

EXTENDED TO MAY 15, 2019
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning **JUL 1, 2017**, and ending **JUN 30, 2018**

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

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

Room/suite: _____

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

A Employer identification number: **13-1770307**

B Telephone number: **212-713-7600**

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

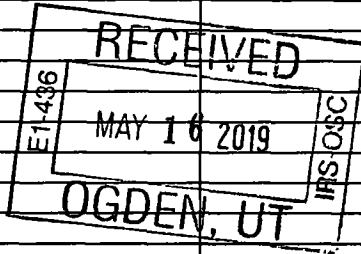
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation **04**
 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): **\$ 133,324,036.**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses		(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					
		2,100,000.		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		5,536,698.			
b Gross sales price for all assets on line 6a		23,657,943.			
7 Capital gain net income (from Part IV, line 2)					
			5,446,451.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,858,102.	2,551,270.		STATEMENT 1
12 Total. Add lines 1 through 11		10,494,800.	7,997,721.		
13 Compensation of officers, directors, trustees, etc					
		1,582,250.	85,100.		1,497,150.
14 Other employee salaries and wages					
		5,280,067.	75,246.		5,244,821.
15 Pension plans, employee benefits					
		2,039,765.	47,361.		1,996,676.
16a Legal fees STMT 2					
		44,626.	0.		42,880.
b Accounting fees STMT 3					
		55,980.	8,473.		27,507.
c Other professional fees STMT 4					
		1,898,554.	1,044,402.		209,475.
17 Interest					
		113,652.	136,228.		0.
18 Taxes STMT 5					
		73,910.	96,901.		0.
19 Depreciation and depletion					
		45,791.	380.		
20 Occupancy ATTACHMENT D					
		1,201,089.	8,366.		1,197,964.
21 Travel, conferences, and meetings					
		23,666.	197.		23,503.
22 Printing and publications					
		50,114.	0.		44,158.
23 Other expenses STMT 6					
		5,585,164.	137,838.		5,193,883.
24 Total operating and administrative expenses. Add lines 13 through 23 *					
		17,994,628.	1,640,492.		15,478,017.
25 Contributions, gifts, grants paid					
		301,800.			251,800.
26 Total expenses and disbursements. Add lines 24 and 25					
		18,296,428.	1,640,492.		15,729,817.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<7,801,628.>			
b Net investment income (if negative enter -0-)			6,357,229.		
c Adjusted net income (if negative, enter -0-)				N/A	



3/4

Operating and Administrative Expenses
6/9 JUN 06 2019

* SEE ATTACHMENT B FOR DIRECT CHARITABLE ACTIVITIES

633

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	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1,420,716.	3,052,253.	3,052,253.	
	2	Savings and temporary cash investments		3,094,253.	2,299,165.	2,299,165.	
	3	Accounts receivable	10,794.				
		Less: allowance for doubtful accounts		3,748.	10,794.	10,794.	
	4	Pledges receivable					
		Less: allowance for doubtful accounts					
	5	Grants receivable		25,129,598.	15,250,193.	15,250,193.	
	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		535,884.	392,216.	392,216.	
	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	108,255,037.	111,866,611.	111,866,611.		
14	Land, buildings, and equipment basis	407,898.					
	Less: accumulated depreciation	164,305.	295,134.	243,593.	243,593.		
15	Other assets (describe <u>SECURITY DEPOSIT</u>)		197,961.	209,211.	209,211.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		138,932,331.	133,324,036.	133,324,036.		
Liabilities	17	Accounts payable and accrued expenses		94,798.	227,472.		
	18	Grants payable		1,470,743.	1,850,844.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe <u>DEFERRED FEDERAL E</u>)		475,000.	492,000.		
	23	Total liabilities (add lines 17 through 22)		2,040,541.	2,570,316.		
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted		114,033,542.	114,439,977.		
	25	Temporarily restricted		22,858,248.	16,313,743.		
	26	Permanently restricted					
	27	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		136,891,790.	130,753,720.			
31	Total liabilities and net assets/fund balances		138,932,331.	133,324,036.			

