

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

2010

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 2010, or tax year beginning **JUL 1, 2010**, and ending **JUN 30, 2011**

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

| | | |
|---|--|--|
| Name of foundation JOHN & MARY R. MARKLE FOUNDATION | | A Employer identification number 13-1770307 |
| Number and street (or P.O. box number if mail is not delivered to street address) 10 ROCKEFELLER PLAZA | Room/suite | B Telephone number 212-489-6655 |
| City or town, state, and ZIP code NEW YORK, NY 10020 | | C If exemption application is pending, check here <input type="checkbox"/> |
| 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 | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 152,895,192. | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| | (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).) | | | N/A | |
| Revenue | | | | |
| 1 Contributions, gifts, grants, etc., received | | | | |
| 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 | | | | |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | <3,055,950.> | | | |
| b Gross sales price for all assets on line 6a 81,733,303. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 1,737,780. | | |
| 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 | 2,491,509. | 3,100,566. | | STATEMENT 1 |
| 12 Total. Add lines 1 through 11 | <564,441.> | 4,838,346. | | |
| Operating and Administrative Expenses | | | | |
| 13 Compensation of officers, directors, trustees, etc. | 1,090,500. | 130,030. | | 960,470. |
| 14 Other employee salaries and wages | 2,916,682. | 0. | | 2,851,265. |
| 15 Pension plans, employee benefits | 1,169,809. | 40,309. | | 1,079,257. |
| 16a Legal fees STMT 2 | 31,163. | 0. | | 38,618. |
| b Accounting fees STMT 3 | 64,369. | 11,242. | | 33,937. |
| c Other professional fees STMT 4 | 1,555,524. | 1,063,729. | | 114,985. |
| 17 Interest | 176,181. | 294,405. | | 0. |
| 18 Taxes STMT 5 | 632,798. | 52,323. | | 0. |
| 19 Depreciation and depletion | 198,150. | 5,670. | | |
| 20 Occupancy ATTACHMENT D | 1,348,397. | 28,445. | | 1,319,500. |
| 21 Travel, conferences, and meetings | 5,904. | 169. | | 5,966. |
| 22 Printing and publications | 199,670. | 0. | | 163,827. |
| 23 Other expenses STMT 6 | 2,962,854. | 95,789. | | 3,029,735. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 * | 12,352,001. | 1,722,111. | | 9,597,560. |
| 25 Contributions, gifts, grants paid | 1,245,612. | | | 2,048,095. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 13,597,613. | 1,722,111. | | 11,645,655. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | <14162054.> | | | |
| b Net investment income (if negative, enter -0-) | | 3,116,235. | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | |

*** SEE ATTACHMENT B FOR DIRECT CHARITABLE ACTIVITIES.**

| 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 | 2,183,451. | 990,388. | 990,388. |
| | 2 Savings and temporary cash investments | 3,440,617. | 4,229,812. | 4,229,812. |
| | 3 Accounts receivable ▶ 27,878. | | | |
| | Less: allowance for doubtful accounts ▶ | 137,248. | 27,878. | 27,878. |
| | 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 | 403,571. | 331,906. | 331,906. |
| | 10a Investments - U.S. and state government obligations | | | |
| | b Investments - corporate stock | | | |
| | c Investments - corporate bonds | | | |
| Liabilities | 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| | Less: accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 8 | 139,663,482. | 146,452,240. | 146,452,240. |
| | 14 Land, buildings, and equipment: basis ▶ 2,710,776. | | | |
| | Less: accumulated depreciation ▶ 2,040,875. | 868,051. | 669,901. | 669,901. |
| | 15 Other assets (describe ▶ SECURITY DEPOSIT) | 187,836. | 193,067. | 193,067. |
| | 16 Total assets (to be completed by all filers) | 146,884,256. | 152,895,192. | 152,895,192. |
| | 17 Accounts payable and accrued expenses | 58,711. | 63,599. | |
| | 18 Grants payable | 3,347,840. | 2,589,597. | |
| Net Assets or Fund Balances | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ STATEMENT 9) | 335,000. | 757,000. | |
| | 23 Total liabilities (add lines 17 through 22) | 3,741,551. | 3,410,196. | |
| Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| 24 Unrestricted | 143,142,705. | 149,484,996. | | |
| 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 | 143,142,705. | 149,484,996. | | |
| 31 Total liabilities and net assets/fund balances | 146,884,256. | 152,895,192. | | |

