

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

2008

Department of the Treasury
Internal Revenue Service

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

For calendar year 2008, or tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JOHN & MARY R. MARKLE FOUNDATION Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 10 ROCKEFELLER PLAZA City or town, state, and ZIP code NEW YORK, NY 10020	A Employer identification number 13-1770307 B Telephone number 212-489-6655
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H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 141,271,939.** (Part I, column (d) must be on cash basis.)
 J Accounting method: Cash Accrual Other (specify) _____

	(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).)				
Revenue	1 Contributions, gifts, grants, etc., received	0.	N/A	
	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	2,244.	2,244.	STATEMENT 1
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	<11365524.>		
	b Gross sales price for all assets on line 6a	43,191,652.		
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	3,436,799.	4,089,999.	STATEMENT 2	
12 Total. Add lines 1 through 11	<7,926,481.>	4,092,243.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	887,000.	83,119.	803,881.
	14 Other employee salaries and wages	2,068,914.	0.	2,068,914.
	15 Pension plans, employee benefits	1,038,933.	15,302.	1,027,562.
	16a Legal fees STMT 3	48,438.	0.	49,863.
	b Accounting fees STMT 4	58,605.	10,140.	39,265.
	c Other professional fees STMT 5	1,750,710.	2,245,616.	108,319.
	17 Interest	863,188.	1,239,922.	0.
	18 Taxes STMT 6	<304,451.>	96,854.	0.
	19 Depreciation and depletion	255,180.	7,145.	
	20 Occupancy ATTACHMENT I	1,153,071.	20,805.	1,133,866.
	21 Travel, conferences, and meetings	11,787.	330.	10,197.
	22 Printing and publications	232,277.	0.	211,577.
	23 Other expenses STMT 7	3,820,260.	117,992.	2,819,493.
	24 Total operating and administrative expenses. Add lines 13 through 23 ATTACHMENT I	11,883,912.	3,837,225.	8,272,937.
	25 Contributions, gifts, grants paid	789,704.		474,745.
26 Total expenses and disbursements. Add lines 24 and 25	12,673,616.	3,837,225.	8,747,682.	
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<20600097.>			
b Net investment income (if negative, enter -0-)		255,018.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing	1,301,197.	2,737,603.	2,737,603.		
	2	Savings and temporary cash investments	2,617,126.	19,854,384.	19,854,384.		
	3	Accounts receivable ▶ 57,582.					
		Less: allowance for doubtful accounts ▶	61,668.	57,582.	57,582.		
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	176,902.	387,692.	387,692.		
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock					
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 9	177,060,609.	116,982,475.	116,982,475.			
14	Land, buildings, and equipment: basis ▶ 3,346,007.						
	Less: accumulated depreciation ▶ 2,281,640.	1,319,547.	1,064,367.	1,064,367.			
15	Other assets (describe ▶ SECURITY DEPOSIT)	189,336.	187,836.	187,836.			
16	Total assets (to be completed by all filers)	182,726,385.	141,271,939.	141,271,939.			
Liabilities	17	Accounts payable and accrued expenses	79,904.	81,518.			
	18	Grants payable	3,753,434.	5,097,513.			
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶ STATEMENT 10)	725,000.	280,000.			
23	Total liabilities (add lines 17 through 22)	4,558,338.	5,459,031.				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	178,168,047.	135,812,908.			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances	178,168,047.	135,812,908.				
31	Total liabilities and net assets/fund balances	182,726,385.	141,271,939.				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	178,168,047.
2	Enter amount from Part I, line 27a	2	<20,600,097.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	157,567,950.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	21,755,042.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	135,812,908.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
1a SEE ATTACHMENT B		P	VARIOUS	VARIOUS	
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			6,642,146.>		
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))		
(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			6,642,146.>		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	6,642,146.>
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). If (loss), enter -0- in Part I, line 8		{ }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	8,705,484.	185,324,818.	.046974
2006	7,394,609.	172,449,679.	.042880
2005	7,725,602.	154,962,312.	.049855
2004	7,751,623.	143,744,345.	.053926
2003	9,001,754.	134,835,754.	.066761
2 Total of line 1, column (d)			2 .260396
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .052079
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 148,361,039.
5 Multiply line 4 by line 3			5 7,726,495.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,550.
7 Add lines 5 and 6			7 7,729,045.
8 Enter qualifying distributions from Part XII, line 4			8 8,747,682.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,550.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,550.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,550.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	316,433.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	316,433.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	313,883.
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 313,883. Refunded <input type="checkbox"/>		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY, DC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.MARKLE.ORG	13	X	
14	The books are in care of ► THE FOUNDATION Telephone no. ► 212-489-6655 Located at ► 10 ROCKEFELLER PLAZA, NEW YORK, NY ZIP+4 ► 10020			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No if "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	3b	X
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 2008?	4b	X

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

- 5a During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A
- Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A Yes No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? N/A
- If you answered "Yes" to 6a, also file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT D				

Total number of other employees paid over \$50,000 10

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE ATTACHMENT E		

Total number of others receiving over \$50,000 for professional services ▶ 13

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHMENT L	
	8,777,820.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	138,728,296.
b	Average of monthly cash balances	1b	11,892,048.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	150,620,344.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	150,620,344.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,259,305.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	148,361,039.
6	Minimum investment return. Enter 5% of line 5	6	7,418,052.

