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

2011

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 NOV 1, 2011, and ending OCT 31, 2012

Name of foundation THE NANCY LURIE MARKS FAMILY FOUNDATION		A Employer identification number 04-2607232
Number and street (or P.O. box number if mail is not delivered to street address) 60 WILLIAM STREET		B Telephone number 617-482-1776
City or town, state, and ZIP code WELLESLEY, MA 02481		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. 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) \$ 105,547,230.	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))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	1,012,377.	1,011,710.		STATEMENT 2
4 Dividends and interest from securities	1,490,728.	1,470,649.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	7,740,374.			STATEMENT 1
b Gross sales price for all assets on line 6a	7,740,374.			
7 Capital gain net income (from Part IV, line 2)		7,622,263.		
8 Net short-term capital gain				
9 Income modifications			4,803.	
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	203,870.	159,485.		STATEMENT 4
12 Total. Add lines 1 through 11	10,447,349.	10,264,107.	4,803.	
13 Compensation of officers, directors, trustees, etc.	698,500.	0.		698,500.
14 Other employee salaries and wages	203,121.	0.		203,121.
15 Pension plans, employee benefits	80,106.	0.		80,106.
16a Legal fees STMT 5	19,150.	19,150.		0.
b Accounting fees STMT 6	40,000.	0.		40,000.
c Other professional fees STMT 7	1,154,263.	1,143,867.		0.
17 Interest				
18 Taxes STMT 8	219,061.	42,573.		0.
19 Depreciation and depletion	41,198.	0.		
20 Occupancy	140,925.	0.		140,925.
21 Travel, conferences, and meetings	12,804.	0.		12,804.
22 Printing and publications				
23 Other expenses STMT 9	162,918.	0.		162,918.
24 Total operating and administrative expenses. Add lines 13 through 23	2,772,046.	1,205,590.		1,338,374.
25 Contributions, gifts, grants paid	2,551,135.			2,551,135.
26 Total expenses and disbursements. Add lines 24 and 25	5,323,181.	1,205,590.		3,889,509.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	5,124,168.			
b Net investment income (if negative, enter -0-)		9,058,517.		
c Adjusted net income (if negative, enter -0-)			4,803.	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		1.		
	2 Savings and temporary cash investments	696,407.	4,168,354.	4,168,354.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 11	87,446,300.	93,472,031.	101,348,937.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ▶ 695,529.				
	Less: accumulated depreciation STMT 12 ▶ 665,590.	57,919.	29,939.	29,939.	
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	88,200,627.	97,670,324.	105,547,230.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	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	88,200,627.	97,670,324.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	88,200,627.	97,670,324.			
31 Total liabilities and net assets/fund balances	88,200,627.	97,670,324.			

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	88,200,627.
2 Enter amount from Part I, line 27a	2	5,124,168.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	4,345,529.
4 Add lines 1, 2, and 3	4	97,670,324.
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	97,670,324.

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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 K-1S	P	VARIOUS	VARIOUS
b OTHER ENTITY	P	VARIOUS	VARIOUS
c CHESTNUT HEDGE FUND	P	VARIOUS	VARIOUS
d OFFSHORE	P	VARIOUS	VARIOUS
e RETURN OF CAPITAL	P		

(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 3,193,897.		118,111.	3,075,786.
b 465,394.			465,394.
c 1,452,237.			1,452,237.
d 1,987,961.			1,987,961.
e 640,885.			640,885.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,075,786.
b			465,394.
c			1,452,237.
d			1,987,961.
e			640,885.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	7,622,263.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	4,702,827.	101,928,150.	.046139
2009	4,290,744.	94,423,137.	.045442
2008	4,786,264.	85,133,365.	.056221
2007	6,723,890.	110,502,910.	.060848
2006	3,714,828.	112,532,182.	.033011

