

## Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No. 1545-0052

2016

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2016 or tax year beginning JUL 1, 2016, and ending JUN 30, 2017

Name of foundation  
**JOHN & MARY R. MARKLE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**10 ROCKEFELLER PLAZA**

City or town, state or province, country, and ZIP or foreign postal code  
**NEW YORK, NY 10020**

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 138,932,331.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify) \_\_\_\_\_

A Employer identification number  
**13-1770307**

B Telephone number  
**212-489-6655**

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐  
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		26,200,000.		N/A	
2 Check <input 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		11,340,844.			
b Gross sales price for all assets on line 6a		65,383,281.			
7 Capital gain net income (from Part IV, line 2)			7,351,444.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		3,496,173.	2,476,695.		STATEMENT 1
12 Total. Add lines 1 through 11		41,037,017.	9,828,139.		
13 Compensation of officers, directors, trustees, etc.		1,523,125.	64,956.		1,458,169.
14 Other employee salaries and wages		4,257,914.	0.		4,257,914.
15 Pension plans, employee benefits		1,627,753.	18,282.		1,613,112.
16a Legal fees STMT 2		12,285.	0.		11,028.
b Accounting fees STMT 3		55,811.	8,418.		27,393.
c Other professional fees STMT 4		1,687,888.	1,140,154.		49,709.
17 Interest		133,643.	158,938.		0.
18 Taxes STMT 5		175,957.	62,953.		0.
19 Depreciation and depletion		50,653.	493.		
20 Occupancy ATTACHMENT D		1,176,237.	9,315.		1,169,212.
21 Travel, conferences, and meetings		16,230.	268.		14,452.
22 Printing and publications		24,250.	0.		31,441.
23 Other expenses STMT 6		6,129,053.	224,468.		7,660,355.
24 Total operating and administrative expenses. Add lines 13 through 23 *		16,870,799.	1,688,245.		16,292,785.
25 Contributions, gifts, grants paid		462,400.			542,400.
26 Total expenses and disbursements. Add lines 24 and 25		17,333,199.	1,688,245.		16,835,185.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		23,703,818.			
b Net investment income (if negative, enter -0-)			8,139,894.		
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	1,360,383.	1,420,716.	1,420,716.
	2 Savings and temporary cash investments	9,101,003.	3,094,253.	3,094,253.
	3 Accounts receivable ▶ 3,748.			
	Less: allowance for doubtful accounts ▶	18,560.	3,748.	3,748.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable		25,129,598.	25,129,598.
	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	348,424.	535,884.	535,884.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	107,998,466.	108,255,037.	108,255,037.
	14 Land, buildings, and equipment: basis ▶ 413,648.			
	Less: accumulated depreciation ▶ 118,514.	345,787.	295,134.	295,134.
	15 Other assets (describe ▶ SECURITY DEPOSIT)	187,836.	197,961.	197,961.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	119,360,459.	138,932,331.	138,932,331.
	17 Accounts payable and accrued expenses	85,904.	94,798.	
	18 Grants payable	3,102,977.	1,470,743.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ DEFERRED FEDERAL E)	506,000.	475,000.	
	23 Total liabilities (add lines 17 through 22)	3,694,881.	2,040,541.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	115,665,578.	114,033,542.	
	25 Temporarily restricted		22,858,248.	
	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	115,665,578.	136,891,790.	
	31 Total liabilities and net assets/fund balances	119,360,459.	138,932,331.	

## 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	115,665,578.
2 Enter amount from Part I, line 27a	2	23,703,818.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	58,389.
4 Add lines 1, 2, and 3	4	139,427,785.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	2,535,995.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	136,891,790.



