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Form **990-PF**

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

OMB No 1545-0052

2011

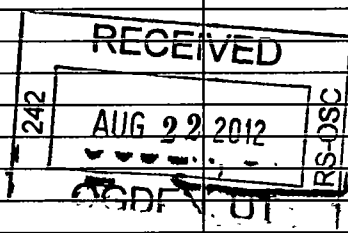
Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation THE MARATHON FOUNDATION		A Employer identification number 27 75-3518399
Number and street (or P O box number if mail is not delivered to street address) 20742 STONE OAK PARKWAY, SUITE 107	Room/suite	B Telephone number (see instructions) 210-828-1505
City or town, state, and ZIP code SAN ANTONIO TX 78258		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 360,972	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	266,834			
	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	4,356	4,356		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	142			
	b Gross sales price for all assets on line 6a 7,140				
	7 Capital gain net income (from Part IV, line 2)		142		
	8 Net short-term capital gain			0	
	9 Income modifications				
	12 Total. Add lines 1 through 11	271,332	4,498	0	
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)				
	b Accounting fees (attach schedule) STMT 1	5,910	1,970		3,940
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	178	178		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
Other expenses (att sch) STMT 3	761	11		750	
Total operating and administrative expenses. Add lines 13 through 23	6,849	2,159	0	4,690	
25 Contributions, gifts, grants paid	75,000			75,000	
Total expenses and disbursements. Add lines 24 and 25	81,849	2,159	0	79,690	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	189,483				
b Net investment income (if negative, enter -0-)		2,339			
c Adjusted net income (if negative, enter -0-)			0		



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

Handwritten initials/signature

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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	199,010	113,603	113,603
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) SEE STMT 4		274,890	247,369
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	199,010	388,493	360,972	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	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. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	199,010	388,493	
30 Total net assets or fund balances(see instructions)	199,010	388,493		
31 Total liabilities and net assets/fund balances(see instructions)	199,010	388,493		

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	199,010
2 Enter amount from Part I, line 27a	2	189,483
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	388,493
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	388,493

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 PUBLICALLY TRADED SECURITIES		P		
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 7,140		6,998	142	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- for Losses (from col. (h)))	
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (i) over col. (j), if any		
a			142	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	142
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 instructions) If (loss), enter -0- in Part I, line 8			3	142

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,740	140,575	0.012378
2009			
2008			
2007			
2006			

2 Total of line 1, column (d)	2	0.012378
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	0.012378
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	277,967
5 Multiply line 4 by line 3	5	3,441
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23
7 Add lines 5 and 6	7	3,464
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	79,690

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	23
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	23
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	23
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	23
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

N/A

STMT 5

Part VII-A Statements Regarding Activities (continued)

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.THEMARATHONFOUNDATION.ORG
14 The books are in care of WAYNE E COLLIE, CPA Telephone no 210-828-1505
20742 STONE OAK PARKWAY, SUITE 107
Located at SAN ANTONIO TX ZIP+4 78258
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
16 At any time during calendar year 2011, 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 Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.
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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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
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 2011?
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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)
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?
b If "Yes," did it have excess business holdings in 2011 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 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2011?

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 instructions) Yes No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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? Yes No
 If "Yes" to 6b, file Form 8870. N/A

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? Yes No

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 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
CLAUDIA HUNTINGTON 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO TX 78258	PRESIDENT 3.00	0	0	0
MARSHALL B. MILLER JR. 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO TX 78258	VICE PRES/SE 1.00	0	0	0
BRUCE A. BLAKEMORE 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO TX 78258	VICE PRES/TR 1.00	0	0	0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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.

