

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

For calendar year 2010 or other tax year beginning JUL 1, 2010, and ending JUN 30, 2011

OMB No. 1545-0067

2010Open to Public Inspection for
501(c)(3) Organizations Only

| | | |
|---|--|---|
| A <input type="checkbox"/> Check box if address changed | Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) | D Employer identification number (Employees' trust, see instructions.) |
| B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a) | Print or Type JOHN & MARY R. MARKLE FOUNDATION Number, street, and room or suite no. If a P.O. box, see instructions. 10 ROCKEFELLER PLAZA City or town, state, and ZIP code NEW YORK, NY 10020 | 13-1770307 525990 |
| C Book value of all assets at end of year 152,895,192. | F Group exemption number (See instructions.) | |
| | G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust | |

H Describe the organization's primary unrelated business activity. **SEE STATEMENT 8****I** During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ☐ Yes ☒ No
If "Yes," enter the name and identifying number of the parent corporation.**J** The books are in care of **THE FOUNDATION** Telephone number **212-489-6655**

| Part I | Unrelated Trade or Business Income | (A) Income | (B) Expenses | (C) Net |
|---|------------------------------------|--------------------|--------------|----------|
| 1a Gross receipts or sales | | | | |
| b Less returns and allowances | c Balance | 1c | | |
| 2 Cost of goods sold (Schedule A, line 7) | | 2 | | |
| 3 Gross profit. Subtract line 2 from line 1c | | 3 | | |
| 4a Capital gain net income (attach Schedule D) | | 4a 283,862. | | 283,862. |
| b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797) | | 4b 37,439. | | 37,439. |
| c Capital loss deduction for trusts | | 4c | | |
| 5 Income (loss) from partnerships and S corporations (attach statement) | | 5 13,189. | STMT 11 | 13,189. |
| 6 Rent income (Schedule C) | | 6 | | |
| 7 Unrelated debt-financed income (Schedule E) | | 7 | | |
| 8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F) | | 8 | | |
| 9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G) | | 9 | | |
| 10 Exploited exempt activity income (Schedule I) | | 10 | | |
| 11 Advertising income (Schedule J) | | 11 | | |
| 12 Other income (See instructions; attach schedule.) | | 12 | | |
| 13 Total. Combine lines 3 through 12 | | 13 334,490. | | 334,490. |

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income.)

| | | |
|--|------------|--------------------------|
| 14 Compensation of officers, directors, and trustees (Schedule K) | 14 | |
| 15 Salaries and wages | 15 | |
| 16 Repairs and maintenance | 16 | |
| 17 Bad debts | 17 | |
| 18 Interest (attach schedule) | 18 | SEE STATEMENT 12 5,067. |
| 19 Taxes and licenses | 19 | SEE STATEMENT 9 20,894. |
| 20 Charitable contributions (See instructions for limitation rules.) | 20 | SEE STATEMENT 10 20,644. |
| 21 Depreciation (attach Form 4562) | 21 | |
| 22 Less depreciation claimed on Schedule A and elsewhere on return | 22a | 22b |
| 23 Depletion | 23 | |
| 24 Contributions to deferred compensation plans | 24 | |
| 25 Employee benefit programs | 25 | |
| 26 Excess exempt expenses (Schedule I) | 26 | |
| 27 Excess readership costs (Schedule J) | 27 | |
| 28 Other deductions (attach schedule) | 28 | SEE STATEMENT 13 57,094. |
| 29 Total deductions. Add lines 14 through 28 | 29 | 148,699. |
| 30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13 | 30 | 185,791. |
| 31 Net operating loss deduction (limited to the amount on line 30) | 31 | SEE STATEMENT 19 53,180. |
| 32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30 | 32 | 132,611. |
| 33 Specific deduction (Generally \$1,000, but see instructions for exceptions.) | 33 | 1,000. |
| 34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32 | 34 | 131,611. |

Part III Tax Computation**35 Organizations Taxable as Corporations.** See instructions for tax computation.Controlled group members (sections 1561 and 1563) check here ☐ See instructions and:**a** Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):

(1) \$ (2) \$ (3) \$

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$

(2) Additional 3% tax (not more than \$100,000) \$

c Income tax on the amount on line 34 **35c** 34,578.**36 Trusts Taxable at Trust Rates.** See instructions for tax computation. Income tax on the amount on line 34 from:☐ Tax rate schedule or ☐ Schedule D (Form 1041) **36****37 Proxy tax.** See instructions **37****38 Alternative minimum tax** **38****39 Total.** Add lines 37 and 38 to line 35c or 36, whichever applies **39** 34,578.**Part IV Tax and Payments****40a** Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a****b** Other credits (see instructions) **40b****c** General business credit. Attach Form 3800 **40c****d** Credit for prior year minimum tax (attach Form 8801 or 8827) **40d****e** Total credits. Add lines 40a through 40d **40e****41** Subtract line 40e from line 39 **41** 34,578.**42** Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule) **42****43** Total tax. Add lines 41 and 42 **43** 34,578.**44a** Payments: A 2009 overpayment credited to 2010 **44a** 100,000.**b** 2010 estimated tax payments **44b****c** Tax deposited with Form 8868 **44c****d** Foreign organizations: Tax paid or withheld at source (see instructions) **44d****e** Backup withholding (see instructions) **44e****f** Credit for small employer health insurance premiums (Attach Form 8941) **44f****g** Other credits and payments: ☐ Form 2439 ☐ Other **44g**☐ Form 4136 ☐ Other Total **44g****45** Total payments. Add lines 44a through 44g **45** 100,000.**46** Estimated tax penalty (see instructions). Check if Form 2220 is attached ☐ **46****47** Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47****48** Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 65,422.**49** Enter the amount of line 48 you want: Credited to 2011 estimated tax 65,422. Refunded **49** 0.**Part V Statements Regarding Certain Activities and Other Information** (see instructions)

| | | | |
|---|--|-----|----|
| 1 | At any time during the 2010 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here | Yes | No |
| 2 | During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. | | X |
| 3 | Enter the amount of tax-exempt interest received or accrued during the tax year \$ | | |

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

| | | | | | | | |
|----|--------------------------------|----|--|---|--|-----|----|
| 1 | Inventory at beginning of year | 1 | | 6 | Inventory at end of year | 6 | |
| 2 | Purchases | 2 | | 7 | Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 | 7 | |
| 3 | Cost of labor | 3 | | 8 | Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? | Yes | No |
| 4a | Additional section 263A costs | 4a | | | | | X |
| b | Other costs (attach schedule) | 4b | | | | | |
| 5 | Total. Add lines 1 through 4b | 5 | | | | | |

Sign Here

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

Signature of officer: Karen D. Byers Date: 12/7/2012 Title: Managing Director/CEO