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

1	Minimum investment return from Part X, line 6	1	7,418,052.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2,550.
2b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
2c	Add lines 2a and 2b	2c	2,550.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,415,502.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	7,415,502.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,415,502.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,747,682.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,747,682.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,550.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,745,132.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				7,415,502.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior year:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	2,240,828.			
b From 2004	588,882.			
c From 2005	213,355.			
d From 2006				
e From 2007				
f Total of lines 3a through e	3,043,065.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$	8,747,682.			
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				7,415,502.
e Remaining amount distributed out of corpus	1,332,180.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (c), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,375,245.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr...			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	2,240,828.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	2,134,417.			
10 Analysis of line 9:				
a Excess from 2004	588,882.			
b Excess from 2005	213,355.			
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	1,332,180.			

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

N/A

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 2008, 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				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments or securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT K				474,745.
Total				474,745. ▶ 3a
b Approved for future payment				
SEE ATTACHMENT K				3085607.
Total				3085607. ▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Dividends and interest from securities, and Other revenue.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

Table with 3 columns: Question, Yes, No. Contains questions 1, a, b, c, d regarding transfers and transactions with noncharitable exempt organizations.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (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.

Signature of officer or trustee: Karen D. Byers, CFO. Date: 5/11/2010. Title: Chief Financial Officer.

Preparer's information: Signature of J.R. Byers, Date 3/3-10, Firm's name O'CONNOR DAVIES MUNNS & DOBBINS, LLP, EIN 13-3385019, Phone no. 212-286-2600.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM SECURITIES	2,244.	0.	2,244.
TOTAL TO FM 990-PF, PART I, LN 4	<u>2,244.</u>	<u>0.</u>	<u>2,244.</u>

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS
ATTACHMENT A	3,025,518.
ATTACHMENT A	411,281.
TOTAL TO FORM 990-PF, PART I, LINE 11	<u>3,436,799.</u>

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT F	48,438.	0.		49,863.
TO FM 990-PF, PG 1, LN 16A	<u>48,438.</u>	<u>0.</u>		<u>49,863.</u>

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT G	58,605.	10,140.		39,265.
TO FORM 990-PF, PG 1, LN 16B	<u>58,605.</u>	<u>10,140.</u>		<u>39,265.</u>

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT H	1,750,710.	2,245,616.		108,319.
TO FORM 990-PF, PG 1, LN 16C	1,750,710.	2,245,616.		108,319.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNRELATED BUSINESS INCOME TAX	109,350.	0.		0.
FOREIGN TAXES ON INVESTMENTS	21,199.	96,854.		0.
EXCISE TAX	10,000.	0.		0.
DEFERRED EXCISE TAX ON UNREALIZED GAIN	<445,000.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<304,451.>	96,854.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT J	3,820,260.	117,992.		2,819,493.
TO FORM 990-PF, PG 1, LN 23	3,820,260.	117,992.		2,819,493.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
<u>DESCRIPTION</u>		<u>AMOUNT</u>	
CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS		21,755,042.	
TOTAL TO FORM 990-PF, PART III, LINE 5		21,755,042.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
<u>DESCRIPTION</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PARTNERSHIPS - SEE ATTACHMENT M	FMV	105,316,199.	105,316,199.
MUTUAL FUNDS - SEE ATTACHMENT M	FMV	11,666,276.	11,666,276.
TOTAL TO FORM 990-PF, PART II, LINE 13		116,982,475.	116,982,475.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
<u>DESCRIPTION</u>	<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>	
DEFERRED FEDERAL EXCISE TAX PAYABLE	725,000.	280,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	725,000.	280,000.	

The Markle Foundation
Form 990PF for the year ended June 30, 2009
EIN: 13-1770307

Attachment A
Part 1, Summary

OTHER INCOME, SUMMARY

	<u>COLUMN A</u>	<u>COLUMN B</u>	<u>REFERENCE</u>
Partnership and Mutual Fund Income	3,025,518	3,063,560	Attachment A, Part II
Rental Income	411,281	411,281	
Unrelated Business Loss Reported on 990-T	0	14,158	
TOTAL OTHER INCOME	3,436,799	4,088,999	

