.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions)	4	1,964,804.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	129,022,133.
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	6,451,107.

Part X 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 IX, line 6.	1	6,451,107.
2a	Tax on investment income for 2023 from Part V, line 5.	2a	149,145.
b	Income tax for 2023. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b.	2c	149,145.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	6,301,962.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	6,301,962.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	6,301,962.

Part XI 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	29,505,835.
b	Program-related investments - total from Part VIII-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	29,505,835.

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2022	(c) 2022	(d) 2023
1 Distributable amount for 2023 from Part X, line 7				6,301,962.
2 Undistributed income, if any, as of the end of 2023:				
a Enter amount for 2022 only.			NONE	
b Total for prior years: 20 <u>21</u> , 20 <u>20</u> , 20 <u>19</u>		NONE		
3 Excess distributions carryover, if any, to 2023:				
a From 2018				
b From 2019	829,167.			
c From 2020				
d From 2021				
e From 2022				
f Total of lines 3a through e	829,167.			
4 Qualifying distributions for 2023 from Part XI, line 4: \$ <u>29,505,835.</u>				
a Applied to 2022, but not more than line 2a . . .			NONE	
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 2023 distributable amount.				6,301,962.
e Remaining amount distributed out of corpus. . .	23,203,873.			
5 Excess distributions carryover applied to 2023 (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	24,033,040.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
e Undistributed income for 2022. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2023. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2024.				NONE
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 2018 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2024. Subtract lines 7 and 8 from line 6a	24,033,040.			
10 Analysis of line 9:				
a Excess from 2019 . . .	829,167.			
b Excess from 2020 . . .				
c Excess from 2021 . . .				
d Excess from 2022 . . .				
e Excess from 2023 . . .	23,203,873.			

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2023, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2023	(b) 2022	(c) 2021	(d) 2020	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed					
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, 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 IX, 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 XIV Supplementary Information (Complete this part only if the foundation 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, LESLIE A. 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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 XIV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 11				29,491,736.
Total				3a 29,491,736.
b <i>Approved for future payment</i>				
Total				3b

Part XVI Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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)** Yes No
 - (2)** Other assets **1a(2)** Yes No
 - b** Other transactions:
 - (1)** Sales of assets to a noncharitable exempt organization **1b(1)** Yes No
 - (2)** Purchases of assets from a noncharitable exempt organization **1b(2)** Yes No
 - (3)** Rental of facilities, equipment, or other assets **1b(3)** Yes No
 - (4)** Reimbursement arrangements **1b(4)** Yes No
 - (5)** Loans or loan guarantees **1b(5)** Yes No
 - (6)** Performance of services or membership or fundraising solicitations **1b(6)** Yes No
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees **1c** Yes 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
		N/A	N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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.

Sign Here JOHN MALONE PRESIDENT
 Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below?
 See instructions. Yes No

Paid Preparer Use Only

Print/Type preparer's name GAIL W SEVIER	Preparer's signature <i>Gail W Sevier</i>	Date 11/13/2024	Check <input type="checkbox"/> if self-employed	PTIN XXXXX6787
Firm's name MARRS, SEVIER & COMPANY LLC	Firm's EIN 84-1315809	Firm's address 3900 S. WADSWORTH BLVD., SUITE 340 LAKEWOOD, CO 80235	Phone no. 303-922-6654	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,337,916.		17410 SHRS LIBERTY BROADBAND CORP PROPERTY TYPE: SECURITIES 73,942.				D	VAR 1,263,974.	05/12/2023
4,264,531.		150743 SHRS LIBERTY MEDIA PROPERTY TYPE: SECURITIES 380,611.				D	VAR 3,883,920.	05/11/2023
691,143.		17804 SHRS LIBERTY MEDIA PROPERTY TYPE: SECURITIES 37,178.				D	VAR 653,965.	05/19/2023
589,829.		MS #4710 COVERED ST TRANSACTIONS PROPERTY TYPE: SECURITIES 486,060.				P	01/01/2023 103,769.	12/31/2023
23165527.		MS #4710 COVERED LT TRANSACTIONS PROPERTY TYPE: SECURITIES 20019802.				P	01/01/2022 3,145,725.	12/31/2023
NONE		LOSS ON LBRD RIGHTS PROPERTY TYPE: SECURITIES 127,100.				D	01/01/2020 -127,100.	12/31/2023
TOTAL GAIN(LOSS)							----- 8,924,253. =====	

FORM 990PF, PART I - OTHER EXPENSES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ACCOUNT MANAGEMENT FEES	1,407,526.	1,407,526.
DUES & SUBSCRIPTIONS	1,110.	1,110.
INSURANCE - LIABILITY	2,782.	2,782.
INTERNET	1,478.	1,478.
LICENSES	30.	30.
OFFICE SUPPLIES	212.	212.
OVERHEAD FEES	19,872.	19,872.
POSTAGE	155.	155.
TELEPHONE	998.	998.
FEDERAL REFUND NET OF TAXES	-24,884.	
TOTALS	----- 1,409,279. =====	----- 1,434,163. =====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
FEDERATED HERMES GOVT OBL PRM	5,329,593.	2,029,226.	2,029,226.
	-----	-----	-----
US OBLIGATIONS TOTAL	5,329,593.	2,029,226.	2,029,226.
	=====	=====	=====

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT
=====

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTERS	M5	5,040.			5,040.	5,040.			5,040.
SOFTWARE	SL	11,200.			11,200.	11,199.			11,199.
SOFTWARE	SL	1,377.			1,377.	1,377.			1,377.
WEB DESIGN	SL	12,000.			12,000.	12,000.			12,000.
DELL LP/MONITOR	M5	2,152.			2,152.	2,152.			2,152.
PRINT COPY SCAN FX	M5	393.			393.	393.			393.
DELL COMPUTER	M5	1,853.			1,853.	1,853.			1,853.
TOTALS		34,015.			34,015.	34,014.			34,014.
		=====			=====	=====			=====

FORM 990PF, PART II - OTHER ASSETS
 =====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----
UNRECONCILED DIFFERENCE	11,961.	11,961.
TOTALS	----- 11,961. =====	----- 11,961. =====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	2.
TOTAL	2.
	=====

FORM 990PF, PART VI-A - CONFORMED COPY OF THE CHANGES
=====

SEE ATTACHED CONFORMED COPIES OF FOUNDATION'S ARTICLES AND BYLAWS

FORM 990PF, PART VI-B, EXPENDITURE RESPONSIBILITY STATEMENT
=====

GRANTEE'S NAME: HARMONY AMATEUR SPORTS FOUNDATION
GRANTEE'S ADDRESS: 1873 S. BELLAIRE ST, STE 910
CITY, STATE & ZIP: DENVER, CO 80222
GRANT DATE: 11/03/2023
GRANT AMOUNT: 2,104,736.
GRANT PURPOSE: ENDOWMENT AND CAPITAL PURPOSES