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 | 143,142,705. |
| 2 Enter amount from Part I, line 27a | 2 | <14,162,054.> |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 | 3 | 20,504,345. |
| 4 Add lines 1, 2, and 3 | 4 | 149,484,996. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 149,484,996. |

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 | | | |
| b SEE ATTACHED STATEMENTS | | | |
| 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 | | | 1,737,780. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (f) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|-----------------------------------|--|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 1,737,780. |

| | | |
|---|---|-------------------|
| 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 | 1,737,780. |
| 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)) |
|---|---------------------------------------|---|--|
| 2009 | 10,684,837. | 142,266,311. | .075104 |
| 2008 | 8,745,132. | 148,361,039. | .058945 |
| 2007 | 8,705,484. | 185,324,818. | .046974 |
| 2006 | 7,394,609. | 172,449,679. | .042880 |
| 2005 | 7,725,602. | 154,962,312. | .049855 |

| | | |
|--|---|---------------------|
| 2 Total of line 1, column (d) | 2 | .273758 |
| 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 | .054752 |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 | 4 | 147,415,168. |
| 5 Multiply line 4 by line 3 | 5 | 8,071,275. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 31,162. |
| 7 Add lines 5 and 6 | 7 | 8,102,437. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 11,645,655. |

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.

JOHN & MARY R. MARKLE FOUNDATION

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 ADAGE CAPITAL PARTNERS, LP | | VARIOUS | VARIOUS |
| b ARCHSTONE PARTNERS, LP | | VARIOUS | VARIOUS |
| c BAUPOST VALUE PARTNERS, LP - JV | | VARIOUS | VARIOUS |
| d DREYFUS INFLATION ADJ SECURITIES | | VARIOUS | VARIOUS |
| e MELLON CASH INVESTMENTS | | VARIOUS | VARIOUS |
| f PIMCO TOTAL RETURN II | | VARIOUS | VARIOUS |
| g 2006 SPECIAL GLOBAL OPPORTUNITIES, LLC | | VARIOUS | VARIOUS |
| h ROCKEFELLER ACCESS FUND 06-I, LLC | | VARIOUS | VARIOUS |
| i ROCKEFELLER ACCESS FUND I, LLC | | VARIOUS | VARIOUS |
| j ROCKEFELLER SPECIAL GLOBAL OPPORTUNITIES DISTRESS | | VARIOUS | VARIOUS |
| k SILCHESTER INTERNATIONAL VALUE TRUST | | VARIOUS | VARIOUS |
| l TIFF PARTNERS I, LLC | | VARIOUS | VARIOUS |
| m TIFF PARTNERS II, LLC | | VARIOUS | VARIOUS |
| n TIFF PARTNERS III, LLC | | VARIOUS | VARIOUS |
| o TIFF PARTNERS IV, LLC | | VARIOUS | VARIOUS |

| (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 | | | <7,251,539.> |
| b | | | 1,994,694. |
| c | | | 2,625,720. |
| d | | | 5,382. |
| e | | | <114,142.> |
| f | | | 1,728,619. |
| g | | | <59,077.> |
| h | | | 14,469. |
| i | | | 47,407. |
| j | | | 11,855. |
| k | | | 373,262. |
| l | | | 66,344. |
| m | | | 219,090. |
| n | | | 236,386. |
| o | | | 333,135. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | <7,251,539.> |
| b | | | 1,994,694. |
| c | | | 2,625,720. |
| d | | | 5,382. |
| e | | | <114,142.> |
| f | | | 1,728,619. |
| g | | | <59,077.> |
| h | | | 14,469. |
| i | | | 47,407. |
| j | | | 11,855. |
| k | | | 373,262. |
| l | | | 66,344. |
| m | | | 219,090. |
| n | | | 236,386. |
| o | | | 333,135. |

| | |
|---|---|
| 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 |
| 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 |

