



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

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

OMB No 1545-0052

**2015**

Department of the Treasury  
Internal Revenue Service

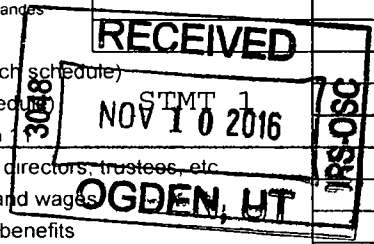
▶ Do not enter social security numbers on this form as it may be made public.  
▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation <b>THE MARATHON FOUNDATION</b>		A Employer identification number <b>27-3518399</b>
Number and street (or P O box number if mail is not delivered to street address) <b>20742 STONE OAK PARKWAY, SUITE 107</b>	Room/suite	B Telephone number (see instructions) <b>210-828-1505</b>
City or town, state or province country and ZIP or foreign postal code <b>SAN ANTONIO TX 78258</b>		C If exemption application is pending check here ▶
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations check here ▶ 2 Foreign organizations meeting the 85% test check here and attach computation ▶
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here ▶
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>401,399</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶

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)	76,450			
	2 Check ▶ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,242	5,242		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,961			
	b Gross sales price for all assets on line 6a	9,961			
	7 Capital gain net income (from Part IV, line 2)		9,961		
	8 Net short-term capital gain			0	
	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)	7				
12 Total. Add lines 1 through 11	91,660	15,203	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	6,450	3,225		3,225
	c Other professional fees (attach schedule) STMT 3	25,000			25,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	478	178		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 5	155			155
	24 Total operating and administrative expenses Add lines 13 through 23	32,083	3,403	0	28,380
	25 Contributions, gifts grants paid	21,854			21,854
26 Total expenses and disbursements. Add lines 24 and 25	53,937	3,403	0	50,234	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	37,723				
b Net investment income (if negative, enter -0-)		11,800			
c Adjusted net income (if negative, enter -0-)			0		



SCANNED NOV 15 2016  
Operating and Administrative Expenses

For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2015)

922-26 6

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	31,652	54,351	54,351
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 6	336,754	351,778	347,048
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch ) ▶			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch ) ▶			
15 Other assets (describe ▶ )				
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	368,406	406,129	401,399	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ▶			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. [X]			
	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	368,406	406,129	
	30 Total net assets or fund balances (see instructions)	368,406	406,129	
31 Total liabilities and net assets/fund balances (see instructions)	368,406	406,129		

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	368,406
2 Enter amount from Part I, line 27a	2	37,723
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	406,129
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	406,129

**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)
<b>1a</b>	AMCAP FUND A			
<b>b</b>	GLOBAL BALANCED FUND A			
<b>c</b>	SMALL CAP WORLD FUND A			
<b>d</b>	CAPITAL WORLD BOND FUND			
<b>e</b>				
(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)	
<b>a</b> 6,202			6,202	
<b>b</b> 652			652	
<b>c</b> 2,268			2,268	
<b>d</b> 839			839	
<b>e</b>				
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		
<b>a</b>				6,202
<b>b</b>				652
<b>c</b>				2,268
<b>d</b>				839
<b>e</b>				
<b>2</b> 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 ]		<b>2</b>	9,961
<b>3</b> 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	[ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 ]		<b>3</b>	

**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))
2014	239,519	516,145	0.464054
2013	65,498	491,282	0.133321
2012	79,159	417,421	0.189638
2011	79,667	277,967	0.286606
2010	1,740	140,575	0.012378
<b>2</b> Total of line 1, column (d)			<b>2</b> 1.085997
<b>3</b> 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			<b>3</b> 0.217199
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			<b>4</b> 399,319
<b>5</b> Multiply line 4 by line 3			<b>5</b> 86,732
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 118
<b>7</b> Add lines 5 and 6			<b>7</b> 86,850
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			<b>8</b> 50,234

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

Table with 11 rows for excise tax calculations. Line 1: 236, Line 2: 0, Line 3: 236, Line 4: 0, Line 5: 236, Line 7: 300, Line 10: 64, Line 11: 64 Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, and state reporting. Includes 'N/A' and 'TX' entries.

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	Yes	No 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? Website address ► WWW.THEMARATHONFOUNDATION.ORG	13	X	
14	The books are in care of ► WAYNE E COLLIE, CPA 20742 STONE OAK PARKWAY, SUITE 107 Located at ► SAN ANTONIO TX ZIP+4 ► 78258 Telephone no ► 210-828-1505			
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			
16	At any time during calendar year 2015, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
(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 <input type="checkbox"/> No <input checked="" type="checkbox"/>		
(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 <input type="checkbox"/> No <input checked="" type="checkbox"/>		
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 N/A	1b	
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 2015? N/A	1c	
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► 20 , 20 , 20 , 20 Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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 <input type="checkbox"/> No <input checked="" type="checkbox"/>		
b	If "Yes," did it have excess business holdings in 2015 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 2015) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015? N/A	4b	