1	Expenses
SEE STATEMENT 6	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	Amount
N/A	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3

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	160,334
b	Average of monthly cash balances	1b	121,866
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	282,200
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	282,200
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	4,233
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	277,967
6	Minimum investment return. Enter 5% of line 5	6	13,898

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	13,898
2a	Tax on investment income for 2011 from Part VI, line 5	2a	23
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	23
3	Distributable amount before adjustments Subtract line 2c from line 1	3	13,875
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,875
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	13,875

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	79,690
b	Program-related investments—total from Part IX-B	1b	
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	79,690
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 instructions)	5	23
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,667

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				13,875
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			378	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>79,690</u>				
a Applied to 2010, but not more than line 2a			378	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				13,875
e Remaining amount distributed out of corpus	65,437			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	65,437			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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 instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	65,437			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011	65,437			

Part XIV. Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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))
SEE STATEMENT 7

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
N/A

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

a The name, address, and telephone number of the person to whom applications should be addressed
WAYNE E. COLLIE, CPA 210-828-1505
20742 STONE OAK PKWY, SUITE 107 SAN ANTONIO TX 78258

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 8

c Any submission deadlines
SEE STATEMENT 9

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 10

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 MARATHON INDEPENDENT SCHOOL PO BOX 416 MARATHON TX 79845	DISTRICT NONE	501C3 GENERAL OPERATIONS		5,000
MARATHON VOLUNTEER FIRE DEPARTMENT 109 E 2ND STREET E MARATHON TX 79842	NONE	501C3 GENERAL OPERATIONS		10,000
MARATHON INDEPENDENT SCHOOL PO BOX 416 MARATHON TX 79845	DISTRICT NONE	501C3 TECHNOLOGY IMPROVEMENTS		4,000
MARATHON INDEPENDENT SCHOOL PO BOX 416 MARATHON TX 79845	DISTRICT NONE	501C3	PLAYGROUND	20,000
MARATHON INDEPENDENT SCHOOL PO BOX 416 MARATHON TX 79845	DISTRICT NONE	501C3	FACULTY BONUSES	24,000
MARATHON INDEPENDENT SCHOOL PO BOX 416 MARATHON TX 79845	DISTRICT NONE	501C3 NEW TEACHER SIGNING	BONUSES	12,000
Total	▶ 3a			75,000
b Approved for future payment N/A				
Total	▶ 3b			

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

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... 1a(1) Cash X 1a(2) Other assets X 1b(1) Sales of assets to a noncharitable exempt organization X 1b(2) Purchases of assets from a noncharitable exempt organization X 1b(3) Rental of facilities, equipment, or other assets X 1b(4) Reimbursement arrangements X 1b(5) Loans or loan guarantees X 1b(6) Performance of services or membership or fundraising solicitations X 1c Sharing of facilities, equipment, mailing lists, other assets, or paid employees X

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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

Sign Here: Signature of officer or trustee, Date 18/13/2012, Title manager. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Pnnt/Type preparer's name WAYNE E. COLLIE, Preparer's signature WAYNE E. COLLIE, Date 08/06/12, Check [X] if self-employed, Firm's name WAYNE E. COLLIE, C.P.A., Firm's address 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO, TX 78258-7478, PTIN P00079891, Firm's EIN 74-6256833, Phone no 210-828-1505

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.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

THE MARATHON FOUNDATION

75-3518399

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, total 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 total 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 Part I, 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 THE MARATHON FOUNDATION	Employer identification number 75-3518399
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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	CLAUDIA HUNTINGTON 319 LIMESTONE CREEK SAN ANTONIO TX 78232	\$ 23,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MARSHALL B. MILLER JR. 319 LIMESTONE CREEK SAN ANTONIO TX 78232	\$ 23,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	BRUCE A. BLAKEMORE 7373 BROADWAY, SUITE 507 SAN ANTONIO TX 78209	\$ 97,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	SAN ANTONIO AREA FOUNDATION SARAH E HARTE & JOHN C GUTZLER FUND 110 BROADWAY, SUITE 230 SAN ANTONIO TX 78205	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	DANIEL KYLE SEALE PO BOX 1200 HELOTES TX 78023	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	HOUSTON H. HARTE PO BOX 17424 SAN ANTONIO TX 78217-0424	\$ 33,334	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE MARATHON FOUNDATION	Employer identification number 75-3518399
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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
7	THE BROWN FOUNDATION INC PO BOX 130646 HOUSTON TX 77219-0646	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	THE KELLEY FAMILY FOUNDATION JOHN POLING BOWLING GREEN KY 42103	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	WILLIAM S. HARTE 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO TX 78258	\$ 28,750	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
10	W MICHAEL & CANDACE HUMPHREYS 5150 BROADWAY, #624 SAN ANTONIO TX 78209	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 5,910	\$ 1,970	\$	\$ 3,940
TOTAL	\$ 5,910	\$ 1,970	\$ 0	\$ 3,940

