Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: MARCUS CORPORATION FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 100 E. WISCONSIN AVE — Room/suite: 1900

City or town, state, and ZIP code: MILWAUKEE WI 53202-4125

A Employer identification number: 39-6046268

B Telephone number (see page 10 of the instructions): (414) 905-1503

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 ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,365,772

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(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 (attach schedule)	588,091			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	29,894	29,894		
	4 Dividends and interest from securities	74,703	71,467	3,236	
	5a Gross rents		0		
	b Net rental income or (loss) 0				
	6a Net gain or (loss) from sale of assets not on line 10	-222,376			
	b Gross sales price for all assets on line 6a 1,157,799				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 0				
	b Less Cost of goods sold 0				
	c Gross profit or (loss) (attach schedule)	0			
	11 Other income (attach schedule)	0	0	0	
	12 **Total.** Add lines 1 through 11	470,312	101,361	3,236	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	41,383	0	0	41,383
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3,465	3,465	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)			0	
	24 **Total operating and administrative expenses.** Add lines 13 through 23	44,848	3,465	0	41,383
	25 Contributions, gifts, grants paid	833,093			833,093
	26 **Total expenses and disbursements.** Add lines 24 and 25	877,941	3,465	0	874,476
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-407,629			
	b **Net investment income** (if negative, enter -0-)		97,896		
	c **Adjusted net income** (if negative, enter -0-)			3,236	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	69,905	21,857	21,857
	2 Savings and temporary cash investments	10,630	28,640	28,640
	3 Accounts receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	540,884	651,702	682,470
	b Investments—corporate stock (attach schedule)	1,698,485	1,402,263	1,550,560
	c Investments—corporate bonds (attach schedule)	548,671	306,484	332,245
	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	700,000	750,000	750,000
	14 Land, buildings, and equipment basis ▶ 0			
	Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,568,575	3,160,946	3,365,772
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ 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	3,568,575	3,160,946	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	3,568,575	3,160,946	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,568,575	3,160,946	

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	3,568,575
2	Enter amount from Part I, line 27a	2	-407,629
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	3,160,946
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,160,946

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	SALE OF INVESTMENTS - SHORT TERM SEE STMT	P	VARIOUS	VARIOUS
b	CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUS
c	SALE OF INVESTMENTS - LONG TERM SEE STMT	P	VARIOUS	VARIOUS
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	359,311	0	387,538	-28,227
b	1,529	0	0	1,529
c	796,959	0	992,637	-195,678
d	0	0	0	0
e	0	0	0	0

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	0	0	0	-28,227
b	0	0	0	1,529
c	0	0	0	-195,678
d	0	0	0	0
e	0	0	0	0

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	-222,376
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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	0

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 page 18 of 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))
2008	862,233	3,655,837	0.235851
2007	823,151	3,566,250	0 230817
2006	750,113	3,613,694	0.207575
2005	832,607	2,549,757	0 326544
2004	560,824	1,569,902	0 357235

2	**Total** of line 1, column (d)	2	1.358022
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	0 271604
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,205,586
5	Multiply line 4 by line 3	5	870,650
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	979
7	Add lines 5 and 6	7	871,629
8	Enter qualifying distributions from Part XII, line 4	8	874,476

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	979
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	979
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	979
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 3,590		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d OR Overpayment (1,632)	7	1,958
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	979
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0 **Refunded** ▶	11	979

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ LAWRENCE A. MECHA Telephone no ▶ (414) 905-1503

Located at ▶ 100 E WISCONSIN AVE SUITE 1900, MILWAUKEE, WI ZIP+4 ▶ 53202-4125

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 |

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ 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)	☐ Yes ☒ 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 20 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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 page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*		3b	N/A	
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 2009?		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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

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

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 (see page 22 of the instructions).