JOHN & MARY R. MARKLE FOUNDATION

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 TIFF PRIVATE EQUITY PARTNERS 2006, LLC | | VARIOUS | VARIOUS |
| b TIFF PRIVATE EQUITY PARTNERS 2007, LLC | | VARIOUS | VARIOUS |
| c TIFF PRIVATE EQUITY PARTNERS 2008, LLC | | VARIOUS | VARIOUS |
| d TIFF REALTY & RESOURCES II, LLC | | VARIOUS | VARIOUS |
| e TIFF REALTY & RESOURCES III, LLC | | VARIOUS | VARIOUS |
| f VANGUARD S&P 500 FUND | | VARIOUS | VARIOUS |
| g COMMONFUND CAPITAL VENTURE PARTNERS VIII | | VARIOUS | VARIOUS |
| h INTERNATIONAL PRIVATE EQUITY PARTNERS III | | VARIOUS | VARIOUS |
| i COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV | | VARIOUS | VARIOUS |
| j COMMONFUND CAPITAL INTERNATIONAL PARTNERS V | | VARIOUS | VARIOUS |
| k COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI | | VARIOUS | VARIOUS |
| l ENDOWMENT PRIVATE EQUITY PARTNERS IV | | VARIOUS | VARIOUS |
| m COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V | | VARIOUS | VARIOUS |
| n COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI | | VARIOUS | VARIOUS |
| o COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII | | VARIOUS | VARIOUS |

| (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 | | | 19,845. |
| b | | | 2,000. |
| c | | | 49,980. |
| d | | | 36,390. |
| e | | | 48. |
| f | | | 701,156. |
| g | | | 7,100. |
| h | | | 103,302. |
| i | | | 27,053. |
| j | | | <2,821.> |
| k | | | 8,404. |
| l | | | 186,070. |
| m | | | 174,740. |
| n | | | 10,350. |
| o | | | 6,098. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 19,845. |
| b | | | 2,000. |
| c | | | 49,980. |
| d | | | 36,390. |
| e | | | 48. |
| f | | | 701,156. |
| g | | | 7,100. |
| h | | | 103,302. |
| i | | | 27,053. |
| j | | | <2,821.> |
| k | | | 8,404. |
| l | | | 186,070. |
| m | | | 174,740. |
| n | | | 10,350. |
| o | | | 6,098. |

| | |
|---|---|
| 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 |
| 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 |

JOHN & MARY R. MARKLE FOUNDATION

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 ENDOWMENT VENTURE PARTNERS V | | VARIOUS | VARIOUS |
| b COMMONFUND CAPITAL VENTURE PARTNERS VI | | VARIOUS | VARIOUS |
| c COMMONFUND CAPITAL VENTURE PARTNERS VII | | VARIOUS | VARIOUS |
| d | | | |
| e | | | |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| (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 | | | 98,962. |
| b | | | 58,889. |
| c | | | 18,609. |
| d | | | |
| e | | | |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | 98,962. |
| b | | | 58,889. |
| c | | | 18,609. |
| d | | | |
| e | | | |
| f | | | |
| g | | | |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | |
|---|---|------------|
| 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 | 1,737,780. |
| 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 VI 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 or determination letter: _____ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 31,162. |
| 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 | 31,162. |
| 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 | 31,162. |
| 6 Credits/Payments: | | | |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010 | 6a | 150,000. | |
| 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 | 150,000. | |
| 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 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 118,838. | |
| 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 118,838. 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 2010 or the taxable year beginning in 2010 (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) | | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.MARKLE.ORG</u> | X | | |
| 14 | The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>212-489-6655</u> Located at ► <u>10 ROCKEFELLER PLAZA, NEW YORK, NY</u> ZIP+4 ► <u>10020</u> | | | |
| 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 |
| 16 | At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | | 16 | Yes No X |

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 22 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 2010? | 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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <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 | N/A |
| 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 2010 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 2010.) | 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 2010? | 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 propoganda, 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)? Yes No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here

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

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? Yes No 6b X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A** 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 A | | | | |
| | | | | |
| | | | | |
| | | | | |
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| | | | | |
| | | | | |

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 |
|---|---|------------------|---|---------------------------------------|
| CAROL DIAMOND - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020 | MANAGING DIRECTOR 35.00 | 458,855. | 72,423. | 0. |
| ERIC ROSENBAACH - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020 | MANAGING DIRECTOR 35.00 | 301,590. | 26,683. | 0. |
| STEFAN VERHULST - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020 | CHIEF OF RESEARCH 35.00 | 218,000. | 66,044. | 0. |
| ANNA NIGIDO - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020 | DIR, FINANCE AND ADMINISTRATION 35.00 | 186,000. | 53,574. | 0. |
| JOSH LEMIEUX - 10 ROCKEFELLER PLAZA; 16TH FL, NEW YORK, NY 10020 | DIR, PERSONAL HEALTH TECHNOLOGY 35.00 | 165,105. | 47,995. | 0. |
| Total number of other employees paid over \$50,000 | | | | 14 |