**Part IV Capital Gains and Losses for Tax on Investment Income****SEE ATTACHED STATEMENTS**

(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.)
<b>1a SEE ATTACHED STATEMENTS</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			<b>7,351,444.</b>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			<b>7,351,444.</b>

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	<b>7,351,444.</b>
<b>3</b> 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		<b>3</b>	<b>N/A</b>

**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 the 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))
2015	17,912,641.	125,427,462.	.142813
2014	16,363,063.	144,685,577.	.113094
2013	11,355,563.	144,400,182.	.078640
2012	9,928,813.	140,289,008.	.070774
2011	10,219,881.	141,622,795.	.072163

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.477484</b>
<b>3</b> 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	<b>3</b>	<b>.095497</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	<b>4</b>	<b>113,292,380.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>10,819,082.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>81,399.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>10,900,481.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 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.	<b>8</b>	<b>16,835,185.</b>

**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	81,399.
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	81,399.
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	81,399.
6 Credits/Payments:			
a 2016 estimated tax payments and 2016 overpayment credited to 2016	6a	379,940.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	429,940.	
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	348,541.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 173,541. Refunded <input type="checkbox"/>	11	175,000.	

**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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NY, DC, DE, CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A Statements Regarding Activities** (continued)

	Yes	No
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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	

Website address **WWW.MARKLE.ORG**

14 The books are in care of **THE FOUNDATION** Telephone no. **212-489-6655**  
 Located at **10 ROCKEFELLER PLAZA, NEW YORK, NY** ZIP+4 **10020**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ **15** N/A

16 At any time during calendar year 2016, 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?

	Yes	No
16		X

See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? 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 No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <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 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 2016?	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 2016, did the foundation have any undistributed income (lines 8d and 6a, Part XIII) for tax year(s) beginning before 2016? <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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016.)	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 2016?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

X

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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		1,523,125.	139,188.	0.

**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
CHENG, WAN-LAE - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY	MANAGING DIRECTOR & CHIEF OPERATING 35.00	429,709.	45,248.	0.
MACSPADDEN, LISA - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY	MANAGING DIRECTOR & CHIEF COMMUNICA 35.00	360,000.	82,292.	0.
DREW, CHLOE - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY 10020	CHIEF OF STAFF 35.00	260,000.	78,491.	0.
NIGIDO, ANNA - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY 10020	SENIOR DIRECTOR, FINANCE & ADMINIST 35.00	267,500.	70,798.	0.
DIAMOND, CAROL - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY	SENIOR ADVISOR 35.00	248,231.	39,244.	0.

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

25



**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
BELL CREEK CONSULTING LLC 100 7TH STREET NE, WASHINGTON, DC 20002	PROJECT CONSULTING	206,952.
PRECISION STRATEGIES LLC - 901 NEW YORK AVE, SUITE 530, WASHINGTON, DC 20001	PROJECT CONSULTING	642,200.
BAUPOST GROUP LLC - 10 ST. JAMES AVE, SUITE 1700, BOSTON, MA 02116	INVESTMENT MANAGEMENT	487,262.
REVE CONSULTING - 807 BROADWAY ST NE, SUITE 150, MINNEAPOLIS, MN 55413	PROJECT CONSULTING	405,036.
MCKINSEY & CO. - 55 EAST 52ND STREET, 21ST FLOOR, NEW YORK, NY 10022	PROJECT CONSULTING	365,000.
Total number of others receiving over \$50,000 for professional services		15

**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	11,575,973.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3	
4	
All other program-related investments. See instructions.	
5	
6	
7	
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	105,890,544.
b	Average of monthly cash balances	1b	9,127,101.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	115,017,645.
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	115,017,645.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,725,265.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	113,292,380.
6	Minimum investment return. Enter 5% of line 5	6	5,664,619.

**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	5,664,619.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	81,399.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	81,399.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,583,220.
4	Recoveries of amounts treated as qualifying distributions	4	6,125.
5	Add lines 3 and 4	5	5,589,345.
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	5,589,345.

**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	16,835,185.
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	16,835,185.
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	81,399.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,753,786.

