Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

**or Section 4947(a)(1) Trust Treated as Private Foundation**

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013 or tax year beginning , and ending**

Name of foundation
MARCUS CORPORATION FOUNDATION, INC

Number and street (or P O box number if mail is not delivered to street address)
100 E. WISCONSIN AVE

Room/suite
1900

City or town
MILWAUKEE

State
WI

ZIP code
53202-4125

Foreign country name

Foreign province/state/county

Foreign postal code

**A** Employer identification number
39-6046268

**B** Telephone number (see instructions)
(414) 905-1503

**C** If exemption application is pending, check here ▶ ☐

**D** 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

**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 foundation

**I** Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,004,159

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

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

| | | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc., received (attach schedule) | 450,547 | | | |
| | 2 | Check ▶ ☐ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 17,629 | 17,629 | 17,629 | |
| | 4 | Dividends and interest from securities | 63,123 | 61,895 | 63,123 | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 174,279 | | | |
| | b | Gross sales price for all assets on line 6a 1,727,785 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 174,279 | | |
| | 8 | Net short-term capital gain | | | 39,637 | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | | | | |
| | 12 | **Total.** Add lines 1 through 11 | 705,578 | 253,803 | 120,389 | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | | | | |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) | | | | |
| | c | Other professional fees (attach schedule) | 38,550 | 5,550 | 5,550 | 33,000 |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) | 3,020 | 3,020 | 3,020 | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) | | | | |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 41,570 | 8,570 | 8,570 | 33,000 |
| | 25 | Contributions, gifts, grants paid | 729,848 | | | 729,848 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 771,418 | 8,570 | 8,570 | 762,848 |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | **Excess of revenue over expenses and disbursements** | -65,840 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 245,233 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 111,819 | |

**For Paperwork Reduction Act Notice, see instructions.**
HTA

P n

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | 28,034 | 53,628 | 53,628 |
| | 2 | Savings and temporary cash investments | 53,237 | 71,891 | 71,891 |
| | 3 | Accounts receivable ▶<br>Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶<br>Less· allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶<br>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 (attach schedule) | | | |
| | b | Investments—corporate stock (attach schedule) | 1,154,167 | 1,274,627 | 1,648,812 |
| | c | Investments—corporate bonds (attach schedule) | 807,394 | 576,846 | 604,828 |
| | 11 | Investments—land, buildings, and equipment basis ▶<br>Less. accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 625,000 | 625,000 | 625,000 |
| | 14 | Land, buildings, and equipment basis ▶<br>Less. accumulated depreciation (attach schedule) ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I) | 2,667,832 | 2,601,992 | 3,004,159 |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 0 | 0 | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here** ▶ ☐<br>**and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here** ▶ ☐<br>**and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 2,667,832 | 2,601,992 | |
| | 30 | **Total net assets or fund balances** (see instructions) | 2,667,832 | 2,601,992 | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 2,667,832 | 2,601,992 | |

**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 | 2,667,832 |
| 2 | Enter amount from Part I, line 27a | 2 | -65,840 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 2,601,992 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 2,601,992 |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1a | SALE OF INVESTMENTS - SHORT TERM SEE STATEMENT | P | VAR | VAR |
| b | CAPITAL GAIN DISTRIBUTIONS | P | VAR | VAR |
| c | SALE OF INVESTMENTS - LONG TERM SEE STATEMENT | P | VAR | VAR |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 759,106 | | 719,559 | 39,637 |
| b | 30,003 | | | 30,003 |
| c | 938,676 | | 834,129 | 104,639 |
| d | | | | |
| e | | | | |

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

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 39,637 |
| b | | | | 30,003 |
| c | | | | 104,639 |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | 2 | 174,279 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 | 3 | 39,637 |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|---|---|---|---|
| 2012 | 710,116 | 2,280,612 | 0 311371 |
| 2011 | 859,373 | 3,187,416 | 0 269614 |
| 2010 | 930,392 | 3,392,494 | 0 274250 |
| 2009 | 873,497 | 3,205,586 | 0 272492 |
| 2008 | 862,233 | 3,655,837 | 0 235851 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 1.363578 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0 272716 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 2,440,928 |
| 5 | Multiply line 4 by line 3 | 5 | 665,680 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 2,452 |
| 7 | Add lines 5 and 6 | 7 | 668,132 |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 762,848 |

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.<br>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 | | | 1 | 2,452 |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b). | | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | 2 | 0 |
| 3 | Add lines 1 and 2 | | | 3 | 2,452 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | 4 | |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | | | 5 | 2,452 |
| 6 | Credits/Payments: | | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 3,060 | | |
| b | Exempt foreign organizations—tax withheld at source | 6b | | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | | |
| d | Backup withholding erroneously withheld | 6d | | | |
| 7 | Total credits and payments Add lines 6a through 6d | | | 7 | 3,060 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | | | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | 0 |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 608 |
| 11 | Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ | 608 | **Refunded** ▶ | 11 | 0 |

## 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? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | 1b | | X |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>**(1)** On the foundation ▶ $ ______________ **(2)** On foundation managers ▶$ ______________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ______________ | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 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 ▶

14 The books are in care of ▶ SCOTT FISCHER Telephone no ▶ (414) 905-1503

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2013, 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 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | N/A | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions ) | 2b | N/A | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2013 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 2013 )* | 3b | N/A | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | X |

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

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

**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . ☐ Yes ☒ No

**(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . . . . . . . ☐ Yes ☒ No

**(3)** Provide a grant to an individual for travel, study, or other similar purposes? . . . ☐ Yes ☒ No

**(4)** Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . ☐ Yes ☒ No

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

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

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

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

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

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

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

*If "Yes" to 6b, file Form 8870*

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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 (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| STEPHEN H MARCUS<br>100 E WISCONSIN AVE MILWAUKEE, WI 53202 | PRES/DIR/TR<br>AS REQ'D | 0 | | |
| GREGORY S MARCUS<br>100 E WISCONSIN AVE MILWAUKEE, WI 53202 | DIR<br>AS REQ'D | 0 | | |
| THOMAS F KISSINGER<br>100 E WISCONSIN AVE MILWAUKEE, WI 53202 | SEC/DIR<br>AS REQ'D | 0 | | |
| | | | | |

