

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

2007

Department of the Treasury
 Internal Revenue Service (77)

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

For calendar year 2007, or tax year beginning **JUL 1, 2007**, and ending **JUN 30, 2008**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation JOHN & MARY R. MARKLE FOUNDATION	A Employer identification number 13-1770307
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 10 ROCKEFELLER PLAZA	B Telephone number 212-489-6655
	City or town, state, and ZIP code NEW YORK, NY 10020	C If exemption application is pending, check here <input type="checkbox"/>
		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 182,726,385. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,074.	1,074.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,924,812.			
	b Gross sales price for all assets on line 6a	14,305,256.			
	7 Capital gain net income (from Part IV, line 2)		15,290,048.		
	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	4,341,650.	4,970,211.		STATEMENT 2	
12 Total. Add lines 1 through 11	17,267,536.	20,261,333.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	789,830.	75,045.		714,785.
	14 Other employee salaries and wages	1,878,520.	0.		1,878,520.
	15 Pension plans, employee benefits	836,608.	15,185.		825,927.
	16a Legal fees STMT 3	93,977.	0.		91,974.
	b Accounting fees STMT 4	52,481.	17,319.		35,162.
	c Other professional fees STMT 5	1,300,087.	1,826,920.		52,268.
	17 Interest	991,595.	1,359,118.		0.
	18 Taxes STMT 6	299,166.	70,559.		0.
	19 Depreciation and depletion	275,757.	7,721.		
	20 Occupancy ATTACHMENT I	1,147,087.	20,379.		1,121,966.
	21 Travel, conferences, and meetings	34,330.	961.		29,273.
	22 Printing and publications	206,479.	0.		206,479.
	23 Other expenses STMT 7	3,226,565.	181,199.		2,816,829.
	24 Total operating and administrative expenses. Add lines 13 through 23 ATTACHMENT L	11,132,482.	3,574,406.		7,773,183.
	25 Contributions, gifts, grants paid	3,407,858.			887,210.
26 Total expenses and disbursements. Add lines 24 and 25	14,540,340.	3,574,406.		8,660,393.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,727,196.				
b Net investment income (if negative, enter -0-)		16,686,927.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		1,846,734.	1,301,197.	1,301,197.
	2	Savings and temporary cash investments		1,885,093.	2,617,126.	2,617,126.
	3	Accounts receivable ▶	61,668.			
		Less: allowance for doubtful accounts ▶		107,741.	61,668.	61,668.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		273,211.	176,902.	176,902.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 9	184,736,361.	177,060,609.	177,060,609.	
14	Land, buildings, and equipment: basis ▶	3,346,007.				
	Less: accumulated depreciation ▶	2,026,460.	1,550,212.	1,319,547.	1,319,547.	
15	Other assets (describe ▶ SECURITY DEPOSIT)		253,500.	189,336.	189,336.	
16	Total assets (to be completed by all filers)		190,652,852.	182,726,385.	182,726,385.	
Liabilities	17	Accounts payable and accrued expenses		114,490.	79,904.	
	18	Grants payable		585,350.	3,753,434.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 10)		1,000,000.	725,000.	
23	Total liabilities (add lines 17 through 22)		1,699,840.	4,558,338.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted		188,953,012.	178,168,047.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	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		188,953,012.	178,168,047.		
31	Total liabilities and net assets/fund balances		190,652,852.	182,726,385.		

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	188,953,012.
2	Enter amount from Part I, line 27a	2	2,727,196.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	191,680,208.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	13,512,161.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	178,168,047.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT B	P	VARIOUS	VARIOUS
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			15,290,048.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			15,290,048.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	15,290,048.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2006	7,394,609.	172,449,679.	.042880
2005	7,725,602.	154,962,312.	.049855
2004	7,751,623.	143,744,345.	.053926
2003	9,001,754.	134,835,754.	.066761
2002	15,075,536.	127,739,863.	.118017

2 Total of line 1, column (d)	2	.331439
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.066288
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	185,324,818.
5 Multiply line 4 by line 3	5	12,284,812.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	166,869.
7 Add lines 5 and 6	7	12,451,681.
8 Enter qualifying distributions from Part XII, line 4	8	8,705,484.