**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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				5,589,345.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	3,360,233.			
b From 2012	3,080,237.			
c From 2013	4,286,935.			
d From 2014	9,463,355.			
e From 2015	11,886,852.			
f Total of lines 3a through e	32,077,612.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 16,835,185.				
a Applied to 2015, 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 2016 distributable amount				5,589,345.
e Remaining amount distributed out of corpus	11,245,840.			
5 Excess distributions carryover applied to 2016 (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	43,323,452.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	3,360,233.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	39,963,219.			
10 Analysis of line 9:				
a Excess from 2012	3,080,237.			
b Excess from 2013	4,286,935.			
c Excess from 2014	9,463,355.			
d Excess from 2015	11,886,852.			
e Excess from 2016	11,245,840.			

**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 2016, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2016	(b) 2015	(c) 2014	(d) 2013	

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 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 or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year				
SEE ATTACHMENT C	N/A	PC	GENERAL	542,400.
<b>Total</b>			▶ 3a	542,400.
<b>b</b> Approved for future payment				
SEE ATTACHMENT C	N/A	PC	GENERAL	1,470,743.
<b>Total</b>			▶ 3b	1,470,743.







## JOHN &amp; 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	2006 SPECIAL GLOBAL OPPORTUNITIES, LLC		VARIOUS	VARIOUS
b	ADAGE CAPITAL PARTNERS, LP		VARIOUS	VARIOUS
c	ARCHSTONE PARTNERS, LLC		VARIOUS	VARIOUS
d	BAUPOST VALUE PARTNERS, LP - IV		VARIOUS	VARIOUS
e	CANYON BALANCED EQUITIES		VARIOUS	VARIOUS
f	COMMONFUND CAPITAL INTERNATIONAL PARTNERS III, LP		VARIOUS	VARIOUS
g	COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP		VARIOUS	VARIOUS
h	COMMONFUND CAPITAL INTERNATIONAL PARTNERS V, LP		VARIOUS	VARIOUS
i	COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, LP		VARIOUS	VARIOUS
j	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP		VARIOUS	VARIOUS
k	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI, LP		VARIOUS	VARIOUS
l	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII, L		VARIOUS	VARIOUS
m	COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VIII,		VARIOUS	VARIOUS
n	COMMONFUND CAPITAL VENTURE PARTNERS VI, LP		VARIOUS	VARIOUS
o	COMMONFUND CAPITAL VENTURE PARTNERS VII, LP		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			<96,791.>
b			1,094,944.
c			1,538,001.
d			802,643.
e			453,315.
f			<8,727.>
g			61,234.
h			79,680.
i			72,366.
j			113,941.
k			75,580.
l			153,649.
m			51,195.
n			7,735.
o			102,195.

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			<96,791.>
b			1,094,944.
c			1,538,001.
d			802,643.
e			453,315.
f			<8,727.>
g			61,234.
h			79,680.
i			72,366.
j			113,941.
k			75,580.
l			153,649.
m			51,195.
n			7,735.
o			102,195.

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 &amp; 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	COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP		VARIOUS	VARIOUS
b	COMMONFUND CAPITAL VENTURE PARTNERS X, LP		VARIOUS	VARIOUS
c	COMMONFUND CAPITAL VENTURE PARTNERS XI, LP		VARIOUS	VARIOUS
d	ENCAP FLATROCK MIDSTREAM FUND III, LP		VARIOUS	VARIOUS
e	ENDOWMENT PRIVATE EQUITY PARTNERS IV		VARIOUS	VARIOUS
f	ENDOWMENT VENTURE PARTNERS V, LP		VARIOUS	VARIOUS
g	FINEPOINT CAPITAL		VARIOUS	VARIOUS
h	HARVEST MLP INCOME FUND II LLC		VARIOUS	VARIOUS
i	JP MORGAN SHORT DURATION BOND FD		VARIOUS	VARIOUS
j	MELLON INVESTMENTS		VARIOUS	VARIOUS
k	PASSPORT GLOBAL		VARIOUS	VARIOUS
l	RIVERSTONE TE PARTNERS V, LP		VARIOUS	VARIOUS
m	RIVERSTONE V RAVEN C-HOLDINGS, LP		VARIOUS	VARIOUS
n	ROCKEFELLER ACCESS FUND 06-I, LLC		VARIOUS	VARIOUS
o	ROCKEFELLER ACCESS FUND I, 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			58,089.
b			15,141.
c			4,292.
d			89,069.
e			37,446.
f			<7,030.>
g			26,898.
h			12,031.
i			6,705.
j			2,714.
k			<11,137.>
l			13,630.
m			<402.>
n			151,742.
o			47,951.