2 Total of line 1, column (d)	2	.241661
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	.048332
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	100,366,605.
5 Multiply line 4 by line 3	5	4,850,919.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	90,585.
7 Add lines 5 and 6	7	4,941,504.
8 Enter qualifying distributions from Part XII, line 4	8	3,889,509.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	181,170.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	181,170.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	181,170.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	218,020.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments:	6c	
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6d	
b	Exempt foreign organizations - tax withheld at source	7	218,020.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	
7	Total credits and payments. Add lines 6a through 6d	10	36,850.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	11	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of GOULSTON & STORRS Telephone no. 617-482-1776			
Located at 400 ATLANTIC AVE. BOSTON, MA ZIP+4 02110				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		698,500.	9,711.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELEONORA SILAYEVA - C/O NLM FOUNDATION, 60 WILLIAMS ST,	EXECUTIVE ASSOCIATE FOR ADMINISTRATION	89,167.	38,799.	0.
JUDITH CHAN - C/O NLM FOUNDATION, 60 WILLIAMS ST, WELLESLEY, MA	RESEARCH ANALYST	78,489.	31,596.	0.

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET, BOSTON, MA 02110	INVESTMENT ADVISORY FEES	183,581.
GOULSTON & STORRS 400 ATLANTIC AVE, BOSTON, MA 02110	CUSTODIAL & LEGAL FEES	102,109.
KENNETH M. FARBER - C/O NLM FOUNDATION, 60 WILLIAMS ST, WELLESLEY, MA	CONSULTING	76,198.

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

0

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 NOT APPLICABLE	
	0.
2	
3	
4	

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

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

Amount

1 NOT APPLICABLE	
	0.
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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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	100,124,766.
b	Average of monthly cash balances	1b	1,770,264.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	101,895,030.
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	101,895,030.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,528,425.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	100,366,605.
6	Minimum investment return. Enter 5% of line 5	6	5,018,330.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	5,018,330.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	181,170.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	58,767.
c	Add lines 2a and 2b	2c	239,937.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,778,393.
4	Recoveries of amounts treated as qualifying distributions	4	4,803.
5	Add lines 3 and 4	5	4,783,196.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,783,196.

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	3,889,509.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,889,509.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,889,509.

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.

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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				4,783,196.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007	258,617.			
c From 2008	553,907.			
d From 2009				
e From 2010				
f Total of lines 3a through e	812,524.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 3,889,509.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				3,889,509.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (if an amount appears in column (d), the same amount must be shown in column (a))	812,524.			812,524.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				81,163.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
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				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2011

(b) 2010

Prior 3 years

(c) 2009

(d) 2008

(e) Total

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).)

NANCY L. MARKS

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 SCHEDULE	NONE	PUBLIC CHARITY	SEE ATTACHED SCHEDULE	2,551,135.
Total			3a	2,551,135.
b Approved for future payment				
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	750,000.
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	NONE	PUBLIC CHARITY	EDUCATION	1,000,000.
BROWN UNIVERSITY 45 PROSPECT STREET PROVIDENCE, RI 02912	NONE	PUBLIC CHARITY	EDUCATION	93,750.
Total			3b	SEE CONTINUATION SHEET(S) 4,824,701.

Form 990-PF (2011)

Part XVII

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




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

[illegible]

- 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
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, this 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 _____ Title _____

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DIANA Cohen		7/24/13		P00188391
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
	Firm's address ▶ 200 BERKELEY STREET BOSTON, MA 02116			Phone no. 617-437-2000	

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
CHILDREN'S HOSPITAL OF PHILADELPHIA 34TH ST. AND CIVIC CENTER BLVD PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	771,750.
HARVARD UNIVERSITY 25 SHATTUCK STREET BOSTON, MA 02115	NONE	PUBLIC CHARITY	EDUCATION	951,814.
MASSACHUSETTS ADVOCATES FOR CHILDREN 25 KINGSTON STREET BOSTON, MA 02111	NONE	PUBLIC CHARITY	EDUCATION	25,006.
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	1,069,881.
MASSACHUSETTS GENERAL HOSPITAL 55 FRUIT STREET BOSTON, MA 02114	NONE	PUBLIC CHARITY	MEDICAL RESEARCH	50,000.
UNIVERSITY OF MASSACHUSETTS 100 MORRISSEY BOULEVARD BOSTON, MA 02125	NONE	PUBLIC CHARITY	EDUCATION	37,500.
COLD SPRING HARBOR LABORATORY ONE BUNGTON ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC CHARITY	EDUCATION	75,000.
Total from continuation sheets				2,980,951.