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

| (a) Name and address of each employee paid more than $50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

## Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 UNITED WAY OF GREATER MILWAUKEE - COMMUNITY INVOLVEMENT IN SUPPORTING NUMEROUS CHARITABLE CAUSES | 117,000 |
| 2 MILWAUKEE SYMPHONY ORCHESTRA - COMMUNITY INVOLVEMENT IN SUPPORTING THE ARTS/CULTURE | 75,000 |
| 3 UWM ARCHITECTURE SCHOOL - COMMUNITY BETTERMENT THROUGH EDUCATION | 50,000 |
| 4 MARQUETTE UNIVERSITY - COMMUNITY BETTERMENT THROUGH EDUCATION | 40,500 |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 | |
| 2 | |
| All other program-related investments See instructions<br>3 | |
| **Total.** Add lines 1 through 3 ▶ | 0 |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes. | | |
| a | Average monthly fair market value of securities | 1a | 2,438,912 |
| b | Average of monthly cash balances | 1b | 39,187 |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 2,478,099 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 2,478,099 |
| 4 | Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions) | 4 | 37,171 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 2,440,928 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 122,046 |

## 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 | 122,046 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 2,452 | | |
| b | Income tax for 2013 (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 2,452 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 119,594 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 119,594 |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 119,594 |

## 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 | 762,848 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the. | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 762,848 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 | 2,452 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 760,396 |

**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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|---|---|---|---|---|---|---|
| 1 | Distributable amount for 2013 from Part XI, line 7 | | | | | 119,594 |
| 2 | Undistributed income, if any, as of the end of 2013 | | | | | |
| a | Enter amount for 2012 only | | | | 0 | |
| b | Total for prior years 20____, 20____, 20____ | | | | | |
| 3 | Excess distributions carryover, if any, to 2013. | | | | | |
| a | From 2008 | 683,453 | | | | |
| b | From 2009 | 715,176 | | | | |
| c | From 2010 | 763,959 | | | | |
| d | From 2011 | 705,332 | | | | |
| e | From 2012 | 600,235 | | | | |
| f | **Total** of lines 3a through e | | 3,468,155 | | | |
| 4 | Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 762,848 | | | | | |
| a | Applied to 2012, but not more than line 2a | | | | | |
| b | Applied to undistributed income of prior years (Election required—see instructions) | | | | | |
| c | Treated as distributions out of corpus (Election required—see instructions) | | | | | |
| d | Applied to 2013 distributable amount | | | | | 119,594 |
| e | Remaining amount distributed out of corpus | | 643,254 | | | |
| 5 | Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | | | | |
| 6 | **Enter the net total of each column as indicated below:** | | | | | |
| a | Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 4,111,409 | | | |
| b | Prior years' undistributed income Subtract line 4b from line 2b | | | 0 | | |
| c | Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | | |
| d | Subtract line 6c from line 6b. Taxable amount—see instructions | | | | | |
| e | Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions | | | | 0 | |
| f | Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | | 0 |
| 7 | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | | |
| 8 | Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | | 683,453 | | | |
| 9 | **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | | 3,427,956 | | | |
| 10 | Analysis of line 9: | | | | | |
| a | Excess from 2009 | 715,176 | | | | |
| b | Excess from 2010 | 763,959 | | | | |
| c | Excess from 2011 | 705,332 | | | | |
| d | Excess from 2012 | 600,235 | | | | |
| e | Excess from 2013 | 643,254 | | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . ▶

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|---|---|---|---|---|
| | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . | | | | | 0 |
| b 85% of line 2a | | | | | 0 |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | 0 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | 0 |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | 0 |
| 3 Complete 3a, b, or c for the alternative test relied upon:<br>a "Assets" alternative test—enter<br>(1) Value of all assets . | | | | | 0 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . | | | | | 0 |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . | | | | | 0 |
| c "Support" alternative test—enter<br>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | 0 |
| (3) Largest amount of support from an exempt organization . . | | | | | 0 |
| (4) Gross investment income | | | | | 0 |

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

THE MARCUS CORPORATION FOUNDATION, ATTN S MARCUS 100 E WISCONSIN AVE MILWAUKEE, WI 53202

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

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

c Any submission deadlines:

NONE

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

NONE

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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 | | | | 729,848 |
| **Total** ▶ 3a | | | | 729,848 |
| **b** *Approved for future payment* | | | | |
| SEE ATTACHED | | | | 235,200 |
| **Total** ▶ 3b | | | | 235,200 |

## 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 (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion 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 . | | | 14 | 17,629 | |
| 4 Dividends and interest from securities . . . | | | 14 | 63,123 | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property . . . . . . | | | | | |
| b Not debt-financed property . . . . | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income . . . . . . . | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 174,279 | |
| 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) . | | 0 | | 255,031 | 0 |

13 **Total.** Add line 12, columns (b), (d), and (e) . 13 255,031

(See worksheet in line 13 instructions to verify calculations )

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

**Sign Here**

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

Signature of officer or trustee | Date: 5/15/2014 | Title: PRESIDENT

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| | | | | |

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

**Schedule B**
**(Form 990, 990-EZ, or 990-PF)**

Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

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

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No 1545-0047

**2013**

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

**Organization type** (check one)

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

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

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

**General Rule**

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

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . . . . . . ▶ $ ____________________

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**
HTA

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

**Part I** **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | THE MARCUS CORPORATION<br>100 E WISCONSIN AVE<br>MILWAUKEE WI 53202-4125<br>Foreign State or Province<br>Foreign Country | $ 450,547 | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
|  | Foreign State or Province<br>Foreign Country | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
|  | Foreign State or Province<br>Foreign Country | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
|  | Foreign State or Province<br>Foreign Country | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
|  | Foreign State or Province<br>Foreign Country | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
|  | Foreign State or Province<br>Foreign Country | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |