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			58,089.
b			15,141.
c			4,292.
d			89,069.
e			37,446.
f			<7,030.>
g			26,898.
h			12,031.
i			6,705.
j			2,714.
k			<11,137.>
l			13,630.
m			<402.>
n			151,742.
o			47,951.

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 ROCKEFELLER SPECIAL GLOBAL OPPORTUNITIES DISTRESS		VARIOUS	VARIOUS
b SEMPER VIC PARTNERS (QP), L.P.		VARIOUS	VARIOUS
c SILCHESTER INTERNATIONAL VALUE TRUST		VARIOUS	VARIOUS
d TIFF PARTNERS II, LLC		VARIOUS	VARIOUS
e TIFF PARTNERS III, LLC		VARIOUS	VARIOUS
f TIFF PARTNERS IV, LLC		VARIOUS	VARIOUS
g TIFF PRIVATE EQUITY PARTNERS 2006, LLC		VARIOUS	VARIOUS
h TIFF PRIVATE EQUITY PARTNERS 2007, LLC		VARIOUS	VARIOUS
i TIFF PRIVATE EQUITY PARTNERS 2008, LLC		VARIOUS	VARIOUS
j TIFF REALTY & RESOURCES II, LLC		VARIOUS	VARIOUS
k TIFF REALTY & RESOURCES III, LLC		VARIOUS	VARIOUS
l WELLINGTON ARCHIPELAGO		VARIOUS	VARIOUS
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			25,505.
b			36,054.
c			412,531.
d			<86,177.>
e			<5,819.>
f			<4,506.>
g			137,317.
h			152,076.
i			108,810.
j			<851.>
k			<113,692.>
l			1,742,097.
m			
n			
o			

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			25,505.
b			36,054.
c			412,531.
d			<86,177.>
e			<5,819.>
f			<4,506.>
g			137,317.
h			152,076.
i			108,810.
j			<851.>
k			<113,692.>
l			1,742,097.
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	7,351,444.
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

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Name of the organization

Employer identification number

JOHN &amp; MARY R. MARKLE FOUNDATION

13-1770307

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ..... ▶ \$ .....

**Caution:** An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)



Name of organization

Employer identification number

**JOHN & MARY R. MARKLE FOUNDATION****13-1770307****Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<b>1</b>	<b>MICROSOFT</b> <b>ONE MICROSOFT WAY</b> <b>REDMOND, WA 98052-6399</b>	\$ <b>25,800,000.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<b>2</b>	<b>NEW VENTURE FUND</b> <b>1201 CONNECTICUT AVE NW, #300</b> <b>WASHINGTON, DC 20036</b>	\$ <b>400,000.</b>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

13-1770307

## Part II

[illegible]

Name of organization

Employer identification number

JOHN &amp; MARY R. MARKLE FOUNDATION

13-1770307

**Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee



## FORM 990-PF

## OTHER INCOME

## STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP AND MUTUAL FUND INCOME	3,259,516.	2,246,163.	
RENTAL INCOME	218,373.	218,373.	
MISCELLANEOUS INCOME	1,735.	1,735.	
ROYALTY INCOME	10,424.	10,424.	
GRANT REFUND	6,125.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,496,173.	2,476,695.	