AMOUNT EXPENDED: 1,167,538.
ANY DIVERSION? NO
DATES OF REPORTS: 07/08/2024
VERIFICATION DATE: 07/08/2024
RESULTS OF VERIFICATION:
N/A

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

OFFICER NAME:
JOHN C MALONE

ADDRESS:
12300 LIBERTY BLVD
ENGLEWOOD, CO 80112

TITLE:
CHAIRMAN AND TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0.80

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
LESLIE A MALONE

ADDRESS:
12300 LIBERTY BLVD
ENGLEWOOD, CO 80112

TITLE:
SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0.10

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

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

=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES	NONE
--	------

OFFICER NAME:
EVAN MALONE

ADDRESS:
12300 LIBERTY BLVD

ENGLEWOOD, CO 80112

TITLE:
PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION:	0.10
---	------

COMPENSATION	NONE
--------------------	------

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	NONE
---	------

EXPENSE ACCOUNT AND OTHER ALLOWANCES	NONE
--	------

TOTAL COMPENSATION:	NONE
	=====

TOTAL CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS:	NONE
	=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES:	NONE
	=====

990PF, PART VII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:
CATHIE WLASCHIN

ADDRESS:
440 SOUTH BEACH RD
HOBE SOUND, FL 33455

TITLE:
EXECUTIVE DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION:	32.00
COMPENSATION	118,256.
CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	13,813.
EXPENSE ACCOUNT AND OTHER ALLOWANCES	NONE
TOTAL COMPENSATION:	118,256. =====
TOTAL CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS:	13,813. =====
EXPENSE ACCOUNT AND OTHER ALLOWANCES:	NONE =====

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
AUGUSTA PREPARATORY DAY SCHOOL
ADDRESS:
285 FLOWING WELLS ROAD

AUGUSTA, GA 30907
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
BROWNELL-TALBOT SCHOOL
ADDRESS:
400 N. HAPPY HOLLOW BLVD

OMAHA, NE 68132
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
CANTERBURY SCHOOL
ADDRESS:
3210 SMITH ROAD

FORT WAYNE, IN 46804
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
CASADY SCHOOL
ADDRESS:
9500 N. PENNSYLVANIA AVE

OKLAHOMA CITY, OK 73156
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
CATLIN GABLE SCHOOL
ADDRESS:
8825 SW BARNES ROAD

PORTLAND, OR 97225
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
CHADWICK SCHOOL
ADDRESS:
26800 S. ACADEMY DRIVE

PALOS VERDES PENNINSULA, CA 90274

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
CHARLOTTE LATIN SCHOOL
ADDRESS:
9502 PROVIDENCE ROAD

CHARLOTTE, NC 28277
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
THE COLLEGE PREPARATORY SCHOOL
ADDRESS:
6100 BROADWAY

OAKLAND, CA 94602
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

COLORADO ACADEMY

ADDRESS:

3800 SOUTH PIERCE STREET

DENVER, CO 80235

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:

COMMONWEALTH SCHOOL

ADDRESS:

151 COMMONWEALTH AVE.

BOSTON, MA 02116

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
THE DERRYFIELD SCHOOL
ADDRESS:
2108 RIVER ROAD

MANCHESTER, NH 03104
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
FORT WORTH COUNTRY DAY SCHOOL
ADDRESS:
4200 COUNTRY DAY LANE

FORT WORTH, TX 76109
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
HEAD-ROYCE SCHOOL
ADDRESS:
4315 LINCOLN AVENUE

OAKLAND, CA 94602
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
HOPKINS SCHOOL
ADDRESS:
986 FOREST ROAD

NEW HAVEN, CT 06515
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
INDIAN SPRINGS SCHOOL
ADDRESS:
190 WOODWARD DRIVE

INDIAN SPRINGS, AL 35124
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
ISIDORE NEWMAN SCHOOL
ADDRESS:
1903 JEFFERSON AVENUE

NEW ORLEANS, LA 70115
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

MOUNTAIN ACADEMY

ADDRESS:

700 COYOTE CANYON ROAD

JACKSON, WY 83001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:

KENT DENVER SCHOOL

ADDRESS:

4000 EAST QUINCY AVENUE

ENGLEWOOD, CO 80113

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
KENTUCKY COUNTRY DAY SCHOOL
ADDRESS:
4100 SPRINGDALE ROAD

LOUISVILLE, KY 40241
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
THE LINSLEY SCHOOL
ADDRESS:
60 KNOX LANE

WHEELING, WV 26003
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
MANLIUS PEBBLE HILL SCHOOL
ADDRESS:
5300 JAMESVILLE ROAD

DEWITT, NY 13214
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
MARET SCHOOL
ADDRESS:
3000 CATHEDRAL AVENUE, NW

WASHINGTON, DC 20008
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

MOUNDS PARK ACADEMY

ADDRESS:

2051 LARPENTEUR AVENUE E.

ST PAUL, MN 55109

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:

NEWARK ACADEMY

ADDRESS:

91 SOUTH ORANGE AVENUE

LIVINGSTON, NJ 07039

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
NORFOLK ACADEMY
ADDRESS:
1585 WESLEYAN DRIVE

NORFOLK, VA 23502
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
OVERLAKE SCHOOL
ADDRESS:
20301 NE 108TH STREET

REDMOND, WA 98053
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
THE PARK SCHOOL OF BALTIMORE
ADDRESS:
2425 OLD COURT ROAD

BALTIMORE, MD 21208

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
PEMBROKE HILL SCHOOL
ADDRESS:
400 WEST 51 STREET

KANSAS CITY, MO 64112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

PORTER-GAUD SCHOOL

ADDRESS:

300 ALBEMARLE ROAD

CHARLESTON, SC 29407

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:

THE PRAIRIE SCHOOL

ADDRESS:

4050 LIGHTHOUSE DRIVE

RACINE, WI 53402

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
PULASKI ACADEMY
ADDRESS:
12701 HINSON ROAD

LITTLE ROCK, AR 72212
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
RIVERSTONE INTERNATIONAL SCHOOL
ADDRESS:
5521 WARM SPRINGS AVENUE

BOISE, ID 83716
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
THE ROEPER SCHOOL
ADDRESS:
PO BOX 329