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

FEIN #39-6046268

Attachment To Form 990-PF For 2013

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

| | Book Value | Fair Market Value |
|---|---|---|
| **Part II, Line 10b:** | | |
| ARTISAN MID CAP VALUE FUND | 41,850 | 71,186 |
| BMO LLOYD GEORGE EMERGING MARKET | 25,707 | 23,496 |
| BMO MID-CAP GROWTH FUND CL I | 24,952 | 50,928 |
| BMO MID-CAP GROWTH FUND CL I | 30,963 | 51,013 |
| BMO SMALL-CAP GROWTH FUND CL I | 37,122 | 71,381 |
| BMO SMALL-CAP VALUE FUND CL I | 31,760 | 35,467 |
| CREDIT SUISSE COMMODITY RETURN | 21,811 | 19,835 |
| DODGE & COX INTERNATIONAL STOCK FD | 42,621 | 61,383 |
| HARBOR INTERNATIONAL FUND #11 | 30,068 | 46,453 |
| MFS VALUE FUND | 88,922 | 117,214 |
| OAKMARK INTERNATIONAL FUND | 54,762 | 64,828 |
| SCOUT INTERNATIONAL FUND | 14,245 | 20,495 |
| T ROWE PRICE GROWTH STOCK FUND | 76,115 | 141,917 |
| VANGUARD EQUITY INCOME FUND | 110,147 | 117,026 |
| VANGUARD INSTITUTIONAL INDEX FUND | 548,548 | 652,595 |
| VANGUARD MID CAP INDEX FUND | 55,389 | 59,231 |
| VANGUARD REIT INDEX FUND | 20,205 | 19,483 |
| VANGUARD SMALL-CAP VALUE INDEX | 19,440 | 24,882 |
| **Total Investments-corporate stock** | 1,274,627 | 1,648,812 |

| | Book Value | Fair Market Value |
|---|---|---|
| **Part II, Line 10c:** | | |
| BMO TCH CORE PLUS BOND FUND CL I | 289,432 | 323,864 |
| PIMCO INVESTMENT GRADE CORP BOND I | 52,657 | 48,577 |
| TEMPLETON GLOBAL BOND FUND | 73,274 | 70,539 |
| VANGUARD SHORT-TERM INV GRADE FD | 161,483 | 161,849 |
| **Total Investments-corporate bonds** | 576,846 | 604,828 |