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

Part 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 letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	333,739.
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	333,739.
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	333,739.
6	Credits/Payments:		
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a	451,706.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	100,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	551,706.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	217,967.
11	Enter the amount of line 10 to be: Credited to 2008 estimated tax <input type="checkbox"/> 217,967. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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

11a	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
11b	b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.MARKLE.ORG</u>	X	
14	The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>212-489-6655</u> Located at ► <u>10 ROCKEFELLER PLAZA, NEW YORK, NY</u> ZIP+4 ► <u>10020</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15	N/A

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2007?	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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2007 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 2007.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2007?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

8a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No **X**

If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

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

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

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

Total number of other employees paid over \$50,000 **9**

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

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

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

Total number of others receiving over \$50,000 for professional services ▶ 7

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHMENT L	
2	6,773,834.
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	186,649,775.
b	Average of monthly cash balances	1b	1,497,248.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	188,147,023.
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	188,147,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,822,205.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	185,324,818.
6	Minimum investment return. Enter 5% of line 5	6	9,266,241.

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	9,266,241.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	333,739.
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	114,404.
c	Add lines 2a and 2b	2c	448,143.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,818,098.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,818,098.
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	8,818,098.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,660,393.
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	45,091.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,705,484.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,705,484.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				8,818,098.
2 Undistributed income, if any, as of the end of 2006:				
a Enter amount for 2006 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002	8,670,955.			
b From 2003	2,240,828.			
c From 2004	588,882.			
d From 2005	213,355.			
e From 2006				
f Total of lines 3a through e	11,714,020.			
4 Qualifying distributions for 2007 from Part XII, line 4: ▶ \$	8,705,484.			
a Applied to 2006, 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 2007 distributable amount				8,705,484.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a).)	112,614.			112,614.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11,601,406.			
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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7	8,558,341.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	3,043,065.			
10 Analysis of line 9:				
a Excess from 2003	2,240,828.			
b Excess from 2004	588,882.			
c Excess from 2005	213,355.			
d Excess from 2006				
e Excess from 2007				

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 2007, enter the date of the ruling ▶
 b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT K				887,210.
Total			▶ 3a	887,210.
b Approved for future payment				
SEE ATTACHMENT K				2770648.
Total			▶ 3b	2770648.

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

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

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

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

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

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2009**, 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, 2007**, and ending **JUN 30, 2008**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	551,706.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	451,706.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	100,000.

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.

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

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

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

- Form 990
 Form 990-EZ
 Form 990-T (sec. 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

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

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

- 4 I request an additional 3-month extension of time until **MAY 15, 2009**.
- 5 For calendar year _____, or other tax year beginning **JUL 1, 2007**, and ending **JUN 30, 2008**.
- 6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 7 State in detail why you need the extension **An extension is required because additional time is needed to compile the information necessary to file a complete and accurate return.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	\$	551,706.
8b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	\$	551,706.
8c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	\$	0.

Signature and Verification

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

Signature **[Signature]** Title **CPA** Date **1/29/09**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM SECURITIES	1,074.	0.	1,074.
TOTAL TO FM 990-PF, PART I, LN 4	1,074.	0.	1,074.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS
ATTACHMENT A	3,922,372.
ATTACHMENT A	419,278.
TOTAL TO FORM 990-PF, PART I, LINE 11	4,341,650.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT F	93,977.	0.		91,974.
TO FM 990-PF, PG 1, LN 16A	93,977.	0.		91,974.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT G	52,481.	17,319.		35,162.
TO FORM 990-PF, PG 1, LN 16B	52,481.	17,319.		35,162.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT H	1,300,087.	1,826,920.		52,268.
TO FORM 990-PF, PG 1, LN 16C	1,300,087.	1,826,920.		52,268.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNRELATED BUSINESS INCOME TAX	120,150.	0.		0.
FOREIGN TAXES ON INVESTMENTS	54,016.	70,559.		0.
EXCISE TAX	400,000.	0.		0.
DEFERRED EXCISE TAX ON UNREALIZED GAIN	-275,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	299,166.	70,559.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SEE ATTACHMENT J	3,226,565.	181,199.		2,816,829.
TO FORM 990-PF, PG 1, LN 23	3,226,565.	181,199.		2,816,829.