(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
STEPHEN H MARCUS 100 E WISCONSIN AVE MILWAUKEE WI 532(	PRES/DIR/TR AS REQ	0	0	0
GREGORY S MARCUS 100 E WISCONSIN AVE MILWAUKEE WI 532(	DIR AS REQ	0	0	0
THOMAS F KISSINGER 100 E WISCONSIN AVE MILWUAKEE WI 532(	SEC/DIR AS REQ	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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
None				

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

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 UNITED WAY OF GREATER MILWAUKEE - COMMUNITY INVOLVEMENT IN SUPPORTING NUMEROUS CHARITABLE CAUSES	100,000
2 MEDICAL COLLEGE OF WISCONSIN - COMMUNITY BETTERMENT THROUGH MEDICAL RESEARCH AND EDUCATION	102,500
3 MILWAUKEE WORLD FESTIVAL - COMMUNITY INVOLVEMENT IN SUPPORTING MUSIC FESTIVALS	100,000
4 MARCUS CENTER FOR THE PERFORMING ARTS - COMMUNITY INVOLVEMENT IN SUPPORTING THE ARTS/CULTURE	80,900

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,223,334
b	Average of monthly cash balances	1b	31,068
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,254,402
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	3,254,402
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	48,816
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,205,586
6	**Minimum investment return.** Enter 5% of line 5	6	160,279

Part XI Distributable Amount (see page 25 of the 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	160,279
2a	Tax on investment income for 2009 from Part VI, line 5	2a	979		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	979
3	Distributable amount before adjustments Subtract line 2c from line 1			3	159,300
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	159,300
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	159,300

Part XII Qualifying Distributions (see page 25 of the 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	874,476
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	874,476
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 (see page 26 of the instructions)	5	979
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	873,497

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				159,300
2	Undistributed income, if any, as of the end of 2009.				
a	Enter amount for 2008 only			0	
b	Total for prior years 20____, 20____, 20___		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 483,466				
b	From 2005 706,877				
c	From 2006 572,571				
d	From 2007 648,036				
e	From 2008 683,453				
f	**Total** of lines 3a through e	3,094,403			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 874,476				
a	Applied to 2008, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				159,300
e	Remaining amount distributed out of corpus	715,176			
5	Excess distributions carryover applied to 2009 *(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	3,809,579			
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				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	483,466			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	3,326,113			
10	Analysis of line 9				
a	Excess from 2005 706,877				
b	Excess from 2006 572,571				
c	Excess from 2007 648,036				
d	Excess from 2008 683,453				
e	Excess from 2009 715,176				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization .					0
(4) Gross investment income					0

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 page 28 of 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 page 28 of the 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

THE MARCUS CORPORATION FOUNDATION ATTN S MARCUS 100 E WISCONSIN AVE STE 1900 MILWAUKEE WI 53202-4125

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

WRITTEN REQUEST INDICATING NAME, ADDRESS, OBJECTIVES, AND REASON FOR THE REQUEST.

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED				833,093
Total			▶ 3a	833,093
b *Approved for future payment*				
SEE ATTACHED				404,000
Total			▶ 3b	404,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	29,894	
4 Dividends and interest from securities			14	74,703	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				0	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		104,597	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 104,597

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee — Date: 5/ /2012 — Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
MARCUS CORPORATION FOUNDATION, INC	39-6046268

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization 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), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
MARCUS CORPORATION FOUNDATION, INC.	39-6046268

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	THE MARCUS CORPORATION 100 E. WISCONSIN AVE SUITE 1900 MILWAUKEE WI 53202-4125 Foreign State or Province Foreign Country	$ 833,093	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

The Marcus Corporation Foundation
100 E Wisconsin Avenue, Suite 1900
Milwaukee, WI 53202-4125