## FORM 990-PF

## LEGAL FEES

## STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAUL HASTINGS LLP	9,318.	0.		7,573.
MORGAN LEWIS & BOCKIUS LLP	2,967.	0.		3,455.
TO FM 990-PF, PG 1, LN 16A	12,285.	0.		11,028.

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PKF O'CONNOR DAVIES LLP	55,811.	8,418.		27,393.
TO FORM 990-PF, PG 1, LN 16B	55,811.	8,418.		27,393.

## 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
BL NICKERSON & ASSOCIATES, LLC	597.	0.		597.
CALVOCORESSI, THOMAS	2,850.	0.		2,850.
PRICE WATERHOUSE COOPERS LLP	60,107.	0.		46,262.
INVESTMENT MANAGEMENT FEES	1,624,334.	1,140,154.		0.
TO FORM 990-PF, PG 1, LN 16C	1,687,888.	1,140,154.		49,709.

## FORM 990-PF

## TAXES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	25,000.	0.		0.
UNRELATED BUSINESS INCOME TAX	122,007.	0.		0.
FOREIGN TAXES ON INVESTMENTS	28,950.	62,953.		0.
TO FORM 990-PF, PG 1, LN 18	175,957.	62,953.		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
ATTACHMENT E	6,129,053.	224,468.		7,660,355.
TO FORM 990-PF, PG 1, LN 23	6,129,053.	224,468.		7,660,355.

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FORM 990-PF      OTHER INCREASES IN NET ASSETS OR FUND BALANCES      STATEMENT 7

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<u>DESCRIPTION</u>	<u>AMOUNT</u>
DEFERRED EXCISE TAX BENEFIT	31,000.
OTHER INV - UNREALIZED GAINS/LOSS	27,389.
 	<hr/>
TOTAL TO FORM 990-PF, PART III, LINE 3	58,389.

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FORM 990-PF      OTHER DECREASES IN NET ASSETS OR FUND BALANCES      STATEMENT 8

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<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS	1,477,593.
PRESENT VALUE DISCOUNT ON CONTRIBUTIONS RECEIVED	1,058,402.
 	<hr/>
TOTAL TO FORM 990-PF, PART III, LINE 5	2,535,995.