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS	13,512,161.
TOTAL TO FORM 990-PF, PART III, LINE 5	13,512,161.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PARTNERSHIPS - SEE ATTACHMENT M	138,057,072.	138,057,072.
MUTUAL FUNDS - SEE ATTACHMENT M	39,003,537.	39,003,537.
TOTAL TO FORM 990-PF, PART II, LINE 13	177,060,609.	177,060,609.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

<u>DESCRIPTION</u>	<u>BOY AMOUNT</u>	<u>EOY AMOUNT</u>
DEFERRED FEDERAL EXCISE TAX PAYABLE	1,000,000.	725,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,000,000.	725,000.

Underpayment of Estimated Tax by Corporations

Department of the Treasury
Internal Revenue Service

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

FORM **990-PF**

2007

Name JOHN & MARY R. MARKLE FOUNDATION	Employer identification number 13-1770307
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Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 34 on the estimated tax penalty line of the corporation's income tax return, but do not attach Form 2220.

Part I Required Annual Payment

1 Total tax (see instructions)		1	333,739.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b		
c Credit for Federal tax paid on fuels (see instructions)	2c		
d Total. Add lines 2a through 2c		2d	
3 Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty		3	333,739.
4 Enter the tax shown on the corporation's 2006 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5		4	
5 Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3		5	333,739.

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

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

Part III Figuring the Underpayment

		(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	11/15/07	12/15/07	03/15/08	06/15/08
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	10	83,435.	83,435.	83,434.	83,435.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	251,706.	200,000.		
Complete lines 12 through 18 of one column before going to the next column.					
12 Enter amount, if any, from line 18 of the preceding column	12		168,271.	284,836.	201,402.
13 Add lines 11 and 12	13		368,271.	284,836.	201,402.
14 Add amounts on lines 16 and 17 of the preceding column	14				
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	251,706.	368,271.	284,836.	201,402.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		0.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	168,271.	284,836.	201,402.	

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

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2007 and before 1/1/2008	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 8\%}{366}$	22	\$	\$	\$
23 Number of days on line 20 after 12/31/2007 and before 4/1/2008	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 7\%}{366}$	24	\$	\$	\$
25 Number of days on line 20 after 3/31/2008 and before 7/1/2008	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times \%}{366}$	26	\$	\$	\$
27 Number of days on line 20 after 6/30/2008 and before 10/1/2008	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times \%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 9/30/2008 and before 1/1/2009	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 12/31/2008 and before 2/16/2009	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Add lines 22, 24, 26, 28, 30, and 32	33	\$	\$	\$
34 Penalty. Add columns (a) through (d) of line 33. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	34	\$		0.

* For underpayments paid after March 31, 2008: For lines 26, 28, 30, and 32, use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

The Markle Foundation
Form 990-PF for the year ended June 30, 2008
EIN: 13-1770307

Attachment A
Part 1, Summary

OTHER INCOME, SUMMARY

	<u>COLUMN A</u>	<u>COLUMN B</u>	<u>REFERENCE</u>
Partnership and Mutual Fund Income	3,922,372	4,765,995	Attachment A, Part II
Rental Income	419,278	419,278	
Unrelated Business Income Reported on 990-T	0	(215,062)	
TOTAL OTHER INCOME	4,341,650	4,970,211	