FEIN #39-6046268

Attachment To Form 990-PF For 2009

Page 2, Part II, Lines 10a - 10c

	Book Value	Fair Market Value
Part II, Line 10a:		
PIMCO FDS TOTAL RETURN FD INSTL	651,702	682,470
Total Investments-US state gov't obligations	651,702	682,470
Part II, Line 10b:		
MARSHALL SMALL CAP GROWTH FD 612	52,782	60,338
ROYCE HERITAGE FUND	16,091	30,664
WESTCORE SMALL CAP VALUE FUND	33,106	33,575
ARTISAN MID CAP VALUE FUND	52,361	57,530
MARSHALL MID CAP GROWTH FUND 963	37,805	50,505
MARSHALL MID CAP VALUE FUND 931	24,957	27,463
VANGUARD MID CAP INDEX FUND	15,338	22,720
WESTPORT SELECT CAP FUND	26,700	30,720
ASTON MONTAG & CALDWELL GROWTH FD	73,815	79,262
DAVIS N Y VENTURE FD	75,374	72,769
GOLDMAN SACHS LARGE CAP VALUE FD	61,894	65,743
MFS VALUE FUND CLASS I 893	47,198	52,150
T ROWE PRICE GROWTH STK FD INC COM	140,302	148,069
T ROWE PRICE DIVIDEND GROWTH FD	77,924	86,666
SCHWAB FUNDMANETAL US LG CO IND FD	48,309	62,044
VANGUARD MORGAN GROWTH FUND 26	35,463	47,331
VANGUARD 500 INDEX FUND	330,645	349,354
AIM INTERNATIONAL GROWTH FD CLASS I	85,953	100,242
DODGE & COX INTERNATIONAL STOCK FD	67,855	64,590
HARBOR FD INTNERNATIONAL FD INST	71,258	76,803
DWS ALTERNATIVE ASSET ALL PLS FD	27,133	32,022
Total Investments-corporate stock	1,402,263	1,550,560
Part II, Line 10b:		
VANGUARD INFLATION-PROT SEC FD	42,053	44,633
MARSHALL AGGREGATE BOND FD CL I	264,431	287,612
Total Investments-corporate bonds	306,484	332,245

The Marcus Corporation Foundation
100 E. Wisconsin Avenue, Suite 1900
Milwaukee, WI 53202-4125

FEIN #39-6046268

Attachment To Form 990-PF For 2009

Page 2, Part II, Line 13, Investments - Other

State of Israel
Jubilee Bond, Series A
4.65%
125,000.00

State of Israel
Jubilee Bond, Series A
4.25%
125,000.00

State of Israel
Jubilee Bond, Series A
4.70%
125,000.00

State of Israel
Jubilee Bond, Series A
4.70%
125,000.00

State of Israel
Jubilee Bond, Series A
4.79%
125,000.00

State of Israel
Jubilee Bond, Series A
3.36%
125,000.00

The Marcus Corporation Foundation
100 E Wisconsin Avenue, Suite 1900
Milwaukee, WI 53202-4125