Investment Name PARTNERSHIP AND MUTUAL FUND INCOME

	COLUMN A	COLUMN B
Adage Capital Partners	1,254,526	1,023,828
Archstone Partners	-	372,489
Artisan International Fund	-	-
Barlow Capital Partners	-	-
Baupost Partners IV	-	-
Canyon Balanced Equities	-	-
Commonfund Int'l 3	(3,621)	3,230
Commonfund Int'l 4	(9,269)	(780)
Commonfund Int'l 5	(23,952)	(26,424)
Commonfund Int'l 6	(17,980)	832
Commonfund Priv Eq 4	(15,883)	53,709
Commonfund Priv Eq 5	(19,219)	53,114
Commonfund Priv Eq 6	(26,494)	6,376
Commonfund Priv Eq 7	(15,980)	(1,900)
Commonfund Venture 5	(29,414)	5,319
Commonfund Venture 6	(29,806)	3,413
Commonfund Venture 7	(23,050)	1,919
Commonfund Venture 8	(20,626)	279
Convexity Capital	-	-
Dreyfus Inflation Adj Securities	2,342	2,342
Mellon Cash Investments	68,188	68,188
PIMCO Total Return II	535,479	535,479
Renaissance Institutional Equities Fd	417,745	417,745
Riverstone Global Power & Energy IV	186	186
Rockefeller Access Fund 06-1	34,735	7,377
Rockefeller Access Fund I	(41,989)	24,145
Rockefeller Spec Global Distressed	13,489	13,489
Rockefeller Spec Global Opps 06	37,858	57,137
Silchester International Value Trust	643,762	643,762
TIFF Partners I	36,891	9,159
TIFF Partners II	20,883	72,236
TIFF Partners III	5,118	12,398
TIFF Partners IV	14,496	89,117
TIFF Private Equity 2006	27,774	23,989
TIFF Private Equity 2007	8,620	1,392
TIFF Private Equity 2008	122	(2,642)
TIFF RR II	14,431	27,173
TIFF RR III	2,260	2,568
Vanguard Emerging Markets Index Fund	162,896	162,896
	<u>3,025,518</u>	<u>3,683,560</u>

The Markle Foundation
Form 990-PF for the year ended June 30, 2009
EIN: 13-1770307

Attachment B
Part I, Summary

REALIZED GAINS AND LOSSES SUMMARY

	<u>COLUMN A</u>	<u>COLUMN B</u>	<u>REFERENCE</u>
Partnership and Mutual Fund Gains / Losses	(11,365,524)	(6,642,146)	Attachment B, Part II
Unrelated Business Loss Reported on 990-T	-	<u>44,125</u>	
TOTAL OTHER INCOME	<u>(11,365,524)</u>	<u>(6,598,021)</u>	

Investment Name	PARTNERSHIP & MUTUAL FUND REALIZED GAINS & (LOSSES)	
	COLUMN A	COLUMN B
Adage Capital Partners	(2,043,247)	(1,812,550)
Archstone Partners	-	144,882
Artisan International Fund	(5,562,485)	(5,562,485)
Barlow Capital Partners	-	-
Baupost Partners IV	-	-
Canyon Balanced Equities	-	-
Commonfund Int'l 3	3,198	51,441
Commonfund Int'l 4	26,573	85,646
Commonfund Int'l 5	13,479	36,523
Commonfund Int'l 6	(2,421)	194
Commonfund Priv Eq 4	42,305	141,430
Commonfund Priv Eq 5	(1,265)	13,520
Commonfund Priv Eq 6	(13,117)	(12,535)
Commonfund Priv Eq 7	(6,931)	(5,001)
Commonfund Venture 5	(34,555)	6,919
Commonfund Venture 6	24,726	21,106
Commonfund Venture 7	(554)	3,405
Commonfund Venture 8	478	(20)
Convexity Capital	-	-
Dreyfus Inflation Adj Securities	-	-
Mellon Cash Investments	(1,370)	(1,370)
PIMCO Total Return II	307,205	307,205
Renaissance Institutional Equities Fd	(4,939,420)	(764,777)
Riverstone Global Power & Energy IV	-	-
Rockefeller Access Fund 06-1	(171)	(171)
Rockefeller Access Fund I	46,418	46,418
Rockefeller Spec Global Distressed	105	105
Rockefeller Spec Global Opps 06	34,137	34,137
Silchester International Value Trust	568,533	568,533
TIFF Partners I	(39,470)	(7,905)
TIFF Partners II	388,825	323,722
TIFF Partners III	96,963	47,737
TIFF Partners IV	684,776	558,317
TIFF Private Equity 2006	64,145	106,937
TIFF Private Equity 2007	1,725	404
TIFF Private Equity 2008	-	15
TIFF RR II	32,941	85,084
TIFF RR III	419	657
Vanguard Emerg Mkts Index Fund	(1,059,469)	(1,059,469)
Wellington Archipelago	-	-
Total Partnership and Mutual Fund Income	(11,365,524)	(6,642,146)

PART VIII - 1) List of Officers and Directors
The Markle Foundation 990-PF
For the Year ending 6/30/2009

ATTACHMENT C

Name and Address	Title	Average Hours / Week	Compensation	Employee Benefit Plan Contributions	Expense Account
Lewis B. Kaden c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Chairman	*	0	0	0
Zoe Baird c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	President	40	580,000	145,711	0
Karen Byers c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Treas/Secy/CFO	40	307,000	61,880	0
John Gage c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Suzanne Nora Johnson c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Herbert Pardes, MD c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Stephen C. Robinson c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Edward F. Rover c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Stanley S. Shuman c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0

*For Directors, average time per week ranges from .5-5 hours during the time that the person was a member of the Board of Directors.