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

| | | | | |
|--|----------------------|----------------|---|-----------|
| Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| THOMAS F. BLANEY, CPA | <u>John D. Byers</u> | <u>12/7/12</u> | | P00234022 |
| Firm's name | Firm's EIN | | | |
| O'CONNOR DAVIES MUNNS & DOBBINS, LLP | 13-3385019 | | | |
| Firm's address | Phone no. | | | |
| 60 EAST 42ND STREET NEW YORK, NY 10165-3698 | 212-286-2600 | | | |

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

| |
|-----|
| (1) |
| (2) |
| (3) |
| (4) |

2. Rent received or accrued

| (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%) | (b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income) | 3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule) |
|---|---|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| Total | 0. | 0. |

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶(b) **Total deductions.**

Enter here and on page 1, Part I, line 6, column (B) ... ▶

0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

| 1. Description of debt-financed property | 2. Gross income from or allocable to debt-financed property | 3. Deductions directly connected with or allocable to debt-financed property | | |
|---|---|--|--|---|
| | | (a) Straight line depreciation (attach schedule) | (b) Other deductions (attach schedule) | |
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| 4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule) | 5. Average adjusted basis of or allocable to debt-financed property (attach schedule) | 6. Column 4 divided by column 5 | 7. Gross income reportable (column 2 x column 6) | 8. Allocable deductions (column 6 x total of columns 3(a) and 3(b)) |
| (1) | | % | | |
| (2) | | % | | |
| (3) | | % | | |
| (4) | | % | | |
| Totals ▶ | | | 0. | 0. |
| Total dividends-received deductions included in column 8 ▶ | | | | 0. |

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

| 1. Name of controlled organization | 2. Employer identification number | Exempt Controlled Organizations | | | |
|------------------------------------|---|---|--|---|--|
| | | 3. Net unrelated income (loss) (see instructions) | 4. Total of specified payments made | 5. Part of column 4 that is included in the controlling organization's gross income | 6. Deductions directly connected with income in column 5 |
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| Nonexempt Controlled Organizations | | | | | |
| 7. Taxable income | 8. Net unrelated income (loss) (see instructions) | 9. Total of specified payments made | 10. Part of column 9 that is included in the controlling organization's gross income | 11. Deductions directly connected with income in column 10 | |
| (1) | | | | | |
| (2) | | | | | |
| (3) | | | | | |
| (4) | | | | | |
| Totals ▶ | | | Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). | Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). | 0. |

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

| 1. Description of income | 2. Amount of income | 3. Deductions directly connected (attach schedule) | 4. Set-asides (attach schedule) | 5. Total deductions and set-asides (col. 3 plus col. 4) |
|---|---------------------|--|---------------------------------|---|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| Enter here and on page 1, Part I, line 9, column (A). | | | | Enter here and on page 1, Part I, line 9, column (B). |
| Totals | 0. | | | 0. |

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

| 1. Description of exploited activity | 2. Gross unrelated business income from trade or business | 3. Expenses directly connected with production of unrelated business income | 4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7. | 5. Gross income from activity that is not unrelated business income | 6. Expenses attributable to column 5 | 7. Excess exempt expenses (column 6 minus column 5, but not more than column 4). |
|--|---|---|--|---|--------------------------------------|--|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Enter here and on page 1, Part I, line 10, col. (A). | | Enter here and on page 1, Part I, line 10, col. (B). | | | | Enter here and on page 1, Part II, line 26. |
| Totals | 0. | 0. | | | | 0. |

Schedule J - Advertising Income (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

| 1. Name of periodical | 2. Gross advertising income | 3. Direct advertising costs | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|--|-----------------------------|-----------------------------|--|-----------------------|---------------------|---|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Totals (carry to Part II, line (5)) | 0. | 0. | | | | 0. |

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

| 1. Name of periodical | 2. Gross advertising income | 3. Direct advertising costs | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|--|-----------------------------|--|--|-----------------------|---------------------|---|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| (5) Totals from Part I | 0. | 0. | | | | 0. |
| Enter here and on page 1, Part I, line 11, col. (A). | | Enter here and on page 1, Part I, line 11, col. (B). | | | | Enter here and on page 1, Part II, line 27. |
| Totals, Part II (lines 1-5) | 0. | 0. | | | | 0. |

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

| 1. Name | 2. Title | 3. Percent of time devoted to business | 4. Compensation attributable to unrelated business |
|--|----------|--|--|
| (1) | | % | |
| (2) | | % | |
| (3) | | % | |
| (4) | | % | |
| Total. Enter here and on page 1, Part II, line 14 | | | 0. |

JOHN & MARY R. MARKLE FOUNDATION
JUNE 30, 2011

Organization's Primary Unrelated Business Activity

The John & Mary R. Markle Foundation is an organization exempt from federal income tax pursuant to Internal Revenue Code ("Code") section 501(c)3. The Foundation is, however subject to the unrelated business income tax imposed under Code section 512 on any unrelated trade or business income. The unrelated business income ("UBI") of the Foundation was generated from several investments in limited partnerships. UBI is allocated to each state based upon amounts directly reported on the Schedule K-1's received from each limited partnership.

**JOHN & MARY R. MARKLE FOUNDATION
TAXES AND LICENSES
FORM 990-T, PART II, LINE 19
JUNE 30, 2011**

STATE INCOME TAXES DEDUCTED IN COMPUTING FEDERAL TAXABLE INCOME

| | |
|----------------|------------------|
| NEW YORK | \$ 20,403 |
| ARIZONA | 50 |
| NORTH CAROLINA | 35 |
| NORTH DAKOTA | <u>406</u> |
| | <u>\$ 20,894</u> |

JOHN & MARY R. MARKLE FOUNDATION
FORM 990T
JUNE 30, 2011
EIN# 13-1770307

FORM 990-T, PART II, LINE 20: CHARITABLE CONTRIBUTIONS

CHARITABLE CONTRIBUTIONS PAID DURING FYE 6/30/11

CHARITABLE CONTRIBUTIONS (FORM 990-PF, PART I, LINE 25, COLUMN A) 1,245,612

CONTRIBUTIONS CARRYOVER

| <u>YEAR ENDING</u> | <u>AMOUNT GENERATED</u> | <u>AMOUNT UTILIZED</u> | <u>CONVERTED TO NOL CARRYOVER</u> | <u>CARRYOVER NOT UTILIZED</u> |
|-------------------------------------|-----------------------------|----------------------------|---|-----------------------------------|
| 6/30/2009 | 789,704 | 20,644 | - | 769,060 |
| 6/30/2010 | 883,795 | - | - | 883,795 |
| 6/30/2011 | 1,245,612 | - | - | 1,245,612 |
| EXPIRED CARRYOVER: | | | | - |
| TOTAL CARRIED FORWARD TO NEXT YEAR: | | | | <u>2,898,467</u> |