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

FEIN #39-6046268

Attachment To Form 990-PF For 2013

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

State of Israel
Jubilee Bond, Series A
3.20%
125,000.00

State of Israel
Jubilee Bond, Series A
2.52%
125,000.00

State of Israel
Jubilee Bond, Series A
2.26%
125,000.00

State of Israel
Jubilee Bond, Series A
2.20%
125,000.00

State of Israel
Jubilee Bond, Series A
2.26%
125,000.00

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

FEIN #39-6046268

Attachment To Form 990-PF For 2013

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

| Description | How Acquired | Date Acquired | Date Sold | Gross Sale Price | Cost | Wash Sale Loss Disallowed | Gain or (Loss) |
|---|---|---|---|---|---|---|---|
| 252 7630 ARTISAN MID CAP VALUE FD-INV | P | VARIOUS | 9/23/2013 | 6,655 | 5 265 | - | 1,390 |
| 138 2990 ARTISAN MID CAP VALUE FD-INV | P | 11/21/2013 | 12/23/2013 | 3,687 | 3,647 | - | 40 |
| 1554 7530 ASTON MONTAG & CALDWELL GRW-I | P | VARIOUS | 2/6/2013 | 39,724 | 39,527 | - | 197 |
| 102 0690 BMO LARGE-CAP GROWTH FUND CLASS I | P | 10/15/2012 | 8/1/2013 | 1,618 | 1,490 | - | 128 |
| 4642 9780 BMO LARGE-CAP GROWTH FUND CLASS | P | VARIOUS | 8/20/2013 | 71,130 | 66,675 | - | 4,455 |
| 64 7120 BMO LARGE-CAP VALUE FUND CLASS I | P | 3/25/2013 | 8/1/2013 | 993 | 902 | - | 91 |
| 2935 2880 BMO LARGE-CAP VALUE FUND CLASS I | P | VARIOUS | 8/20/2013 | 43,501 | 37,878 | - | 5,623 |
| 40 7960 BMO LLOYD GEORGE EMRG MKTS EQ CL I | P | 2/6/2013 | 8/1/2013 | 549 | 574 | - | (25) |
| 315 0110 BMO MID-CAP GROWTH FUND CLASS I | P | 12/11/2013 | 12/23/2013 | 7,179 | 6,889 | - | 290 |
| 726 0470 BMO MID-CAP VALUE FUND CLASS I | P | 12/14/2012 | 9/23/2013 | 12,292 | 9,526 | - | 2,766 |
| 113 6790 BMO MONEGY HIGH YIELD BOND FUND C | P | VARIOUS | 8/1/2013 | 1,185 | 1,185 | - | - |
| 113 6790 BMO MONEGY HIGH YIELD BOND FUND C | P | 10/15/2012 | 8/20/2013 | 52,505 | 53,014 | - | (509) |
| 488 1370 BMO SMALL-CAP GROWTH FUND CLASS I | P | 12/11/2013 | 12/23/2013 | 10,978 | 10,471 | - | 508 |
| 52 6290 BMO SMALL-CAP VALUE FUND CLASS I | P | 3/25/2013 | 8/1/2013 | 768 | 668 | - | 100 |
| 1177 9270 BMO SMALL-CAP VALUE FUND CLASS I | P | VARIOUS | 12/23/2013 | 16,008 | 16,382 | - | (374) |
| 195 2150 BMO SMALL-CAP VALUE FUND CLASS I | P | 8/20/2013 | 12/23/2013 | 2,653 | 2,743 | 90 | 0 |
| 1227 6900 BMO TCH CORE PLUS BOND FUND CLAS | P | VARIOUS | 9/23/2013 | 13,996 | 14,608 | - | (612) |
| 487 1060 BMO TCH CORE PLUS BOND FUND CLASS | P | VARIOUS | 12/23/2013 | 5,568 | 5,636 | - | (68) |
| 115 8330 CREDIT SUISSE COMM RET ST-I | P | 2/6/2013 | 8/1/2013 | 839 | 952 | - | (114) |
| 1108 08 CREDIT SUISSE COMM RET ST-I | P | VARIOUS | 9/23/2013 | 8,122 | 8,872 | - | (750) |
| 1332 6030 CREDIT SUISSE COMM RET ST-I | P | VARIOUS | 12/23/2013 | 9,701 | 10,594 | - | (893) |
| 182 7660 DODGE & COX INTL STOCK FUND | P | VARIOUS | 12/23/2013 | 7,747 | 7,521 | - | 226 |
| 186 4540 DOUBLELINE CORE FIX INCOME-I | P | 1/18/2013 | 8/1/2013 | 2,027 | 2,118 | - | (91) |
| 8313 5460 DOUBLELINE CORE FIX INCOME-I | P | 1/18/2013 | 12/23/2013 | 89,454 | 94,442 | - | (4,988) |
| 3000 00 FIDELITY ADV STRATEGIC INC-I | P | 8/24/2012 | 8/20/2013 | 36,810 | 38,220 | - | (1,410) |
| 19 4010 INVESCO INTL GROWTH FD-R5 | P | 12/7/2012 | 9/23/2013 | 642 | 557 | - | 85 |
| 1565 7690 MFS VALUE FUND-I | P | VARIOUS | 12/23/2013 | 51,482 | 47,788 | - | 3,694 |
| 217 8120 PIMCO INVESTMENT GRD CORP-IN | P | 8/24/2012 | 8/20/2013 | 2,272 | 2,418 | - | (146) |
| 719 1000 PRICE T ROWE GROWTH STOCK FUND IN | P | VARIOUS | 12/23/2013 | 37,515 | 31,667 | - | 5,849 |
| 275 9420 VANGUARD EQUITY INCOME-AD | P | 9/19/2013 | 12/23/2013 | 16 976 | 16,857 | - | 119 |
| 23 4830 VANGUARD INDEX TR SMALL CAP VALUE | P | 2/6/2013 | 8/1/2013 | 510 | 440 | - | 70 |
| 48 6220 VANGUARD INSTL INDEX FD SH BEN INT | P | 6/25/2013 | 8/1/2013 | 7,610 | 7,105 | - | 505 |
| 162 2260 VANGUARD INSTL INDEX FD SH BEN INT | P | VARIOUS | 12/23/2013 | 27,290 | 24,976 | - | 2,313 |
| 1060 0000 VANGUARD/WINDSOR FUND INC | P | 10/15/2012 | 2/26/2013 | 32,542 | 31,408 | - | 1,134 |
| 80 2060 VANGUARD/WINDSOR FUND INC | P | 10/15/2012 | 8/1/2013 | 2,838 | 2,377 | - | 461 |
| 3634 7940 VANGUARD/WINDSOR FUND INC | P | VARIOUS | 8/20/2013 | 124,819 | 106,307 | - | 18,512 |
| 567 8480 WESTCORE SMALL-CAP VALUE DIVIDEN | P | VARIOUS | 8/20/2013 | 8,921 | 7,861 | - | 1,060 |
| **TOTAL** | | | | 759,106 | 719,559 | 90 | 39,637 |