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 |
|---|-----------------------|------------------|
| BAUPOST GROUP LLC - 10 ST JAMES AVENUE, SUITE 700, BOSTON, MA 02116 | INVESTMENT FEES | 717,871. |
| SOSNIK, DOUGLAS 4819 INDIAN LANE, NW, WASHINGTON, DC 20016 | PROJECT CONSULTING | 301,169. |
| ARNOLD & PORTER LLP 555 TWELFTH STREET, NW, WASHINGTON, DC 20004 | PROJECT CONSULTING | 275,758. |
| SILCHESTER INTERNATIONAL - 780 THIRD AVENUE, 42ND FLOOR, NEW YORK, NY 10017 | INVESTMENT FEES | 138,473. |
| EAST END ADVISORS, LLC - 610 FIFTH AVENUE, 5TH FLOOR, NEW YORK, NY 10020 | INVESTMENT CONSULTING | 125,000. |
| Total number of others receiving over \$50,000 for professional services | | 8 |

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 B | |
| | 9,338,801. |
| 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 | |
| All other program-related investments. See instructions. | |
| 3 | |
| 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 | 145,891,913. |
| b | Average of monthly cash balances | 1b | 3,768,156. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 149,660,069. |
| 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 | 149,660,069. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 2,244,901. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 147,415,168. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 7,370,758. |

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 | 7,370,758. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 2a | 31,162. |
| b | Income tax for 2010. (This does not include the tax from Part VI.) | 2b | 34,578. |
| c | Add lines 2a and 2b | 2c | 65,740. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 7,305,018. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 8,741. |
| 5 | Add lines 3 and 4 | 5 | 7,313,759. |
| 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 | 7,313,759. |

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 | 11,645,655. |
| 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 | 11,645,655. |
| 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 | 31,162. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 11,614,493. |

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 2009 | (c) 2009 | (d) 2010 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7 | | | | 7,313,759. |
| 2 Undistributed income, if any, as of the end of 2010: | | | | |
| a Enter amount for 2009 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2010: | | | | |
| a From 2005 | 213,355. | | | |
| b From 2006 | | | | |
| c From 2007 | | | | |
| d From 2008 | 1,332,180. | | | |
| e From 2009 | 3,772,395. | | | |
| f Total of lines 3a through e | 5,317,930. | | | |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 11,645,655. | | | | |
| a Applied to 2009, 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 2010 distributable amount | | | | 7,313,759. |
| e Remaining amount distributed out of corpus | 4,331,896. | | | |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 9,649,826. | | | |
| 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 2009. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2005 not applied on line 5 or line 7 | 213,355. | | | |
| 9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a | 9,436,471. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2006 | | | | |
| b Excess from 2007 | | | | |
| c Excess from 2008 | 1,332,180. | | | |
| d Excess from 2009 | 3,772,395. | | | |
| e Excess from 2010 | 4,331,896. | | | |

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 2010, 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) 2010 | (b) 2009 | (c) 2008 | (d) 2007 | |
| 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 on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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) | | | | |
| <p><i>a Paid during the year</i> SEE ATTACHMENT C</p> | | | | <p>2048095.</p> |
| <p>Total ▶ 3a</p> | | | | <p>2048095.</p> |
| <p><i>b Approved for future payment</i> SEE ATTACHMENT C</p> | | | | <p>2589597.</p> |
| <p>Total ▶ 3b</p> | | | | <p>2589597.</p> |

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: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (525990, 321,301, 18, <3,377,251.>), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (334,490, <898,931.>, 0.), 13 Total (<564,441.>).

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 (other than by providing funds for such purposes).

Part XVII 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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

| | | Yes | No |
|--|-------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

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

| (a) Line no. | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|--------------|---------------------|---|--|
| | | N/A | |
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2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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

| | |
|-------------------------------|---|
| Sign Here | Signature of officer or trustee: <u><i>Thomas F Blaney</i></u> Date: <u>13/7/2012</u> Title: <u>Managing Director + CFO</u> |
| Paid Preparer Use Only | Print/type preparer's name: <u>THOMAS F BLANEY, CPA</u> Preparer's signature: <u><i>John Blaney</i></u> Date: <u>2/27/12</u> Check <input type="checkbox"/> if self-employed PTIN: <u>P00234022</u> |
| | Firm's name: <u>O'CONNOR DAVIES MUNNS & DOBBINS, LLP</u> Firm's address: <u>60 EAST 42ND STREET, NEW YORK, NY 10165-3698</u> Firm's EIN: <u>13-3385019</u> Phone no.: <u>212-286-2600</u> |