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS STATEMENT 11

| DESCRIPTION | AMOUNT |
|---|-----------|
| 2006 SPECIAL GLOBAL OPPORTUNITIES, LLC | 858. |
| ARCHSTONE PARTNERS, LP | <19,124.> |
| BAUPOST VALUE PARTNERS, LP | 13. |
| COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP | 1. |
| COMMONFUND CAPITAL INTERNATIONAL PARTNERS V, LP | 1. |
| COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, LP | 57. |
| COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP | 41. |
| COMMONFUND PRIVATE EQUITY V, LP | 26,275. |
| COMMONFUND PRIVATE EQUITY VI, LP | 2,665. |
| COMMONFUND PRIVATE EQUITY VII, LP | <634.> |
| ENDOWMENT VENTURE V, LP | 895. |
| COMMONFUND VENTURE VI, LP | 53. |
| COMMONFUND VENTURE VII, LP | <869.> |
| ENDOWMENT PRIVATE EQUITY PARTNERS IV, LP | 23,171. |
| ROCKEFELLER ACCESS FUND 06-I, LLC | <869.> |
| ROCKEFELLER ACCESS FUND I, LLC | <1,752.> |
| ROCKEFELLER SPECIAL GLOBAL OPPORTUNITIES DISTRESSED FUND, LLC | 8,110. |
| TIFF PARTNERS II, LLC | <12,208.> |
| TIFF PARTNERS III, LLC | 74. |
| TIFF PARTNERS IV, LLC | <2,723.> |
| TIFF PRIVATE EQUITY PARTNERS 2006, LLC | 44. |
| TIFF PRIVATE EQUITY PARTNERS 2007, LLC | <2,261.> |
| TIFF PRIVATE EQUITY PARTNERS 2008, LLC | 690. |
| TIFF REALTY & RESOURCES II, LLC | <4,384.> |
| TIFF REALTY & RESOURCES III, LLC | <4,935.> |
| TOTAL TO FORM 990-T, PAGE 1, LINE 5 | 13,189. |

FORM 990-T

INTEREST PAID

STATEMENT 12

DESCRIPTIONAMOUNT

| | |
|---|---------|
| 2006 SPECIAL GLOBAL OPPORTUNITIES LLC | 402. |
| COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV LP | 13. |
| COMMONFUND CAPITAL INTERNATIONAL PARTNERS V LP | 10. |
| COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI LP | 49. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V LP | 22,878. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI LP | 2,576. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII LP | 135. |
| ENDOWMENT PRIVATE EQUITY PARTNERS IV LP | 23,083. |
| ROCKEFELLER ACCESS FUND 06-I LLC | 1. |
| ROCKEFELLER ACCESS FUND I LLC | 77. |
| TIFF PARTNERS IV LLC | 512. |
| TIFF PRIVATE EQUITY PARTNERS 2006 LLC | 48. |
| TIFF PRIVATE EQUITY PARTNERS 2007 LLC | 258. |
| TIFF REALTY & RESOURCES III LLC | 25. |

TOTAL TO FORM 990-T, PAGE 1, LINE 18

50,067.

| | | |
|------------|------------------|--------------|
| FORM 990-T | OTHER DEDUCTIONS | STATEMENT 13 |
|------------|------------------|--------------|

| DESCRIPTION | AMOUNT |
|--------------------------------------|---------|
| ACCOUNTING FEES | 10,000. |
| OTHER K-1 EXPENSES | 47,094. |
| TOTAL TO FORM 990-T, PAGE 1, LINE 28 | 57,094. |

**SCHEDULE D
(Form 1120)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ Attach to Form 1120, 1120-C, 1120-F, 1120-FSC, 1120-H, 1120-IC-DISC, 1120-L, 1120-ND,
1120-PC, 1120-POL, 1120-REIT, 1120-RIC, 1120-SF, or certain Forms 990-T.
▶ See separate instructions.

OMB No. 1545-0123

2010Name **JOHN & MARY R. MARKLE FOUNDATION** Employer identification number **13-1770307****Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property (Example: 100 shares of Z Co.) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price (see instructions) | (e) Cost or other basis (see instructions) | (f) Gain or (loss) (Subtract (e) from (d)) |
|---|--------------------------------------|----------------------------------|---------------------------------------|---|---|
| 1 | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| SEE STATEMENT 14 | | | | | 119,605. |

| | | | |
|---|--|---|----------|
| 2 | Short-term capital gain from installment sales from Form 6252, line 26 or 37 | 2 | |
| 3 | Short-term gain or (loss) from like-kind exchanges from Form 8824 | 3 | |
| 4 | Unused capital loss carryover (attach computation) | 4 | () |
| 5 | Net short-term capital gain or (loss). Combine lines 1 through 4 | 5 | 119,605. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| | | | | | |
|------------------|--|--|--|--|----------|
| 6 | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| SEE STATEMENT 15 | | | | | 154,494. |

| | | | |
|----|---|----|----------|
| 7 | Enter gain from Form 4797, line 7 or 9 | 7 | 9,763. |
| 8 | Long-term capital gain from installment sales from Form 6252, line 26 or 37 | 8 | |
| 9 | Long-term gain or (loss) from like-kind exchanges from Form 8824 | 9 | |
| 10 | Capital gain distributions (see instructions) | 10 | |
| 11 | Net long-term capital gain or (loss). Combine lines 6 through 10 | 11 | 164,257. |

Part III Summary of Parts I and II

| | | | |
|----|--|----|----------|
| 12 | Enter excess of net short-term capital gain (line 5) over net long-term capital loss (line 11) | 12 | 119,605. |
| 13 | Net capital gain. Enter excess of net long-term capital gain (line 11) over net short-term capital loss (line 5) | 13 | 164,257. |
| 14 | Add lines 12 and 13. Enter here and on Form 1120, page 1, line 8, or the proper line on other returns | 14 | 283,862. |

Note. If losses exceed gains, see **Capital losses** in the instructions.

JWA For Paperwork Reduction Act Notice, see the Instructions for Form 1120.

Schedule D (Form 1120) (2010)

Sales of Business Property
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return. ▶ See separate instructions.