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX ON DIVIDENDS	\$ 178	\$ 178	\$	\$
TOTAL	\$ 178	\$ 178	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INSURANCE	750			750
BANK FEES	11	11		
TOTAL	\$ 761	\$ 11	\$ 0	\$ 750

38434 THE MARATHON FOUNDATION

75-3518399

FYE: 12/31/2011

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERICAN HIGH INCOME TRUST FD A	\$	30,048	COST	\$ 27,975
AMCAP FUND A		42,871	COST	39,920
CAPITAL WORLD BOND FUND A		43,181	COST	42,989
CAPITAL WORLD GROWTH & INC FUND A		58,125	COST	50,189
NEW WORLD FUND A		28,897	COST	23,958
GLOBAL BALANCED FUND A		28,364	COST	27,046
SMALLCAP WORLD FUND A		43,404	COST	35,292
TOTAL	\$ 0	\$ 274,890		\$ 247,369

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75-3518399
FYE: 12/31/2011

Federal Statements

Statement 5 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

<u>Name</u>	<u>Address</u>	<u>City, State, Zip</u>
MICHAEL & CANDACE HUMPHREYS	5150 BROADWAY, SUITE 624	SAN ANTONIO TX 78209
SAN ANTONIO AREA FOUNDATION	110 BROADWAY, SUITE 230	SAN ANTONIO TX 78209
HOUSTON H. HARTE	PO BOX 17424	SAN ANTONIO TX 78209
THE BROWN FOUNDATION	PO BOX 130646	HOUSTON TX 77219
WILLIAM S. HARTE	20742 STONE OAK PARKWAY, SUITE 107	SAN ANTONIO TX 78258

Statement 6 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

THE MARATHON FOUNDATION WAS ESTABLISHED TO SUPPORT AND SUSTAIN THE CITY OF MARATHON TEXAS AND SURROUNDING RANCH AREAS. THE FOUNDATION'S PRIMARY ACTIVITY IS TO PROVIDE GRANTS TO INSTITUTIONS WHICH HAVE AN IRS DESIGNATION OF 501(C)(3). AS OF 12/31/11 THE FOUNDATION SUPPORTED TWO (2) ORGANIZATIONS IN THE MARATHON TEXAS AREA.

Statement 7 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
CLAUDIA HUNTINGTON	\$ 73,875
MARSHALL B. MILLER JR.	73,875
BRUCE A. BLAKEMORE	<u>197,000</u>
TOTAL	<u>\$ 344,750</u>

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required ContentsDescription

SEE ATTACHED MISSION STATEMENT, FUNDING CONSIDERATIONS, ELIGIBILITY AND APPLICATION PROCEDURES FOR THE MARATHON FOUNDATION.

Statement 9 - Form 990-PF, Part XV, Line 2c - Submission DeadlinesDescription

SEE ATTACHED MISSION STATEMENT, FUNDING CONSIDERATIONS, ELIGIBILITY AND APPLICATION PROCEDURES FOR THE MARATHON FOUNDATION.

Statement 10 - Form 990-PF, Part XV, Line 2d - Award Restrictions or LimitationsDescription

SEE ATTACHED MISSION STATEMENT, FUNDING CONSIDERATIONS, ELIGIBILITY AND APPLICATION PROCEDURES FOR THE MARATHON FOUNDATION.

Federal Statements

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
AMCAP FUND A	\$ 51		14		
NEW WORLD FUND A	431		14		
SMALLCAP WORLD FUND A	143		14		
CAPITAL WORLD GROWTH & INC FD	854		14		
GLOBAL BALANCED FUND A	323		14		
AMERICAN HIGH INC TRUST A	1,368		14		
CAPITAL WORLD BOND FUND A	1,186		14		
TOTAL	<u>\$ 4,356</u>				

THE MARATHON FOUNDATION

MISSION STATEMENT

The Marathon Foundation (TMF) was established in the Fall of 2010 to support and sustain the City of Marathon Texas and surrounding ranch areas.