PART VIII - 2) Compensation of Five Highest Paid Employees
 The Markle Foundation 990-PF
 For the Year ending 6/30/2009

ATTACHMENT D

Name and Address	Title	Average Hours / Week	Compensation	Employee Benefit Plan Contributions	Expense Account
Diamond, Carol c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Managing Director, Health	40	410,000	69,127	0
Verhulst, Stefaan c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Chief of Research	40	190,000	61,027	0
Williams, Claudia c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Director of Health Policy and Public Affairs	40	183,600	56,669	0
Nigido, Anna c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Director of Finance and Administration	40	164,500	50,260	0
Ceilan, Cynthia c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Senior Manager, Communication	40	103,000	27,894	0

The Markle Foundation
 Part VIII - Section 3 - Five Highest paid independent contractors for professional services
 (also included in Part 1, Line 16, Column D)
 Year Ended June 30, 2009

Name	Type of Service	Amount	Address
Baupost Group LLC	Investment Fees	491,530	10 St James Ave, Suite 700, Boston, MA 02116
Arnold & Porter	Consulting Fees	334,597	555 Twelfth Street, NW, Washington DC 20004
Convexity Capital	Investment Fees	326,481	Bishop's Square, Redmond's Hill, Dublin 2 Ireland
Quorum Strategies, LLC	Consulting Fees	205,000	1333 H Street NW, Suite 100, Washington DC 20005
Silchester International	Investment Fees	179,647	780 Third Ave, 42nd Floor, New York, NY 10017
		1,537,255	

ATTACHMENT F

The Markle Foundation
Part I - Line 16a - Schedule of Legal Fees
Year Ended June 30, 2009

Name	Column A	Column B	Column C	Column D
Davis & Gilbert LLP	2,213	-	-	2,213
Hogan & Hartson LLP	2,636	-	-	2,636
McDermott Will & Emery, LLC	26,422	-	-	26,422
White & Case LLP	17,167	-	-	18,592
	48,438	-	-	49,863

ATTACHMENT G

The Markle Foundation
Part I - Line 16b: Schedule of Accounting Fees
Year Ended June 30, 2009

Name	Column A	Column B	Column C	Column D
Eisner LLP	11,100	-	-	11,100
O'Connor Davies Munns & Dobbins, LLP	47,505	10,140	-	28,165
	58,605	10,140	-	39,265

The Markle Foundation
Part I - Line 16c - Schedule of Other Professional Fees
Year Ended June 30, 2009

ATTACHMENT H

		Column A	Column B	Column C	Column D
Adage Capital Partners	Investments	60,772	60,772		-
Archstone Partners	Investments	-	127,462		-
Baupost Partners	Investments	491,530	491,530		-
Commonfund International III	Investments	-	12,581		-
Commonfund International IV	Investments	-	15,821		-
Commonfund International V	Investments	-	23,044		-
Commonfund International VI	Investments	-	14,604		-
Commonfund Private Equity IV	Investments	-	25,125		-
Commonfund Private Equity V	Investments	-	32,502		-
Commonfund Private Equity VI	Investments	-	29,035		-
Commonfund Private Equity VII	Investments	-	15,634		-
Commonfund Venture V	Investments	-	34,417		-
Commonfund Venture VI	Investments	-	32,372		-
Commonfund Venture VII	Investments	-	25,400		-
Commonfund Venture VIII	Investments	-	16,620		-
Convexity Capital	Investments	326,481	326,481		-
Mellon Trust	Investments	125,167	125,167		-
Renaissance Institutional Equities Fd	Investments	105,036	105,036		-
Riverstone LLC	Investments	31,477	31,477		-
Rockefeller Access Fund I	Investments	50,213	50,198		-
Rockefeller Spec Global Opps 2006	Investments	45,284	45,220		-
Rockefeller Access Fund 06-I	Investments	42,364	42,364		-
Rockefeller Spec Global Distress Opps	Investments	13,833	13,833		-
Silchester International Value Trust	Investments	179,647	179,647		-
TIFF Partners I	Investments	15,150	1,776		-
TIFF Partners II	Investments	10,569	41,770		-
TIFF Partners III	Investments	8,901	48,701		-
TIFF Partners IV	Investments	24,594	61,694		-
TIFF Realty & Resources II	Investments	19,805	8,093		-
TIFF Private Equity 2006	Investments	13,411	48,490		-
TIFF Realty & Resources III	Investments	23,542	30,564		-
TIFF Private Equity 2007	Investments	13,538	70,910		-
TIFF Private Equity 2008	Investments	13,577	29,776		-
Vanguard Emerging Markets Stock Index Fd	Investments	-			-
Action Uptime	Technology	250			250
Calvocoress', Esq., Thomas	Consulting	14,350	-		14,350
Evaluation Associates LLC	Investments	27,500	27,500		-
Montgomery Technologies	Technology	428	-		428
Nickerson, Bruce	Technology	2,801	-		2,801
Price Waterhouse Coopers LLP	Consulting	86,506	-		86,506
Wise HR Strategies	Consulting	3,984	-		3,984
		1,750,710	2,245,616	-	108,319