FEIN #39-6046268

Attachment To Form 990-PF For 2009

Page 3, Part IV, Line 1a - SALE OF INVESTMENTS - SHORT-TERM

Description	How Acquired	Date Acquired	Date Sold	Gross Sale Price	Depreciation Allowed	Cost	Gain or (Loss)
82 AIM INTL GROW FD CL I	P	6/11/2008	2/19/2009	1,410	-	2,419	(1,009)
32 ARTISAN MID CAP VAL FD	P	8/19/2008	2/19/2009	370	-	580	(210)
87 DWS ALTNTVE ASSET ALLOC PLS	P	11/6/2008	2/19/2009	566	-	637	(71)
2500 DWS ALTNTVE ASSET ALLOC PL	P	5/6/2009	6/15/2009	19,250	-	17,998	1,252
380 DWS ALTNTVE ASSET ALLOC PLS	P	6/19/2009	8/19/2009	3,029	-	2,899	130
43 DAVIS NY VENTURE FD INC	P	6/11/2008	2/19/2009	856	-	1,601	(745)
36 DODGE & COX INT'L STOCK FD	P	6/11/2008	2/19/2009	651	-	1,515	(864)
1000 FIDELITY ADV FLOAT RT HGH IN	P	3/26/2009	5/5/2009	8,534	-	8,130	404
3000 FIDELITY ADV FLOAT RT HGH IN	P	3/26/2009	5/19/2009	25,834	-	23,950	1 884
1500 FIDELITY ADV FLOAT RT HGH IN	P	3/9/2009	7/30/2009	13,740	-	11,865	1,875
500 FIDELITY ADV STRAT INC FD CLS	P	3/26/2009	7/30/2009	5,735	-	4,965	770
126 GOLDMAN SACHS LARGE CAP VA	P	6/11/2008	2/19/2009	969	-	1,676	(707)
35 HARBOR FD INTL FD	P	6/11/2008	2/19/2009	1,163	-	2,295	(1,132)
700 HIGHMARK GENEVA MID CAP	P	4/8/2009	6/15/2009	9,926	-	8,946	980
864 945 HIGMARK GENEVA MID CAP G	P	4/8/2009	6/23/2009	11,763	-	11,054	709
581 968 MARSHALL MID CAP VALUE FD	P	7/30/2009	8/4/2009	5,350	-	5,308	42
5000 MARSHALL AGGREGATE BD FD	P	7/15/2008	1/30/2009	44,500	-	50,769	(6,269)
926 MARSHALL AGGREGATE BD FD	P	7/15/2008	2/19/2009	8,075	-	9,362	(1 287)
81 MARSHALL SMALL CAP GROWTH F	P	7/15/2008	2/19/2009	723	-	1,164	(441)
3000 PIMCO FDS TOTAL RETURN FD	P	5/13/2008	1/30/2009	30,450	-	32,573	(2,123)
896 PIMCO FDS TOTAL RETURN FD	P	5/13/2008	2/19/2009	9,085	-	9,707	(622)
120 PIMCO INV GRADE CORP BD FD	P	1/30/2009	2/19/2009	1,179	-	1,196	(17)
1000 PIMCO INV GRADE CORP BD FD	P	1/30/2009	5/5/2009	9,950	-	9,970	(20)
1200 PIMCO INV GRADE CORP BD FD	P	1/30/2009	5/19/2009	12,120	-	11,964	156
700 ROYCE HERITAGE FUND	P	3/9/2009	5/19/2009	5,446	-	4,137	1,309
500 ROYCE HERITAGE FUND	P	3/9/2009	5/19/2009	4,600	-	2,955	1,645
398 SCHWAB FUNDAMENTAL US LAR	P	5/13/2008	2/19/2009	1,930	-	3,801	(1 871)
1838 672 SCHWAB FUNDAMENTAL US	P	9/24/2008	6/23/2009	11,326	-	15,359	(4,033)
197 VANGUARD MORGAN GROWTH F	P	3/6/2008	2/19/2009	2,074	-	3,418	(1,344)
26 VANGUARD INFLATION-PROTECTE	P	12/22/2008	2/19/2009	243	-	238	5
3000 VANGUARD INFLATION-PROTEC	P	5/19/2009	7/30/2009	29,130	-	29,010	120
109 VANGUARD MID-CAP INDEX FUND	P	3/6/2008	2/19/2009	1,621	-	2,886	(1,265)
954 249 VANGUARD MID-CAP INDEX FU	P	9/24/2008	5/6/2009	17,673	-	24,341	(6,668)
700 VANGUARD MID-CAP INDEX FUND	P	11/5/2008	7/30/2009	13,930	-	13,207	723
500 VANGUARD MID-CAP INDEX FUND	P	11/6/2008	8/19/2009	10,200	-	8,652	1,548
93 VANGUARD 500 INDEX FUND	P	3/6/2008	2/19/2009	5,532	-	9,262	(3,730)
87 WELLS FARGO ADVANTAGE DISCO	P	8/19/2008	2/19/2009	1,041	-	1,833	(792)
2280 699 WELLS FARGO ADVANTAGE	P	12/1/2008	4/7/2009	28,988	-	35,264	(6,276)
55 WESTCORE SMALL-CAP VALUE	P	4/8/2008	2/19/2009	350	-	633	(283)
TOTAL				359,312	-	387,539	(28,227)

The Marcus Corporation Foundation
100 E Wisconsin Avenue, Suite 1900
Milwaukee, WI 53202-4125