BLOOMFIELD HILLS, MI 48303
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
ROWLAND HALL
ADDRESS:
720 GUARDSMAN WAY

SALT LAKE CITY, UT 84108
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
ST ANDREWS EPISCOPAL SCHOOL
ADDRESS:
370 OLD AGENCY ROAD

RIDGELAND, MS 39157
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
ST PAUL ACADEMY
ADDRESS:
1712 RANDOLPH AVENUE

ST PAUL, MN 55105
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

SANTA FE PREPARATORY SCHOOL

ADDRESS:

1101 CAMINO DE LA CRUZ BLANCA

SANTA FE, NM 87505

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:

SEABURY HALL

ADDRESS:

480 OLINDA ROAD

MAKAWAO, HI 96768

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

SEVERN SCHOOL

ADDRESS:

201 WATER STREET

SERVENA PARK, MD 21146

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:

TRINITY PREPARATORY SCHOOL

ADDRESS:

5700 TRINITY PREP LANE

WINTER PARK, FL 32792

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
UNIVERSITY OF CHICAGO LABORATORY SCHOOLS
ADDRESS:
1362 EAST 59TH STREET

CHICAGO, IL 60637
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
UNIVERSITY SCHOOL OF NASHVILLE
ADDRESS:
2000 EDGEHILL AVENUE

NASHVILLE, TN 37212
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
WAYNFLETE SCHOOL
ADDRESS:
360 SPRING STREET

PORTLAND, ME 04102
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
THE WHEELER SCHOOL
ADDRESS:
216 HOPE STREET

PROVIDENCE, RI 02906
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
WICHITA COLLEGIATE SCHOOL
ADDRESS:
9115 EAST 13TH STREET

WICHITA, KS 67206
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
WILMINGTON FRIENDS SCHOOL
ADDRESS:
101 SCHOOL ROAD

WILMINGTON, DE 19803
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
WINCHESTER THURSTON SCHOOL
ADDRESS:
555 MOREWOOD AVENUE

PITTSBURGH, PA 15213
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

RECIPIENT NAME:
MARY BALDWIN UNIVERSITY
ADDRESS:
101 E FREDERICK STREET

STAUNTON, VA 24402
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
COLORADO STATE UNIVERSITY FOUNDATION

ADDRESS:
410 UNIVERSITY SERVICES
601 S. HOWES STREET
FORT COLLINS, CO 80523

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 2,012,000.

RECIPIENT NAME:
DSST PUBLIC SCHOOLS

ADDRESS:
3401 QUEBEC STREET

DENVER, CO 80207

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 50,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

GLOBAL DOWN SYNDROME FDN

ADDRESS:

3239 E. 2ND AVE

DENVER, CO 80206

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 25,000.

RECIPIENT NAME:

WESTERN FANTASY-VOLUNTEERS OF AMERICA

ADDRESS:

2660 LARIMER ST

DENVER, CO 80205

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 300,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
HARMONY AMATUER SPORTS FOUNDATION
ADDRESS:
12300 LIBERTY BLVD

ENGLEWOOD, CO 80112
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RESTRICTED

FOUNDATION STATUS OF RECIPIENT:

POF

AMOUNT OF GRANT PAID..... 2,104,736.

RECIPIENT NAME:
COLUMBUS ACADEMY
ADDRESS:
4300 CHERRY BOTTOM ROAD

GAHANNA, OH 43230
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

STANFORD UNIVERSITY ONLINE HIGH SCHOOL

ADDRESS:

PO BOX 20466

STANFORD, CA 94309

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

TOTAL GRANTS PAID: 29,491,736.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

Attach to Form 1041, Form 5227, or Form 990-T.
Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9, and 10.
Go to www.irs.gov/Form1041 for instructions and the latest information.

OMB No. 1545-0092

2023

Name of estate or trust

Employer identification number

THE MALONE FAMILY FOUNDATION

XX-XXX8520

Did you dispose of any investment(s) in a qualified opportunity fund during the tax year? Yes No
If "Yes," attach Form 8949 and see its instructions for additional requirements for reporting your gain or loss.

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

Part I Short-Term Capital Gains and Losses - Generally Assets Held 1 Year or Less (see instructions)

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b.				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked.	589,829.	486,060.		103,769.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked.				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked.				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2022 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on Part III, line 17, column (3).				7 103,769.

Part II Long-Term Capital Gains and Losses - Generally Assets Held More Than 1 Year (see instructions)

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b.				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked.	23,165,527.	20,019,802.		3,145,725.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked.	6,293,590.	491,731.		5,801,859.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked.	NONE	127,100.		-127,100.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2022 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on Part III, line 18a, column (3).				16 8,820,484.

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

Schedule D (Form 1041) 2023

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		103,769.
18	Net long-term gain or (loss):			
a	Total for year	18a		8,820,484.
b	Unrecaptured section 1250 gain (see line 18 of the worksheet)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a.	19		8,924,253.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Schedule A (Form 990-T), Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **don't** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation		20
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Schedule A (Form 990-T), Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3); or b \$3,000	()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 23 (or Form 990-T, Part I, line 11), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 23, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, column (2), or line 18c, column (2), is more than zero;
- Both Form 1041, line 2b(1), and Form 4952, line 4g, are more than zero; or
- There are amounts on lines 4e and 4g of Form 4952.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, Part I, line 11, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, column (2), or line 18c, column (2), is more than zero.

21	Enter taxable income from Form 1041, line 23 (or Form 990-T, Part I, line 11)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$3,000	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$14,650	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15% (0.15)	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% (0.20)	41		
42	Figure the tax on the amount on line 27. Use the 2023 Tax Rate Schedule for Estates and Trusts. See the Schedule G instructions in the Instructions for Form 1041	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2023 Tax Rate Schedule for Estates and Trusts. See the Schedule G instructions in the Instructions for Form 1041	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, Part I, line 1a (or Form 990-T, Part II, line 2)	45		

Department of the Treasury
Internal Revenue Service

Go to www.irs.gov/Form8949 for instructions and the latest information.

Attachment
Sequence No. **12A**

Name(s) shown on return

Social security number or taxpayer identification number

Before you check Box A, B, or C below, see 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 will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part I Short-Term. Transactions involving capital assets you held 1 year or less are generally short-term (see instructions). 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 totals directly on Schedule D, line 1a; you aren't 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 **wasn't** 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 of (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> 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.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	MS #4710 COVERED ST TRANSACTIONS	01/01/2023	12/31/2023	589,829.00	486,060.00			103,769.00
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)			589,829.	486,060.			103,769.