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	136,891,790.
2	Enter amount from Part I, line 27a	2	<7,801,628.>
3	Other increases not included in line 2 (itemize) <u>SEE STATEMENT 7</u>	3	1,693,824.
4	Add lines 1, 2, and 3	4	130,783,986.
5	Decreases not included in line 2 (itemize) <u>SEE STATEMENT 8</u>	5	30,266.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	130,753,720.

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e			5,446,451.

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

(i) FMV 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))
a			
b			
c			
d			
e			5,446,451.

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	5,446,451.
3 Not 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 doesn't 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))
2016	16,753,786.	113,292,380.	.147881
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

2 Total of line 1, column (d)	2	.553202
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.110640
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	115,733,602.
5 Multiply line 4 by line 3	5	12,804,766.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	63,572.
7 Add lines 5 and 6	7	12,868,338.
8 Enter qualifying distributions from Part XII, line 4	8	15,729,817.

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.

3

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	63,572.
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	63,572.
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	63,572.
6	Credits/Payments:		
6a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	193,511.
6b	Exempt foreign organizations - tax withheld at source	6b	0.
6c	Tax paid with application for extension of time to file (Form 8868)	6c	50,000.
6d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	243,541.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
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	179,969.
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 79,969. Refunded <input checked="" type="checkbox"/>	11	100,000.

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	

STMT 11

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? Website address ► <u>WWW.MARKLE.ORG</u>	X	
14 The books are in care of ► <u>THE FOUNDATION</u> Telephone no. ► <u>212-713-7600</u> Located at ► <u>10 ROCKEFELLER PLAZA, NEW YORK, NY</u> ZIP+4 ► <u>10020</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here		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 2017?		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 2017, did the foundation have any undistributed income (lines Gd and Ge, Part XIII) for tax year(s) beginning before 2017? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2017 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 2017.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2017?		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:		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes	<input checked="" type="checkbox"/>	No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 Organizations relying on a current notice regarding disaster assistance, check here	N/A		
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		N/A

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

1 List all officers, directors, trustees, and 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				
		1,582,250.	143,314.	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
MCDONOUGH, DENIS - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY	SENIOR PRINCIPAL 30.00	420,000.	104,570.	0.
COBERT, BETH - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY 10020	CHIEF EXECUTIVE OFFICER, SKILLFUL 40.00	400,750.	26,000.	0.
DREW, CHLOE - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY 10020	CHIEF OF STAFF 40.00	310,000.	85,071.	0.
NIGIDO, ANNA - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY 10020	SENIOR DIRECTOR, FINANCE & ADMIN 40.00	280,000.	73,197.	0.
HUSEMANN, CLAUDIA - 10 ROCKEFELLER PLAZA; 16TH FLOOR, NEW YORK, NY	SENIOR DIRECTOR, STRATEGIC COMMUNIC 40.00	236,026.	60,659.	0.
Total number of other employees paid over \$50,000				30

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
MCKINSEY & CO. - 55 EAST 52ND STREET, 21ST FLOOR, NEW YORK, NY 10022	PROJECT CONSULTING	735,000.
BELL CREEK CONSULTING 100 7TH STREET NE, WASHINGTON, DC 20002	PROJECT CONSULTING	460,693.
BAUPOST GROUP LLC - 10 ST. JAMES AVE, SUITE 1700, BOSTON, MA 02116	INVESTMENT MANAGEMENT	404,693.
EAST END ADVISORS LLC 610 FIFTH AVENUE, NEW YORK, NY 10020	INVESTMENT CONSULTING	250,000.
HR&A ADVISORS, INC 99 HUDSTON STREET, NEW YORK, NY 10013	PROJECT CONSULTING	230,881.
Total number of others receiving over \$50,000 for professional services		23

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	14,156,029.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	110,591,246.
b	Average of monthly cash balances	1b	6,904,797.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	117,496,043.
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	117,496,043.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,762,441.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	115,733,602.
6	Minimum investment return. Enter 5% of line 5	6	5,786,680.

