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

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

2011

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

Number and street (or P O box number if mail is not delivered to street address)

60 WILLIAM STREET

Room/suite

110

City or town, state, and ZIP code

WELLESLEY, MA 02481

G Check all that apply:

- Initial return       Initial return of a former public charity  
 Final return       Amended return  
 Address change       Name change

H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust       Other taxable private foundationI Fair market value of all assets at end of year      J Accounting method:  Cash       Accrual  
(from Part II, col. (c), line 16)       Other (specify) *\$ 105,547,230.* (Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	203,870.	159,485.		STATEMENT 4
c	Gross profit or (loss)	10,447,349.	10,264,107.	4,803.	
11	Other income				
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	STMT 8	219,061.	42,573.	0.
18	Taxes		41,198.	0.	
19	Depreciation and depletion		140,925.	0.	140,925.
20	Occupancy		12,804.	0.	12,804.
21	Travel, conferences, and meetings	STMT 9	162,918.	0.	162,918.
22	Printing and publications				
23	Other expenses		2,772,046.	1,205,590.	1,338,374.
24	Total operating and administrative expenses. Add lines 13 through 23		2,551,135.		2,551,135.
25	Contributions, gifts, grants paid				
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:		5,124,168.		
a	Excess of revenue over expenses and disbursements				
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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12-02-11 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

SCANNED SEP 05 2013

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	1.		
	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	STMT 11		
	b	Investments - corporate stock		87,446,300.	93,472,031.
	c	Investments - corporate bonds			101,348,937.
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
Liabilities	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.
	15	Other assets (describe ►)			29,939.
Net Assets or Fund Balances	16	Total assets (to be completed by all filers)		88,200,627.	97,670,324.
	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			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
Net Assets or Fund Balances	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	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) ►	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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09330723 795930 E68600

2011.05090 THE NANCY LURIE MARKS FAMIL E686001

**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			(i) 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 ►  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 ►  and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 218,020.

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here  if Form 2220 is attached

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 ►

36,850.

Refunded

► 11 0.

► 7 218,020.

► 8

► 9

► 10 36,850.

► 11

**Part VII-A Statements Regarding Activities**

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?

b 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*

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 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*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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T*

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?

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.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

**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*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*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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

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

11		X
12		X
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	► <input type="checkbox"/>
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 ►	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

**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):	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
	(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 type="checkbox"/> Yes <input checked="" 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 ► <input type="checkbox"/>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

## 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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

N/A

5b

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

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE 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 ADMINISTRAT	89,167.	38,799.	0.
JUDITH CHAN - C/O NLM FOUNDATION, 60 WILLIAMS ST, WELLESLEY, MA	35.00	78,489.	31,596.	0.

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

&gt;

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. 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	
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	<b>Total</b> (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	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 100,366,605.
6	<b>Minimum investment return.</b> 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	<b>Distributable amount as adjusted.</b> 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	<b>Qualifying distributions.</b> 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	<b>Adjusted qualifying distributions.</b> 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.

**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			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	258,617.			
b From 2007	553,907.			
c From 2008				
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.			0.	
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount	0.			3,889,509.
e Remaining amount distributed out of corpus				
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 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
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE	NONE	PUBLIC CHARITY	SEE ATTACHED SCHEDULE	2,551,135.
<b>Total</b>				► 3a 2,551,135.
<b>b Approved for future payment</b>				
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.
<b>Total</b>	SEE CONTINUATION SHEET(S)			► 3b 4,824,701.

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	900000	18,777.	14	1,012,376.	
4 Dividends and interest from securities	900000	1,303.	14	1,470,649.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	43,323.	18	7,622,263.	
8 Gain or (loss) from sales of assets other than inventory	900000	119,173.	14	159,485.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		182,576.		10,264,773.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	10,447,349.
(See worksheet in line 13 instructions to verify calculations.)					

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



## THE NANCY LURIE MARKS FAMILY FOUNDATION 04-2607232

## 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 BUNGTOWN ROAD COLD SPRING HARBOR, NY 11724	NONE	PUBLIC CHARITY	EDUCATION	75,000.
<b>Total from continuation sheets</b>				<b>2,980,951.</b>