SILVER LAKE PARTNERS III CAYMAN (AIV III), L.P.
98-0591768

PARTNER'S ID 04-2607232
PARTNER'S NAME NANCY LURIE MARKS FAMILY FOUNDATION

NOTE 8 CONT. > FOREIGN REPORTING REQUIREMENTS - FORM 8865

FORM 8865, PAGE 1 (CONTINUED)

ITEM F 7	PRINCIPAL BUSINESS ACTIVITY	INVESTING
ITEM F 8	FUNCTIONAL CURRENCY AND EXCHANGE RATE	U S DOLLARS/1 0
ITEM G 1	NAME, ADDRESS AND IDENTIFYING NUMBER OF AGENT IN THE U S NONE	
ITEM G 2	THE FOREIGN PARTNERSHIP MUST FILE WHERE FORM 1065 IS FILED	FORM 1065 INTERNAL REVENUE SERVICE CENTER P O BOX 409101 OGDEN, UT 84409
ITEM G 3	NAME AND ADDRESS OF FOREIGN PARTNERSHIP'S AGENT IN COUNTRY OF ORGANIZATION C/O MAPLES CORPORATE SERVICES LIMITED P O BOX 309, UGLAND HOUSE, GRAND CAYMAN, KY1-1104, CAYMAN ISLANDS	
ITEM G 4	NAME AND ADDRESS OF PERSON WITH CUSTODY OF BOOKS AND RECORDS OF THE FOREIGN PARTNERSHIP SILVER LAKE PARTNERS III CAYMAN (AIV III), L P 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025	
ITEM G 5	WERE ANY SPECIAL ALLOCATIONS MADE BY THE FOREIGN PARTNERSHIP NONE	
ITEM G 6	NUMBER OF FOREIGN DISREGARDED ENTITIES OWNED BY THE PARTNERSHIP NONE	
ITEM G 7	HOW IS THIS PARTNERSHIP CLASSIFIED UNDER THE LAW OF THE COUNTRY IN WHICH IT IS ORGANIZED LIMITED PARTNERSHIP	
ITEM G 8	PLEASE CHECK THE BOX "NO"	
ITEM G 9	PLEASE CHECK THE BOX "NO"	

FORM 8865, PAGE 2

SCHEDULE A PLEASE CHECK THE BOX A OWNS A DIRECT INTEREST
SCHEDULE A-1 NOT APPLICABLE IF YOU OWN LESS THAN 10% INTEREST

CONTINUED ON NEXT PAGE

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	FURNITURE	060196	200DB	7.00	17	11,952.			11,952.	11,951.		0.
2	COMPUTER	060196	200DB	5.00	17	13,214.			13,214.	13,213.		0.
3	LEASEHOLD IMPROVEM	060197	200DB	7.00	17	2,436.			2,436.	2,411.		0.
4	FURNITURE	060197	200DB	7.00	17	3,559.			3,559.	3,520.		0.
5	EQUIPMENT	060197	200DB	5.00	17	5,302.			5,302.	5,302.		0.
6	OFFICE EQUIPMENT	091597	200DB	7.00	17	16,741.			16,741.	16,209.		0.
7	ARCHITECT	091597	200DB	7.00	17	2,178.			2,178.	2,109.		0.
8	LEASEHOLD IMPROVEM	050198	200DB	7.00	17	11,833.			11,833.	11,833.		0.
9	LEASEHOLD IMPROVEM	120197	200DB	7.00	17	405.			405.	405.		0.
10	EQUIPMENT	010198	200DB	5.00	17	9,828.			9,828.	9,828.		0.
11	EQUIPMENT	060198	200DB	5.00	17	19,629.			19,629.	19,629.		0.
12	EQUIPMENT	090198	200DB	5.00	17	13,773.			13,773.	13,773.		0.
13	FURNITURE	120197	200DB	7.00	17	3,471.			3,471.	3,471.		0.
14	LEASEHOLD IMPROVEM	030198	200DB	7.00	17	12,182.			12,182.	12,182.		0.
15	COMPUTER	040199	200DB	5.00	17	15,821.			15,821.	15,821.		0.
16	FURNITURE	040199	200DB	7.00	17	291.			291.	291.		0.
17	COMPUTER	102500	200DB	5.00	17	2,480.			2,480.	2,399.		0.
18	COMPUTER MONITOR	092900	200DB	5.00	17	2,180.			2,180.	2,109.		0.