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	5,786,680.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	63,572.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	63,572.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,723,108.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,723,108.
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	5,723,108.

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	15,729,817.
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	15,729,817.
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	63,572.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,666,245.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				5,723,108.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	3,080,237.			
b From 2013	4,286,935.			
c From 2014	9,463,355.			
d From 2015	11,886,852.			
e From 2016	11,245,840.			
f Total of lines 3a through e	39,963,219.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 15,729,817.				
a Applied to 2016, 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 2017 distributable amount				5,723,108.
e Remaining amount distributed out of corpus	10,006,709.			
5 Excess distributions carryover applied to 2017 (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	49,969,928.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	3,080,237.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	46,889,691.			
10 Analysis of line 9:				
a Excess from 2013	4,286,935.			
b Excess from 2014	9,463,355.			
c Excess from 2015	11,886,852.			
d Excess from 2016	11,245,840.			
e Excess from 2017	10,006,709.			

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 2017, 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 (a) 2017	(b) 2016	Prior 3 years		(e) Total
			(c) 2015	(d) 2014	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email 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, kind 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 C	N/A	PC	GENERAL	251,800.
Total			▶ 3a	251,800.
b Approved for future payment				
SEE ATTACHMENT C	N/A	PC	GENERAL	75,000.
Total			▶ 3b	75,000.

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	P	VARIOUS	VARIOUS
b ADAGE CAPITAL PARTNERS, LP	P	VARIOUS	VARIOUS
c BAUPOST VALUE PARTNERS, LP - IV	P	VARIOUS	VARIOUS
d COMMONFUND CAPITAL INTERNATIONAL PARTNERS III, LP	P	VARIOUS	VARIOUS
e COMMONFUND CAPITAL INTERNATIONAL PARTNERS IV, LP	P	VARIOUS	VARIOUS
f COMMONFUND CAPITAL INTERNATIONAL PARTNERS V, LP	P	VARIOUS	VARIOUS
g COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, LP	P	VARIOUS	VARIOUS
h COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS V, LP	P	VARIOUS	VARIOUS
i COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VI, LP	P	VARIOUS	VARIOUS
j COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII, L	P	VARIOUS	VARIOUS
k COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VIII,	P	VARIOUS	VARIOUS
l COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	P	VARIOUS	VARIOUS
m COMMONFUND CAPITAL VENTURE PARTNERS VII, LP	P	VARIOUS	VARIOUS
n COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP	P	VARIOUS	VARIOUS
o COMMONFUND CAPITAL VENTURE PARTNERS X, LP	P	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			10,527.
b			1,854,850.
c			1,190,189.
d			<8,218.>
e			35,708.
f			68,309.
g			126,384.
h			127,402.
i			72,900.
j			209,092.
k			128,220.
l			48,350.
m			57,737.
n			129,901.
o			34,003.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			10,527.
b			1,854,850.
c			1,190,189.
d			<8,218.>
e			35,708.
f			68,309.
g			126,384.
h			127,402.
i			72,900.
j			209,092.
k			128,220.
l			48,350.
m			57,737.
n			129,901.
o			34,003.