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

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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	060196200DB	7.00	17		11,952.			11,952.	11,951.		0.
2	COMPUTER	060196200DB	5.00	17		13,214.			13,214.	13,213.		0.
3	LEASEHOLD IMPROVEM	060197200DB	7.00	17		2,436.			2,436.	2,411.		0.
4	FURNITURE	060197200DB	7.00	17		3,559.			3,559.	3,520.		0.
5	EQUIPMENT	060197200DB	5.00	17		5,302.			5,302.	5,302.		0.
6	OFFICE EQUIPMENT	091597200DB	7.00	17		16,741.			16,741.	16,209.		0.
7	ARCHITECT	091597200DB	7.00	17		2,178.			2,178.	2,109.		0.
8	LEASEHOLD IMPROVEM	050198200DB	7.00	17		11,833.			11,833.	11,833.		0.
9	LEASEHOLD IMPROVEM	120197200DB	7.00	17		405.			405.	405.		0.
10	EQUIPMENT	010198200DB	5.00	17		9,828.			9,828.	9,828.		0.
11	EQUIPMENT	060198200DB	5.00	17		19,629.			19,629.	19,629.		0.
12	EQUIPMENT	090198200DB	5.00	17		13,773.			13,773.	13,773.		0.
13	FURNITURE	120197200DB	7.00	17		3,471.			3,471.	3,471.		0.
14	LEASEHOLD IMPROVEM	030198200DB	7.00	17		12,182.			12,182.	12,182.		0.
15	COMPUTER	040199200DB	5.00	17		15,821.			15,821.	15,821.		0.
16	FURNITURE	040199200DB	7.00	17		291.			291.	291.		0.
17	COMPUTER	102500200DB	5.00	17		2,480.			2,480.	2,399.		0.
18	COMPUTER MONITOR	092900200DB	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	022800200DB	5.00	17		3,468.			3,468.	3,468.		0.
20	FURNITURE	080601200DB	7.00	17		950.			950.	950.		0.
21	FURNITURE	062101200DB	7.00	17		1,275.			1,275.	1,275.		0.
22	OFFICE EQUIPMENT	042601200DB	5.00	17		30,048.			30,048.	30,048.		0.
23	COMPUTER EQUIPMENT	072301200DB	5.00	17		10,955.			10,955.	10,955.		0.
24	EQUIPMENT	052101200DB	5.00	17		887.			887.	886.		0.
25	LCD MONITOR	031802200DB	5.00	17		719.			719.	719.		0.
26	EQUIPMENT	050602200DB	5.00	17		3,452.			3,452.	3,452.		0.
27	HARD DRIVE	062602200DB	5.00	17		245.			245.	245.		0.
28	FURNITURE	050103200DB	7.00	17		3,258.			3,258.	3,258.		0.
29	LEASEHOLD IMPROV.	110802200DB	7.00	17		630.			630.	629.		0.
30	LEASEHOLD IMPROV.	031403200DB	7.00	17		1,508.			1,508.	1,508.		0.
31	COMPUTER EQUIPMENT	050104200DB	5.00	17		95,520.		47,760.	47,760.	47,760.		0.
32	COMPUTER EQUIPMENT	050105200DB	5.00	17		42,977.			42,977.	42,977.		0.
33	FURNITURE	050106200DB	7.00	17		208,166.			208,166.	180,292.		18,589.
34	FURNITURE	050107200DB	7.00	17		31,261.			31,261.	24,288.		2,788.
35	FURNITURE	050108200DB	7.00	17		23,396.		11,698.	11,698.	8,044.		1,045.
36	COMPUTER EQUIPMENT	040109200DB	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

## 2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

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128102  
05-01-11

(D) Asset disposed

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

**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 HARVARD 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 - YOUTHCARA 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	\$ 5,571.60
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
<b>Total</b>				<b>\$ 2,551,134.56</b>

STATEMENT

**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.

<b>FOOTNOTES</b>	
<b>Transfers to Foreign Corporations</b>	
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.	
1	Transferor Partnership
Transferor Partnership Identifying Number, if any	
Line 3 Name of Transferee	
Line 4 Identifying Number, if any	
Line 5 Address	
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	
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)	

49

0 05350%	
Nancy Lurie Marks Family Foundation (Chestnut) (Goulston & Storrs)	
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	

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT

1

(A) DESCRIPTION OF PROPERTY			(MANNER ACQUIRED)	(DATE ACQUIRED)	(DATE SOLD)
	(Purchased)	(Various)			
K-1S					
	(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)
	(Purchased)	(Various)			
OTHER ENTITY					
	(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)
	(Purchased)	(Various)			
CHESTNUT HEDGE FUND					
	(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.

## THE NANCY LURIE MARKS FAMILY FOUNDATION

04-2607232

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
	PURCHASED				
RETURN OF CAPITAL					
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
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.

## THE NANCY LURIE MARKS FAMILY FOUNDATION

04-2607232

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.

## THE NANCY LURIE MARKS FAMILY FOUNDATION

04-2607232

FORM 990-PF

ACCOUNTING FEES

STATEMENT

6

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

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

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.

## THE NANCY LURIE MARKS FAMILY FOUNDATION

04-2607232

FORM 990-PF	OTHER EXPENSES	STATEMENT	9	
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
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
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  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

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

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

**0 4**

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	\$ <b>218,030.</b>
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	\$ <b>218,030.</b>
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	\$ <b>0.</b>

**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)

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01-04-12

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

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

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

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

Enter filer's identifying number, see instructions

Type or print <small>file by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions <b>THE NANCY LURIE MARKS FAMILY FOUNDATION</b>	Employer identification number (EIN) or <b>04-2607232</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>50 WILLIAM STREET, NO. 110</b>	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>WELLESLEY, MA 02481</b>	

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	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**

- 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.

4 I request an additional 3 month extension of time until **SEPTEMBER 16, 2013**.

5 For calendar year  , 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	\$ <b>114,276.</b>
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	\$ <b>218,030.</b>
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	\$ <b>0.</b>

**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 ►  - 1 - 1 - 3

Form 8868 (Rev. 1-2012)

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2011.05080 THE NANCY LURIE MARKS FAMIL E686001