The Markle Foundation
Part I - Line 11 and Line 20 Schedules
 Year Ended June 30, 2009

ATTACHMENT I

OCCUPANCY EXPENSE

		Column A	Column B	Column C	Column D
Rent		1,054,084	20,805		1,034,879
Utilities		28,896			28,896
Telephone		37,972			37,972
Janitorial services		32,119			32,119
Occupancy Expense	Part 1 - Line 20	1,153,071	20,805	-	1,133,866
Rental Income	Part 1 - Line 11	411,281			411,281
TOTAL Occupancy Expense, net of Rental Income		741,790	20,805	-	722,585

The Markle Foundation

PART I LINE 23: OTHER EXPENSES

For the year Ended June 30, 2009

ATTACHMENT J

	Column A	Column B	Column C	Column D
Supplies and general office expenses	143,364	9,735		131,136
Leasing, repairs and maintenance	30,648			31,611
Postage, shipping and messenger services	7,826			7,826
Insurance	44,725	1,252		43,473
Board of Directors	3,707	1,223		2,484
Investment Expenses	-	105,782		-
Project Services*				
National Security in the Information Age	582,663			106,875
Connecting for Health	487,347			101,837
Project Operations, Publications, and Working Groups*				
National Security in the Information Age	832,455			774,588
Connecting for Health	1,639,250			1,585,388
Health in A Networked Life	48,275			34,275
Total Other Expenses	3,820,260	117,992	-	2,819,493

*Direct Charitable Activities - See attachment L

MARKLE FOUNDATION GRANTEE SCHEDULE FY 2009	Status	Address	Purpose		Grants Paid FY 2009	Grants Payable @ 6/30/2009	
Aspen Institute	a	One Dupont Circle, N.W., Suite 700 Suite 1070	Washington	DC 20036	General	103,500	25,000
Association of Small Foundations	a	4905 Del Ray Avenue Suite 200	Bethesda	MD 20814	General	1,500	-
Brookings Institution	a	1775 Massachusetts Avenue, NW	Washington	DC 20036	General	50,000	-
Center for Advanced Studies of Terrorism	a	1901 Avenue of the Stars, Suite 1555	Los Angeles	CA 90067	General	5,505	-
Center for Democracy & Technology	a	1634 Eye Street, NW Suite 1100	Washington	DC 20006	General	-	2,730,143
Center for Governmental Studies	a	11951 West Pico Boulevard, Suite 120	Los Angeles	CA 90064	General	10,000	-
Council on Foundations	a	1828 L Street NW	Washington	DC 20036	General	19,940	-
Electronic Privacy Information Center	a	1718 Connecticut Ave, NW Suite 200	Washington	DC 20009	General	57,500	-
Foundation Center	a	79 Fifth Avenue	New York	NY 10003	General	14,000	-
Grantmakers in Health	a	1100 Connecticut Avenue, NW	Washington	DC 20036	General	3,500	-
Independent Sector	a	1200 Eighteen Street, NW Suite 200	Washington	DC 20036	General	5,000	-
IZY - Jim Toy Young for Cancer Foundation	a	34 71st Street	Brooklyn	NY 11209	General	1,000	-
National Partnership for Women and Families	a	1875 Connecticut Ave NW- Suite 650	Washington	DC 20009	General	105,000	81,164
Non profit Coordinating Committee	a	1350 Broadway Suite 1801	New York	NY 10018	General	3,000	-
Philanthropy New York (previously NYRAG)	a	79 Fifth Avenue, 4th Floor,	New York	NY 10003	General	10,000	-
Robert F. Kennedy Center	a	411 East 63rd Street, Suite 3F	New York	NY 10028	General	2,500	-
Rockefeller Archive Center	a	15 Dayton Avenue	Sleepy Hollow	NY 10591	General	65,800	-
Springboard 2000 Enterprises Inc.	a	2100 Foxhall Road, NW	Washington	DC 20007	General	2,000	-
Tides Center/Huffington Post Investigative Fund	a	1730 Pennsylvania Ave, Suite 875	Washington	DC 20006	General	-	249,300
WGBH Educational Foundation	a	One Guest Street	Boston	MA 02135	General	15,000	-
		(See 990-PF Page 11, Part XV, Line 3A)				474,745	3,085,607
Direct Charitable Activities		Various					2,011,906
Total Grants and Direct Charitable Activities		(See 990-PF Page 2, Part II, Line 18)					5,097,513