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## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAGE CAPITAL PARTNERS	FMV	13,405,697.	13,405,697.
ARCHSTONE PARTNERS	FMV	0.	0.
BAUPOST CAPITAL PARTNERS IV	FMV	14,064,532.	14,064,532.
CANYON BALANCED EQUITIES	FMV	6,251,448.	6,251,448.
COMMONFUND INTERNATIONAL III	FMV	58,526.	58,526.
COMMONFUND PRIVATE EQUITY IV	FMV	196,531.	196,531.
COMMONFUND VENTURE V	FMV	208,982.	208,982.
COMMONFUND INTERNATIONAL IV	FMV	150,376.	150,376.
COMMONFUND PRIVATE EQUITY V	FMV	356,808.	356,808.
COMMONFUND VENTURE VI	FMV	411,183.	411,183.
COMMONFUND INTERNATIONAL V	FMV	288,315.	288,315.
COMMONFUND PRIVATE EQUITY VI	FMV	548,926.	548,926.
COMMONFUND VENTURE VII	FMV	541,079.	541,079.
COMMONFUND INTERNATIONAL VI	FMV	428,917.	428,917.
COMMONFUND PRIVATE EQUITY VII	FMV	1,122,188.	1,122,188.
COMMONFUND VENTURE VIII	FMV	1,025,074.	1,025,074.
COMMONFUND PRIVATE EQUITY VIII	FMV	1,008,104.	1,008,104.
COMMONFUND VENTURE X	FMV	1,158,116.	1,158,116.
COMMONFUND VENTURE XI	FMV	315,359.	315,359.
CYRUS OPPORTUNITIES FUND	FMV	5,552,724.	5,552,724.
ENCAP ENERGY PARTNERS X	FMV	676,123.	676,123.
ENCAP FLATROCK III	FMV	716,827.	716,827.
F8 ASIA GROWTH FUND	FMV	1,249,455.	1,249,455.
FINEPOINT CAPITAL	FMV	5,164,498.	5,164,498.
FPA APARTMENT OPP FUND	FMV	1,415,237.	1,415,237.
GARDNER RUSSO	FMV	8,112,863.	8,112,863.
GLYNN PARTNERS IV	FMV	482,148.	482,148.
JP MORGAN SHORT DURATION FUND	FMV	16,432,699.	16,432,699.
RIVERSTONE GLOBAL POWER & ENERGY IV	FMV	1,127,080.	1,127,080.
RIVERSTONE GLOBAL POWER & ENERGY V	FMV	590,480.	590,480.
ROCKEFELLER ACCESS FUND 1	FMV	691,759.	691,759.
ROCKEFELLER SPEC GLOBAL OPPS 2006	FMV	350,218.	350,218.
ROCKEFELLER ACCESS FUND 06-I	FMV	1,328,372.	1,328,372.
ROCKEFELLER SPECIAL GLOBAL DISTRESSED	FMV	354,827.	354,827.
SFC ENERGY PARTNERS II	FMV	813,603.	813,603.
SILCHESTER INTERNATIONAL VALUE TRUST	FMV	11,626,324.	11,626,324.
TIFF PARTNERS III	FMV	156,696.	156,696.
TIFF PARTNERS IV	FMV	387,950.	387,950.
TIFF REALTY & RESOURCES II	FMV	502,154.	502,154.
TIFF PRIVATE EQUITY 2006	FMV	460,450.	460,450.
TIFF REALTY & RESOURCES III	FMV	737,301.	737,301.
TIFF PRIVATE EQUITY 2007	FMV	962,614.	962,614.
TIFF PRIVATE EQUITY 2008	FMV	2,012,738.	2,012,738.
WARBURG PINCUS PRIVATE EQUITY 12	FMV	609,736.	609,736.
GOLUB CAPITAL X	FMV	4,200,000.	4,200,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		108,255,037.	108,255,037.

## FORM 990-PF

## OTHER LIABILITIES

## STATEMENT 10

## DESCRIPTION

## BOY AMOUNT

## EOY AMOUNT

DEFERRED FEDERAL EXCISE TAX PAYABLE

506,000.

475,000.

TOTAL TO FORM 990-PF, PART II, LINE 22

506,000.

475,000.

## FORM 990-PF

## OTHER REVENUE

## STATEMENT 11

## DESCRIPTION

BUS  
CODEUNRELATED  
BUSINESS INCEXCL  
CODEEXCLUDED  
AMOUNTRELATED OR  
EXEMPT FUNC-  
TION INCOMEPARTNERSHIP AND MUTUAL  
FUND INCOME

525990

&lt;12,837.&gt;

14

3,272,353.

RENTAL INCOME

16

218,373.

MISCELLANEOUS INCOME

01

1,735.

ROYALTY INCOME

01

10,424.

GRANT REFUND

01

6,125.

TOTAL TO FORM 990-PF, PG 12, LN 11

&lt;12,837.&gt;

3,509,010.

**The Markle Foundation 990-PF**  
**EIN #: 13-1770307**  
**PART VIII -Line 1: List of Officers and Directors**  
**For the Year ending 6/30/2017**

**ATTACHMENT A**

<b>Name and Address</b>	<b>Title</b>	<b>Average Hours / Week</b>	<b>Compensation</b>	<b>Employee Benefit Plan Contributions</b>	<b>Expense Account</b>
Lewis B. Kaden c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Chairman	*	0	0	0
Zoë Baird Budinger c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	CEO/President	40	1,083,125	67,846	0
Karen Byers c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Treas/Secy/CFO	40	440,000	71,342	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
Gilman Louie c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Dr. James Manyika c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Kathleen Murphy 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
Debora Spar c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
			<b>1,523,125</b>	<b>139,188</b>	<b>0</b>