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

Before you check Box D, E, or F below, see 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 will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part II Long-Term. Transactions involving capital assets you held more than 1 year are generally long-term (see instructions). 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 totals directly on Schedule D, line 8a; you aren't 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 **wasn't** 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 of (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> 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.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	MS #4710 COVERED LT TRANSACTIONS	01/01/2022	12/31/2023	23,165,527.00	20,019,802.00			3,145,725.00
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) . . .			23,165,527.	20,019,802.			3,145,725.

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.

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

Before you check Box D, E, or F below, see 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 will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part II Long-Term. Transactions involving capital assets you held more than 1 year are generally long-term (see instructions). 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 totals directly on Schedule D, line 8a; you aren't 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 **wasn't** 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 of (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> 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.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	17410 SHRS LIBERTY BROADBAND CORP	VAR	05/12/2023	1,337,916.00	73,942.00			1,263,974.00
	150743 SHRS LIBERTY MEDIA	VAR	05/11/2023	4,264,531.00	380,611.00			3,883,920.00
	17804 SHRS LIBERTY MEDIA	VAR	05/19/2023	691,143.00	37,178.00			653,965.00
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) . . .				6,293,590.	491,731.			5,801,859.

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.

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

Before you check Box D, E, or F below, see 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 will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part II Long-Term. Transactions involving capital assets you held more than 1 year are generally long-term (see instructions). 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 totals directly on Schedule D, line 8a; you aren't 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 **wasn't** 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 of (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> 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.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	LOSS ON LBRD RIGHTS	01/01/2020	12/31/2023	NONE	127,100.00			-127,100.00
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) . . .			NONE	127,100.			-127,100.

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.

2023

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMPUTERS	02/29/2000	5,040.	100.000			5,040.	5,040.	5,040.	200DB	HY			5		
SOFTWARE	02/29/2000	11,200.	100.000			11,200.	11,199.	11,199.	SL		3.000				
SOFTWARE	03/15/2001	1,377.	100.000			1,377.	1,377.	1,377.	SL		3.000				
WEB DESIGN	03/15/2001	12,000.	100.000			12,000.	12,000.	12,000.	SL		3.000				
DELL LP/MONITOR	06/30/2002	2,152.	100.000			2,152.	2,152.	2,152.	200DB	HY			5		
PRINT COPY SCAN FX	04/30/2005	393.	100.000			393.	393.	393.	200DB	HY			5		
DELL COMPUTER	10/01/2008	1,853.	100.000			1,853.	1,853.	1,853.	SL	MQ	5.000		5		
Less: Retired Assets															
Subtotals		34,015.				34,015.	34,014.	34,014.							

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv.	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less: Retired Assets															
Subtotals															
TOTALS		34,015.				34,015.	34,014.	34,014.							

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Bus. %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS											

*Assets Retired
JSA
3X9024 1.000

Electronic Filing Information: PDF attachments Included in this Return

Tax Year: 2023 **Jurisdiction:** Federal
Name: THE MALONE FAMILY F **No of Attachments:** 5
Return No: EBFBOVE3

PDF Attachment Description	PDF File Name	File Size
Conformed copy of MFF Articles 990PF VIA item 3	EBFB0VE3_FE_Conformed copy of MFF Articles 990PF VIA item 3.pdf	123,626
Conformed copy of MFF Bylaws 990PF Part VIA Item 3	EBFB0VE3_FE_Conformed copy of MFF Bylaws 990PF Part VIA Item 3.pdf	102,027
corp stock details	EBFB0VE3_FE_corp stock details.pdf	103,651
corp bond details	EBFB0VE3_FE_corp bond details.pdf	100,081
2023 Expenditure Responsibility Report Harmony	EBFB0VE3_FE_2023 Expenditure Responsibility Report Harmony.pdf	35,163

**CONFORMED COPY OF ARTICLES OF INCORPORATION OF
THE MALONE FAMILY FOUNDATION
AS AMENDED THROUGH SEPTEMBER 30, 2024**

The undersigned incorporator, an adult individual, desires to form a nonprofit corporation (the “Foundation”) under the Colorado Nonprofit Corporation Act by signing, acknowledging and delivering these Articles of Incorporation (“Articles”) in duplicate to the Colorado Secretary of State.

ARTICLE 1. Name: The Foundation’s name is: **The Malone Family Foundation.**

ARTICLE 2. Period of Duration: The Foundation will exist in perpetuity, from the date of filing these Articles with the Colorado Secretary of State, unless dissolved according to law.

ARTICLE 3. Definitions: For purposes of these Articles, the following capitalized terms (in both the singular and plural forms) will have the following meanings:

- [a] “Charitable Purposes” are those charitable, educational, scientific, literary or religious purposes, as defined by the Code, for which Qualified Charities may be organized.
- [b] “Qualified Charities” are those organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible for federal income, gift and estate tax purposes under Section 170, Section 2522 and Section 2055 of the Code.
- [c] “Code” is the Internal Revenue Code of 1986, as amended from time to time, with any section reference deemed to include the corresponding provision of any subsequent federal tax law.

If in the future the Code does not provide for an exemption of Qualified Charities from federal income tax or for the deductibility of contributions to Qualified Charities for federal income, gift or estate tax purposes, the definitions of Qualified Charities and Charitable Purposes will be deemed amended to take such change of law into account; provided that, the Foundation’s income and principal will always be dedicated exclusively to Charitable Purposes as that term is defined by applicable federal tax laws.

ARTICLE 4. Purposes: The Foundation is organized, and will be operated, exclusively for Charitable Purposes. The Foundation may use income or principal, or both, in furtherance of its purposes. Subject to the requirements of the Code, the Foundation may engage in its Charitable Purposes either directly or indirectly, including activities as an operating foundation as well as gifts to public charities and other private foundations that are Qualified Charities. Expenditures may be made in any manner in furtherance of the Foundation’s Charitable Purposes (including expenditures for qualifying set-asides, operating expenses and capital improvements). After the lifetime of John C. Malone, the Foundation’s purposes will predominantly be accomplished by charitable activities that focus on [a] acquiring and preserving land and open space, preserving forever Nature’s natural and pristine beauty, or [b] providing support for national and international

competition-level equestrian athletes, but only if such activities then qualify as Charitable Purposes.