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

FEIN #39-6046268

Attachment To Form 990-PF For 2013

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

| Description | How Acquired | Date Acquired | Date Sold | Gross Sale Price | Cost | Wash Sale Loss Disallowed | Gain or (Loss) |
|---|---|---|---|---|---|---|---|
| 125000 5TH JUBILEE A 3 36% DTD 6/1/08 DUE 6/1/1 | P | 7/17/2008 | 6/1/2013 | 125,000 | 125,000 | - | - |
| 82 1690 ALLIANZGI NFJ DIVIDEND VALUE-INSTL | P | 6/23/2011 | 8/1/2013 | 1,239 | 968 | - | 271 |
| 3717 8310 ALLIZANGI NFJ DIVIDEND VALUE-INSTL | P | VARIOUS | 8/20/2013 | 54,652 | 43,193 | - | 11,459 |
| 706 ARTISAN MID CAP VALUE FD-INV | P | VARIOUS | 1/30/2013 | 15,807 | 13,308 | - | 2,500 |
| 410 ARTISAN MID CAP VALUE FD-INV | P | 12/28/2009 | 2/6/2013 | 9,299 | 7,446 | - | 1,853 |
| 79 4710 ARTISAN MID CAP VALUE FD-INV | P | 12/28/2009 | 8/1/2013 | 2,091 | 1,443 | - | 648 |
| 328 3840 ARTISAN MID CAP VALUE FD-INV | P | VARIOUS | 9/23/2013 | 8,646 | 5,953 | - | 2,693 |
| 393 7680 ARTISAN MID CAP VALUE FD-INV | P | VARIOUS | 12/23/2013 | 10,498 | 6,977 | - | 3,520 |
| 2366 2610 ASTON MONTAG & CALDWELL GRW-I | P | VARIOUS | 2/6/2013 | 60,458 | 54,233 | - | 6,225 |
| 2441 6380 BMO AGGREGATE BOND FUND | P | VARIOUS | 1/18/2013 | 26,663 | 24,924 | - | 1,739 |
| 58 3620 BMO AGGREGATE BOND FUND | P | 1/1/2012 | 1/18/2013 | 637 | 631 | - | 6 |
| 2056 9030 BMO AGGREGATE BOND FUND CLASS I | P | 3/6/2008 | 6/3/2013 | 22,215 | 20,507 | - | 1,707 |
| 257 9120 BMO AGGREGATE BOND FUND CLASS I | P | VARIOUS | 6/3/2013 | 2,785 | 2,823 | - | (38) |
| 398 2220 BMO AGGREGATE BOND FUND CLASS I | P | 3/6/2008 | 8/1/2013 | 4,177 | 3,970 | - | 207 |
| 46 9530 BMO AGGREGATE BOND FUND CLASS I | P | 7/1/2012 | 8/1/2013 | 493 | 519 | - | (26) |
| 890 000 BMO MID-CAP GROWTH FUND | P | 4/7/2009 | 1/25/2013 | 19,393 | 9,505 | - | 9,888 |
| 49 3460 BMO MID-CAP GROWTH FUND CLASS I | P | 4/7/2009 | 8/1/2013 | 1,197 | 527 | - | 670 |
| 42 7010 BMO MID-CAP GROWTH FUND CLASS I | P | 12/6/2012 | 12/23/2013 | 973 | 851 | - | 123 |
| 658 000 BMO MID-CAP VALUE FUND | P | 10/19/2011 | 2/6/2013 | 9,482 | 7,429 | - | 2,053 |
| 450 000 BMO MID-CAP VALUE FUND | P | 10/19/2011 | 2/26/2013 | 6,413 | 5,081 | - | 1,332 |
| 106 338 BMO MID-CAP VALUE FUND CLASS I | P | 10/19/2011 | 8/1/2013 | 1,807 | 1,201 | - | 606 |
| 677 1330 BMO MID-CAP VALUE FUND CLASS I | P | VARIOUS | 12/23/2013 | 10,746 | 7,423 | - | 3,323 |
| 273 9530 BMO MID-CAP VALUE FUND CLASS I | P | 12/14/2012 | 12/23/2013 | 4,348 | 3,594 | - | 753 |
| 333 000 BMO SMALL-CAP GROWTH FUND | P | VARIOUS | 2/14/2013 | 6,563 | 5,491 | - | 1,073 |
| 148 4590 BMO SMALL-CAP GROWTH FUND CLASS | P | 3/6/2008 | 12/23/2013 | 3,339 | 2,093 | - | 1,245 |
| 281 050 BMO SMALL-CAP GROWTH FUND CLASS I | P | VARIOUS | 12/23/2013 | 6,321 | 4,967 | - | 1,353 |
| 79 7250 BMO SMALL-CAP GROWTH FUND CLASS Y | P | 3/6/2008 | 8/1/2013 | 1,831 | 1,107 | - | 724 |
| 2200 BMO TCH CORE PLUS BOND FUND | P | VARIOUS | 1/18/2013 | 26,180 | 24,414 | - | 1,766 |
| 397 0560 BMO TCH CORE PLUS BOND FUND CLAS | P | VARIOUS | 8/1/2013 | 4,519 | 4,203 | - | 316 |
| 3170 0972 BMO TCH CORE PLUS BOND FUND CLAS | P | VARIOUS | 9/23/2013 | 36,139 | 37,576 | - | (1,437) |
| 92 8888 BMO TCH CORE PLUS BOND FUND CLASS | P | VARIOUS | 9/23/2013 | 1,059 | 1,111 | 52 | 0 |
| 578 8390 BMO TCH CORE PLUS BOND FUND CLAS | P | 3/6/2008 | 12/23/2013 | 6,616 | 6,235 | - | 381 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 2334 7784 BMO TCH CORE PLUS BOND FUND CLAS | P | VARIOUS | 12/23/2013 | 26,687 | 27,668 | - | (982) |
| 73 8456 BMO TCH CORE PLUS BOND FUND CLASS | P | VARIOUS | 12/23/2013 | 844 | 884 | 40 | (0) |
| 222 DODGE & COX INTL STOCK FUND | P | VARIOUS | 3/25/2013 | 7,923 | 9,043 | - | (1,120) |
| 26 0710 DODGE & COX INTL STOCK FUND | P | 8/19/2008 | 8/1/2013 | 1,014 | 996 | - | 18 |
| 131 5550 FIDELITY ADV STRATEGIC INC-I | P | 8/19/2011 | 8/1/2013 | 1,630 | 1,665 | - | (36) |
| 2868 4450 FIDELITY ADV STRATEGIC INC-I | P | VARIOUS | 8/20/2013 | 35,196 | 31,620 | - | 3,576 |
| 39 6960 HARBOR FUND INTERNATIONAL FUND | P | VARIOUS | 3/25/2013 | 2,500 | 2,031 | - | 469 |
| 10 7910 HARBOR FUND INTERNATIONAL FUND | P | 11/5/2008 | 8/1/2013 | 718 | 448 | - | 270 |
| 26 0680 HARRIS ASSOC INVT TR OAKMARK INTL F | P | 2/8/2012 | 8/1/2013 | 646 | 489 | - | 157 |
| 32 9890 INVESCO INTL GROWTH FD-R5 | P | 11/7/2011 | 8/1/2013 | 1,035 | 891 | - | 144 |
| 1467 1810 INVESCO INTL GROWTH FD-R5 | P | VARIOUS | 9/23/2013 | 48,564 | 28,559 | - | 20,005 |
| 37 7850 MFS VALUE FUND-I | P | 11/7/2011 | 8/1/2013 | 1,190 | 855 | - | 335 |
| 5000 PIMCO COMMODITY RR STRAT-INS | P | VARIOUS | 1/4/2013 | 32,750 | 45,815 | - | (13,065) |
| 1275 PIMCO INVESTMENT GRD CORP-IN | P | 1/3/2011 | 1/18/2013 | 14,242 | 13,362 | - | 880 |
| 3526 1730 PIMCO INVESTMENT GRD CORP-IN | P | VARIOUS | 6/25/2013 | 36,954 | 35,781 | - | 1,174 |
| 173 3420 PIMCO INVESTMENT GRD CORP-IN | P | 1/30/2009 | 8/1/2013 | 1,822 | 1,728 | - | 94 |
| 1705 4850 PIMCO INVESTMENT GRD CORP-IN | P | 1/30/2009 | 8/20/2013 | 17,788 | 17,004 | - | 785 |
| 1038 3550 PIMCO INVESTMENT GRD CORP-IN | P | 8/24/2012 | 9/23/2013 | 10,955 | 11,526 | - | (571) |
| 220 000 PRICE T ROWE GROWTH STOCK FUND IN | P | VARIOUS | 2/6/2013 | 8,690 | 5,810 | - | 2,880 |
| 38 3030 PRICE T ROWE GROWTH STOCK FUND IN | P | VARIOUS | 8/1/2013 | 1,733 | 883 | - | 850 |
| 225 000 SCOUT INTERNATIONAL FUND | P | VARIOUS | 1/25/2013 | 7,731 | 6,697 | - | 1,034 |
| 330 000 SCOUT INTERNATIONAL FUND | P | 8/18/2010 | 2/6/2013 | 11,270 | 9,356 | - | 1,914 |
| 95 000 SCOUT INTERNATIONAL FUND | P | 8/18/2010 | 3/25/2013 | 3,249 | 2,693 | - | 556 |
| 34 6410 SCOUT INTERNATIONAL FUND | P | 8/18/2010 | 8/1/2013 | 1,220 | 982 | - | 238 |
| 565 3040 SCOUT INTERNATIONAL FUND | P | VARIOUS | 12/23/2013 | 20,707 | 15,577 | - | 5,130 |
| 450 000 SCOUT INTERNATIONAL FUND | P | 12/14/2012 | 12/23/2013 | 16,484 | 14,778 | - | 1,706 |
| 2000 00 TCW GROWTH EQTYS-I | P | VARIOUS | 1/14/2013 | 29,240 | 30,090 | - | (850) |
| 142 3850 TEMPLETON GLOBAL BOND FUND-AD | P | 5/4/2011 | 8/1/2013 | 1,837 | 1,979 | - | (142) |
| 993 8540 TEMPLETON GLOBAL BOND FUND-AD | P | VARIOUS | 12/23/2013 | 12,930 | 13,794 | - | (864) |
| 635 VANGUARD/WINDSOR FUND INC | P | 5/4/2011 | 2/6/2013 | 19,761 | 17,748 | - | 2,013 |
| 940 VANGUARD/WINDSOR FUND INC | P | VARIOUS | 2/26/2013 | 28,858 | 24,301 | - | 4,558 |
| 793 WESTCORE SMALL-CAP VALUE DIVIDEND | P | VARIOUS | 1/30/2013 | 10,539 | 8,595 | - | 1,944 |
| 53 7700 WESTCORE SMALL-CAP VALUE DIVIDEND | P | VARIOUS | 8/1/2013 | 867 | 548 | - | 318 |
| 1879 0060 WESTCORE SMALL-CAP VALUE DIVIDEN | P | VARIOUS | 8/20/2013 | 29,519 | 15,228 | - | 14,291 |
| **TOTAL** | | | | 938,676 | 834,129 | 92 | 104,639 |