FEIN #39-6046268

Attachment To Form 990-PF For 2009

Page 3, Part IV, Line 1a - SALE OF INVESTMENTS - LONG-TERM

Description	How Acquired	Date Acquired	Date Sold	Gross Sale Price	Depreciation Allowed	Cost	Gain or (Loss)
500 AIM INTERNATIONAL GROWTH FD	P	3/6/2008	6/4/2009	10,545	-	14,710	(4,165)
500 AIM INTERNATIONAL GROWTH FD	P	6/11/2008	7/30/2009	11,060	-	14,712	(3,652)
500 AIM INTERNATIONAL GROWTH FD	P	3/6/2008	8/19/2009	11,165	-	14,710	(3,545)
571 AIM INTERNATIONAL GROWTH FD	P	3/6/2008	12/28/2009	14,315	-	16,799	(2,484)
2000 GOLDMAN SACHS LARGE CAP V	P	3/6/2008	6/4/2009	18,280	-	25,300	(7,020)
600 GOLDMAN SACHS LARGE CAP VA	P	6/11/2008	8/19/2009	5,832	-	7,608	(1,776)
500 HARBOR FD INTL FD	P	3/6/2008	8/4/2009	24,515	-	32,670	(8,155)
5000 MARSHALL AGGREGATE BD FD	P	3/7/2008	3/9/2009	41,950	-	50,000	(8,050)
1500 MARSHALL AGGREGATE BD FD	P	3/7/2008	5/5/2009	13,665	-	15,000	(1,335)
5000 MARSHALL AGGREGATE BD FD	P	3/7/2008	5/19/2009	46,700	-	49,922	(3,222)
8546 MARSHALL AGGREGATE BD FD	P	6/11/2008	6/19/2009	81,358	-	85,827	(4,469)
3000 MARSHALL AGGREGATE BD FD	P	8/1/2008	8/7/2009	29,640	-	30,049	(409)
2500 PIMCO FDS TOTAL RETURN FD	P	3/7/2008	5/5/2009	25,600	-	27,050	(1,450)
3000 PIMCO FDS TOTAL RETURN FD	P	3/7/2008	5/6/2009	30,840	-	32,460	(1,620)
5000 PIMCO FDS TOTAL RETURN FD	P	3/7/2008	5/19/2009	52,050	-	53,962	(1,912)
1600 PIMCO FDS TOTAL RETURN FD	P	3/6/2008	6/23/2009	16,656	-	17,232	(576)
3600 PIMCO FDS TOTAL RETURN FD	P	3/6/2008	8/7/2009	38,016	-	38,772	(756)
2500 PIMCO FDS TOTAL RETURN FD	P	3/6/2008	8/19/2009	26,775	-	26,925	(150)
2500 SCHWAB FUNDAMENTAL US LAR	P	3/6/2008	3/9/2009	10,475	-	22,575	(12,100)
2000 SCHWAB FUNDAMENTAL US LAR	P	3/6/2008	3/26/2009	10,700	-	18,060	(7,360)
4000 SCHWAB FUNDAMENTAL US LAR	P	4/8/2008	5/5/2009	25,240	-	36,649	(11,409)
1000 SCHWAB FUNDAMENTAL US LAR	P	5/13/2008	6/4/2009	6,620	-	9,260	(2,640)
1635 SCHWAB FUNDAMENTAL US LAR	P	6/11/2008	6/19/2009	10,480	-	14,697	(4,217)
661 328 SCHWAB FUNDAMENTAL US L	P	6/11/2008	6/23/2009	4,074	-	5,919	(1,845)
3000 VANGUARD MORGAN GROWTH	P	3/6/2008	5/6/2009	36,660	-	52,050	(15,390)
3000 VANGUARD MORGAN GROWTH	P	8/19/2008	12/9/2009	44,640	-	51,919	(7,279)
1400 VANGUARD MORGAN GROWTH	P	10/21/2008	12/28/2009	21,588	-	20,321	1,267
1040 VANGUARD MID-CAP INDEX FD	P	3/6/2008	3/9/2009	13,447	-	27,539	(14,092)
1500 VANGUARD MID-CAP INDEX FD	P	3/6/2008	3/26/2009	24,285	-	39,720	(15,435)
145 751 VANGUARD MID-CAP INDEX FD	P	3/6/2008	5/6/2009	2,699	-	3,859	(1,160)
900 VANGUARD 500 INDEX FD	P	3/6/2008	3/26/2009	56,979	-	89,631	(32,652)
450 WELLS FARGO ADVANTAGE DISC	P	3/6/2008	3/9/2009	4,820	-	8,654	(3,834)
1862 012 WELLS FARGO ADVANTAGE	P	3/6/2008	4/7/2009	23,666	-	35,806	(12,140)
200 WESTCORE SMALL-CAP VALUE	P	4/8/2008	6/4/2009	1,624	-	2,270	(646)
TOTAL				796,959	-	992,637	(195,678)