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	

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 XI, LP	P	VARIOUS	VARIOUS
b ENCAP ENERGY CAPITAL FUND X, LP	P	VARIOUS	VARIOUS
c ENCAP FLATROCK MIDSTREAM FUND III, LP	P	VARIOUS	VARIOUS
d ENDOWMENT PRIVATE EQUITY PARTNERS IV	P	VARIOUS	VARIOUS
e ENDOWMENT VENTURE PARTNERS V, LP	P	VARIOUS	VARIOUS
f FINEPOINT CAPITAL	P	VARIOUS	VARIOUS
g F8 ASIA GROWTH SPV, LP	P	VARIOUS	VARIOUS
h FPA APARTMENT OPPORTUNITY FUND V-A, LP	P	VARIOUS	VARIOUS
i JP MORGAN SHORT DURATION BOND FD	P	VARIOUS	VARIOUS
j MELLON INVESTMENTS	P	VARIOUS	VARIOUS
k RIVERSTONE TE PARTNERS V, LP	P	VARIOUS	VARIOUS
l RIVERSTONE/CARLYLE TE PARTNERS IV, LP	P	VARIOUS	VARIOUS
m ROCKEFELLER ACCESS FUND 06-I, LLC	P	VARIOUS	VARIOUS
n ROCKEFELLER ACCESS FUND I, LLC	P	VARIOUS	VARIOUS
o ROCKEFELLER SPECIAL GLOBAL OPPORTUNITIES DISTRESS	P	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			8,250.
b			29,748.
c			14,892.
d			51,115.
e			<14,290.>
f			56,762.
g			32,389.
h			102,987.
i			<53,468.>
j			837.
k			<8,464.>
l			<21,230.>
m			159,131.
n			71,991.
o			38,723.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			8,250.
b			29,748.
c			14,892.
d			51,115.
e			<14,290.>
f			56,762.
g			32,389.
h			102,987.
i			<53,468.>
j			837.
k			<8,464.>
l			<21,230.>
m			159,131.
n			71,991.
o			38,723.

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 SEMPER VIC PARTNERS (QP), L.P.	P	VARIOUS	VARIOUS
b SILCHESTER INTERNATIONAL VALUE TRUST	P	VARIOUS	VARIOUS
c TIFF PARTNERS III, LLC	P	VARIOUS	VARIOUS
d TIFF PARTNERS IV, LLC	P	VARIOUS	VARIOUS
e TIFF PRIVATE EQUITY PARTNERS 2006, LLC	P	VARIOUS	VARIOUS
f TIFF PRIVATE EQUITY PARTNERS 2007, LLC	P	VARIOUS	VARIOUS
g TIFF PRIVATE EQUITY PARTNERS 2008, LLC	P	VARIOUS	VARIOUS
h TIFF REALTY & RESOURCES II, LLC	P	VARIOUS	VARIOUS
i TIFF REALTY & RESOURCES III, LLC	P	VARIOUS	VARIOUS
j WARBURG PINCUS PRIVATE EQUITY XII, LP	P	VARIOUS	VARIOUS
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			14,127.
b			440,780.
c			15,605.
d			<11,925.>
e			77,436.
f			155,210.
g			131,862.
h			<13,751.>
i			82,369.
j			11.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			14,127.
b			440,780.
c			15,605.
d			<11,925.>
e			77,436.
f			155,210.
g			131,862.
h			<13,751.>
i			82,369.
j			11.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	5,446,451.
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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

JOHN & MARY R. MARKLE FOUNDATION

Employer identification number

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 foundationCheck 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) (2017)

Name of organization JOHN & MARY R. MARKLE FOUNDATION	Employer identification number 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
1	<p>NEW VENTURE FUND</p> <p>1201 CONNECTICUT AVE NW, #300</p> <p>WASHINGTON, DC 20036</p>	\$ <u>1,600,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	<p>THE BOEING COMPANY</p> <p>100 NORTH RIVERSIDE PLAZA</p> <p>CHICAGO, IL 60606</p>	\$ <u>500,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
	<p>_____</p> <p>_____</p> <p>_____</p>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization JOHN & MARY R. MARKLE FOUNDATION	Employer identification number 13-1770307
---	---

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization JOHN & MARY R. MARKLE FOUNDATION	Employer identification number 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

(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

(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

(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

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	2,657,659.	2,352,827.	
RENTAL INCOME	194,161.	194,161.	
MISCELLANEOUS INCOME	2,371.	2,371.	
ROYALTY INCOME	1,911.	1,911.	
UBIT TAX REFUND	2,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,858,102.	2,551,270.	