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

| | 2013 EXPENDITURE | RELATIONSHIP | STATUS | PURPOSE |
|---|---|---|---|---|
| After Breast Cancer Diagnosis | 1,000.00 | N/A | Public | Community Health |
| Alverno College | 10,000.00 | N/A | Public | Community Education |
| American Cancer Society | 1,000.00 | N/A | Public | Community Health |
| American Heart Association | 4,000.00 | N/A | Public | Community Health |
| American Liver Foundation - WI Chapter | 1,500.00 | N/A | Public | Community Health |
| American Red Cross | 1,000.00 | N/A | Public | Community Health |
| Archdiocese of Milwaukee | 1,000.00 | N/A | Public | Community Education |
| Arthritis Foundation - Wisconsin | 3,000.00 | N/A | Public | Community Health |
| Association for Women Lawyers | 375.00 | N/A | Public | Community Education |
| Association of Fundraising Professionals | 675.00 | N/A | Public | Community Development |
| Aurora Health Care Foundation | 15,000.00 | N/A | Public | Community Health |
| Autism Society of WI | 1,250.00 | N/A | Public | Community Health |
| Bel Cantos Chorus | 875.00 | N/A | Public | Community Art/Culture |
| Best Buddies of Wisconsin | 1,250.00 | N/A | Public | Community Development |
| Betty Brinn Children's Museum | 7,500.00 | N/A | Public | Community Education |
| Big Brothers Big Sisters Milwaukee/Waukesha | 1,375.00 | N/A | Public | Community Education |
| Boy Scouts of America | 3,375.00 | N/A | Public | Community Development |
| Boys & Girls Club | 11,750.00 | N/A | Public | Community Development |
| Boys & Girls Club of Fargo North Dakota | 500.00 | N/A | Public | Community Development |
| Chabad Lubavitch at UW Madison | 360.00 | N/A | Public | Community Development |
| Children's Hospital & Health System Foundation | 26,000.00 | N/A | Public | Community Health |
| City Year Milwaukee | 2,500.00 | N/A | Public | Community Development |
| COA - Formerly Children's Outing Association | 750.00 | N/A | Public | Community Development |
| College of Desert Foundation | 1,000.00 | N/A | Public | Community Education |
| Columbia St Mary's Hospital | 225.00 | N/A | Public | Community Health |
| Columbia University | 25,000.00 | N/A | Public | Community Education |
| Cream City Links | 250.00 | N/A | Public | Community Health |
| Creative Alliance Milwaukee | 10,000.00 | N/A | Public | Community Education |
| Cystic Fibrosis Foundation | 2,750.00 | N/A | Public | Community Health |
| Discovery World at Pier WI | 6,500.00 | N/A | Public | Community Development |
| Easter Seals Chicago | 2,500.00 | N/A | Public | Community Health |
| Epilepsy Association of Southeast WI | 1,000.00 | N/A | Public | Community Health |
| Feeding America Eastern Wisconsin | 1,000.00 | N/A | Public | Community Health |
| Fellowship Open | 500.00 | N/A | Public | Community Development |
| First Stage Milwaukee Children's Theater | 1,500.00 | N/A | Public | Community Art/Culture |
| Genetic Disease Foundation | 5,000.00 | N/A | Public | Community Health |
| Get Fit Foundation | 2,500.00 | N/A | Public | Community Development |
| Glut1 Deficiency Foundation | 500.00 | N/A | Public | Community Health |
| Grand Ave Club Milaukee County | 1,000.00 | N/A | Public | Community Development |
| Great Lakes Hemophilia | 3,350.00 | N/A | Public | Community Health |
| Greater Milwaukee Committee | 5,000.00 | N/A | Public | Community Development |
| Harold Hamm Diabetes Center | 3,750.00 | N/A | Public | Community Health |
| Harvard Business School of Wisc | 750.00 | N/A | Public | Community Development |
| Heartlove Place | 7,500.00 | N/A | Public | Community Education |
| Herzing Educational Foundation Inc. | 500.00 | N/A | Public | Community Education |
| Hispanic Chamber of Commerce | 1,150.00 | N/A | Public | Community Development |
| Hispanic Professionals of Greater Milwaukee | 2,500.00 | N/A | Public | Community Education |
| Holy Family School | 100.00 | N/A | Public | Community Education |
| Horizon Home Care and Hospice | 1,000.00 | N/A | Public | Community Health |
| International Teen Challenge | 500.00 | N/A | Public | Community Education |