FORM 990-PF OTHER INCOME STATEMENT 1

| DESCRIPTION | (A) | (B) |
|---|----------------------|----------------------------|
| | REVENUE PER BOOKS | NET INVEST- MENT INCOME |
| PARTNERSHIP AND MUTUAL FUND INCOME | 1,880,967 | 2,867,187 |
| MISCELLANEOUS INCOME | 957 | 957 |
| GRANT REFUND | 8,741 | - |
| UNRELATED BUSINESS INCOME TAX REFUND | 92,103 | - |
| EXCISE TAX REFUND | 263,130 | - |
| RENTAL INCOME | 245,611 | 245,611 |
| LESS: UNRELATED BUSINESS INCOME REPORTED ON 990-T | - | (13,189) |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | <u>2,491,509</u> | <u>3,100,566</u> |

FORM 990-PF LEGAL FEES STATEMENT 2

| DESCRIPTION | (A) | (B) | (C) | (D) |
|----------------------------|-----------------------|----------------------------|------------------------|------------------------|
| | EXPENSES PER BOOKS | NET INVEST- MENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
| HOGAN & HARTSON LLP | 1,535. | 0. | | 1,535. |
| MIRSKY & CO. | 188. | 0. | | 188. |
| WHITE & CASE, LLP | 29,440. | 0. | | 36,895. |
| TO FM 990-PF, PG 1, LN 16A | <u>31,163.</u> | <u>0.</u> | | <u>38,618.</u> |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) | (B) | (C) | (D) |
|---|-----------------------|----------------------------|------------------------|------------------------|
| | EXPENSES PER BOOKS | NET INVEST- MENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
| EISNER LLP | 12,495. | 0. | | 12,495. |
| O'CONNOR DAVIES MUNNS & DOBBINS, LLP | 51,874. | 11,242. | | 21,442. |
| TO FORM 990-PF, PG 1, LN 16B | <u>64,369.</u> | <u>11,242.</u> | | <u>33,937.</u> |

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| THOMAS CALVOCORESSI, ESQ. | 2,844. | 0. | | 2,844. |
| CAREER LEVERAGE INC | 3,500. | 0. | | 3,500. |
| CARLTON ARCHITECTURE PC | 17,487. | 0. | | 17,477. |
| HILARY BRYAN | 306. | 0. | | 306. |
| BRUCE NICKERSON | 63. | 0. | | 63. |
| O'CONNOR DAVIES MUNNS & DOBBINS | 10,048. | 0. | | 10,048. |
| MARILYN PUDER-YORK | 4,200. | 0. | | 2,100. |
| PRICE WATERHOUSE COOPERS LLP | 72,924. | 0. | | 72,924. |
| WISE HR STRATEGIES | 5,723. | 0. | | 5,723. |
| INVESTMENT MANAGEMENT FEES | 1,438,429. | 1,063,729. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 1,555,524. | 1,063,729. | | 114,985. |

FORM 990-PF

TAXES

STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| UNRELATED BUSINESS INCOME TAX | 95. | 0. | | 0. |
| FOREIGN TAXES ON INVESTMENTS | 703. | 52,323. | | 0. |
| EXCISE TAX | 210,000. | 0. | | 0. |
| DEFERRED EXCISE TAX ON UNREALIZED GAIN | 422,000. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 632,798. | 52,323. | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT 6 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
| SEE ATTACHMENT E | 2,962,854. | 95,789. | | 3,029,735. |
| TO FORM 990-PF, PG 1, LN 23 | 2,962,854. | 95,789. | | 3,029,735. |

| FORM 990-PF | OTHER INCREASES IN NET ASSETS OR FUND BALANCES | STATEMENT 7 |
|--|--|-------------|
| DESCRIPTION | | AMOUNT |
| CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS | | 20,504,345. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | | 20,504,345. |