FORM 990-PF

LEGAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ARNOLD & PORTER	6,864.	0.		6,864.
HOGAN & LOVELLS	2,682.	0.		2,542.
MORGAN LEWIS & BOCKIUS LLP	464.	0.		464.
PAUL HASTINGS LLP	34,616.	0.		33,010.
TO FM 990-PF, PG 1, LN 16A	44,626.	0.		42,880.

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	55,980.	8,473.		27,507.
TO FORM 990-PF, PG 1, LN 16B	55,980.	8,473.		27,507.

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
CALVOCORESSI, THOMAS	19,700.	0.		19,650.
HEIDRICK & STRUGGLES	175,587.	0.		91,668.
JACKSON, KATE	15,352.	0.		<1,950.>
PRICE WATERHOUSE COOPERS LLP	75,620.	0.		65,107.
STANTON ADVISORS	35,000.	0.		35,000.
INVESTMENT MANAGEMENT FEES	1,577,295.	1,044,402.		0.
TO FORM 990-PF, PG 1, LN 16C	1,898,554.	1,044,402.		209,475.

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	30,000.	0.		0.
UNRELATED BUSINESS INCOME TAX	3,000.	0.		0.
FOREIGN TAXES ON INVESTMENTS	40,910.	96,901.		0.
TO FORM 990-PF, PG 1, LN 18	73,910.	96,901.		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	5,585,164.	137,838.		5,193,883.
TO FORM 990-PF, PG 1, LN 23	5,585,164.	137,838.		5,193,883.