128102
05-01-11

(D) Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	COMPUTER EQUIPMENT	022800	200DB	5.00	17	3,468.			3,468.	3,468.		0.
20	FURNITURE	080601	200DB	7.00	17	950.			950.	950.		0.
21	FURNITURE	062101	200DB	7.00	17	1,275.			1,275.	1,275.		0.
22	OFFICE EQUIPMENT	042601	200DB	5.00	17	30,048.			30,048.	30,048.		0.
23	COMPUTER EQUIPMENT	072301	200DB	5.00	17	10,955.			10,955.	10,955.		0.
24	EQUIPMENT	052101	200DB	5.00	17	887.			887.	886.		0.
25	LCD MONITOR	031802	200DB	5.00	17	719.			719.	719.		0.
26	EQUIPMENT	050602	200DB	5.00	17	3,452.			3,452.	3,452.		0.
27	HARD DRIVE	062602	200DB	5.00	17	245.			245.	245.		0.
28	FURNITURE	050103	200DB	7.00	17	3,258.			3,258.	3,258.		0.
29	LEASEHOLD IMPROV.	110802	200DB	7.00	17	630.			630.	629.		0.
30	LEASEHOLD IMPROV.	031403	200DB	7.00	17	1,508.			1,508.	1,508.		0.
31	COMPUTER EQUIPMENT	050104	200DB	5.00	17	95,520.		47,760.	47,760.	47,760.		0.
32	COMPUTER EQUIPMENT	050105	200DB	5.00	17	42,977.			42,977.	42,977.		0.
33	FURNITURE	050106	200DB	7.00	17	208,166.			208,166.	180,292.		18,589.
34	FURNITURE	050107	200DB	7.00	17	31,261.			31,261.	24,288.		2,788.
35	FURNITURE	050108	200DB	7.00	17	23,396.		11,698.	11,698.	8,044.		1,045.
36	COMPUTER EQUIPMENT	040109	200DB	5.00	17	14,855.		7,428.	7,427.	5,288.		856.

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF PAGE 1

[illegible]

NANCY LURIE MARKS FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
November 1, 2011 - October 31, 2012