Investment Name	PARTNERSHIP AND MUTUAL FUND INCOME	
	COLUMN A	COLUMN B
Adage Capital Partners	1,070,856	1,070,856
Archstone Partners	0	460,659
Artisan International Fund	204,953	204,953
Vanguard Emerging Markets Stock Fund	133,967	133,967
Commonfund International III	(1,972)	50,291
Commonfund Private Equity IV	(6,358)	40,977
Commonfund Venture V	(25,576)	14,980
Commonfund International IV	(4,529)	12,946
Commonfund Private Equity V	(14,677)	47,811
Commonfund Venture VI	(26,973)	7,025
Commonfund International V	(22,684)	3,948
Commonfund Private Equity VI	(20,987)	6,556
Commonfund Venture VII	(20,874)	1,499
Commonfund International VI	(7,254)	601
Commonfund Private Equity VII	(10,726)	378
Commonfund Venture VIII	(6,350)	158
Mellon Trust Cash Investments	97,973	97,973
PIMCO Total Return II	696,608	696,608
Renaissance Institutional Equities Fund	592,624	592,624
Rockefeller Access Fund I		32,773
Rockefeller Spec Global Opps 2006		20,516
Rockefeller Access Fund 06-I		6,869
Silchester International Value Trust	900,458	900,458
TIFF Partners I	231,246	(795)
TIFF Partners II	61,973	140,393
TIFF Partners III	57,555	88,848
TIFF Partners IV	25,586	94,916
TIFF Realty & Resources II	8,331	20,165
TIFF Private Equity 2006	7,166	14,300
TIFF Realty & Resources III	1,143	1,080
TIFF Private Equity 2007	829	1,598
TIF Private Equity 2008	64	64
Total Partnership and Mutual Fund Income	3,922,372	4,765,995

The Markle Foundation
Form 990-PF for the year ended June 30, 2008
EIN: 13-1770307

Attachment B
Part I, Summary

REALIZED GAINS AND LOSSES SUMMARY

	<u>COLUMN A</u>	<u>COLUMN B</u>	<u>REFERENCE</u>
Partnership and Mutual Fund Gains / Losses	12,924,812	15,541,476	Attachment B, Part II
Unrelated Business Income Reported on 990-T	0	(251,428)	
TOTAL OTHER INCOME	<u>12,924,812</u>	<u>15,290,048</u>	

PARTNERSHIP & MUTUAL FUND REALIZED GAINS
 & (LOSSES)

Investment Name	COLUMN A	COLUMN B
Adage Capital Partners	2,331,257	2,331,257
Archstone Partners	0	2,205,099
Artisan International Fund	3,727,203	3,727,203
Barlow Partners Ltd	842,220	842,220
Commonfund International III	203,292	252,254
Commonfund Private Equity IV	289,459	267,287
Commonfund Venture V	73,800	51,830
Commonfund International IV	172,953	152,295
Commonfund Private Equity V	140,535	147,389
Commonfund Venture VI	51,426	65,963
Commonfund International V	15,612	19,199
Commonfund Private Equity VI	11,142	9,242
Commonfund Venture VII	4,196	5,103
Commonfund International VI	(17)	(6)
Commonfund Private Equity VII	(33)	(30)
Commonfund Venture VIII	0	0
Mellon Trust Cash Investments	3,429	3,429
PIMCO Total Return II	(18,650)	(18,650)
Renaissance Institutional Equities Fund	89,260	89,260
Rockefeller Access Fund I		99,360
Rockefeller Spec Global Opps 2006		2,049
Rockefeller Access Fund 06-I		288
Silchester International Value Trust	3,367,869	3,367,869
TIFF Partners I	358,702	70,730
TIFF Partners II	518,266	552,966
TIFF Partners III	311,774	464,710
TIFF Partners IV	346,019	850,017
TIFF Realty & Resources II	72,218	(22,556)
TIFF Private Equity 2006	10,772	5,677
TIFF Realty & Resources III	0	0
TIFF Private Equity 2007	2,085	(1)
TIFF Private Equity 2008	24	24
Total Partnership and Mutual Fund Income	12,924,812	15,541,476

PART VIII - 1) List of Officers and Directors
The Markle Foundation 990-PF
For the Year ending 6/30/2008

ATTACHMENT C

Name and Address	Title	Average Hours / Week	Compensation	Employee Benefit Plan Contributions	Expense Account
Lewis B. Kaden c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Chairman	*	0	0	0
Zoe Baird c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	President	40	505,750	130,030	0
Karen Byers c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Treas/Secy/CFO	40	284,080	56,975	0
Joel L. Fleishman c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
John Gage c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Suzanne Nora Johnson c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Herbert Pardes, MD c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Stephen C. Robinson c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Edward F. Rover c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0
Stanley S. Shuman c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Director	*	0	0	0