OMB No. 1545-0044

2010
Attachment
Sequence No. **27**

Name(s) shown on return

Identifying number

JOHN & MARY R. MARKLE FOUNDATION

13-1770307

1 Enter the gross proceeds from sales or exchanges reported to you for 2010 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20

1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft—Most Property Held More Than 1 Year (see instructions)

| (a) Description of property | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Gross sales price | (e) Depreciation allowed or allowable since acquisition | (f) Cost or other basis, plus improvements and expense of sale | (g) Gain or (loss) Subtract (f) from the sum of (d) and (e) |
|-----------------------------|-----------------------------------|-------------------------------|-----------------------|---|--|---|
| 2 | | | | | | |
| | | | | | | |
| | | | | | | |
| SEE STATEMENT 16 | | | | | | 11,934. |

| | | |
|--|---|---------|
| 3 Gain, if any, from Form 4684, line 42 | 3 | |
| 4 Section 1231 gain from installment sales from Form 6252, line 26 or 37 | 4 | |
| 5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824 | 5 | |
| 6 Gain, if any, from line 32, from other than casualty or theft | 6 | |
| 7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows: | 7 | 11,934. |

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

| | | |
|--|---|--------|
| 8 Nonrecaptured net section 1231 losses from prior years (see instructions) SEE STATEMENT 18 | 8 | 2,171. |
| 9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions) | 9 | 9,763. |

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

| | | | | | | |
|------------------|--|--|---------|--|--|---------|
| | | | | | | |
| | | | | | | |
| SEE STATEMENT 17 | | | 35,268. | | | 35,268. |

| | | |
|---|----|---------|
| 11 Loss, if any, from line 7 | 11 | |
| 12 Gain, if any, from line 7 or amount from line 8, if applicable | 12 | 2,171. |
| 13 Gain, if any, from line 31 | 13 | |
| 14 Net gain or (loss) from Form 4684, lines 34 and 41a | 14 | |
| 15 Ordinary gain from installment sales from Form 6252, line 25 or 36 | 15 | |
| 16 Ordinary gain or (loss) from like-kind exchanges from Form 8824 | 16 | |
| 17 Combine lines 10 through 16 | 17 | 37,439. |

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:

a If the loss on line 11 includes a loss from Form 4684, line 38, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14

| | |
|-----|--|
| 18a | |
| 18b | |

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4797 (2010)

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

| 19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property: | | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) |
|--|-----|--------------------------------------|----------------------------------|
| A | | | |
| B | | | |
| C | | | |
| D | | | |
| These columns relate to the properties on lines 19A through 19D. | | Property A | Property B |
| | | Property C | Property D |
| 20 Gross sales price (Note: See line 1 before completing.) | 20 | | |
| 21 Cost or other basis plus expense of sale | 21 | | |
| 22 Depreciation (or depletion) allowed or allowable | 22 | | |
| 23 Adjusted basis. Subtract line 22 from line 21 | 23 | | |
| 24 Total gain. Subtract line 23 from line 20 | 24 | | |
| 25 If section 1245 property: | | | |
| a Depreciation allowed or allowable from line 22 | 25a | | |
| b Enter the smaller of line 24 or 25a | 25b | | |
| 26 If section 1250 property. If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291. | | | |
| a Additional depreciation after 1975 (see instructions) | 26a | | |
| b Applicable percentage multiplied by the smaller of line 24 or line 26a (see instructions) | 26b | | |
| c Subtract line 26a from line 24. If residential rental property or line 24 is not more than line 26a, skip lines 26d and 26e | 26c | | |
| d Additional depreciation after 1969 and before 1976 | 26d | | |
| e Enter the smaller of line 26c or 26d | 26e | | |
| f Section 291 amount (corporations only) | 26f | | |
| g Add lines 26b, 26e, and 26f | 26g | | |
| 27 If section 1252 property. Skip this section if you did not dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership). | | | |
| a Soil, water, and land clearing expenses | 27a | | |
| b Line 27a multiplied by applicable percentage | 27b | | |
| c Enter the smaller of line 24 or 27b | 27c | | |
| 28 If section 1254 property: | | | |
| a Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion (see instructions) | 28a | | |
| b Enter the smaller of line 24 or 28a | 28b | | |
| 29 If section 1255 property: | | | |
| a Applicable percentage of payments excluded from income under section 126 (see instructions) | 29a | | |
| b Enter the smaller of line 24 or 29a (see instructions) | 29b | | |

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

| | | |
|--|----|--|
| 30 Total gains for all properties. Add property columns A through D, line 24 | 30 | |
| 31 Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13 | 31 | |
| 32 Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 36. Enter the portion from other than casualty or theft on Form 4797, line 6 | 32 | |

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

| | (a) Section 179 | (b) Section 280F(b)(2) |
|--|-----------------|------------------------|
| 33 Section 179 expense deduction or depreciation allowable in prior years | 33 | |
| 34 Recomputed depreciation (see instructions) | 34 | |
| 35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report | 35 | |

SCHEDULE D SHORT-TERM CAPITAL GAINS AND LOSSES STATEMENT 14

| (A) PROPERTY DESCRIPTION | (B) DATE ACQUIRED | (C) DATE SOLD | (D) SALES PRICE | (E) COST OR OTHER BASIS | (F) GAIN (LOSS) (D) MINUS (E) |
|---|-------------------------|---------------------|--------------------|-------------------------------|-------------------------------------|
| ARCHSTONE PARTNERS, LP | VARIOUS | VARIOUS | 0. | 0. | 118,860. |
| ROCKFELLER ACCESS FUND I, LLC | VARIOUS | VARIOUS | 0. | 0. | 2. |
| ROCKEFELLER ACCESS FUND 06-I, LLC | VARIOUS | VARIOUS | 0. | 0. | 2. |
| TIFF PRIVATE EQUITY PARTNERS 2006, LLC | VARIOUS | VARIOUS | 0. | 0. | 1. |
| TIFF REALTY & RESOURCES III, LLC | VARIOUS | VARIOUS | 0. | 0. | 527. |
| TIFF PRIVATE EQUITY PARTNERS 2008, LLC | VARIOUS | VARIOUS | 0. | 0. | 1. |
| ENDOWMENT PRIVATE EQUITY PARTNERS IV, LP | VARIOUS | VARIOUS | 0. | 0. | 80. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP | VARIOUS | VARIOUS | 0. | 0. | 126. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI, LP | VARIOUS | VARIOUS | 0. | 0. | 6. |
| TOTAL TO SCHEDULE D, LINE 1 | | | 0. | 0. | 119,605. |