| FORM 990-PF | OTHER INVESTMENTS | | STATEMENT 8 |
|--|---------------------|-------------|----------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| ADAGE CAPITAL PARTNERS | FMV | 11,442,703. | 11,442,703. |
| ARCHSTONE PARTNERS | FMV | 18,511,309. | 18,511,309. |
| BARLOW CAPITAL PARTNERS | FMV | 8,322,654. | 8,322,654. |
| BAUPOST CAPITAL PARTNERS IV | FMV | 14,898,900. | 14,898,900. |
| BLEINHEIM FUND | FMV | 5,530,314. | 5,530,314. |
| CAMCAP RESOURCES FUND | FMV | 2,514,635. | 2,514,635. |
| CANYON BALANCED EQUITIES | FMV | 1,483,654. | 1,483,654. |
| COMMONFUND INTERNATIONAL III | FMV | 412,989. | 412,989. |
| COMMONFUND PRIVATE EQUITY IV | FMV | 767,282. | 767,282. |
| COMMONFUND VENTURE V | FMV | 782,527. | 782,527. |
| COMMONFUND INTERNATIONAL IV | FMV | 893,231. | 893,231. |
| COMMONFUND PRIVATE EQUITY V | FMV | 1,600,873. | 1,600,873. |
| COMMONFUND VENTURE VI | FMV | 1,342,564. | 1,342,564. |
| COMMONFUND INTERNATIONAL V | FMV | 946,146. | 946,146. |
| COMMONFUND PRIVATE EQUITY VI | FMV | 1,160,153. | 1,160,153. |
| COMMONFUND VENTURE VII | FMV | 865,539. | 865,539. |
| COMMONFUND INTERNATIONAL VI | FMV | 500,747. | 500,747. |
| COMMONFUND PRIVATE EQUITY VII | FMV | 572,557. | 572,557. |
| COMMONFUND VENTURE VIII | FMV | 611,142. | 611,142. |
| CONVEXITY CAPITAL | FMV | 14,915,411. | 14,915,411. |
| DREYFUS INFLATION ADJUSTED SECURITIES | FMV | 2,448,450. | 2,448,450. |
| EQUINOX PARTNERS | FMV | 5,580,417. | 5,580,417. |

JOHN & MARY R. MARKLE FOUNDATION

13-1770307

| | | | |
|--|------|--------------|--------------|
| JP MORGAN SHORT DURATION FUND | FMV | 6,044,395. | 6,044,395. |
| PIMCO TOTAL RETURN II | FMV | 5,485,273. | 5,485,273. |
| RIVERSTONE GLOBAL POWER & ENERGY | FMV | | |
| IV | | 1,780,742. | 1,780,742. |
| ROCKEFELLER ACCESS FUND 1 | FMV | 1,696,912. | 1,696,912. |
| ROCKEFELLER SPEC GLOBAL OPPTS 2006 | FMV | 1,049,122. | 1,049,122. |
| ROCKEFELLER ACCESS FUND 06-I | FMV | 1,210,188. | 1,210,188. |
| ROCKEFELLER SPECIAL GLOBAL | FMV | | |
| DISTRESSED | | 701,148. | 701,148. |
| SILCHESTER INTERNATIONAL VALUE | FMV | | |
| TRUST | | 10,733,077. | 10,733,077. |
| TIFF PARTNERS I | FMV | 85,807. | 85,807. |
| TIFF PARTNERS II | FMV | 371,830. | 371,830. |
| TIFF PARTNERS III | FMV | 1,192,966. | 1,192,966. |
| TIFF PARTNERS IV | FMV | 2,642,760. | 2,642,760. |
| TIFF REALTY & RESOURCES II | FMV | 1,939,902. | 1,939,902. |
| TIFF PRIVATE EQUITY 2006 | FMV | 1,340,261. | 1,340,261. |
| TIFF REALTY & RESOURCES III | FMV | 1,865,382. | 1,865,382. |
| TIFF PRIVATE EQUITY 2007 | FMV | 1,206,252. | 1,206,252. |
| TIFF PRIVATE EQUITY 2008 | FMV | 952,533. | 952,533. |
| WELLINGTON ARCHIPELAGO | FMV | 8,549,493. | 8,549,493. |
| INVESTMENT IN ADVANCE | COST | 1,500,000. | 1,500,000. |
| PENDING SALES | COST | 0. | 0. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 146,452,240. | 146,452,240. |

| FORM 990-PF | OTHER LIABILITIES | STATEMENT | 9 |
|--|-------------------|------------|------------|
| DEFERRED FEDERAL EXCISE TAX PAYABLE | | BOY AMOUNT | EOY AMOUNT |
| | | 335,000. | 757,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | | 335,000. | 757,000. |