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS	855,229.
PRESENT VALUE DISCOUNT ON CONTRIBUTIONS RECEIVED	838,595.
TOTAL TO FORM 990-PF, PART III, LINE 3	<u>1,693,824.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DEFERRED EXCISE TAX BENEFIT	17,000.
OTHER INV - UNREALIZED GAINS/LOSS	13,266.
TOTAL TO FORM 990-PF, PART III, LINE 5	<u>30,266.</u>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
8VC FUND II	FMV	100,000.	100,000.
ADAGE CAPITAL PARTNERS	FMV	15,397,789.	15,397,789.
BAUPOST CAPITAL PARTNERS IV	FMV	13,846,702.	13,846,702.
CANYON BALANCED EQUITIES	FMV	6,841,401.	6,841,401.
CEPHEI QFII CHINA ABSOLUTE RETURN	FMV	2,802,600.	2,802,600.
COMMONFUND INTERNATIONAL III	FMV	62,385.	62,385.
COMMONFUND PRIVATE EQUITY IV	FMV	163,203.	163,203.
COMMONFUND VENTURE V	FMV	149,919.	149,919.
COMMONFUND INTERNATIONAL IV	FMV	122,171.	122,171.
COMMONFUND PRIVATE EQUITY V	FMV	260,067.	260,067.
COMMONFUND VENTURE VI	FMV	317,260.	317,260.
COMMONFUND INTERNATIONAL V	FMV	200,577.	200,577.
COMMONFUND PRIVATE EQUITY VI	FMV	372,877.	372,877.
COMMONFUND VENTURE VII	FMV	445,182.	445,182.
COMMONFUND INTERNATIONAL VI	FMV	359,325.	359,325.
COMMONFUND PRIVATE EQUITY VII	FMV	989,586.	989,586.
COMMONFUND VENTURE VIII	FMV	976,411.	976,411.
COMMONFUND PRIVATE EQUITY VIII	FMV	1,210,142.	1,210,142.
COMMONFUND VENTURE X	FMV	1,329,969.	1,329,969.
COMMONFUND VENTURE XI	FMV	706,414.	706,414.
CYRUS OPPORTUNITIES FUND	FMV	5,993,226.	5,993,226.
ENCAP ENERGY PARTNERS X	FMV	1,074,376.	1,074,376.
ENCAP FLATROCK III	FMV	681,313.	681,313.
F8 ASIA GROWTH FUND	FMV	1,279,383.	1,279,383.
FINEPOINT CAPITAL	FMV	5,103,247.	5,103,247.
FPA APARTMENT OPP FUND	FMV	1,316,877.	1,316,877.
GARDNER RUSSO	FMV	8,504,124.	8,504,124.
GLYNN PARTNERS IV	FMV	616,670.	616,670.
GOLUB CAPITAL X	FMV	5,100,000.	5,100,000.
JP MORGAN SHORT DURATION FUND	FMV	12,914,453.	12,914,453.
RIVERSTONE GLOBAL POWER & ENERGY IV	FMV	953,545.	953,545.
RIVERSTONE GLOBAL POWER & ENERGY V	FMV	762,720.	762,720.
ROCKEFELLER ACCESS FUND 1	FMV	565,153.	565,153.
ROCKEFELLER SPEC GLOBAL OPPS 2006	FMV	290,757.	290,757.
ROCKEFELLER ACCESS FUND 06-I	FMV	1,096,380.	1,096,380.
ROCKEFELLER SPECIAL GLOBAL DISTRESSED	FMV	253,447.	253,447.
SFC ENERGY PARTNERS II	FMV	1,189,535.	1,189,535.
SILCHESTER INTERNATIONAL VALUE TRUST	FMV	12,358,205.	12,358,205.
TIFF PARTNERS III	FMV	112,996.	112,996.
TIFF PARTNERS IV	FMV	291,578.	291,578.
TIFF REALTY & RESOURCES II	FMV	391,293.	391,293.
TIFF PRIVATE EQUITY 2006	FMV	298,634.	298,634.
TIFF REALTY & RESOURCES III	FMV	570,359.	570,359.
TIFF PRIVATE EQUITY 2007	FMV	801,442.	801,442.
TIFF PRIVATE EQUITY 2008	FMV	1,534,972.	1,534,972.
WARBURG PINCUS PRIVATE EQUITY 12	FMV	1,157,946.	1,157,946.
TOTAL TO FORM 990-PF, PART II, LINE 13		111,866,611.	111,866,611.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX PAYABLE	475,000.	492,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	475,000.	492,000.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 11
-------------	---	--------------

NAME OF CONTRIBUTOR	ADDRESS
MICROSOFT	ONE MICROSOFT WAY REDMOND, WA 98052-6399

FORM 990-PF	OTHER REVENUE				STATEMENT 12
DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP AND MUTUAL FUND INCOME	525990	<185,540.>	14	2,843,199.	
RENTAL INCOME			16	194,161.	
MISCELLANEOUS INCOME			01	2,371.	
ROYALTY INCOME			01	1,911.	
UBIT TAX REFUND			01	2,000.	
TOTAL TO FORM 990-PF, PG 12, LN 11		<185,540.>		3,043,642.	

The Markle Foundation 990-PF
 EIN #: 13-1770307
 PART VIII-Line1: List of Officers and Directors
 For the Year ending 6/30/2018

ATTACHMENT A

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
Zoé Baird Budinger c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	CEO/President	40	1,132,250	69,803	0
Karen Byers c/o The Markle Foundation 10 Rockefeller Pl, 16th FL, NY NY 10020	Treas/Secy/CFO	40	450,000	73,511	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
			1,582,250	143,314	0

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

The Markle Foundation

EIN 13-1770307

Part IX-A Summary of Direct Charitable Activities

Year Ended June 30, 2018

SKILLFUL/REWORK AMERICA TASK FORCE \$14,156,029

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 seven 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 businesses finding it increasingly difficult to recruit and advance skilled employees, the Markle Foundation has launched a number of initiatives to prepare American workers to thrive in a 21st 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

ATTACHMENT B (cont.)

the U.S. to help millions of Americans overcome barriers to better-paying jobs. Skillful helps employers hire qualified candidates regardless of whether they have a traditional background 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. Skillful also helps the public sector identify how government and policy can begin to foster skills-based concepts. Through the creation of the Skillful State Network, a bi-partisan collaboration of 20 governors to transform the U.S. labor market at scale to one that is skills-based, Skillful elevates practices and ideas that states can adopt to achieve their workforce development and economic goals and supports transformation at a scale and pace not possible through individual state actions.