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

PART VIII - 2) Compensation of Five Highest Paid Employees
The Markle Foundation 990-PF
For the Year ending 6/30/2008

ATTACHMENT D

Name and Address	Title	Average Hours / Week	Compensation	Employee Benefit Plan Contributions	Expense Account
Diamond, Carol c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Managing Director, Health	40	385,024	64,609	0
Lansky, David c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Senior Director, Health	40	221,513	34,804	0
Verhulst, Stefaan c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Chief of Research	40	172,000	54,410	0
Nigido, Anna c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Director of Finance and Administration	40	153,000	45,463	0
Millis, Linda c/o The Markle Foundation 10 Rockefeller Plaza New York, NY 10020	Director, National Security	40	91,323	13,149	0

ATTACHMENT E

The Markle Foundation
Part VIII - Section 3 - Five Highest paid independent contractors for professional services
 (also included in Part 1, Line 16, Column D)
 Year Ended June 30, 2008

Name	Type of Service	Amount	Address
Convexity Capital	Investment Fees	457,578	Bishop's Square, Redmond's Hill, Dublin 2 Ireland
Renaissance Institutional Equity	Investment Fees	277,250	800 Third Ave, New York, NY 10022
Silchester International	Investment Fees	244,094	780 Third Ave, 42nd Floor, New York, NY 10017
Solomon-Page Group, LLC	Consulting Fees	125,671	P.O. Box 3028, Hicksville, NY 11802
Quorum Strategies, LLC	Consulting Fees	120,000	1333 H Street NW, Suite 100, Washington DC 20005
		489,765	

The Markle Foundation
Part I - Line 16a - Schedule of Legal Fees
 Year Ended June 30, 2008

ATTACHMENT F

Name	Column A	Column B	Column C	Column D
Hogan & Hartson LLP	5,566	-	-	5,566
White & Case LLP	88,411	-	-	86,408
	93,977	-	-	91,974

The Markle Foundation
Part I - Line 16b: Schedule of Accounting Fees
 Year Ended June 30, 2008

ATTACHMENT G

Name	Column A	Column B	Column C	Column D
Eisner LLP	10,955	-	-	10,955
O'Connor Davies Munns & Dobbins, LLP	41,526	17,319	-	24,207
	52,481	17,319	-	35,162

The Markle Foundation
Part I - Line 16c - Schedule of Other Professional Fees
Year Ended June 30, 2008

ATTACHMENT H

		Column A	Column B	Column C	Column D
Adage Capital Partners	Investments	70,895	70,895		-
Archstone Partners	Investments		118,263		-
Commonfund International III	Investments	-	15,726		-
Commonfund Private Equity IV	Investments	-	27,991		-
Commonfund Venture V	Investments	-	35,665		-
Commonfund International IV	Investments	-	17,293		-
Commonfund Private Equity V	Investments	-	31,820		-
Commonfund Venture VI	Investments	-	34,231		-
Commonfund International V	Investments	-	19,224		-
Commonfund Private Equity VI	Investments	-	25,538		-
Commonfund Venture VII	Investments	-	22,317		-
Commonfund International VI	Investments	-	6,938		-
Commonfund Private Equity VII	Investments	-	11,039		-
Commonfund Venture VIII	Investments	-	5,628		-
Convexity Capital	Investments	457,578	457,578		-
Mellon Trust	Investments	44,554	44,554		-
Renaissance Institutional Equities Fd	Investments	277,250	277,250		-
Rockefeller Access Fund I	Investments	-	47,611		-
Rockefeller Spec Global Opps 2006	Investments	-	32,955		-
Rockefeller Access Fund 06-I	Investments	-	24,231		-
Silchester International Value Trust	Investments	244,094	244,094		-
TIFF Partners I	Investments	9,997	7,186		-
TIFF Partners II	Investments	9,893	11,245		-
TIFF Partners III	Investments	8,138	25,260		-
TIFF Partners IV	Investments	27,067	61,352		-
TIFF Realty & Resources II	Investments	15,875	38,818		-
TIFF Private Equity 2006	Investments	10,381	29,244		-
TIFF Realty & Resources III	Investments	17,932	18,716		-
TIFF Private Equity 2007	Investments	10,159	20,251		-
TIFF Private Equity 2008	Investments	4,006	4,006		-
Vanguard Emerging Markets Stock Index Fd	Investments	-	-		-
Calvocoressi, Esq., Thomas	Consulting	9,738	-		9,738
Evaluation Associates LLC	Investments	40,000	40,000		-
Price Waterhouse Coopers LLP	Consulting	30,730	-		30,730
Taylor Grey	Consulting	11,800	-		11,800
		1,300,087	1,826,920	-	52,268