FORM 990-PF

OTHER REVENUE

STATEMENT 10

| DESCRIPTION | BUS CODE | UNRELATED BUSINESS INC | EXCL CODE | EXCLUDED AMOUNT | RELATED OR EXEMPT' FUNC- TION INCOME |
|---------------------------------------|-------------|---------------------------|--------------|--------------------|--|
| PARTNERSHIP AND MUTUAL FUND INCOME | 525990 | 13,189. | 14 | 1,867,778. | |
| GRANT REFUND | | | 01 | 8,741. | |
| RENTAL INCOME | | | 16 | 245,611. | |
| UNRELATED BUSINESS INCOME | | | | | |
| TAX REFUND | | | 01 | 92,103. | |
| EXCISE TAX REFUND | | | 01 | 263,130. | |
| MISCELLANEOUS INCOME | | | 01 | 957. | |
| TOTAL TO FORM 990-PF, PG 12, LN 11 | | 13,189. | | 2,478,320. | |

PART VIII - 1) List of Officers and Directors

ATTACHMENT A

The Markle Foundation 990-PF
 For the Year ending 6/30/2011

| 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 Budinger c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020 | President | 40 | 757,500 | 60,586 | 0 |
| Karen Byers c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020 | Treas/Secy/CFO | 40 | 333,000 | 63,950 | 0 |
| John Gage c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020 | Director | * | 0 | 0 | 0 |
| Slade Gorton 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 |
| 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.

The Markle Foundation
Part IX-A Summary of Direct Charitable Activities
Year Ended June 30, 2011

ATTACHMENT B

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

1 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.

\$ 5,025,554

2 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, cybersecurity, new threats, and the use of personally identified information.

\$ 4,363,248

Total of the Largest Direct Charitable Activities \$ 9,388,801

| MARKLE FOUNDATION GRANTEE SCHEDULE FY 2011 | State | Address | Purpose | Grants Paid FY 2011 | Grants Payable @ 6/30/2011 | | |
|---|-------|--|---------------|------------------------|-------------------------------|-----------|-----------|
| | | | | | | City | Zip |
| Aspen Institute | a | One Dupont Circle NW, Suite 700 | Washington | DC 20036 | General | 245,000 | 175,000 |
| Association of Small Foundations | a | 1720 N Street NW | Washington | DC 20036 | General | 2,495 | - |
| Bipartisan Policy Center | a | 1225 Eye Street NW, Suite 1000 | Washington | DC 20005 | General | 7,993 | - |
| Brookings Institution | a | 1775 Massachusetts Avenue NW | Washington | DC 20036 | General | 25,000 | 25,000 |
| Center for Democracy & Technology | a | 1634 I Street NW, Suite 1100 | Washington | DC 20006 | General | 1,131,054 | 564,989 |
| Center for Governmental Studies | a | 10951 West Pico Boulevard, Suite 120 | Los Angeles | CA 90064 | General | 5,000 | - |
| Center for a New American Security | a | 1301 Pennsylvania Avenue NW, Suite 403 | Washington | DC 20004 | General | 90,000 | 80,000 |
| Center for Public Integrity | a | 910 17th Street NW, Suite 700 | Washington | DC 20006 | General | 50,000 | 165,439 |
| Council on Foundations | a | 2121 Crystal Drive, Suite 700 | Arlington | VA 22202 | General | 20,160 | - |
| Fisher House Foundation | a | 111 Rockville Pike, Suite 420 | Rockville | MD 20850 | General | 2,500 | - |
| Foundation Center | a | 79 Fifth Avenue | New York | NY 10003 | General | 15,000 | - |
| Grantmakers in Health | a | 1100 Connecticut Avenue NW, Suite 1200 | Washington | DC 20036 | General | 3,500 | - |
| Independent Sector | a | 1602 L Street NW, Suite 900 | Washington | DC 20036 | General | 4,000 | - |
| Intrepid Museum Foundation | a | West 46th and 12th Avenue | New York | NY 10036 | General | 5,000 | - |
| National Partnership for Women and Families | a | 1875 Connecticut Avenue NW, Suite 650 | Washington | DC 20009 | General | 254,850 | 200,018 |
| New America Foundation | a | 1899 L Street NW, Suite 400 | Washington | DC 20036 | General | 30,000 | - |
| Nonprofit Coordinating Committee | a | 1350 Broadway, Suite 1801 | New York | NY 10018 | General | 4,000 | - |
| Philanthropy New York (previously NYRAG) | a | 79 Fifth Avenue, 4th Floor | New York | NY 10003 | General | 10,000 | - |
| Society for Advanced Disease Surveillance | a | 26 Lincoln Street, Suite 3 | Brighton | MA 02135 | General | 36,854 | - |
| Tides Center/Huffington Post Investigative Fund | a | The Presidio, Building 1014 | San Francisco | CA 94129 | General | 102,189 | - |
| Triateral Commission | a | 1156 Fifteenth Street NW, Suite 505 | Washington | DC 20005 | General | 3,500 | - |
| | | (See 990-PF Page 11, Part XV, Line 3A) | | | | 2,048,095 | 1,210,446 |
| Direct Charitable Activities | | Various | | | | | 1,379,151 |
| Unrelated Business-Related Payables | | (See 990-PF Page 2, Part II, Line 18) | | | | | 2,589,597 |