SCHEDULE D LONG-TERM CAPITAL GAINS AND LOSSES STATEMENT 15

| (A) PROPERTY DESCRIPTION | (B) DATE ACQUIRED | (C) DATE SOLD | (D) SALES PRICE | (E) COST OR OTHER BASIS | (F) GAIN (LOSS) (D) MINUS (E) |
|---|-------------------------|---------------------|--------------------|-------------------------------|-------------------------------------|
| ARCHSTONE PARTNERS, LP | VARIOUS | VARIOUS | 0. | 0. | 150,468. |
| ROCKFELLER ACCESS FUND I, LLC | VARIOUS | VARIOUS | 0. | 0. | 13. |
| 2006 SPECIAL GLOBAL OPPORTUNITIES, LLC | VARIOUS | VARIOUS | 0. | 0. | <1.> |
| ROCKFELLER ACCESS FUND 06-I, LLC | VARIOUS | VARIOUS | 0. | 0. | <27.> |
| TIFF PRIVATE EQUITY PARTNERS 2006, LLC | VARIOUS | VARIOUS | 0. | 0. | <89.> |
| TIFF REALTY & RESOURCES III, LLC | VARIOUS | VARIOUS | 0. | 0. | 668. |
| TIFF PRIVATE EQUITY PARTNERS 2007, LLC | VARIOUS | VARIOUS | 0. | 0. | 11. |
| ENDOWMENT PRIVATE EQUITY PARTNERS IV, LP | VARIOUS | VARIOUS | 0. | 0. | 1,025. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP | VARIOUS | VARIOUS | 0. | 0. | 1,156. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI, LP | VARIOUS | VARIOUS | 0. | 0. | 30. |
| ENDOWMENT VENTURE PARTNERS V, LP | VARIOUS | VARIOUS | 0. | 0. | 1,240. |
| TOTAL TO SCHEDULE D, LINE 6 | | | 0. | 0. | 154,494. |

FORM 4797

PROPERTY HELD MORE THAN ONE YEAR

STATEMENT 16

| DESCRIPTION | DATE ACQUIRED | DATE SOLD | SALES PRICE | DEPR. | COST OR BASIS | GAIN OR LOSS |
|---|------------------|--------------|----------------|-------|------------------|-----------------|
| ROCKFELLER ACCESS FUND I, LLC | VARIOUS | VARIOUS | | | | <3.> |
| 2006 SPECIAL GLOBAL OPPORTUNITIES, TIFF PARTNERS III, LLC | VARIOUS | VARIOUS | | | | <1.> |
| TIFF REALTY & RESOURCES II, LLC | VARIOUS | VARIOUS | | | | 1,098. |
| TIFF PRIVATE EQUITY PARTNERS 2007, LLC | VARIOUS | VARIOUS | | | | 2,257. |
| TIFF PRIVATE EQUITY PARTNERS 2008, LLC | VARIOUS | VARIOUS | | | | <12.> |
| ENDOWMENT PRIVATE EQUITY PARTNERS IV, LP | VARIOUS | VARIOUS | | | | 7,963. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI COMMONFUND | VARIOUS | VARIOUS | | | | 629. |
| CAPITAL PRIVATE EQUITY PARTNERS VII | VARIOUS | VARIOUS | | | | 2. |
| ENDOWMENT VENTURE PARTNERS V, LP | VARIOUS | VARIOUS | | | | 12. |
| COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V | VARIOUS | VARIOUS | | | | <6.> |
| | | | | | | <5.> |
| TOTAL TO 4797, PART I, LINE 2 | | | | | | 11,934. |

FORM 4797

ORDINARY GAINS AND LOSSES

STATEMENT 17

| DESCRIPTION | DATE ACQUIRED | DATE SOLD | SALES PRICE | DEPR. | COST OR BASIS | GAIN OR LOSS |
|--|------------------|--------------|----------------|-------|------------------|-----------------|
| TIFF REALTY & RESOURCES II, LLC | VARIOUS | VARIOUS | 8,826. | | | 8,826. |
| TIFF PRIVATE EQUITY PARTNERS 2006, LLC | VARIOUS | VARIOUS | 21,004. | | | 21,004. |
| TIFF PRIVATE EQUITY PARTNERS 2008, LLC | VARIOUS | VARIOUS | 5,438. | | | 5,438. |
| TOTAL TO 4797, PART II, LINE 10 | | | 35,268. | | | 35,268. |

FORM 4797

NONRECAPTURED NET SECTION 1231 LOSSES
FROM PRIOR YEARS

STATEMENT 18

| TAX YEAR | SECTION 1231 LOSSES | SECTION 1231 LOSSES RECAPTURED | NONRECAPTURED SECTION 1231 LOSSES |
|----------------------------|------------------------|-----------------------------------|---|
| 2005 | 0. | 0. | 0. |
| 2006 | 0. | 0. | 0. |
| 2007 | 0. | 0. | 0. |
| 2008 | 0. | 0. | 0. |
| 2009 | 2,171. | 0. | 2,171. |
| TOTAL TO FORM 4797, LINE 8 | 2,171. | 0. | 2,171. |

JOHN & MARY R. MARKLE FOUNDATION
FORM 990T
JUNE 30, 2011
EIN# 13-1770307

NET OPERATING LOSS SCHEDULE

| <u>TAX YEAR</u> | <u>FEDERAL</u> |
|-----------------------------------|---------------------|
| 6/30/2009 | (30,558) |
| 5 year carryback to 2003 utilized | 30,558 *** |
| 6/30/2010 | (53,180) |
| 6/30/2011 utilization | 53,180 |
| CARRYFORWARD TO 6/30/12 | <u><u>-</u></u> |

*** DURING FISCAL YEAR 2009 THE FOUNDATION ELECTED TO APPLY
§172(b)(1)(H) UNDER REVENUE PROCEDURE 2009-52

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 ☐
- 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 | 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)

| 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
MAY 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 | \$ | 100,000. |
| 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 | \$ | 100,000. |
| 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.**

Form **8868** (Rev. 1-2011)

**Return by a Shareholder of a Passive Foreign
Investment Company or Qualified Electing Fund**

OMB No. 1545-1002

Attachment
Sequence No. **69**

► See separate instructions.

| | | |
|--|--|--|
| Name of shareholder JOHN & MARY R. MARKLE FOUNDATION | | Identifying number (see page 2 of instructions) 13-1770307 |
| Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.) 10 ROCKEFELLER PLAZA | | Shareholder tax year: calendar year 20____ or other tax year beginning 07/01 , 20 10 and ending 06/30 , 20 11 . |
| City or town, state, and ZIP code or country NEW YORK, NY 10020 | | |
| Check type of shareholder filing the return: <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate | | |
| Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) BAIN CAPITAL HDS II (LUXEMBOURG) SARL | | Employer identification number (if any) 98-0585464 |
| Address (Enter number, street, city or town, and country.) 9A PARC D'ACTIVITE SYRDALL, L-5365 MUNSBACH, LUXEMBOURG | | Tax year of company or fund: calendar year 20 10 or other tax year beginning _____, 20____ and ending _____, 20____. |

Part I Elections (See instructions.)

- A** ☒ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 1a through 2c of Part II.
- B** ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 10f of Part IV.
- C** ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 10e of Part IV.
- D** ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.
Note: If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may **not** make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E** ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 10f of Part IV.
- F** ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). Complete Part III.