The Markle Foundation
Part IX-A Summary of Direct Charitable Activities
Year Ended June 30, 2009

ATTACHMENT L

The Foundation conducts its work by directly operating projects. In this fiscal year the largest activities were:

1 Task Force on National Security in the Information Age

The Task Force on National Security in the Information Age has developed a consensus among a wide variety of experts in national security, information technology and civil liberties on a strategy for how best to mobilize information and information technology to enhance our national security while preserving civil liberties. Convened and operated by the Markle Foundation, the Task Force has released four reports and two visualizations, *Protecting America's Freedom in the Information Age*, *Creating a Trusted Information Network for Homeland Security*, *Mobilizing Information to Prevent Terrorism*, and *Nation At Risk: Policy Makers Need Better Information to Protect the Country*. The Task Force has conducted extensive public education on its recommendations and staff and members speak regularly on the issues related to the sharing of information to prevent terrorism and protect civil liberties. The program continues the exploration of new areas including: energy security, domestic intelligence, bio-terror and bio-surveillance, new threats, and the use of personally identified information.

\$ 2,935,671

2 Connecting for Health

Connecting for Health is an initiative designed to catalyze the widespread changes necessary to realize the full benefits of information technology in health and health care, while protecting patient privacy and the security of personal health information. Convened and operated by the Markle Foundation, Connecting for Health is a collaborative of more than 100 leading stakeholders in the public and private sector, including experts in clinical medicine, public policy, information technology, and patient privacy, and also includes a diverse group of consumers, vendors, professional societies, and hospital groups. Connecting for Health has developed a "Common Framework" approach to health information sharing. The "Common Framework for Networked Personal Health Information," extends the Common Framework principles to increase consumer participation and protect consumer's information. Both frameworks include technical specifications, privacy and security policies, and governance principles that, when taken together encourage appropriate handling of personal health information as it flows to and from personal health records and similar applications or supporting services.

\$ 5,842,149

Total of the Largest Direct Charitable Activities \$ 8,777,820

The Markle Foundation
 Form 990-PF for the year ended June 30, 2009
 EIN: 13-1770307

SCHEDULE M

	MARKET VALUE	
	Mutual Funds	Partnerships
Dreyfus Inflation Adjusted Securities	2,089,841	
PIMCO Total Return I:	9,576,636	
Adage Capital Partners		7,369,787
Archstone Partners		15,485,997
Baupost Capital Partners IV		11,778,623
Barlow Capital Partners		12,394,155
Canyon Balanced Equities		988,256
Commonfund International III		476,675
Commonfund Private Equity IV		1,065,514
Commonfund Venture V		933,118
Commonfund International IV		633,013
Commonfund Private Equity V		1,386,510
Commonfund Venture VI		926,755
Commonfund International V		502,460
Commonfund Private Equity VI		632,415
Commonfund Venture VII		508,913
Commonfund International VI		148,797
Commonfund Private Equity VII		151,343
Commonfund Venture VIII		155,753
Convexity Capital		10,989,784
Renaissance Institutional Equities Fund		3,320,003
Riverstone Global Power & Energy IV		598,453
Rockefeller Access Fund 1		1,429,034
Rockefeller Spac Global Opps 2006		911,786
Rockefeller Access Fund 06-I		552,893
Rockefeller Special Global Distressed		398,229
Silchester International Value Trust		11,885,547
TIFF Partner. I		300,827
TIFF Partners II		645,597
TIFF Partners III		1,465,708
TIFF Partners IV		2,734,991
TIFF Realty & Resources II		1,503,040
TIFF Private Equity 2006		843,431
TIFF Realty & Resources III		812,634
TIFF Private Equity 2007		450,515
TIFF Private Equity 2008		316,328
Wellington Archipelago		10,603,315
	11,666,276	105,318,199
		<u>116,982,475</u>

The Markle Foundation
 Part II - Line 14 - Schedule of Fixed Assets & Accumulated Depreciation
 as of June 30, 2009

ATTACHMENT N

	Cost				Accumulated Depreciation			Net Assets		
	Beginning Balance	Additions	Disposals	Ending Balance	Beginning Balance	Depreciation Expense	Disposals	Ending Balance	Beginning Balance	Ending Balance
Computers	138,410			138,410	122,311	10,733		133,044	16,099	5,366
Equipment	73,961			73,961	22,188	14,792		36,980	51,773	36,981
Furnishings	530,549			530,549	449,933	51,491		501,424	80,616	29,125
Leasehold Improvements	2,603,087			2,603,087	1,432,028	178,164		1,610,192	1,171,059	992,895
	3,346,007	-	-	3,346,007	2,026,460	255,180	-	2,281,640	1,319,547	1,064,367

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM 990-PF

2008

Name JOHN & MARY R. MARKLE FOUNDATION	Employer identification number 13-1770307
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment			
1 Total tax (see instructions)		1	2,550.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	2,550.
4 Enter the tax shown on the corporation's 2007 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	333,739.
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	2,550.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required instalment based on the prior year's tax.