OCCUPANCY EXPENSE

| | | Column A | Column B | Column C | Column D |
|--|------------------|------------------|---------------|----------|------------------|
| Rent | | 1,256,285 | 28,445 | | 1,227,446 |
| Utilities | | 24,245 | | | 24,245 |
| Telephone | | 32,231 | | | 32,173 |
| Janitorial services | | 35,636 | | | 35,636 |
| Occupancy Expense | Part 1 - Line 20 | 1,348,397 | 28,445 | - | 1,319,500 |
| Rental Income | Part 1 - Line 11 | 245,611 | | | 245,611 |
| TOTAL Occupancy Expense, net of Rental Income | | 1,102,786 | 28,445 | - | 1,073,889 |
| | | | | | |

The Markle Foundation

PART I LINE 23: OTHER EXPENSES

For the year Ended June 30, 2011

ATTACHMENT E

| | Column A | Column B | Column C | Column D |
|--|------------------|---------------|----------|------------------|
| Supplies and general office expenses | 121,570 | 4,469 | | 118,660 |
| Leasing, repairs and maintenance | 25,475 | | | 25,475 |
| Postage, shipping and messenger services | 6,761 | 988 | | 6,761 |
| Insurance | 34,537 | 5,385 | | 33,549 |
| Board of Directors | 16,319 | 84,947 | | 10,745 |
| Investment Expenses | - | | | - |
| | | | | |
| Project Reports, Materials and Public Education* | 171,501 | | | 171,501 |
| National Security in the Information Age | 203,422 | | | 207,239 |
| Connecting for Health | | | | |
| | | | | |
| Project Operations, Steering Committee & Working Groups* | 1,499,464 | | | 1,546,803 |
| National Security in the Information Age | 883,804 | | | 909,001 |
| Connecting for Health | | | | |
| | | | | |
| Total Other Expenses | 2,962,854 | 95,789 | - | 3,029,735 |

*Direct Charitable Activities - See Attachment B

ATTACHMENT F

**The Markle Foundation
Part II - Line 14 - Schedule of Fixed Assets & Accumulated Depreciation
as of June 30, 2011**

| | 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) | - | 138,410 | | (138,410) | - | - | - |
| Equipment | 92,174 | | | 92,174 | 53,594 | 18,435 | | 72,029 | 38,580 | 20,145 |
| Furnishings | 514,792 | | (499,277) | 15,515 | 500,053 | 1,552 | (499,277) | 2,328 | 14,739 | 13,187 |
| Leasehold Improvements | 2,603,087 | | | 2,603,087 | 1,788,355 | 178,163 | | 1,966,518 | 814,732 | 636,569 |
| | 3,348,463 | - | (637,687) | 2,710,776 | 2,480,412 | 198,150 | (637,687) | 2,040,875 | 868,051 | 669,901 |

Application for Extension of Time To File an Exempt Organization Return

▶ **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.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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.

| | | |
|--|---|---|
| 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 | |

Enter the Return code for the return that this application is for (file a separate application for each return)

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2012**, 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, 2010**, and ending **JUN 30, 2011**.

2 If the tax year entered in line 1 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 | \$ 150,000. |
| 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. | 3b | \$ 150,000. |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, 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 Paperwork Reduction Act Notice, see Instructions.

• 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 your return. See instructions. | Name of exempt organization | Employer identification number | |
| | JOHN & MARY R. MARKLE FOUNDATION | 13-1770307 | |
| | 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 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

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.

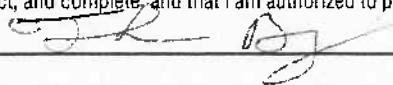
4 I request an additional 3-month extension of time until **MAY 15, 2012**.
 5 For calendar year , or other tax year beginning **JUL 1, 2010** , and ending **JUN 30, 2011**.
 6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE NECESSARY INFORMATION NEEDED 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 | \$ | 150,000. |
| 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 | \$ | 150,000. |
| c | Balance due. Subtract line 8b from line 8a. Include your payment with this form, 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 **▶**  Title **▶ CPA, CFE** Date **▶ 2/2/12**