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

| | | | |
|--|----|-------|----------|
| 1a Enter your pro rata share of the ordinary earnings of the QEF | 1a | 2,298 | |
| b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g) | 1b | | |
| c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income | 1c | | 2,298.00 |
| 2a Enter your pro rata share of the total net capital gain of the QEF | 2a | 0 | |
| b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g) | 2b | | |
| c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.) | 2c | | 0.00 |
| 3a Add lines 1c and 2c | 3a | | |
| b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.) | 3b | 0 | |
| c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year | 3c | | |
| d Add lines 3b and 3c | 3d | | |
| e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets) Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e. | 3e | | |
| 4a Enter the total tax for the tax year (See instructions.) | 4a | | |
| b Enter the total tax for the tax year determined without regard to the amount entered on line 3e | 4b | | |
| c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions | 4c | | |

For Paperwork Reduction Act Notice, see page 7 of separate instructions.

Form **8621** (Rev. 12-2004)

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

| | | | |
|---|---|---|------|
| 5 | Enter the fair market value of your PFIC stock at the end of the tax year | 5 | |
| 6 | Enter your adjusted basis in the stock at the end of the tax year | 6 | |
| 7 | Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8 | 7 | 0.00 |
| 8 | Enter any unreversed inclusions (as defined in section 1296(d)). See instructions. | 8 | |
| 9 | Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return | 9 | |

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See page 6 of instructions.)
Complete a separate Part IV for each excess distribution (see instructions).

| | | | |
|-----|---|-----|------|
| 10a | Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions | 10a | |
| b | Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year) | 10b | |
| c | Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.) | 10c | 0.00 |
| d | Multiply line 10c by 125% (1.25) | 10d | 0.00 |
| e | Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return | 10e | 0.00 |
| f | Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11 | 10f | |
| 11a | Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year | | |
| b | Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income | 11b | |
| c | Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.) | 11c | |
| d | Foreign tax credit. (See instructions.) | 11d | |
| e | Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.) | 11e | 0.00 |
| f | Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.) | 11f | |

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

| | (i) | (ii) | (iii) | (iv) | (v) | (vi) |
|---|-----|------|-------|------|-----|------|
| 1 Tax year of outstanding election | | | | | | |
| 2 Undistributed earnings to which the election relates | | | | | | |
| 3 Deferred tax | | | | | | |
| 4 Interest accrued on deferred tax (line 3) as of the filing date | | | | | | |
| 5 Event terminating election | | | | | | |
| 6 Earnings distributed or deemed distributed during the tax year | | | | | | |
| 7 Deferred tax due with this return | | | | | | |
| 8 Accrued interest due with this return | | | | | | |
| 9 Deferred tax outstanding after partial termination of election | | | | | | |
| 10 Interest accrued after partial termination of election | | | | | | |

Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund

OMB No. 1545-1002

Attachment
Sequence No. **69**

▶ See separate instructions.

| | | |
|--|--|--|
| Name of shareholder JOHN & MARY R. MARKLE FOUNDATION | | Identifying number (see page 2 of instructions) 13-1770307 |
| Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.) 10 ROCKEFELLER PLAZA | | Shareholder tax year: calendar year 20__ or other tax year beginning 07/01 , 20 10 and ending 06/30 , 20 11 . |
| City or town, state, and ZIP code or country NEW YORK, NY 10020 | | |
| Check type of shareholder filing the return: <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate | | |
| Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) BAIN CAPITAL (ST) LUXEMBOURG SARL | | Employer identification number (if any) 98-0624921 |
| Address (Enter number, street, city or town, and country.) 9A PARC D'ACTIVITE SYRDALL, L-5365 MUNSBACH, LUXEMBOURG | | Tax year of company or fund: calendar year 20__ or other tax year beginning 01/01 , 20 09 and ending 12/31 , 20 10 . |

Part I Elections (See instructions.)

- A** ☒ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 1a through 2c of Part II.
- B** ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 10f of Part IV.
- C** ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 10e of Part IV.
- D** ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.
Note: If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may **not** make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E** ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 10f of Part IV.
- F** ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). Complete Part III.

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

| | | | |
|---|-----------|------------|---------------|
| 1a Enter your pro rata share of the ordinary earnings of the QEF | 1a | 213 | |
| b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g) | 1b | | |
| c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income | 1c | | 213.00 |
| 2a Enter your pro rata share of the total net capital gain of the QEF | 2a | 0 | |
| b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g) | 2b | | |
| c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.) | 2c | | 0.00 |
| 3a Add lines 1c and 2c | 3a | | |
| b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.) | 3b | 391 | |
| c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year | 3c | | |
| d Add lines 3b and 3c | 3d | | 391.00 |
| e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets) Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e. | 3e | | |
| 4a Enter the total tax for the tax year (See instructions.) | 4a | | |
| b Enter the total tax for the tax year determined without regard to the amount entered on line 3e | 4b | | |
| c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions | 4c | | |

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

| | | | |
|----------|---|----------|------|
| 5 | Enter the fair market value of your PFIC stock at the end of the tax year | 5 | |
| 6 | Enter your adjusted basis in the stock at the end of the tax year | 6 | |
| 7 | Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8 | 7 | 0.00 |
| 8 | Enter any unreversed inclusions (as defined in section 1296(d)). See instructions. | 8 | |
| 9 | Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return | 9 | |

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See page 6 of instructions.)
Complete a separate Part IV for each excess distribution (see instructions).

| | | | |
|------------|--|------------|------|
| 10a | Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions | 10a | |
| b | Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year) | 10b | |
| c | Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.) .. | 10c | 0.00 |
| d | Multiply line 10c by 125% (1.25) | 10d | 0.00 |
| e | Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return | 10e | 0.00 |
| f | Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11. . | 10f | |
| 11a | Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year. | | |
| b | Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income | 11b | |
| c | Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.) | 11c | |
| d | Foreign tax credit. (See instructions.) | 11d | |
| e | Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.) | 11e | 0.00 |
| f | Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.) .. | 11f | |

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections*Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.*

| | (i) | (ii) | (iii) | (iv) | (v) | (vi) |
|--|-----|------|-------|------|-----|------|
| 1 Tax year of outstanding election | | | | | | |
| 2 Undistributed earnings to which the election relates | | | | | | |
| 3 Deferred tax | | | | | | |
| 4 Interest accrued on deferred tax (line 3) as of the filing date | | | | | | |
| 5 Event terminating election | | | | | | |
| 6 Earnings distributed or deemed distributed during the tax year | | | | | | |
| 7 Deferred tax due with this return | | | | | | |
| 8 Accrued interest due with this return | | | | | | |
| 9 Deferred tax outstanding after partial termination of election | | | | | | |
| 10 Interest accrued after partial termination of election | | | | | | |