OCCUPANCY EXPENSE

		Column A	Column B	Column C	Column D
Rent		1,035,807	20,379		1,014,721
Utilities		30,033			30,033
Telephone		51,240			47,205
Janitorial services		30,007			30,007
Occupancy Expense	Part 1 - Line 20	1,147,087	20,379	-	1,121,966
Rental Income	Part 1 - Line 11	419,278			419,278
TOTAL Occupancy Expense, net of Rental Income		727,809	20,379	-	702,688

The Markle Foundation

ATTACHMENT J

PART I LINE 23: OTHER EXPENSES

For the year Ended June 30, 2008

	Column A	Column B	Column C	Column D
Supplies and general office expenses	98,082	4,891		93,191
On-line services and dues	7,288			7,288
Leasing and repairs and maintenance	65,506			65,506
Postage, shipping and messenger services	3,811			3,811
Insurance	39,962	1,119		38,843
Board of Directors	3,555	1,173		2,382
Investment Expenses	-	174,016		-
Project Services*				
National Security in the Information Age	691,111			691,111
National Security Program Exploration	71,300			71,300
Connecting for Health	1,084,465			681,912
Project Operations, Publications, and Working Groups*				
National Security in the Information Age	203,418			203,418
National Security Program Exploration	68,267			68,267
Connecting for Health	889,799			889,799
Total Other Expenses	3,226,565	181,199	-	2,816,829

*Direct Charitable Activities - See attachment L

MARKLE FOUNDATION GRANTEE SCHEDULE FY 2008	Status	Address			Purpose	Grants Paid FY 2008	Grants Payable @ 6/30/2008
Americans For the Arts	a	1000 Vermont Avenue NW Floor 6	Washington	DC 20005	General	2,000	-
Aspen Institute	a	One Dupont Circle, N.W., Suite 700 Suite 1070	Washington	DC 20036	General	3,500	-
Association of Small Foundations	a	4905 Del Ray Avenue Suite 200	Bethesda	MD 20814	General	1,500	-
Barnard College	a	3008 Broadway	New York	NY 10027	General	10,000	-
Center for Advanced Studies of Terrorism	a	1901 Avenue of the Stars, Suite 1555	Los Angeles	CA 90067	General	20,000	5,505
Center for Democracy & Technology	a	1634 Eye Street, NW Suite 1100	Washington	DC 20006	General	500,000	2,730,143
Center for A New American Security	a	1301 Pennsylvania Ave NW - Suite 403	Washington	DC 20004	General	200,000	-
Center for Governmental Studies	a	10951 West Pico Boulevard, Suite 120	Los Angeles	CA 90064	General	40,000	10,000
Council on Foundations	a	1828 L Street NW	Washington	DC 20036	General	18,710	-
Duke University	a	4875 Duke Station	Durham	NC 27706	General	15,000	-
FDNY Foundation	a	9 Metro Tech Center, Rm. 5E-10	Brooklyn	NY 11201	General	1,000	-
Foundation Center	a	79 Fifth Avenue	New York	NY 10003	General	24,000	-
Grantmakers in Health	a	1100 Connecticut Avenue, NW	Washington	DC 20036	General	3,500	-
Human Rights First	a	333 Seventh Ave 13th Floor	New York	NY 10117	General	1,000	-
Independent Sector	a	1200 Eighteen Street, NW Suite 200	Washington	DC 20036	General	5,000	-
Justice Project Education Fund	a	1725 Eye St NW 4th Floor	Washington	DC 20006	General	3,000	-
MOUSE	a	295 Lafayette Street, Suite 501	New York	NY 10012	General	1,500	-
National Partnership for Women and Families	a	1875 Connecticut Ave NW- Suite 650	Washington	DC 20009	General	25,000	25,000
New York Regional Association of Grantmakers (NYRAG)	a	79 Fifth Avenue, 4th Floor.	New York	NY 10003	General	9,500	-
Nonprofit Coordinating Committee	a	1350 Broadway Suite 1801	New York	NY 10018	General	3,000	-
Direct Charitable Activities		(See 990-PF Page 11, Part XV, Line 3A)				887,210	2,770,648
		Various					982,786
Total Grants and Direct Charitable Activities		(See 990-PF Page 2, Part II, Line 18)					3,753,434