	Recipient	Relationship	Status	Purpose	Amount
1	ABRAMSON CANCER CENTER	NONE	501(c)(3)	Medical Research	\$ 1,104 85
2	AUTISM CONSORTIUM	NONE	501(c)(3)	Medical Research	\$ 160,508 50
3	AUTISM SPEAKS	NONE	501(c)(3)	Medical Research	\$ 2,500 00
4	BETH ISRAEL DEACONESS HOSPITAL - ANDERSON	NONE	501(c)(3)	Medical Research	\$ 55,000 00
5	BETH ISRAEL DEACONESS HOSPITAL - ANDERSON	NONE	501(c)(3)	Medical Research	\$ 55,000 00
6	BETH ISRAEL DEACONESS HOSPITAL - ANDERSON	NONE	501(c)(3)	Medical Research	\$ 55,000 00
7	BETH ISRAEL DEACONESS HOSPITAL -- ANDERSON	NONE	501(c)(3)	Medical Research	\$ 55,000 00
8	BETH ISRAEL DEACONESS HOSPITAL - ANDERSON'S LAB	NONE	501(c)(3)	Medical Research	\$ 83,333 33
9	BETH ISRAEL DEACONESS HOSPITAL - ANDERSON'S LAB	NONE	501(c)(3)	Medical Research	\$ 83,333 33
10	BETH ISRAEL DEACONESS HOSPITAL - ANDERSON'S LAB	NONE	501(c)(3)	Medical Research	\$ 83,333 33
11	BETH ISRAEL DEACONESS HOSPITAL - SCHLAUG	NONE	501(c)(3)	Medical Research	\$ 50,001 00
12	BETH ISRAEL DEACONESS HOSPITAL - SCHLAUG	NONE	501(c)(3)	Medical Research	\$ 50,001 00
13	BOSTON HEALTH CARE FOR THE HOMELESS PROGRAM	NONE	501(c)(3)	Medical Research	\$ 1,000 00
14	BOSTON HEALTH CARE FOR THE HOMELESS PROGRAM	NONE	501(c)(3)	Medical Research	\$ 5,000 00
15	BRANDEIS UNIVERSITY	NONE	501(c)(3)	Education	\$ 200,000 00
16	BROWN UNIVERSITY	NONE	501(c)(3)	Education	\$ 31,250 00
17	CAMBRIDGE UNIVERSITY	NONE	501(c)(3)	Education	\$ (7 63)
18	CHOP	NONE	501(c)(3)	Medical Research	\$ 141,900 00
19	CHILDREN'S HOSPITAL - BOSTON	NONE	501(c)(3)	Medical Research	\$ 68,088 00
20	COLD SPRING HARBOR	NONE	501(c)(3)	Medical Research	\$ 25,000 00
21	CURTIS INSTITUTE	NONE	501(c)(3)	Education	\$ 15,000 00
22	DANA FARBER	NONE	501(c)(3)	Medical Research	\$ 4,000 00
23	EAGLES YOUTH PARTNERSHIP	NONE	501(c)(3)	Public Welfare	\$ 15,000 00
24	FACING HISTORY & OURSELVES	NONE	501(c)(3)	Cultural	\$ 10,000 00
25	FRENCH INTERNATIONAL SCHOOL	NONE	501(c)(3)	Education	\$ 5,000 00
26	FRIENDS OF THE HIGH LINE	NONE	501(c)(3)	Public Welfare	\$ 1,000 00
27	HAVARD UNIVERSITY - WALL	NONE	501(c)(3)	Education	\$ 30,728 00
28	HEBREW SENIOR LIFE	NONE	501(c)(3)	Public Welfare	\$ 5,000 00
29	HABITAT FOR HUMANITY	NONE	501(c)(3)	Public Welfare	\$ 5,000 00
30	HMS	NONE	501(c)(3)	Education	\$ 184,097 44
31	HMS	NONE	501(c)(3)	Education	\$ 178,735 38
32	INSTITUTE OF CONTEMPORARY ART	NONE	501(c)(3)	Cultural	\$ 10,000 00
33	INSAR	NONE	501(c)(3)	Medical Research	\$ 10,000 00
34	JEFFERSON HOSPITAL	NONE	501(c)(3)	u	\$ 2,181 43
35	JEWISH FILM FESTIVAL	NONE	501(c)(3)	Cultural	\$ 5,000 00
36	JUVENILE DIABETES FOUNDATION	NONE	501(c)(3)	Medical Research	\$ 1,000 00
37	KIMMEL CENTER	NONE	501(c)(3)	Cultural	\$ 25,000 00
38	KINNEY CENTER - SJU	NONE	501(c)(3)	Public Welfare	\$ 2,080 00
39	MASSACHUSETTS ADVOCATES FOR CHILDREN	NONE	501(c)(3)	Public Welfare	\$ 19,836 44
40	MASSACHUSETTS ADVOCATES FOR CHILDREN	NONE	501(c)(3)	Public Welfare	\$ 10,163 56
41	MASSACHUSETTS ADVOCATES FOR CHILDREN	NONE	501(c)(3)	Public Welfare	\$ 100,000 00
42	MASSACHUSETTS ADVOCATES FOR CHILDREN	NONE	501(c)(3)	Public Welfare	\$ 14,994 00
43	MASSACHUSETTS ADVOCATES FOR CHILDREN - FUNDRAISING EVENT	NONE	501(c)(3)	Public Welfare	\$ 175 00
44	MASSACHUSETTS ADVOCATES FOR CHILDREN - FUNDRAISING EVENT	NONE	501(c)(3)	Public Welfare	\$ 240 00
45	MASSACHUSETTS GENERAL HOSPITAL - YOUTH CARA GALA	NONE	501(c)(3)	Public Welfare	\$ 1,000 00
46	MASSACHUSETTS GENERAL HOSPITAL - LFAC	NONE	501(c)(3)	Medical Research	\$ 215,056 00
47	MASSACHUSETTS GENERAL HOSPITAL - LFAC	NONE	501(c)(3)	Medical Research	\$ 241,930 00
48	MASSACHUSETTS GENERAL HOSPITAL - KENET 1ST PAYMENT	NONE	501(c)(3)	Medical Research	\$ 50,000 00
49	MIT - GOODWIN	NONE	501(c)(3)	Education	\$ 5,571 60
50	MIT - ROY	NONE	501(c)(3)	Education	
51	NATURE PUBLISHING GROUP	NONE	501(c)(3)	Medical Research	\$ 60,000 00
52	NE UNIVERSITY (GOODWIN)	NONE	501(c)(3)	Education	\$ 50,000 00
53	PALM BEACH UNITED WAY	NONE	501(c)(3)	Public Welfare	\$ 1,000 00
54	PHILADELPHIA ART MUSEUM	NONE	501(c)(3)	Cultural	\$ 5,000 00
55	PRINCE'S FOUNDATION FOR CHILDREN & THE ARTS	NONE	501(c)(3)	Public Welfare	\$ 16,000 00
56	SHIPLEY SCHOOL	NONE	501(c)(3)	Education	\$ 10,000 00
57	SPRING HARBOR HOSPITAL	NONE	501(c)(3)	Medical Research	\$ 7,500 00
58	STARLIGHT	NONE	501(c)(3)	Public Welfare	\$ 10,000 00
59	UNITED WAY OF SO PA	NONE	501(c)(3)	Public Welfare	\$ 5,000 00
60	WE ADVANCE, INC	NONE	501(c)(3)	Public Welfare	\$ 2,500 00
61	WE ADVANCE, INC	NONE	501(c)(3)	Public Welfare	\$ 7,500 00
62	WILLS EYE INSTITUTE	NONE	501(c)(3)	Medical Research	\$ 2,500 00
	Total				\$ 2,551,134.56