THE MARCUS FOUNDATION, INC. 39-6046268
ATTACHMENT TO FORM 990-PF, PART XV, ITEM 3a

	2009 EXPENDITURE	RELATIONSHIP	STATUS	PURPOSE
Alzheimer's Association of SE Wisconsin	1,250.00	N/A	Public	Community Health
American Cancer Society	1,250.00	N/A	Public	Community Health
American Cancer Society - Chicago	750.00	N/A	Public	Community Health
American Film Institute	1,000.00	N/A	Public	Community Art/Culture
American Heart Association	7,500.00	N/A	Public	Community Health
American Hotel & Lodging Education Foundation	2,500.00	N/A	Public	Community Education
American Liver Foundation - WI Chapter	1,500.00	N/A	Public	Community Health
American Lung Assocation	1,650.00	N/A	Public	Community Health
Ann's Hope Foundation, Inc.	500.00	N/A	Public	Community Health
Archdiocese of Milwaukee	1,000.00	N/A	Public	Community Education
Arthritis Foundation - Wisconsin	14,500.00	N/A	Public	Community Health
Aurora Psychiatric Hospital	1,250.00	N/A	Public	Community Health
Bel Cantos Chorus	875.00	N/A	Public	Community Art/Culture
Best Buddies of Wisconsin	575.00	N/A	Public	Community Development
Betty Brinn Children's Museum	8,000.00	N/A	Public	Community Education
Big Brothers Big Sisters Milwaukee/Waukesha	2,500.00	N/A	Public	Community Education
Boys & Girls Club	21,000.00	N/A	Public	Community Development
Children's Service Society of Wisconsin	875.00	N/A	Public	Community Health
COA - Formerly Children's Outing Association	15,600.00	N/A	Public	Community Development
COA - Formerly Children's Outing - Hoops 4 Kidz	5,000.00	N/A	Public	Community Development
Columbia St Mary's Hospital	10,000.00	N/A	Public	Community Health
Community Shares of Greater Milwaukee	500.00	N/A	Public	Community Education
Easter Seal Society of Wisconsin, Inc.	500.00	N/A	Public	Community Health
Economic Wisconsin	250.00	N/A	Public	Community Education
Epilepsy Association of Southeast WI	1,000.00	N/A	Public	Community Health
Feeding America Eastern Wisconsin	1,000.00	N/A	Public	Community Health
Fellowship Open	500.00	N/A	Public	Community Development
Friends Against Aids	100.00	N/A	Public	Community Health
Grand Ave Club Milaukee County	1,000.00	N/A	Public	Community Development
Great Circus Parade	25,000.00	N/A	Public	Community Arts/Culture
Great Lakes Hemophilia	3,000.00	N/A	Public	Community Health
Greater Milwaukee Committee	2,800.00	N/A	Public	Community Education
Harambee Community School	500.00	N/A	Public	Community Education
Harvard Business School of Wisc	625.00	N/A	Public	Community Development
Hispanic Chamber of Commerce	5,300.00	N/A	Public	Community Development
Historic Milwaukee	595.00	N/A	Public	Community Conservation
Horizon Home Care and Hospice	1,000.00	N/A	Public	Community Health
Interfaith Older Adult Programs	1,000.00	N/A	Public	Community Health
Jewish Youth Foundation	500.00	N/A	Public	Community Development
Junior Achievement of Wisconsin	21,750.00	N/A	Public	Community Development
Juvenile Diabetes Research Foundation	1,000.00	N/A	Public	Community Health
Keep Greater Milwaukee Beautiful, Inc.	750.00	N/A	Public	Community Development
Kyle's Korner	225.00	N/A	Public	Community Health
Lungevity	500.00	N/A	Public	Community Health
Lutheran Home Foundation	750.00	N/A	Public	Community Health
Make A Wish Foundation	300.00	N/A	Public	Community Health
March of Dimes	3,000.00	N/A	Public	Community Development
Marcus Center For The Performing Arts	80,900.00	N/A	Public	Community Art/Culture
Marquette University	2,500.00	N/A	Public	Community Education
Mary Lou Mahone Foundation	600.00	N/A	Public	Community Art/Culture