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 2018	Status	Address				Purpose	Grants Paid	Grants Payable
							@ 6/30/2018	@ 6/30/2018
Aspen Institute	PC	2300 N Street NW, Suite 700	Washington	DC	20037	General	100,000	25,000
Center for Workforce Education and Employment	PC	1175 Osage Street, Suite 300	Denver	CO	80204	General	12,500	12,500
Council on Foreign Relations	PC	58 East 68th Street	New York	NY	10065	General	8,000	-
Council on Foundations	PC	1255 23rd Street NW, Suite 200	Washington	DC	20037	General	19,400	-
Emily Griffith Foundation	PC	1860 Lincoln Street, Suite 605	Denver	CO	80203	General	55,000	-
Foundation Center	PC	32 Old Slip, 24th Floor	New York	NY	10005	General	7,500	-
Goodwill Industries of Denver	PC	6850 Federal Boulevard	Denver	CO	80221	General	12,500	12,500
International Women's Media Foundation	PC	1625 K Street NW, Suite 1275	Washington	DC	20006	General	10,000	-
Mi Casa Resource Center	PC	345 S Grove Street	Denver	CO	80219	General	12,500	12,500
Philanthropy New York	PC	320 East 43rd Street	New York	NY	10017	General	1,900	-
Work Life Partnership	PC	99 Inca Street	Denver	CO	80223	General	12,500	12,500
		(See 990-PF Page 11, Part XV, Line 3A)					251,800	75,000
Direct Charitable Activities		Various						1,775,844
Total Program Related Payables		(See 990-PF Page 2, Part II, Line 18)						1,850,844

The Markle Foundation
 EIN 13-1770307
Part I - Line 11 and Line 20 Schedules
 Year Ended June 30, 2018

ATTACHMENT D

OCCUPANCY EXPENSE

		Column A	Column B	Column C	Column D
Rent		1,119,050	8,366		1,115,917
Utilities		16,667			16,667
Telephone		35,753			35,761
Janitorial services		29,619			29,619
Occupancy Expense	Part 1 - Line 20	1,201,089	8,366	-	1,197,964
Rental Income	Part 1 - Line 11	194,161			194,161
TOTAL Occupancy Expense, net of Rental Income		1,006,928	8,366	-	1,003,803

The Markle Foundation

EIN 13-1770307

ATTACHMENT E

PART I LINE 23: OTHER EXPENSES

For the year Ended June 30, 2018

	Column A	Column B	Column C	Column D
Supplies and general office expenses	180,803	1,767		164,908
Leasing, repairs and maintenance	27,379	-		26,363
Postage, shipping and messenger services	1,943	-		1,943
Insurance	62,144	516		67,514
Board of Directors	7,015	2,315		6,174
Investment Expenses		133,240		-
Public Education*	872,918	-		855,656
Project Operations*	4,432,962	-		4,071,325
Total Other Expenses	5,585,164	137,838	-	5,193,883

*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, 2018

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	14,251	2,850	-	17,101	2,850
Equipment	43,176	-	-	43,176	21,589	8,635	-	30,224	21,587	12,952
Furnishings	62,828	-	-	62,828	17,396	6,283	-	23,679	45,432	39,149
Leasehold Improvements	290,543	-	(5,750)	284,793	65,278	28,023	-	93,301	225,265	191,492
	413,648	-	(5,750)	407,898	118,514	45,791	-	164,305	295,134	243,593