PATRON CAPITAL, L.P. III
SCHEDULE K1 EQUIVALENT - ADDITIONAL INFORMATION
FOR THE YEAR ENDED DECEMBER 31, 2011

This information has not been filed with the U.S. Internal Revenue Service.

FOOTNOTES	
<p>Transfers to Foreign Corporations During the taxable year, you made a direct transfer of property to foreign corporations that may require reporting under IRC Sec. 6038B. The following information is being furnished as you may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation. Please consult your tax advisor.</p>	
<p>I Transferor Partnership Transferor Partnership Identifying Number, if any Line 3 Name of Transferee Line 4 Identifying Number, if any Line 5 Address</p>	
<p>Line 6 Country of Incorporation or Organization Line 7 Foreign Law Characterization Line 8 Controlled Foreign Corporation (Yes or No) Date of Transfer Description of Property Transferred (Cash, securities, etc.) Amount Transferred</p>	
<p>Line 9a Transferor's interest in the foreign transferee corporation before transfer Line 9b Transferor's interest in the foreign transferee corporation after transfer Line 10 Type of Nonrecognition Transaction (IRC Sec. 351, etc.) Line 11 - 15, 17 (Yes or No) Line 16 (Yes or No)</p>	

49	
<p>0.05350%</p> <p>Nancy Lurie Marks Family Foundation (Chestnut) (Goulston & Storrs)</p>	
<p>N/A FOREIGN PATRON CAPITAL III SCOTLAND L P FOREIGN 50 LOTHIAN ROAD, FESTIVAL SQUARE, EDINBURGH, SCOTLAND UNITED KINGDOM CORPORATION NO 3/3/2011 CASH \$108,672 0.0922% 0.0922% IRC SEC 351(a) NO YES</p>	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
K-1S			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
3,193,897.	0.	0.	0.	3,193,897.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OTHER ENTITY			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
465,394.	0.	0.	0.	465,394.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHESTNUT HEDGE FUND			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1,452,237.	0.	0.	0.	1,452,237.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
OFFSHORE	1,987,961.	0.	0.	0.	1,987,961.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED	DATE SOLD
RETURN OF CAPITAL	640,885.	0.	0.	0.	640,885.	