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

| | 2013 EXPENDITURE | RELATIONSHIP | STATUS | PURPOSE |
|---|---|---|---|---|
| Israel Bonds | 500.00 | N/A | Public | Community Health |
| Jewish Community Center Milwaukee | 1,500.00 | N/A | Public | Community Development |
| Jewish Family Services | 5,000.00 | N/A | Public | Community Health |
| Jewish Museum Milwaukee | 5,000.00 | N/A | Public | Community Art/Culture |
| Junior Achievement of Wisconsin | 12,500.00 | N/A | Public | Community Development |
| Juvenile Diabetes Research Foundation | 1,750.00 | N/A | Public | Community Health |
| Keep Greater Milwaukee Beautiful, Inc. | 750.00 | N/A | Public | Community Development |
| Leukemia & Lymphoma Society WI Chapter | 3,500.00 | N/A | Public | Community Health |
| Lincoln Chamber of Commerce | 625.00 | N/A | Public | Community Development |
| Local Initiatives Support Corp | 1,000.00 | N/A | Public | Community Development |
| Lutheran Home Foundation | 750.00 | N/A | Public | Community Education |
| Make A Wish Foundation | 2,000.00 | N/A | Public | Community Health |
| March of Dimes | 750.00 | N/A | Public | Community Development |
| Marcus Center For The Performing Arts | 5,000.00 | N/A | Public | Community Art/Culture |
| Mario Lemieux Foundation | 1,250.00 | N/A | Public | Community Health |
| Marquette University | 40,500.00 | N/A | Public | Community Education |
| Medical College of Wisconsin | 5,500.00 | N/A | Public | Community Education |
| Messmer Catholic Schools | 500.00 | N/A | Public | Community Education |
| Metropolitan Milwaukee Assoc of Commerce | 325.00 | N/A | Public | Community Education |
| Milwaukee Art Museum | 3,000.00 | N/A | Public | Community Art/Culture |
| Milwaukee Ballet | 2,500.00 | N/A | Public | Community Art/Culture |
| Milwaukee College Prep School | 5,000.00 | N/A | Public | Community Education |
| Milwaukee Institute Art & Design | 6,000.00 | N/A | Public | Community Art/Culture |
| Milwaukee Jewish Federation | 500.00 | N/A | Public | Community Conservation |
| Milwaukee Public Library Foundation | 3,375.00 | N/A | Public | Community Development |
| Milwaukee Public Museum | 2,250.00 | N/A | Public | Community Conservation |
| Milwaukee Repertory Theatre | 2,500.00 | N/A | Public | Community Art/Culture |
| Milwaukee Symphony Orchestra | 75,000.00 | N/A | Public | Community Art/Culture |
| Milwaukee Women's Center, Inc. | 600.00 | N/A | Public | Community Health |
| MMAC Community Support Foundation | 25,000.00 | N/A | Public | Community Development |
| Mount Mary College | 5,000.00 | N/A | Public | Community Education |
| Nehemiah Project, Inc. | 5,000.00 | N/A | Public | Community Health |
| Next Door Foundation | 1,000.00 | N/A | Public | Community Development |
| Parenting Network | 3,250.00 | N/A | Public | Community Health |
| Planning Council | 250.00 | N/A | Public | Community Health |
| Professional Dimensions | 750.00 | N/A | Public | Community Education |
| Rock the Green, Inc. | 2,500.00 | N/A | Public | Community Art/Culture |
| Ronald McDonald House | 1,375.00 | N/A | Public | Community Development |
| Ruth Helf Family Center | 500.00 | N/A | Public | Community Education |
| Sharp Literacy, Inc. (formerly Creative Sharp Present | 1,000.00 | N/A | Public | Community Education |
| Silver Spring Neighborhood Center | 750.00 | N/A | Public | Community Education |
| Skylight Music Theatre | 1,500.00 | N/A | Public | Community Development |
| Spirit of Greater Madison | 2,000.00 | N/A | Public | Community Development |
| St. Francis Children's Center | 8,000.00 | N/A | Public | Community Health |
| Summerfest Foundation, Inc. | 5,000.00 | N/A | Public | Community Art/Culture |
| Summit Educational Association | 1,250.00 | N/A | Public | Community Education |
| TEMPO | 4,000.00 | N/A | Public | Community Education |
| The Lux Center for Catholic-Jewish Study | 3,000.00 | N/A | Public | Community Development |
| The Water Council | 1,000.00 | N/A | Public | Community Conservation |
| Tracy's Sweet Camp Interlaken JCC Scholarship | 500.00 | N/A | Public | Community Education |