ARTICLE 5. Powers: In furtherance of its purpose, the Foundation has and may exercise all of the rights, powers, privileges and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

ARTICLE 6. Restrictions on Powers: Notwithstanding any other provision of these Articles, the powers of the Foundation are restricted as follows:

- [a] The Foundation will not conduct or carry on any activities not permitted to be conducted or carried on by a Qualified Charity.
- [b] No part of the net earnings of the Foundation will inure to the benefit of any director or officer of the Foundation or any private shareholder or individual, except that compensation may be paid for personal services that are reasonable and necessary to carrying out the exempt purposes of the Foundation (but only if the compensation is not excessive).
- [c] No director or officer of the Foundation or any private shareholder or individual will be entitled to share in the distribution of any of the Foundation's assets upon dissolution or otherwise.
- [d] No part of the Foundation's activities will be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation will not participate or intervene in (including the publication or distribution of statements relating to) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE 7. Prohibited Acts: Notwithstanding any other provision of these Articles, if the Foundation is at any time a private foundation as that term is defined in Section 509 of the Code, the following provisions will apply:

- [a] The Foundation will not engage in any act of self-dealing, as defined in Section 4941 of the Code.
- [b] The Foundation will not have any undistributed income, as defined in Section 4942 of the Code.
- [c] The Foundation will not retain any excess business holdings, as defined in Section 4943 of the Code.
- [d] The Foundation will not make any investments which jeopardize its exempt purposes, as defined in Section 4944 of the Code.
- [e] The Foundation will not make any taxable expenditures, as defined in Section 4945 of the Code (including any grant to an individual for travel, study or similar purposes, unless awarded on an objective and nondiscriminatory basis as provided in Section 4945 of the Code).

ARTICLE 8. No Members or Stock: The Foundation will have no members, and the Foundation will have no capital stock.

ARTICLE 9. Board of Directors: The affairs and management of the Foundation will be under the control of a board of directors. The number of directors will be fixed by the bylaws, which bylaws may also provide for their election, removal and the filling of vacancies. The initial board of directors of the Foundation will consist of one director. John C. Malone, the founder of the Foundation, will serve as the initial director (until his resignation, incapacity or death). His address is 5619 DTC Parkway, Englewood, Colorado 80111.

ARTICLE 10. Director's Liability. No director will have personal liability to the Foundation for breach of fiduciary duty as a director, except that a director will be liable to the Foundation for monetary damages for:

- [a] Any breach of the director's duty of loyalty to the Foundation;
- [b] Any act or omission which is either not in good faith or involves intentional misconduct or a knowing violation of the law;
- [c] Any liability for assenting to or participating in the making of a loan to any director or officer of the Foundation; and
- [d] Any transaction from which the director derived an improper personal benefit.

ARTICLE 11. Bylaws: The board of directors will have the power to adopt, amend and repeal such bylaws as it may deem proper for the management of the affairs of the Foundation. The initial bylaws will be adopted by the Foundation's initial director.

ARTICLE 12. Officers: The Foundation will have such officers as may from time to time be prescribed by its bylaws. Their terms of office, and the manner of their designation or selection, will be determined by the bylaws. The initial officers of the Foundation (who will serve until the first annual meeting of the board of directors or until their successors are elected and will qualify) are:

President	John C. Malone
Vice President	Leslie A. Malone
Secretary	Leslie A. Malone
Treasurer	John C. Malone

ARTICLE 13. Registered Office and Agent: The address of the registered office of the Foundation is 12300 Liberty Blvd., Englewood, CO 80112. The name of the registered agent at such address is John C. Malone. Either the registered office or the registered agent may be changed in the manner permitted by law.

ARTICLE 14. Nondiscriminatory Policy: The Foundation will make its services, facilities and programs available to all persons regardless of race, color, creed, national origin, age, sex or disability. The Foundation will not discriminate in any way against any person on the basis of race, color, creed, national origin, age, sex or disability.

ARTICLE 15. Amendment of Articles: These Articles may be amended or repealed in the manner now or subsequently prescribed by statute, provided:

- [1] If John C. Malone is serving as a director, John C. Malone acting alone shall have such exclusive right of amendment or repeal.
- [2] If John C. Malone is not serving as a director and Leslie A. Malone is serving as a director, Leslie A. Malone acting alone shall have such exclusive right of amendment or repeal.
- [3] If neither John C. Malone nor Leslie A. Malone is acting as a director, the descendants of John C. Malone and Leslie A. Malone who are serving as directors, acting by majority vote (or acting alone if only one descendant of John C. Malone and Leslie A. Malone is serving as a director) shall have such exclusive right of amendment or repeal.
- [4] If neither John C. Malone, Leslie A. Malone, nor any descendant of John C. Malone and Leslie A. Malone is serving as a director, the board of directors, acting by majority vote, shall have such right of amendment or repeal.

With respect to any such amendment or repeal, no such action may be taken which would:

- [a] After the lifetime of John C. Malone,
 - [i] change the Foundation's name set forth in Article 1 or,
 - [ii] unless required to qualify the Foundation as a Qualified Charity, amend or repeal any provision of Article 4 (relating to Charitable Purposes, charitable activities and other directions and restrictions),
 - [iii] amend or repeal any provision of this Article 15;
- [b] At any time, amend or repeal any provision of Article 3 (relating to definitions) unless required, upon the order of a court of competent jurisdiction, by applicable federal tax laws.
- [c] At any time, amend or repeal the first sentence in Article 4 (relating to organization and operation of the Foundation exclusively for Charitable Purposes).
- [d] At any time, amend or repeal any provision of these Articles in a manner that would disqualify the Foundation as a Qualified Charity.
- [e] At any time, operate to permit the use, application or disbursement of any of the principal or income of the Foundation's assets for any purpose other than those expressly provided for in these Articles, or other than exclusively for Charitable Purposes.
- [f] At any time, operate to permit the principal or income of any bequest, devise, grant, gift or contribution to the Foundation to be used contrary to the conditions, limitations or restrictions to which such transaction is subject.

ARTICLE 16. Dissolution: Upon dissolution of the Foundation, the board of directors will, after adoption of a resolution to dissolve the Foundation and after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation to The Malone Family Land Preservation Foundation (“MFLPF”), or, if MFLPF is not then in existence as a Qualified Charity, to and among one or more Qualified Charities organized and operated exclusively for one or more Charitable Purposes. However, if the Foundation’s dissolution occurs after the lifetime of John C. Malone and MFLPF is not then in existence as a Qualified Charity, the Charitable Purposes will be restricted to those described in [a] and [b] of Article 4. Any of such assets not so disposed of under the preceding provisions of this Article will be disposed of by a court of competent jurisdiction exclusively to one or more such Qualified Charities for such Charitable Purposes.

ARTICLE 17. Indemnification: With respect to any liability incurred in any proceeding to which an individual is made a party because such individual is or was a director, officer, employee or agent of the Foundation, the Foundation will indemnify such individual to the fullest extent permitted by governing law.

ARTICLE 18. Incorporator: The name and address of the incorporator is John C. Malone, 5619 DTC Parkway, Englewood, Colorado 80111.