**Return by a Shareholder of a Passive Foreign
Investment Company or Qualified Electing Fund**

OMB No. 1545-1002

Attachment
Sequence No. **69**

▶ See separate instructions.

| | | |
|--|--|--|
| Name of shareholder JOHN & MARY R. MARKLE FOUNDATION | | Identifying number (see page 2 of instructions) 13-1770307 |
| Number, street, and room or suite no. (If a P.O. box, see page 2 of instructions.) 10 ROCKEFELLER PLAZA | | Shareholder tax year: calendar year 20__ or other tax year beginning 07/01 , 20 10 and ending 06/30 , 20 11 |
| City or town, state, and ZIP code or country NEW YORK, NY 10020 | | |
| Check type of shareholder filing the return: <input type="checkbox"/> Individual <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> S Corporation <input type="checkbox"/> Nongrantor Trust <input type="checkbox"/> Estate | | |
| Name of passive foreign investment company (PFIC) or qualified electing fund (QEF) SHANGHAI INTERNATIONAL SHANGHAI GROWTH INVESTMENT LIMITED | | Employer identification number (if any) N/A |
| Address (Enter number, street, city or town, and country.) 8 FINANCE STREET CENTRAL HONG KONG | | Tax year of company or fund: calendar year 20 09 or other tax year beginning _____, 20__ and ending _____, 20__ |

Part I Elections (See instructions.)

- A ☒ Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. Complete lines 1a through 2c of Part II.
- B ☐ Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. Enter gain or loss on line 10f of Part IV.
- C ☐ Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. Enter this amount on line 10e of Part IV.
- D ☐ Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. Complete lines 3a through 4c of Part II to calculate the tax that may be deferred.
Note: If any portion of line 1a or line 2a of Part II is includible under section 551 or 951, you may **not** make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.
- E ☐ Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(e) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC, or, if I qualify, my share of the PFIC's post-1986 earnings and profits deemed distributed, on the last day of its last tax year as a PFIC under section 1297(a). Enter gain on line 10f of Part IV.
- F ☐ Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). Complete Part III.

Part II Income From a Qualified Electing Fund (QEF). All QEF shareholders complete lines 1a through 2c. If you are making Election D, also complete lines 3a through 4c. (See page 5 of instructions.)

| | | | |
|---|-----------|---|------|
| 1a Enter your pro rata share of the ordinary earnings of the QEF | 1a | 0 | |
| b Enter the portion of line 1a that is included in income under section 551 or 951 or that may be excluded under section 1293(g) | 1b | | |
| c Subtract line 1b from line 1a. Enter this amount on your tax return as dividend income | 1c | | 0.00 |
| 2a Enter your pro rata share of the total net capital gain of the QEF | 2a | 0 | |
| b Enter the portion of line 2a that is included in income under section 551 or 951 or that may be excluded under section 1293(g) | 2b | | |
| c Subtract line 2b from line 2a. This amount is a net long-term capital gain. Enter this amount in Part II of the Schedule D used for your income tax return. (See instructions.) | 2c | | 0.00 |
| 3a Add lines 1c and 2c | 3a | | |
| b Enter the total amount of cash and the fair market value of other property distributed or deemed distributed to you during the tax year of the QEF. (See instructions.) | 3b | 3 | |
| c Enter the portion of line 3a not already included in line 3b that is attributable to shares in the QEF that you disposed of, pledged, or otherwise transferred during the tax year | 3c | | |
| d Add lines 3b and 3c | 3d | | 3.00 |
| e Subtract line 3d from line 3a, and enter the difference (if zero or less, enter amount in brackets) Important: If line 3e is greater than zero, and no portion of line 1a or 2a is includible in income under section 551 or 951, you may make Election D with respect to the amount on line 3e. | 3e | | |
| 4a Enter the total tax for the tax year (See instructions.) | 4a | | |
| b Enter the total tax for the tax year determined without regard to the amount entered on line 3e | 4b | | |
| c Subtract line 4b from line 4a. This is the deferred tax, the time for payment of which is extended by making Election D. See instructions | 4c | | |

For Paperwork Reduction Act Notice, see page 7 of separate instructions.

Form **8621** (Rev. 12-2004)

Part III Gain or (Loss) From Mark-to-Market Election (See page 5 of instructions.)

| | | | |
|---|---|---|------|
| 5 | Enter the fair market value of your PFIC stock at the end of the tax year | 5 | |
| 6 | Enter your adjusted basis in the stock at the end of the tax year | 6 | |
| 7 | Excess. Subtract line 6 from line 5. If a gain, stop here. Include this amount as ordinary income on your tax return. If a loss, go to line 8 | 7 | 0.00 |
| 8 | Enter any unreversed inclusions (as defined in section 1296(d)). See instructions | 8 | |
| 9 | Enter the smaller of line 7 or line 8. Include this amount as an ordinary loss on your tax return | 9 | |

Part IV Distributions From and Dispositions of Stock of a Section 1291 Fund (See page 6 of instructions.)

Complete a separate Part IV for each excess distribution (see instructions).

| | | | |
|-----|--|-----|------|
| 10a | Enter your total distributions from the section 1291 fund during the current tax year with respect to the applicable stock. If the holding period of the stock began in the current tax year, see instructions | 10a | |
| b | Enter the total distributions (reduced by the portions of such distributions that were excess distributions but not included in income under section 1291(a)(1)(B)) made by the fund with respect to the applicable stock for each of the 3 years preceding the current tax year (or if shorter, the portion of the shareholder's holding period before the current tax year) | 10b | |
| c | Divide line 10b by 3. (See instructions if the number of preceding tax years is less than 3.) .. | 10c | 0.00 |
| d | Multiply line 10c by 125% (1.25) | 10d | 0.00 |
| e | Subtract line 10d from line 10a. This amount, if more than zero, is the excess distribution with respect to the applicable stock. If zero or less and you did not dispose of stock during the tax year, do not complete the rest of Part IV. See instructions if you received more than one distribution during the current tax year. Also, see instructions for rules for reporting a nonexcess distribution on your income tax return | 10e | 0.00 |
| f | Enter gain or loss from the disposition of stock of a section 1291 fund or former section 1291 fund. If a gain, complete line 11. If a loss, show it in brackets and do not complete line 11 .. | 10f | |
| 11a | Attach a statement for each distribution and disposition. Show your holding period for each share of stock or block of shares held. Allocate the excess distribution to each day in your holding period. Add all amounts that are allocated to days in each tax year. | | |
| b | Enter the total of the amounts determined in line 11a that are allocable to the current tax year and tax years before the foreign corporation became a PFIC (pre-PFIC tax years). Enter these amounts on your income tax return as other income | 11b | |
| c | Enter the aggregate increases in tax (before credits) for each tax year in your holding period (other than the current tax year and pre-PFIC years). (See instructions.) | 11c | |
| d | Foreign tax credit. (See instructions.) | 11d | |
| e | Subtract line 11d from line 11c. Enter this amount on your income tax return as "additional tax." (See instructions.) | 11e | 0.00 |
| f | Determine interest on each net increase in tax determined on line 11e using the rates and methods of section 6621. Enter the aggregate amount of interest here. (See instructions.) .. | 11f | |