Part III Figuring the Underpayment					
		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	11/15/08	12/15/08	03/15/09	06/15/09
10 Required instalments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	638.	637.	638.	637.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	216,433.			100,000.
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		215,795.	215,158.	214,520.
13 Add lines 11 and 12	13		215,795.	215,158.	314,520.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	216,433.	215,795.	215,158.	314,520.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	215,795.	215,158.	214,520.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2008 and before 7/1/2008	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 08/30/2008 and before 10/1/2008	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 5\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2008 and before 1/1/2009	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 8\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2008 and before 4/1/2009	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 5\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2009 and before 7/1/2009	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times 8\%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2009 and before 10/01/2009	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times 5\%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2009 and before 1/1/2010	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times 8\%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2009 and before 2/16/2010	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times 5\%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns			38	\$ 0.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization JOHN & MARY R. MARKLE FOUNDATION	Employer identification number 13-1770307
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 10 ROCKEFELLER PLAZA	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10020	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

THE FOUNDATION

- The books are in the care of ▶ **10 ROCKEFELLER PLAZA - NEW YORK, NY 10020**
Telephone No. ▶ **212-489-6655** FAX No. ▶ **212-765-9690**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year _____ or
▶ tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10,899.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	316,433.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

* If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

* If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization JOHN & MARY R. MARKLE FOUNDATION	Employer identification number 13-1770307
	Number, street, and room or suite no. If a P.O. box, see instructions. 10 ROCKEFELLER PLAZA	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10020	

Check type of return to be filed (File a separate application for each return):

- | | | | | | |
|--------------------------------------|---|---|--------------------------------------|------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 5227 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-BL | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 6069 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOUNDATION

* The books are in the care of **▶ 10 ROCKEFELLER PLAZA - NEW YORK, NY 10020**
 Telephone No. **▶ 212-489-6655** FAX No. **▶ 212-765-9690**

* If the organization does not have an office or place of business in the United States, check this box

* If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **MAY 15, 2010**

5 For calendar year _____ , or other tax year beginning **JUL 1, 2008** , and ending **JUN 30, 2009**

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	10,899.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	316,433.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶ [Signature]** Title **▶ CPA** Date **▶ 1/21/10**

MARKLE FOUNDATION

Constitution and By-Laws

The John and Mary R. Markle Foundation
(As amended November 13, 1995,
November 13, 2000, November 19, 2001,
November 10, 2003 and November 11,
2008.)

Article I: Members and Their Meetings

Section 1. The Members of the Foundation shall consist of the persons named in the first section of the Act to incorporate the John and Mary R. Markle Foundation, being Chapter 545 of the laws of 1927 of the State of New York, viz.: John Markle, Mary R. Markle, Morgan J. O'Brien, J. Pierpont Morgan, Seward Prosser, Junius S. Morgan, Jr. and Edward M. Robinson, together with such persons as they may associate with, and their successors.

Any Member may withdraw from the Foundation at a meeting of the Foundation, or by a notice in writing to the President or Secretary.

New Members, whether as successors to those named in the Act of Incorporation or otherwise, and such additional Members as they or their successors shall see fit to associate with them, shall be elected, either at the annual meeting of the Foundation or at a special meeting duly called for that purpose, by vote of a majority of the Members of the Foundation attending such meeting.

All Members shall hold office for a three-year term and until the election and qualification of their successors. After any such Member has served in this capacity for a period of two successive three-year terms,

such person shall not be eligible for re-election as a Member for at least one year unless such person is then serving or being elected to serve as President. A member elected to be Chairman at the November 2008 Board meeting shall be eligible to continue as a member for two full terms.

All the powers of the Foundation shall be exercised by its Members and they may, by general resolution, subject to the provisions of this Constitution and By-Laws, delegate to the other officers or to committees of their own number such powers as they may see fit, in addition to the powers specified in this Constitution and By-Laws.

Section 2. The annual meeting of the Members of the Foundation shall be held in the month of November.

The Board of Directors shall present at the annual meeting of Members a report meeting the requirements of Section 519 of the Not-for-Profit Corporation Law of the State of New York. Such report shall be filed with the corporate records and either a copy or an abstract thereof entered in the minutes of the annual meeting of Members.

Special meetings of the Members of the Foundation may be held at the call of the President or of any two Members of the Foundation.

Written notice of the place, date and hour of each meeting of the Members of the Foundation shall be given by mailing a copy thereof by first class mail not less than ten nor more than fifty days before the

Constitution and By-Laws

date of the meeting to each Member of the Foundation, directed to him at the address filed by him with the Secretary for that purpose. Notice of a special meeting of the Members shall indicate that it is being issued by or at the direction of the person or persons calling the meeting and shall also state the purpose or purposes for which the meeting is called.