THE MARCUS FOUNDATION, INC. 39-6046268
ATTACHMENT TO FORM 990-PF, PART XV, ITEM 3a

	2009 EXPENDITURE	RELATIONSHIP	STATUS	PURPOSE
Medical College of Wisconsin	102,500.00	N/A	Public	Community Education
Mequon-Thiensville Education Foundation	1,000.00	N/A	Public	Community Education
Messmer Catholic Schools	1,250.00	N/A	Public	Community Education
Milwaukee Art Museum	9,000.00	N/A	Public	Community Art/Culture
Milwaukee Area Jewish Committee	1,750.00	N/A	Public	Community Development
Milwaukee Ballet	2,625.00	N/A	Public	Community Art/Culture
Milwaukee Center for Independence	15,000.00	N/A	Public	Community Health
Milwaukee College Prep School	2,000.00	N/A	Public	Community Education
Milwaukee County Council-Boy Scouts	2,000.00	N/A	Public	Community Education
Milwaukee County Historical Society	750.00	N/A	Public	Community Conservation
Milwaukee Development Corp	20,000.00	N/A	Public	Community Development
Milwaukee Institute Art & Design	2,500.00	N/A	Public	Community Art/Culture
Milwaukee Public Library Foundation	500.00	N/A	Public	Community Development
Milwaukee Public Museum	4,500.00	N/A	Public	Community Conservation
Milwaukee Repertory Theatre	4,000.00	N/A	Public	Community Art/Culture
Milwaukee Symphony Orchestra	17,000.00	N/A	Public	Community Art/Culture
Milwaukee Urban League	1,613.00	N/A	Public	Community Development
Milwaukee World Festival	100,000.00	N/A	Public	Community Art/Culture
Muscular Dystrophy Association	1,250.00	N/A	Public	Community Health
NAMWOLF	750.00	N/A	Public	Community Education
National Multiple Sclerosis -WI	5,000.00	N/A	Public	Community Health
Neighborhood House of Milwaukee	500.00	N/A	Public	Community Development
Next Door Foundation	1,000.00	N/A	Public	Community Development
Parenting Network	6,800.00	N/A	Public	Community Health
Public Policy Forum	1,100.00	N/A	Public	Community Development
Ronald McDonald House	1,250.00	N/A	Public	Community Development
Ruth Helf Family Center	500.00	N/A	Public	Community Education
Saturday Softball League	2,500.00	N/A	Public	Community Development
Sharp Literacy, Inc. (formerly Creative Sharp Present	750.00	N/A	Public	Community Education
Silver Spring Neighborhood Center	250.00	N/A	Public	Community Education
Sixteenth St. Community Center	250.00	N/A	Public	Community Development
Spirit of Milwaukee	2,500.00	N/A	Public	Community Art/Culture
St. Francis Children's Center	750.00	N/A	Public	Community Health
St. Jude Children's Research	500.00	N/A	Public	Community Health
St. Like's United Methodist Church	250.00	N/A	Public	Community Education
Stand Up To Cancer	1,000.00	N/A	Public	Community Health
TEMPO	975.00	N/A	Public	Community Education
The Business Journal	1,100.00	N/A	Public	Community Art/Culture
Thrive-formerly Rede Regional Economic Developme	2,000.00	N/A	Public	Community Development
Thurgood Marshall Scholarship Fund	500.00	N/A	Public	Community Education
United Cerebral Palsy of SE Wisconsin	500.00	N/A	Public	Community Health
United Community Center	10,250.00	N/A	Public	Community Development
United Way Greater Milwaukee	100,000.00	N/A	Public	Community Health
UPAF (United Performing Arts Fund)	25,000.00	N/A	Public	Community Art/Culture
UWM Architecture School	50,000.00	N/A	Public	Community Education
Vince Lombardi Charitable Funds	4,500.00	N/A	Public	Community Health
Waukesha County Action Network	2,500.00	N/A	Public	Community Development
Wave of Kindness	1,000.00	N/A	Public	Community Art/Culture
WI Conservatory of Music	3,000.00	N/A	Public	Community Art/Culture
WI DECA	2,500.00	N/A	Public	Community Education