\*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

EIN 13-1770307

**Part IX-A Summary of Direct Charitable Activities**

Year Ended June 30, 2017

**SKILLFUL/REWORK AMERICA TASK FORCE \$11,575,973**

Automation and technological advances are having a profound impact on our workforce. While the digital economy has ushered in enormous growth and prosperity for some, it is leaving many others behind. Traditional categories of employment, ways of getting training, and the relationship between employers and workers are continually evolving. The jobs of today increasingly require new skills, and these skills are changing rapidly and require life-long learning. Particularly vulnerable to the dynamics of the new economy are the almost 70% of American adults who do not have a four-year college degree and often do not have access to the training needed to acquire digital economy skills. At the same time, more than six million well-paying jobs remain unfilled, as employers struggle to find workers with the necessary skills within the narrow search parameters dictated by traditional recruiting practices and outdated degree requirements.

The Markle Foundation is developing practical solutions to help adults who are being displaced by this technological advancement secure meaningful work in a rapidly changing economy. The Foundation sees an opportunity to use the same disruptive technologies transforming the nature of work to transform the labor market. With the future success of the American worker at stake and the ability of businesses to find and foster skilled employees faltering, the Markle Foundation has launched a number of initiatives to prepare American workers to thrive in a 21<sup>st</sup> century digital economy and to establish practices for the lifelong learning the ever-evolving economy demands.

Skillful is an initiative of the Markle Foundation, in partnership with Microsoft, LinkedIn, the State of Colorado, and others that is working to achieve a skills-based labor market that works for the nearly seven in ten Americans without a college degree. The partnership aims to create a model that can be replicated across

The Markle Foundation

EIN 13-1770307

**Part IX-A Summary of Direct Charitable Activities**

Year Ended June 30, 2017

the U.S. to help millions of Americans overcome barriers to better-paying jobs. Skillful helps employers hire those without a bachelor's degree by providing data, tools, and resources that enable the adoption of skills-based hiring and training practices. Skillful works with established workforce development and employment support organizations, including coaches and digital services, to enable job seekers to learn what skills are in demand and access professional training at any stage of their career. At the same time, Skillful aligns employers and educators so that their training programs teach the skills required to succeed in today's digital economy.

The Rework America Task Force is a group of national leaders committed to a bold, practical, non-partisan approach to building a national strategy to achieve a skills-based labor market that works for Americans who do not have a college degree and supports the competitiveness of the American economy. Many adults dislocated by new technologies lack the credentials, information, and tools needed to access the new opportunity created by these forces of change. The Task Force is a coalition of influential leaders from across the business, technology, labor, policy and education sectors who have joined together to transform our outdated labor market from one largely focused on traditional credentials, such as degrees or work history, to one rooted in the skills valued in the digital economy to give workers and employers alike greater flexibility to adapt in the face of accelerating technological change. Serving as an incubator for new, fresh ideas, the Task Force will deliver its recommendations to address the forces disrupting our economy—from big data to artificial intelligence—to key stakeholders and create a path from idea to feedback, policy and action to achieve a 21st century labor market that better aligns the skills of our workforce to the needs of our employers.

MARKLE FOUNDATION GRANTEE SCHEDULE FY 2017	Status	Address				Purpose	Grants Paid	Grants Payable
							FY 2017	@ 6/30/2017
Aspen Institute	PC	One Dupont Circle NW, Suite 700	Washington	DC	20036	General	110,000	25,000
Brookings Institution	PC	1775 Massachusetts Avenue NW	Washington	DC	20036	General	5,000	-
CareerWise Colorado	PC	400 S. Colorado Blvd, Suite 700	Denver	CO	80246	General	300,000	-
Council on Foreign Relations	PC	58 East 68th Street	New York	NY	10065	General	8,000	-
Council on Foundations	PC	2121 Crystal Drive, Suite 700	Arlington	VA	22202	General	19,400	-
Foundation Center	PC	32 Old Slip, 24th Floor	New York	NY	10005	General	10,000	-
National Partnership for Women and Families	PC	1875 Connecticut Avenue NW, Suite 650	Washington	DC	20009	General	80,000	-
Philanthropy New York	PC	1500 Broadway, 7th Floor	New York	NY	10036	General	10,000	-
		(See 990-PF Page 11, Part XV, Line 3A)					542,400	25,000
Direct Charitable Activities		Various						1,445,743
Total Program Related Payables		(See 990-PF Page 2, Part II, Line 18)						1,470,743