**CONFORMED COPY OF BYLAWS OF
THE MALONE FAMILY FOUNDATION
AS AMENDED THROUGH SEPTEMBER 30, 2024**

ARTICLE 1: FORMATION AND FOUNDER

1.1 Formation. The Malone Family Foundation ("Foundation") was formed on May 30, 1997 by filing Articles of Incorporation with the Colorado Secretary of State.

1.2 Founder. This Foundation was established by **John C. Malone**.

ARTICLE 2: PRINCIPAL OFFICE AND CORPORATE SEAL

2.1 Principal Office. The principal office of the Foundation is located at 9197 South Peoria Street, Englewood, Colorado, 80112 (or at such other location as the board of directors may determine).

2.2 Corporate Seal. The seal of the Foundation will be inscribed with the name of the Foundation and the words "Colorado" and "Seal," and will be in a form approved by the board of directors, which may alter the same at its pleasure.

ARTICLE 3: BOARD OF DIRECTORS

3.1 Number. The affairs and activities of the Foundation will be managed by a board of directors. The number of directors will be fixed by these bylaws from time to time. Unless these bylaws are amended to provide for a different number of directors, there will be not more than five directors of the Foundation.

3.2 Qualifications. A director of the Foundation must be an individual who is at least 18 years of age. Subject to 3.3, any other qualification will be in the discretion of the directors who fill any vacancy as provided in 3.7.

3.3 Directors. The following individuals are and will serve as directors of the Foundation:

- [i] John C. Malone;
- [ii] Leslie A. Malone;
- [ii] Tracy L. Neal;
- [iii] Evan D. Malone;

Notwithstanding the other provisions of these bylaws, each descendant of John and Leslie shall immediately become a director upon attaining 18 years of age (and if so required there shall be an increase of one in the number of directors) by delivering a writing to the board signed by such descendant indicating such descendant's wish to become a director.

Any descendant of John and Leslie who is not serving as a director of the Foundation may become a director by delivering a writing to the board signed by such descendant indicating such descendant's wish to become a director. Such a descendant shall become a director within ninety (90) days of the delivery of such writing (and if so required there shall be an increase of one in the number of directors). Each descendant of John and Leslie shall have the right to become a director by delivery of such a writing even if such a descendant has previously been a director and has resigned or otherwise ceased to act as a director. If it is necessary to increase the size of the board, that shall be done.

3.4 Tenure. A director will hold office until such person's resignation, removal (for cause), incapacity or death.

3.5 Resignation. A director may resign at any time by a writing delivered to the board of directors.

3.6 Incapacity. A director will cease to act if incapacitated. Incapacity will be determined either by court order or by a writing signed by the director's personal physician certifying that such individual no longer has capacity to act as a director due to illness, age or any other cause.

3.7 Vacancies. If any of the four directors designated in 3.3 resign, die, or otherwise cease to act, the remaining directors shall continue to serve and there shall be one less director position of the Foundation (i.e., the vacancy shall not be filled). If by reason of the amendment of these bylaws or other action of the board of directors consistent with these bylaws there is a vacancy on the board of directors, such vacancy will be filled by vote of the board of directors.

3.8 Delivery of Notice. Any written notice will either be actually delivered (in any manner, including personal delivery, telecopier or facsimile transmission, courier service or mail) or such writing will be deemed delivered when it is mailed, postage prepaid, certified mail, return receipt requested, to the then current mailing address of the recipient. Any notice to the board of directors may be made to the board's chairman.

3.9 Annual Meeting. The annual meeting of the board of directors will be held at the principal office of the Foundation on the second Monday in May of each year, at 1:30 p.m. (local time). No separate notice of the annual meeting will be required. The place, date and time of the annual meeting may be changed by notice given by the board chairman. The annual meeting of the board of directors will be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

3.10 Special Meetings. Special meetings of the board of directors (or of any committee) may be called at any time by the board chairman and may be held within or outside the State of Colorado, at such time and place as the notice (or waiver of notice) may specify. Special meetings of the board of directors (or any committee) may be held without notice at any time that all directors are present in person, and presence of any director or member of such committee at a meeting constitutes waiver of any required notice except as otherwise provided by law. Unless specifically required by these bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the board of directors (or of any committee) need be specified in the notice or waiver of notice of such meeting.

3.11 Notice of Meeting. Whenever notice of a special meeting of directors is required, such notice will be given: [a] by actual or deemed delivery (under 3.8) to each director at least five days before the date fixed for the meeting or [b] in person or by telephone or other method capable of instantaneous transmission of voice communications or plain language document copy at least 48 hours before the time fixed for the meeting. In the case of a change relating to the annual meeting, such notice will be given at least 30 days prior to the scheduled annual meeting date.

3.12 Waiver. Any director may, in writing, waive any notice required by statute, the Foundation's Articles of Incorporation or these bylaws (whether before or after such required notice).

3.13 Meetings by Telephone. Any director may participate in any annual or special meeting (or the meeting of any committee) by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation will constitute presence in person at the meeting and waiver of any required notice except as otherwise provided by law.

3.14 Quorum. A quorum at any annual or special meeting of the board of directors (or of any committee) will consist of a majority of the number of directors (or members of such committee), but a smaller number may adjourn from time to time without further notice until a quorum is secured.

3.15 Vote of Directors. Subject to 5.6, the vote of the directors (or committee members) present at a meeting at which a quorum is present, as indicated below, will be the act of the board of directors (or committee), unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws:

- [i] if there are four directors voting, the approval of three of the directors shall constitute the act of the board of directors.
- [ii] if there are three directors voting, the approval of two of the directors shall constitute the act of the board of directors.
- [iii] if there are two directors voting, the approval of the two directors shall constitute the act of the board of directors.

3.16 Action Without a Meeting. Any action required by law to be taken at a meeting of directors (or committee), or any other action which may be taken at a meeting of directors (or committee), may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors (or committee members). Any such consent will have the same force and effect as a unanimous vote, and may be signed in counterparts.

3.17 Compensation. Directors will be entitled to reasonable compensation and will be entitled to reimbursement for reasonable and necessary expenses incurred in connection with service to the Foundation. A director who is employed by the Foundation as an officer or otherwise may be paid a reasonable salary for such employment as provided in 4.4 (provided that no director will vote on his or her own salary as an employee).

3.18 Director Liability. As provided in the Foundation's Articles of Incorporation, no director will have personal liability to the Foundation for breach of fiduciary duty as a director, except that a director will be liable to the Foundation for monetary damages for: [a] any breach of the director's duty of loyalty to the Foundation; [b] any act or omission which is either not in good faith or involves intentional misconduct or a knowing violation of the law; [c] any liability for assenting to or participating in the making of a loan to any director or officer of the Foundation; and [d] any transaction from which the director derived an improper personal benefit.