The Markle Foundation
Part IX-A Summary of Direct Charitable Activities
Year Ended June 30, 2008

ATTACHMENT L

The Foundation conducts its work by directly operating projects. In FY 2008 the largest activities were:

1 Task Force on National Security in the Information Age

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

\$ 2,071,446

2 Connecting for Health

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

\$ 4,702,388

Total of the Largest Direct Charitable Activities \$ 6,773,834

The Markle Foundation
 Form 990-PF for the year ended June 30, 2008
 EIN: 13-1770307

SCHEDULE M

MARKET VALUE

	Mutual Funds	Partnerships
Artisan International Fund	22,386,035	
PIMCO Total Return II	10,281,057	
Vanguard Emerging Markets Stock Index Fd	6,336,445	
Adage Capital Partners		23,711,500
Archstone Partners		18,353,720
Barlow Capital Partners		14,904,760
Canyon Balanced Equities		1,006,088
Commonfund International III		734,409
Commonfund Private Equity IV		1,408,496
Commonfund Venture V		1,167,667
Commonfund International IV		923,032
Commonfund Private Equity V		1,724,587
Commonfund Venture VI		1,020,487
Commonfund International V		706,170
Commonfund Private Equity VI		734,223
Commonfund Venture VII		426,604
Commonfund International VI		117,386
Commonfund Private Equity VII		97,818
Commonfund Venture VIII		71,269
Convexity Capital		10,301,906
Renaissance Institutional Equities Fund		10,136,017
Rockefeller Access Fund 1		1,523,108
Rockefeller Spec Global Opps 2006		1,119,523
Rockefeller Access Fund 06-I		441,723
Rockefeller Special Global Distressed		99,837
Stlchester International Value Trust		23,851,263
TIFF Partners I		289,797
TIFF Partners II		1,413,718
TIFF Partners III		2,071,069
TIFF Partners IV		4,103,721
TIFF Realty & Resources II		1,416,184
TIFF Private Equity 2006		1,010,938
TIFF Realty & Resources III		339,870
TIFF Private Equity 2007		377,633
TIFF Private Equity 2008		96,082
Wellington Archipelago		12,356,657
	39,003,537	138,057,072
		177,080,609

The Markle Foundation
 Part II - Line 14 - Schedule of Fixed Assets & Accumulated Depreciation
 as of June 30, 2008

ATTACHMENT N

	Cost				Accumulated Depreciation			Net Assets		
	Beginning Balance	Additions	Disposals	Ending Balance	Beginning Balance	Depreciation Expense	Disposals	Ending Balance	Beginning Balance	Ending Balance
Computers	138,410			138,410	89,344	32,967		122,311	49,066	16,099
Equipment	73,961			73,961	7,396	14,792		22,188	66,565	51,773
Furnishings	530,549			530,549	396,878	53,055		449,933	133,671	80,616
Leasehold Improvements	2,557,996	45,091		2,603,087	1,257,085	174,943		1,432,028	1,300,911	1,171,059
	3,300,916	45,091	-	3,346,007	1,750,703	275,757	-	2,026,460	1,550,213	1,319,547