The Markle Foundation

EIN 13-1770307

Part I - Line 11 and Line 20 Schedules

Year Ended June 30, 2017

**ATTACHMENT D**

**OCCUPANCY EXPENSE**

		Column A	Column B	Column C	Column D
Rent		1,099,051	9,315		1,091,989
Utilities		17,538			17,538
Telephone		31,319			31,356
Janitorial services		28,329			28,329
Occupancy Expense	Part 1 - Line 20	1,176,237	9,315	-	1,169,212
Rental Income	Part 1 - Line 11	218,373			218,373
<b>TOTAL Occupancy Expense, net of Rental Income</b>		<b>957,864</b>	<b>9,315</b>	<b>-</b>	<b>950,839</b>



The Markle Foundation

EIN 13-1770307

**ATTACHMENT E**

**PART I LINE 23: OTHER EXPENSES**

For the year Ended June 30, 2017

	Column A	Column B	Column C	Column D
Supplies and general office expenses	160,407	2,102		145,496
Leasing, repairs and maintenance	49,139			49,179
Postage, shipping and messenger services	4,004			4,004
Insurance	60,247	586		58,506
Board of Directors	9,358	3,088		3,620
Investment Expenses	-	218,692		-
Other Expenses	372	-		-
Public Education*	598,433			683,467
Project Operations*	5,247,093			6,716,083
<b>Total Other Expenses</b>	<b>6,129,053</b>	<b>224,468</b>	<b>-</b>	<b>7,660,355</b>

\*Direct Charitable Activities - See Attachment B

The Markle Foundation

EIN 13-1770307

**Part II - Line 14 - Schedule of Fixed Assets & Accumulated Depreciation**

as of June 30, 2017

**ATTACHMENT F**

	Cost				Accumulated Depreciation				Net Assets	
	Beginning Balance	Additions	Disposals	Ending Balance	Beginning Balance	Depreciation Expense	Disposals	Ending Balance	Beginning Balance	Ending Balance
Computers	17,101	-	-	17,101	8,551	5,700	-	14,251	8,550	2,850
Equipment	43,176	-	-	43,176	12,954	8,635	-	21,589	30,222	21,587
Furnishings	62,828	-	-	62,828	11,113	6,283	-	17,396	51,715	45,432
Leasehold Improvements	290,543	-	-	290,543	35,243	30,035	-	65,278	255,300	225,265
	413,648	-	-	413,648	67,861	50,653	-	118,514	345,787	295,134

# Application for Automatic Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► **File a separate application for each return.**  
► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

**Electronic filing (e-file).** You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request 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](http://www.irs.gov/efile), click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

## Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (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 or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	<b>JOHN &amp; MARY R. MARKLE FOUNDATION</b>	Employer identification number (EIN) or <b>13-1770307</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>10 ROCKEFELLER PLAZA</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10020</b>	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 ► ☒ **X**
- 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 6-month extension of time until **MAY 15, 2018**, 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, 2016**, and ending **JUN 30, 2017**

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	<b>429,940.</b>
b If this application is for Forms 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	\$	<b>379,940.</b>
c <b>Balance due.</b> 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	\$	<b>50,000.</b>

**Caution:** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Form **8868** (Rev. 1-2017)

**MAIL TO: DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE CENTER  
OGDEN, UT 84201-0045**