Section 3 One-third of the Members of the Foundation shall constitute a quorum for the transaction of business at meetings of the Foundation.

Article II: Directors and Their Meetings

Section 1. The number of Directors by whom the business and affairs of the Foundation shall be managed shall be the same as the number of Members and all of the Members of the Foundation shall be its Directors, and the election of any person as a Member of the Foundation shall constitute him a Director.

All Directors shall hold office for a three-year term and until the election and qualification of their respective successors. After any such Director of the Foundation has served in this capacity for a period of two successive three-year terms, such person shall not be eligible for re-election as a Director for at least one year unless such person is then serving or being elected to serve as President.

Section 2. Meetings of the Board of Directors of the Foundation may be held at the call of the President or of any two Directors upon at least three days' notice by mail, telephone or telegraph to each

Director at the address left by him with the Secretary for that purpose.

Section 3. The presence of at least one-third of the entire Board of Directors shall be necessary to constitute a quorum at any meeting of the Board of Directors.

Any one or more Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4. Vacancies among the Directors may be filled by vote of a majority of the Directors then in office, regardless of their number. The Directors shall have power to fill any vacancies occurring in any of the offices of the Foundation for the unexpired term and until the election of a successor.

Article III: Committees

Section 1. There shall be an Executive Committee, consisting of the Chairman, the President and three other Directors, to be designated by resolution adopted by a majority of the entire Board of Directors. The Executive Committee shall possess and exercise all of the delegable powers of the Board of Directors, except when the Board of Directors is in session, subject to such restrictions as from time to time may be prescribed by the Board of Directors. The Executive Committee may adopt its own rules of procedure.

Constitution and By-Laws

The Board of Directors shall have power, by resolution adopted by a majority of the entire Board in the case of standing committees (each of which shall consist of three or more Directors), to designate or create from time to time any other committee or committees and to prescribe the powers and functions of such other committee or committees, within limits permitted by law.

Article IV: Officers

Section 1. The officers of the Foundation shall consist of a Chairman, a President, a Secretary and a Treasurer. The officers shall be elected annually by the Foundation. All the officers, whether elected or appointed, shall hold office at the pleasure of the Foundation, but in no case beyond the time when their respective successors shall be elected and accept office. The Directors may from time to time appoint such other officers as shall be deemed expedient.

Section 2. The Chairman shall occupy an advisory capacity with respect to the affairs and policies of the Foundation similar to that usually occupied by the chairman of the board of directors of a business corporation. He shall preside at all meetings of the Board of Directors and of the Members of the Foundation and shall perform such other duties as shall be prescribed from time to time by the Foundation.

Section 3. The President shall be the chief executive officer of the Foundation and shall perform the duties of his office subject to the direction of the Board of Directors. He shall perform such other

duties as shall be prescribed from time to time by the Board of Directors. In the absence or disability of the Chairman, the President shall preside at meetings of the Board of Directors and of the Members of the Foundation.

Section 4. The Secretary shall give notice of all meetings of the Board of Directors and of the Members of the Foundation and shall keep the minutes thereof. He shall be the custodian of the seal and shall also perform all such other duties as may properly belong to his office or as shall be prescribed from time to time by the Foundation.

Section 5. The Treasurer shall have charge of the funds of the Foundation and shall collect all the income thereof and shall render a report of the condition of the treasury at each annual meeting of the Members. He shall also perform such other duties as may properly belong to his office or as shall be prescribed from time to time by the Foundation.

Article V: Waivers

Section 1. Notice of any meeting of the Members or of the Directors of the Foundation may be waived by any Member or Director not present at such meeting.

Article VI: Funds

Section 1. The Treasurer shall deposit the funds of the Foundation in such banks or trust companies as may from time to time be designated by the Board of Directors. Such deposits of funds shall be made subject to draft on the joint signatures of the President and the Chief Financial

Constitution and By-Laws

Officer together or one of these officers and another staff member as may be designated by the Board from time to time.

The securities of the Foundation shall be deposited in some suitable deposit vault or vaults designated by the Board of Directors. Access to the securities may be had and they may be withdrawn by any two officers or by an officer and another staff member as may be designated by the Board from time to time.

Section 2 No expenditures shall be authorized or made, and there shall be no distribution of the income or the principal of the funds of the Foundation, except in pursuance of a previous appropriation by the Foundation.

Article VII: Amendments

Section 1. These articles may be amended at any meeting of the Foundation by the majority vote of the Members present, provided that the notice of the meeting shall have included the particular amendments proposed.

Article VIII: Indemnification

Section 1. The Foundation shall indemnify its Members, Directors and Officers to the fullest extent permissible under the laws of the State of New York provided, however, that no indemnification shall be made which would give rise to a tax under section 4941 of the Internal Revenue Code.