Part V Status of Prior Year Section 1294 Elections and Termination of Section 1294 Elections

Complete a separate column for each outstanding election. Complete lines 9 and 10 only if there is a partial termination of the section 1294 election.

| | (i) | (ii) | (iii) | (iv) | (v) | (vi) |
|---|-----|------|-------|------|-----|------|
| 1 Tax year of outstanding election | | | | | | |
| 2 Undistributed earnings to which the election relates | | | | | | |
| 3 Deferred tax | | | | | | |
| 4 Interest accrued on deferred tax (line 3) as of the filing date | | | | | | |
| 5 Event terminating election | | | | | | |
| 6 Earnings distributed or deemed distributed during the tax year | | | | | | |
| 7 Deferred tax due with this return | | | | | | |
| 8 Accrued interest due with this return | | | | | | |
| 9 Deferred tax outstanding after partial termination of election | | | | | | |
| 10 Interest accrued after partial termination of election | | | | | | |

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor

JOHN & MARY R. MARKLE FOUNDATION

Identifying number (see instructions)

13-1770307

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes ☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

d Have basis adjustments under section 367(a)(5) been made?

☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---------------------------------|--------------------|
| BAUPOST VALUE PARTNERS, LP - IV | 26-2208448 |

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

☐ Yes ☒ No

c Is the partner disposing of its entire interest in the partnership?

☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

BVP-IV CAYMAN III LIMITED

4 Identifying number, if any

FOREIGN

5 Address (including country)

PO BOX 309, GEORGE TOWN, GRAND CAYMAN, CAYMAN ISLANDS, BRITISH WEST INDIES

6 Country code of country of incorporation or organization (see instructions)

CJ

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation?

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------|--|----------------------------|------------------------------------|
| Cash | 12/31/10 | | 240,570 | | |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

N/A

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0.0000 % (b) After .18556 %**10** Type of nonrecognition transaction (see instructions) ► IRC SEC 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- | | | |
|--|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1303(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- | | | |
|---|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ N/A**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:N/A

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

| | |
|---|--|
| Name of transferor JOHN & MARY R. MARKLE FOUNDATION | Identifying number (see instructions) 13-1770307 |
|---|--|

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No
- If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |
| | |

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|--------------------------------------|--------------------|
| BAUPOST VALUE PARTNERS, LP-IV | 26-2208448 |

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☒ Yes ☐ No
- c** Is the partner disposing of its entire interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

| | |
|--|--|
| 3 Name of transferee (foreign corporation) THINGVELLIR SARL | 4 Identifying number, if any 98-0681198 |
|--|--|

5 Address (including country)
20, RUE DE LA POSTE, L-2346, LUXEMBOURG

6 Country code of country of incorporation or organization (see instructions)
LU

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|-----------------------------------|--|----------------------------|------------------------------------|
| Cash | 12/14/10 | STOCK ON DEBT OF IMMEDIATE ASSETS | 599,101 | 163,548 | 435,553 |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

N/A

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0.0000 % (b) After .18556 %**10** Type of nonrecognition transaction (see instructions) ► IRC SEC 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- | | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- | | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ N/A**16** Was cash the only property transferred? ☐ Yes ☒ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:N/A

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

OMB No. 1545-0026

Attachment
Sequence No. **128**

▶ Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor

JOHN & MARY R. MARKLE FOUNDATION

Identifying number (see instructions)

13-1770307

1 If the transferor was a corporation, complete questions 1a through 1d.

a If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?

☐ Yes ☐ No

b Did the transferor remain in existence after the transfer?

☐ Yes ☐ No

If not, list the controlling shareholder(s) and their identifying number(s):

| Controlling shareholder | Identifying number |
|-------------------------|--------------------|
| | |
| | |
| | |
| | |
| | |
| | |
| | |

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?

☐ Yes ☐ No

If not, list the name and employer identification number (EIN) of the parent corporation:

| Name of parent corporation | EIN of parent corporation |
|----------------------------|---------------------------|
| | |

d Have basis adjustments under section 367(a)(5) been made?

☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

a List the name and EIN of the transferor's partnership:

| Name of partnership | EIN of partnership |
|---------------------|--------------------|
| BNAP, LLC | 35-2353679 |

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets?

☒ Yes ☐ No

c Is the partner disposing of its entire interest in the partnership?

☐ Yes ☒ No

d Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?

☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation)

BNAP SARL

4 Identifying number, if any

98-0681121

5 Address (including country)

20, RUE DE LA POSTE, L-2346, LUXEMBOURG

6 Country code of country of incorporation or organization (see instructions)

LU

7 Foreign law characterization (see instructions)

CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation?

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Part III Information Regarding Transfer of Property (see instructions)

| Type of property | (a) Date of transfer | (b) Description of property | (c) Fair market value on date of transfer | (d) Cost or other basis | (e) Gain recognized on transfer |
|--|-------------------------|--------------------------------------|--|----------------------------|------------------------------------|
| Cash | 12/14/10 | CLAIMS ON DEBT OF ICELANDIC AIRLINES | 183,871 | 45,704 | 138,167 |
| Stock and securities | | | | | |
| Installment obligations, account receivables or similar property | | | | | |
| Foreign currency or other property denominated in foreign currency | | | | | |
| Inventory | | | | | |
| Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b)) | | | | | |
| Tangible property used in trade or business not listed under another category | | | | | |
| Intangible property | | | | | |
| Property to be leased (as described in Temp. Regs. sec. 1.367(a)-4T(c)) | | | | | |
| Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d)) | | | | | |
| Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e)) | | | | | |
| Other property | | | | | |

Supplemental Information Required To Be Reported (see instructions):

N/A

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0.0000 % (b) After .10880 %**10** Type of nonrecognition transaction (see instructions) ► IRC SEC 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- | | | |
|---|------------------------------|--|
| a Gain recognition under section 904(f)(3) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Gain recognition under section 904(f)(5)(F) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Recapture under section 1503(d) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Exchange gain under section 987 | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under Temporary Regulations sections 1.367(a)-4T through 1.367(a)-6T for any of the following:

- | | | |
|--|------------------------------|--|
| a Tainted property | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b Depreciation recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| c Branch loss recapture | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| d Any other income recognition provision contained in the above-referenced regulations | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ N/A**16** Was cash the only property transferred? ☐ Yes ☒ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:N/A