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	2009 EXPENDITURE	RELATIONSHIP	STATUS	PURPOSE
WI Equal Justice Fund, Inc.	500.00	N/A	Public	Community Education
WI Historical Foundation, Inc.	3,000.00	N/A	Public	Community Development
WI Restaurant Association Education Fund	1,000.00	N/A	Public	Community Education
WI Taxpayer's Alliance	560.00	N/A	Public	Community Development
YMCA Black Achievers	1,300.00	N/A	Public	Community Development
YMCA Strong Kids Campaign	500.00	N/A	Public	Community Education
Zoological Society	51,000.00	N/A	Public	Community Development
TOTAL	833,093.00			

FOUNDATION PLEDGES
December 31, 2009

COMPANY	ORIGINAL PLEDGE	YEAR OF PLEDGE	NO OF PYMT	2009	2010	2011	2012	TOTAL DUE	PREV PAY
EDUCATION & TRAINING- 1									
MILWAUKEE CENTER FOR INDEPENDENCE	$75,000	2006	5		$ 15,000	$ 15,000		$ 30,000	$ 45,000
MARCUS CENTER FOR THE PERFORMING ARTS	$160,000	2008	2					$ -	$ 160,000
MILWAUKEE COLLEGE PREP SCHOOL	$10,000	2006	5		$ 2,000			$ 2,000	$ 8,000
HEALTH & HUMAN SERVICES- 2									
COLUMBIA ST MARY'S HOSPITAL	$50,000	2007	5		$ 10,000	$ 10,000	$ 10,000	$ 30,000	$ 20,000
MEDICAL COLLEGE OF WISCONSIN	$1,000,000	2002	10		$ 100,000	$ 100,000		$ 200,000	$ 800,000
PARENTING NETWORK	$15,000	2006	3					$ -	$ 15,000
ARTS & CULTURE- 3									
MILWAUKEE WORLD FESTIVAL, INC	$500,000	2005	5					$ -	$ 500,000
WAVE OF KINDNESS	$5,000	2007	5		$ 1,000	$ 1,000	$ 1,000	$ 3,000	$ 2 000
WISCONSIN CONSERVATORY OF MUSIC	$15,000	2007	5		$ 3,000	$ 3,000	$ 3,000	$ 9,000	$ 6,000
CONSERVATION & HISTORIC PRE- 4									
COMMUNITY DEVELOPMENT- 5									
BOYS AND GIRLS CLUBS OF GREATER MILWAUKEE	$100,000	2007	5		$ 20,000	$ 20,000	$ 20,000	$ 60,000	$ 40,000
COA	$50,000	2006	5		$ 10,000	$ 10,000		$ 20,000	$ 30,000
COA -HOOPS FOR KIDZ	$25,000	2006	5		$ 5,000	$ 5,000		$ 10,000	$ 15 000
JUNIOR ACHIEVEMENT	$50,000	2007	5		$ 10,000	$ 10,000	$ 10,000	$ 30,000	$ 20,000
THRIVE	$6,000	2006	3					$ -	$ 6,000
HISPANIC CHAMBER OF COMMERCE	$25,000	2005	5					$ -	$ 25,000
MILWAUKEE DEVELOPMENT CORP	$50,000	2006	5		$ 10,000			$ 10,000	$ 40,000
UNITED COMMUNITY CENTER	$50,000	2005	5					$ -	$ 50,000
UWM ARCHITECTURE SCHOOL	$300,000	2004	6					$ -	$ 300,000
ZOOLOGICAL SOCIETY -MILWAUKEE	$250,000	2005	5					$ -	$ 250,000
OTHER- 6									
TOTAL	$3,612,000			$ -	$ 186,000	$ 174,000	$ 44,000	$ 404,000	$ 3,208,000
ANNUAL PLEDGES								$ -	
TOTAL	$3,612,000			$ -				$ 404,000	