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

| | 2013 EXPENDITURE | RELATIONSHIP | STATUS | PURPOSE |
|---|---|---|---|---|
| UJA Federation of New York | 5,000.00 | N/A | Public | Community Development |
| United Cerebral Palsy of SE Wisconsin | 650.00 | N/A | Public | Community Health |
| United Community Center | 5,000.00 | N/A | Public | Community Development |
| United Healthcare Children's Foundation | 500.00 | N/A | Public | Community Health |
| United Way Greater Milwaukee | 117,000.00 | N/A | Public | Community Health |
| UPAF (United Performing Arts Fund) | 30,000.00 | N/A | Public | Community Art/Culture |
| Urban Ecology Center | 1,000.00 | N/A | Public | Community Education |
| US Holocaust Museum | 1,200.00 | N/A | Public | Community Conservation |
| UW Madison Business | 20,000.00 | N/A | Public | Community Education |
| UWM Architecture School | 50,000.00 | N/A | Public | Community Education |
| UWM Business Admin | 20,000.00 | N/A | Public | Community Education |
| UWM-School of Education | 1,500.00 | N/A | Public | Community Education |
| Variety - The Children's Charity of Wisconsin | 750.00 | N/A | Public | Community Health |
| Vince Lombardi Charitable Funds | 3,750.00 | N/A | Public | Community Health |
| Vision Forward Association (Former Badger Assoc) | 5,000.00 | N/A | Public | Community Health |
| Waukesha County Action Network | 3,700.00 | N/A | Public | Community Development |
| WI Association of School Boards | 1,000.00 | N/A | Public | Community Education |
| WI DECA | 2,500.00 | N/A | Public | Community Education |
| WI Historical Foundation, Inc. | 5,000.00 | N/A | Public | Community Development |
| WI Humane Society | 1,500.00 | N/A | Public | Community Education |
| WI Policy Research Institute | 5,000.00 | N/A | Public | Community Development |
| WI Province Society of Jesus | 100.00 | N/A | Public | Community Development |
| WI Restaurant Association | 438.00 | N/A | Public | Community Education |
| WI Women's Business Initiative | 350.00 | N/A | Public | Community Development |
| YMCA Youth Leadership Academy | 1,000.00 | N/A | Public | Community Education |
| Zoological Society | 2,500.00 | N/A | Public | Community Development |
| TOTAL | 729,848.00 | | | |

## FOUNDATION PLEDGES

December 31, 2013

| COMPANY | ORIGINAL PLEDGE | YEAR OF PLEDGE | NO OF PYMT | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | TOTAL DUE | PREV PAY |
|---|---|---|---|---|---|---|---|---|---|---|---|
| **EDUCATION & TRAINING- 1** | | | | | | | | | | | |
| ALVERNO COLLEGE | $50,000 | 2012 | 5 | $ - | $ 10,000 | $ 10,000 | $ 10,000 | | | $ 30,000 | $ 20,000 |
| MARQUETTE UNIVERSITY SCHOOL OF BUSINESS | $200,000 | 2009 | 5 | $ - | $ 40,000 | | | | | $ 40,000 | $ 160,000 |
| UW MADISON BUSINESS SCHOOL | $100,000 | 2009 | 5 | $ - | $ 20,000 | | | | | $ 20,000 | $ 80,000 |
| UW STOUT | $5,000 | 2013 | 5 | $ - | $ 1,000 | $ 1,000 | $ 1,000 | $ 1,000 | $ 1,000 | $ 5,000 | $ - |
| UWM ARCHITECTURE SCHOOL | $200,000 | 2009 | 4 | $ - | | | | | | $ - | $ 200,000 |
| UWM BUSINESS SCHOOL | $100,000 | 2009 | 5 | $ - | $ 20,000 | | | | | $ 20,000 | $ 80,000 |
| | | | | | | | | | | | |
| **HEALTH & HUMAN SERVICES- 2** | | | | | | | | | | | |
| CHILDREN'S HOSPITAL AND HEALTH SYSTEM FOUNDATION | $50,000 | 2013 | 2 | $ - | $ 25,000 | | | | | $ 25,000 | $ 25,000 |
| NEHEMIAH PROJECT | $15,000 | 2012 | 3 | $ - | $ 5,000 | | | | | $ 5,000 | $ 10,000 |
| VISION FORWARD ASSOCIATION | $15,000 | 2012 | 3 | $ - | $ 5,000 | | | | | $ 5,000 | $ 10,000 |
| | | | | | | | | | | | |
| **ARTS & CULTURE- 3** | | | | | | | | | | | |
| MILWAUKEE SYMPHONY ORCHESTRA | $375,000 | 2009 | 5 | $ - | $ 75,000 | | | | | $ 75,000 | $ 300,000 |
| | | | | | | | | | | | |
| **CONSERVATION & HISTORIC PRE- 4** | | | | | | | | | | | |
| UNITED STATES HOLOCAUST MEMORIAL MUSEUM | $6,000 | 2010 | 5 | $ - | $ 1,200 | | | | | $ 1,200 | $ 4,800 |
| | | | | | | | | | | | |
| **COMMUNITY DEVELOPMENT- 5** | | | | | | | | | | | |
| SPIRIT OF GREATER MADISON | $10,000 | 2011 | 5 | $ - | $ 2,000 | $ 2,000 | | | | $ 4,000 | $ 6,000 |
| UNITED COMMUNITY CENTER | $15,000 | 2012 | 3 | $ - | $ 5,000 | | | | | $ 5,000 | $ 10,000 |
| | | | | | | | | | | | |
| **OTHER- 6** | | | | | | | | | | | |
| | | | | | | | | | | | |
| TOTAL | $1,141,000 | | | $ - | $ 209,200 | $ 13,000 | $ 11,000 | $ 1,000 | $ 1,000 | $ 235,200 | $ 905,800 |
| | | | | | | | | | | | |
| ANNUAL PLEDGES | | | | $ - | | | | | | $ - | |
| | | | | | | | | | | | |
| TOTAL | $1,141,000 | | | $ - | | | | | | $ 235,200 | |