GUIDELINES

TMF will provide grants to institutions which have an IRS designation of 501(c)(3).

In certain circumstances, TMF also provides grants to individuals for specific educational, training or artistic programs.

TMF will primarily provide funding for operations, rather than endowment, though certain exceptions will be considered

Grants are preferred as a one time or annual grants. In unusual circumstances TMF will consider multi year grants.

Procedures to apply for grant:

Please review guidelines as stated on the website www.themarathonfoundation.org.

Apply for grant by filling in grant form available on the website and mailing grant to: The Marathon Foundation, 20742 Stone Oak Parkway, Suite 107, San Antonio, Texas 78258 by November 15th for consideration in the December grant making meeting.

Grants are reviewed at least annually, in the month of December. Notice is given to applicants by January 31 of the following year

MISSION

THE MARATHON FOUNDATION

FUNDING CONSIDERATIONS: In making funding decisions, the Foundation carefully weighs a variety of factors concerning the proposed project and the applicant organization. The following list describes the primary funding priorities and evaluation criteria of the Foundation.

- ◆ **MERIT** - Requested funds will be used to address an important, defined community need, in an effective manner, with a well planned course of action.
- ◆ **FINANCIAL NEED** – funds are necessary to carry out the proposed activities of TMF. Special consideration will be given to requests for funds that would attract other funding or lead to self-sufficiency.
- ◆ **ORGANIZATIONAL CAPACITY** – The applicant has the necessary vision, leadership, management skills, and staff resources to implement the proposed activity.
- ◆ **SERVICE DIRECTLY TO THE CITY OF MARATHON AND SURROUNDING RURAL AREAS** – The foundation exists to support Marathon; funding for other geographical areas will not be considered..

ELIGIBILITY - Applicants must be legally organized, IRS 501(c)(3) organizations. Activities proposed for funding must be charitable in nature as defined by IRS regulations. In general, the Foundation will not consider applications that are not consistent with the Foundation's mission and funding priorities. Applications from political or lobbying organizations or those practicing unlawful discrimination will not be accepted.

APPLICATION PROCEDURES

1. Potential applicants are encouraged to discuss their proposals with Foundation staff before preparing an application.
2. Applicants will complete the attached form, giving all answers in the spaces provided.
3. The applicant will prepare an application package including:
 - the completed checklist attached to the front of the application;
 - the original, plus three copies of the application and required attachments ;
 - one copy of the applicant's most recent financial audit or annual financial statement;
 - one copy of the applicant's IRS 501(c)(3) determination letter.

4. The applicant will send the application package to:

Wayne E. Collie, CPA
20742 Stone Oak Parkway, Suite 107
San Antonio, Texas 78258

5. Applicants will be notified of receipt of the application and will be informed if additional information is needed and/or when the application will be reviewed. If a site visit or interview is required, this will be scheduled at the convenience of the Foundation and the applicant.
6. Distribution meetings will be held at least annually, in the month of December
7. Applicants will be notified in writing about the outcome of their requests in the month of January following the distribution meeting.

Checklist:

This sample was generously provided by a member of ASF.

Before mailing the application, please review and complete the following checklist to ensure that your application is complete. Please attach this checklist as the front page of your application.

CHECKLIST:

- Answer all questions and be sure the application is signed and dated by the organization's Board President (Chair) and Executive Director.

Please note that a completed application will also include:

- A completed Income & Expense Statement form
 - A list of the organization's Board of Directors including addresses, phone numbers and occupations.
- Prepare one (1) original and eleven (11) copies of the application and any attachments.
- Include one (1) copy of the applicant's IRS 501(c) (3) determination letter.

MAIL TO:

Wayne E. Collie
20742 Stone Oak Parkway, Suite 107
San Antonio, Texas 78258