3.19 Indemnification. With respect to any liability incurred in any proceeding to which an individual is made a party because he or she is or was a director, the Foundation will indemnify such individual to the fullest extent permitted by governing law. This includes any mandatory indemnification and any court-ordered indemnification that is set forth, either directly or by reference, in the Colorado Nonprofit Corporation Act then in effect. In addition, the Foundation will advance reasonable expenses to a director with respect to any such proceeding to the fullest extent permitted by governing law.

3.20 Committees. The board of directors may by resolution designate from among its members an executive committee and one or more other committees, each of which will have and may exercise such authority in the management of the Foundation as will be provided in such resolution or in these bylaws.

3.21 One Director. If only one director is then acting, the act of such director will be treated as the act of a majority of the remaining directors then in office.

ARTICLE 4: OFFICERS

4.1 Officers. The officers of the Foundation will be a president, a vice-president, a secretary, and a treasurer. Any offices may be held by the same individual, except the offices of president and secretary. The board of directors may appoint such other officers and assistant officers as it may deem advisable, who will be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the board of directors.

4.2 Powers and Duties. The officers of the Foundation will exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned to them by the board of directors:

- [a] The president will be the chief executive officer of the Foundation and will, subject to the control and direction of the board of directors, have executive management authority over the Foundation's activities. The president, unless some other person is specifically authorized by the board of directors or by these bylaws, will sign all contracts and other agreements on behalf of the Foundation. The president will perform all the duties and have all the powers commonly associated with a chief executive officer of a corporation, and such other duties and powers as the board of directors may designate. The president will be selected from the members of the board of directors, and will be its chairman.

- [b] In the absence or disability of the president, the vice-president or vice-presidents, if any, in order of their rank as fixed by the board of directors, and if not ranked, the vice-presidents in the order designated by the board of directors, will perform all the duties of the president, and when so acting will have all the powers of, and be subject to all the restrictions on, the president. Each vice-president will perform all the duties and have all the powers commonly associated with such office, and such other duties and powers as the president or the board of directors may designate.
- [c] The secretary will keep accurate minutes of all meetings of the board of directors (and of any committee). The secretary will be responsible for the giving of notice of meetings of the board of directors. The secretary will be custodian of the records and of the seal of the Foundation, and will attest the affixing of the seal of the Foundation when so authorized. The secretary will perform all the duties and have all the powers commonly associated with such office, and such other duties and powers as the president or the board of directors may designate.
- [d] An assistant secretary may, at the request of the secretary or in the absence or disability of the secretary, perform all the duties and have all the powers of the secretary. Such person will also perform such other duties and have such other powers as may be assigned to such person by the president, by the secretary or by the board of directors.
- [e] The treasurer, subject to the order of the board of directors, will have the care and custody of the money, funds, valuable papers, and documents of the Foundation. The treasurer will invest and manage the assets of the Foundation. The treasurer will keep accurate books of accounts of the Foundation's financial transactions, which will be the property of the Foundation, and will render financial reports and statements of condition of the Foundation when so requested by the president or by the board of directors. The treasurer will perform all the duties and have all the powers commonly associated with such office, and such other duties and powers as the president or the board of directors may designate.
- [f] An assistant treasurer may, at the request of the treasurer or in the absence or disability of the treasurer, perform all the duties and have all the powers of the treasurer. Such person will also perform such other duties and have such other powers as may be assigned to such person by the president, by the treasurer or by the board of directors.

4.3 Qualifications. Any officer of the Foundation will be an individual who is at least 18 years of age. The president must be a member of the board of directors of the Foundation.

4.4 Compensation. Any officer of the Foundation, other than the president or the executive director, may receive reasonable compensation for services actually performed for the Foundation as determined by the president. In the case of the president and of the executive director, any such compensation will be determined by the board of directors (excluding such officer acting as a director). Any employment contract or other agreement relating to the compensation of any officer must be approved by the board of directors.

4.5 Delegation. In the event of absence or inability of any officer to act, the board of directors may delegate the powers or duties of such officer to any other officer, director or person whom it may select.

4.6 Vacancies. Any vacancy occurring in the elective offices of the Foundation may be filled by vote of the board of directors. An officer elected to fill a vacancy will be elected for the unexpired term of such person's predecessor in office and will hold office until such person's successor is duly elected and qualified.

4.7 Removal. Any officer or agent may be removed, with or without cause, by the board of directors whenever in its judgment the best interests of the Foundation will be served by such removal. Any such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent will not, of itself, create contract rights.

4.8 Indemnification. With respect to any liability incurred in any proceeding to which an individual is made a party because he or she is or was an officer of the Foundation, the Foundation will indemnify and advance reasonable expenses to such individual in the same manner as provided in 3.19 for directors.

ARTICLE 5: FINANCIAL MATTERS

5.1 Contracts. The board of directors may authorize any officer or agent to enter into any contract, or to execute and deliver any instrument, in the name of and on behalf of the Foundation. Any such authority may be general, or limited to specific instances.

5.2 Loans. No loan will be contracted for or on behalf of the Foundation (and no evidence of indebtedness will be issued in its name) unless authorized by a resolution of the board of directors. Such authority may be general if confined to a maximum dollar amount specified by the board of directors by resolution from time to time. Such authority will otherwise be limited to specific instances. The Foundation will make no loan to any officer or director of the Foundation.

5.3 No Self-Dealing. The Foundation will not enter into any act of self-dealing with any disqualified person (as those terms are defined for federal tax purposes).

5.4 Checks. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Foundation will be signed by such officer or agent of the Foundation, and in such manner, as will from time to time be determined by resolution of the board of directors.

5.5 Deposits. All funds of the Foundation not otherwise invested will be deposited from time to time to the credit of the Foundation in such banks or other depositories as the board of directors may select.

5.6 Prudent Investor. The Treasurer will invest and manage the Foundation's assets, exercising reasonable care, skill and caution in the context of an overall investment strategy which incorporates risk and return objectives reasonably suited to the purposes of the Foundation.

Notwithstanding the preceding sentence, the Foundation will not retain any excess business holdings or make any investment which jeopardizes its exempt purposes (as those terms are defined for federal tax purposes).

5.7 Investment Advice. At the direction of the Treasurer, the board of directors may consult on a continuing basis with one or more investment counselors concerning the investment program for the Foundation. Neither the Treasurer nor the board of directors collectively will bear any liability or accountability for any act, failure to act or for any transaction entered into on the advice of any investment counselor, as long as such person is selected and retained with reasonable care.