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 7,740,374.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CHESTNUT HEDGE FUND	9,488.
FIDELITY	141.
INTEREST ON OFFSHORE FUNDS	12,227.
TOTAL INTEREST FROM K-1S	948,682.
TOTAL INTEREST FROM OTHER ENTITIES	41,839.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,012,377.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHESTNUT HEDGE FUND	90,726.	0.	90,726.
TOTAL DIVIDENDS FROM K-1S	1,167,300.	0.	1,167,300.
TOTAL DIVIDENDS FROM OFFSHORE	153,392.	0.	153,392.
TOTAL DIVIDENDS FROM OTHER ENTITIES	79,310.	0.	79,310.
TOTAL TO FM 990-PF, PART I, LN 4	1,490,728.	0.	1,490,728.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME FROM K-1S	216,829.	172,444.	
CHESTNUT HEDGE FUND	<12,959.>	<12,959.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	203,870.	159,485.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GOULSTON & STORRS	19,150.	19,150.		0.
TO FM 990-PF, PG 1, LN 16A	19,150.	19,150.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP	40,000.	0.		40,000.
TO FORM 990-PF, PG 1, LN 16B	40,000.	0.		40,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
K-1S	642,575.	632,179.		0.
CHESTNUT HEDGE FUND	68,738.	68,738.		0.
OTHER ENTITY	358,633.	358,633.		0.
OFFSHORE	84,317.	84,317.		0.
TO FORM 990-PF, PG 1, LN 16C	1,154,263.	1,143,867.		0.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES PAID	170,675.	0.		0.
FOREIGN TAXES PAID	42,886.	42,573.		0.
MA PC FEE	500.	0.		0.
MA STATE TAXES	5,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	219,061.	42,573.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	96,969.	0.		96,969.
BOOKS & SUBSCRIPTIONS	7,670.	0.		7,670.
MAIL	999.	0.		999.
TRAINING	5,970.	0.		5,970.
OFFICE EXPENSES	6,622.	0.		6,622.
PROGRAM DEVELOPMENT	10,375.	0.		10,375.
UTILITIES	14,850.	0.		14,850.
INSURANCE	18,637.	0.		18,637.
CLEANING SERVICES	826.	0.		826.
TO FORM 990-PF, PG 1, LN 23	162,918.	0.		162,918.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
ADJUSTMENT TO CORRECT PRIOR BOOK BALANCES	4,340,726.
RETURNED CONTRIBUTIONS	4,803.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,345,529.

FORM 990-PF	CORPORATE STOCK	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
K-1S	61,507,721.	70,565,822.
OTHER ENTITY	6,960,675.	4,580,840.
OFFSHORE	20,816,577.	23,713,778.
CHESTNUT HEDGE FUND	4,187,058.	2,488,497.
TOTAL TO FORM 990-PF, PART II, LINE 10B	93,472,031.	101,348,937.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	11,952.	11,951.	1.
COMPUTER	13,214.	13,213.	1.
LEASEHOLD IMPROVEM	2,436.	2,411.	25.
FURNITURE	3,559.	3,520.	39.
EQUIPMENT	5,302.	5,302.	0.
OFFICE EQUIPMENT	16,741.	16,209.	532.
ARCHITECT	2,178.	2,109.	69.
LEASEHOLD IMPROVEM	11,833.	11,833.	0.
LEASEHOLD IMPROVEM	405.	405.	0.
EQUIPMENT	9,828.	9,828.	0.
EQUIPMENT	19,629.	19,629.	0.
EQUIPMENT	13,773.	13,773.	0.
FURNITURE	3,471.	3,471.	0.
LEASEHOLD IMPROVEM	12,182.	12,182.	0.
COMPUTER	15,821.	15,821.	0.
FURNITURE	291.	291.	0.
COMPUTER	2,480.	2,399.	81.
COMPUTER MONITOR	2,180.	2,109.	71.
COMPUTER EQUIPMENT	3,468.	3,468.	0.
FURNITURE	950.	950.	0.
FURNITURE	1,275.	1,275.	0.
OFFICE EQUIPMENT	30,048.	30,048.	0.
COMPUTER EQUIPMENT	10,955.	10,955.	0.
EQUIPMENT	887.	886.	1.
LCD MONITOR	719.	719.	0.
EQUIPMENT	3,452.	3,452.	0.
HARD DRIVE	245.	245.	0.
FURNITURE	3,258.	3,258.	0.
LEASEHOLD IMPROV.	630.	629.	1.
LEASEHOLD IMPROV.	1,508.	1,508.	0.
COMPUTER EQUIPMENT	95,520.	95,520.	0.
COMPUTER EQUIPMENT	42,977.	42,977.	0.
FURNITURE	208,166.	198,881.	9,285.
FURNITURE	31,261.	27,076.	4,185.
FURNITURE	23,396.	20,787.	2,609.
COMPUTER EQUIPMENT	14,855.	13,572.	1,283.
FURNITURE	53,761.	42,006.	11,755.
FURNITURE	7,703.	7,703.	0.
FURNITURE	13,219.	13,219.	0.
TOTAL TO FM 990-PF, PART II, LN 14	695,528.	665,590.	29,938.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 13
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CATHY J. LURIE C/O GOULSTON & STORRS, 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 1.00	 0.	 0.	 0.
JEFFREY R. LURIE C/O GOULSTON & STORRS, 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 1.00	 0.	 0.	 0.
MARK D. BALK C/O GOULSTON & STORRS, 400 ATLANTIC AVENUE BOSTON, MA 021103333	TRUSTEE 1.00	 0.	 0.	 0.
HARVEY E. CUSHING C/O GOULSTON & STORRS, 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 20.00	 150,000.	 0.	 0.
NANCY L. MARKS C/O GOULSTON & STORRS, 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 1.00	 0.	 0.	 0.
CHRISTINA LURIE C/O GOULSTON & STORRS, 400 ATLANTIC AVE BOSTON, MA 021103333	TRUSTEE 1.00	 0.	 0.	 0.
RICHARD B. DENNING C/O NLM FOUNDATION, 60 WILLIAMS ST. WELLESLEY, MA 02481	TRUSTEE 15.00	 155,500.	 9,711.	 0.
CLARENCE SCHUTT C/O NLM FOUNDATION, 60 WILLIAMS ST. WELLESLEY, MA 02481	DIRECTOR 35.00	 393,000.	 0.	 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		698,500.	9,711.	0.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. THE NANCY LURIE MARKS FAMILY FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 04-2607232
	Number, street, and room or suite no. If a P.O. box, see instructions. 60 WILLIAM STREET, NO. 110	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WELLESLEY, MA 02481	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

GOULSTON & STORRS
• The books are in the care of ► **400 ATLANTIC AVE. BOSTON, MA - 02110**

Telephone No. ► **617-482-1776**

FAX No. ► ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JUNE 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► ☐ calendar year or

► ☒ tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	218,030.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	218,030.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

Form 8868 (Rev. 1-2012)

- o If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3 month extension on a previously filed Form 8868.
- o If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE NANCY LURIE MARKS FAMILY FOUNDATION	<input checked="" type="checkbox"/> 04-2607232
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	60 WILLIAM STREET, NO. 110	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	WELLESLEY, MA 02481	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- GOULSTON & STORRS**
- o The books are in the care of **400 ATLANTIC AVE. BOSTON, MA - 02110**
- Telephone No. **617-482-1776** FAX No. ☐
- o If the organization does not have an office or place of business in the United States, check this box ☐
- o If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.
- 4 I request an additional 3 month extension of time until **SEPTEMBER 16, 2013**
- 5 For calendar year **NOV 1, 2011**, or other tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069 enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	114,276.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	218,030.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature Title Date

Form 8868 (Rev. 1-2012)