5.8 Fiscal Year. The fiscal year of the Foundation will be the calendar year.

5.9 Accounting Method. The Foundation will use the cash receipts and disbursements method of accounting.

ARTICLE 6: MISCELLANEOUS PROVISIONS

6.1 Application of Assets. The assets of the Foundation will be held and applied for the purposes of the Foundation as declared in the Articles of Incorporation.

6.2 Bylaw Purpose. These bylaws are adopted in order to facilitate the discharge, in an orderly manner, of the purposes of the Foundation. These bylaws will not be construed in any way which would impair the efficient operation of the Foundation.

6.3 Bylaw Amendments. If John C. Malone is a director of the Foundation, these bylaws may be amended, altered or repealed, and new bylaws may be adopted, by John, acting unilaterally. If John C. Malone is not a director of the Foundation; these bylaws may be amended, altered or repealed, and new bylaws may be adopted, by the affirmative vote of the board of directors then in office consistent with 3.15; provided in either case that, the full text of the proposed action must be delivered to each director at least five days prior to the meeting at which the proposed action will be presented (unless waived in writing). No change to the bylaws may be inconsistent with the provisions of the Foundation's Articles of Incorporation.

Malone Family Foundation**EIN: 84-1408520****End of Year Stock Book and FMV Balances****12/31/2023**

Description	BOY Book Value	EOY Book Value	EOY FMV
ABBVIE INC	2,713,788	2,713,788	2,789,460
ALLY FINANCIAL INC	2,043,109	NONE	NONE
ALPHABET INC	769,897	769,897	4,749,460
AMAZON	558,236	521,020	5,317,900
AMERICAN ELEC PWR	2,412,129	2,966,592	3,095,700
APPLE	527,412	527,412	5,075,091
AT&T	2,117,651	NONE	NONE
BANK OF AMERICA	503,070	503,070	718,013
BATRA	265,254	NONE	NONE
BERKSHIRE HATHAWAY	2,196,622	2,196,622	3,629,016
BLACKROCK INC	2,968,242	2,968,242	3,257,753
BLOOM ENERGY CORP CL A	35,200	35,200	129,781
BROADCOM INC	2,238,227	1,765,362	6,251,000
CHEVRON	4,218,358	3,549,064	4,474,800
CITIGROUP	3,508,464	3,508,464	2,962,944
COMCAST CORP	2,747,012	2,747,012	2,234,552
CONOCOPHILLIPS	2,555,511	3,056	5,804
CONSTELLATION BRANDS INC CL A	3,582,687	3,582,687	3,868,000
CVS HEALTH CORP	2,564,923	2,564,923	3,237,360
DELL TECHNOLOGIES INC	NONE	2,385,863	2,462,918
EAST WEST BANCORP (EWBC)	2,645,831	NONE	NONE
EATON CORP PLC	2,778,449	2,778,449	4,093,940
ELEVANCE HEALTH INC	2,326,527	2,326,527	3,961,104
EMERSON ELEC CO	1,884,960	1,884,960	2,803,104
EVERCORE INC	2,504,473	2,504,473	3,078,900
EXELON	1,284,780	NONE	NONE
IBM - ACCT 710	2,002,346	2,002,346	1,960,965
JOHNSON & JOHNSON	3,092,160	3,092,160	3,683,390
JP MORGAN	2,029,766	2,029,766	5,260,343
KNIGHT-SWIFT	3,252,865	2,983,508	4,035,500
LBRD RIGHTS	127,100	NONE	NONE
LBRDA	656,170	NONE	NONE
LOWE'S	989,407	989,407	3,182,465
LSXMA	2,553,557	NONE	NONE
MCDONALDS CORP	2,317,260	2,317,260	3,558,120
MERCK	2,037,263	2,037,263	3,115,247
NEXTERA ENERGY INC	NONE	1,801,159	1,912,703
OSHKOSH CORP	1,552,434	NONE	NONE
PFIZER	2,438,646	NONE	NONE
PHILIP MORRIS INT'L	NONE	NONE	NONE
POLARIS INC	2,718,402	NONE	NONE
PROCTOR & GAMBLE	2,079,506	2,079,506	2,930,800
PROLOGIS INC COM	2,646,326	2,160,266	2,666,000
SALESFORCE INC	1,896,277	1,896,277	2,631,400
SENSATA TECHNOLOGIES HLDG PLC	3,741,251	3,741,251	2,592,330
STRYKER CORP	1,217,763	NONE	NONE
VALERO ENERGY CP	882,995	882,995	2,080,000
WALMART	1,528,272	1,528,272	2,727,345
WALT DISNEY	2,066,102	2,066,102	1,354,350
TOTALS	93,776,680	74,410,221	111,887,555

Malone Family Foundation

EIN: 84-1408520

End of Year Bond Book and FMV Balances

12/31/2023

Description	BOY Book Value	EOY Book Value	EOY FMV
CORP BONDS			
AMEREN CORP C/P	2,606,872.91	NONE	NONE
AMERICAN CRYSTAL SUGAR	NONE	2,436,518.18	2,442,870.50
AMERICAN HONDA FINANCE CORP	2,262,103.19	NONE	NONE
DTE GS CO IAM C/P	1,405,682	NONE	NONE
DOW CHEMICAL C/P	2,965,132	NONE	NONE
NATIONAL RURAL UTIL	NONE	2,488,926	2,489,625
PACIFICCORP C/P	NONE	729,288	729,453
PACIFICCORP C/P	NONE	2,491,615	2,497,350
PEOPLES GAS LT & COKE	NONE	2,495,483	2,496,225
POTOMAC	NONE	2,491,830	2,495,050
RYDER C/P	2,960,483	NONE	NONE
	<hr/>	<hr/>	<hr/>
	12,200,272	13,133,661	13,150,573

Expenditure Responsibility Report for Grant to Harmony Amateur Sports Foundation

1) Name and Address of the Grantee Harmony Amateur Sports Foundation
 1873 S. Bellaire St., Suite 910
 Denver, CO 80222

2) Date and Amount of Grant 11/3/2023
 \$2,104,736

3) Purpose of Grant Endowment and Capital Purposes

4) Amounts Spent by the Grantee See Table

	Purchase of		
	Finalist	2024 Budget	Total
Grant Awarded	\$519,736	\$1,585,000	\$2,104,736
Funds Used	(\$507,778)	(\$659,760)	(\$1,167,538)
Funds Avail. (as of 12/31/23)	\$11,958	\$925,240	\$937,198

5) Funds Diverted from Purpose None

6) Expenditure Report Date 7/8/2024

7) Date and results of verification
 of grantee's reports N/A