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

<b>5a</b> 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	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input checked="" type="checkbox"/> 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	<input checked="" type="checkbox"/> No	
<b>b</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			5b <input checked="" type="checkbox"/>
<b>c</b> 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)	<input checked="" type="checkbox"/> Yes	No	
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	Yes	<input checked="" type="checkbox"/> No	
<b>b</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 <input checked="" type="checkbox"/>
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes	<input checked="" type="checkbox"/> No	
<b>b</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 (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CLAUDIA HUNTINGTON 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO TX 78258	PRESIDENT 3 00	0	0	0
MARSHALL B MILLER JR 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO TX 78258	VICE PRES/SE 1 00	0	0	0
BRUCE A BLAKEMORE 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO TX 78258	VICE PRES/TR 1 00	0	0	0
REID H MILLER 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO TX 78258	VP SCHOLARSH 1 00	0	0	0

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

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses
1 SEE STATEMENT 7
2 SEE STATEMENT 8
3
4

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

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

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

Total. Add lines 1 through 3

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	361,528
<b>b</b>	Average of monthly cash balances	<b>1b</b>	43,872
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	405,400
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	405,400
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	6,081
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	399,319
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	19,966

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	19,966
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	236
<b>b</b>	Income tax for 2015 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	236
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	19,730
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	19,730
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	19,730

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	50,234
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	50,234
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	50,234

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7				19,730
<b>2</b> Undistributed income, if any, as of the end of 2015				
<b>a</b> Enter amount for 2014 only				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2015				
<b>a</b> From 2010				
<b>b</b> From 2011	65,437			
<b>c</b> From 2012	58,380			
<b>d</b> From 2013	25,916			
<b>e</b> From 2014	214,298			
<b>f</b> Total of lines 3a through e	364,031			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 50,234				
<b>a</b> Applied to 2014, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2015 distributable amount				19,730
<b>e</b> Remaining amount distributed out of corpus	30,504			
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	394,535			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions				
<b>e</b> Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount – see instructions				
<b>f</b> Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	394,535			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2011	65,437			
<b>b</b> Excess from 2012	58,380			
<b>c</b> Excess from 2013	25,916			
<b>d</b> Excess from 2014	214,298			
<b>e</b> Excess from 2015	30,504			

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

<p><b>1a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling <span style="float: right;">▶</span></p>					
<p><b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)</p>					
<p><b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p>	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test – enter					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test – enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers**

**a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))  
**SEE STATEMENT 9**

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

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

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

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

**b** The form in which applications should be submitted and information and materials they should include  
**SEE STATEMENT 10**

**c** Any submission deadlines  
**SEE STATEMENT 11**

**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
**SEE STATEMENT 12**

**Part XY Supplementary Information (continued)**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a</b> Paid during the year SEE STATEMENT 13</p>				21,854
<b>Total</b>			▶ <b>3a</b>	21,854
<p><b>b</b> Approved for future payment N/A</p>				
<b>Total</b>			▶ <b>3b</b>	





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

**Schedule of Contributors**

OMB No 1545-0047

**2015**

▶ 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](http://www.irs.gov/form990)

Name of the organization

Employer identification number

THE MARATHON FOUNDATION

27-3518399

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub> % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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.

Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

<b>Name of organization</b> THE MARATHON FOUNDATION	<b>Employer identification number</b> 27-3518399
--	---

**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	BRUCE A. BLAKEMORE 7373 BROADWAY, SUITE 507  SAN ANTONIO TX 78209	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions)
2	TEXAS MOUNTAIN CATTLE COMPANY LLC 2200 LAPSLEY LANE  BOWLING GREEN KY 42103	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions)
3	MARATHON 2 MARATHON PO BOX 477  MARATHON TX 79842	\$ 16,400	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions)
4	MARATHON PUBLIC LIBRARY PO BOX 177  MARATHON TX 79842	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions)
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)

**Federal Statements****Direct Public Support**

<u>Contributor</u>	<u>Cash Contribution</u>	<u>Noncash Contribution</u>
	5,050	
TOTAL	<u>5,050</u>	<u>0</u>

**Taxable Dividends from Securities**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
NEW WORLD FUND A	\$ 469			14	
SMALLCAP WORLD FUND A	17			14	
CAPITAL WORLD GROWTH & INC FD	1,271			14	
GLOBAL BALANCED FUND A	473			14	
AMERICAN HIGH INC TRUST A	2,752			14	
CAPITAL WORLD BOND FUND A	260			14	
TOTAL	<u>\$ 5,242</u>				

**Federal Statements****Statement 1 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
INSURANCE PREMIUM REFUND	\$ 7	\$	\$
TOTAL	\$ 7	\$ 0	\$ 0

**Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 6,450	\$ 3,225	\$	\$ 3,225
TOTAL	\$ 6,450	\$ 3,225	\$ 0	\$ 3,225

**Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MARATHON LIASON FEES	\$ 25,000	\$	\$	\$ 25,000
TOTAL	\$ 25,000	\$ 0	\$ 0	\$ 25,000

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX ON DIVIDENDS	\$ 178	\$ 178	\$	\$
NET INVESTMENT EXCISE TAX	300			
TOTAL	\$ 478	\$ 178	\$ 0	\$ 0

38434 THE MARATHON FOUNDATION

27-3518399

FYE: 12/31/2015

## Federal Statements

### Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
OFFICE EXPENSES	155			155
TOTAL	<u>155</u>	<u>0</u>	<u>0</u>	<u>155</u>

### Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERICAN HIGH INCOME TRUST FD A	\$ 47,041	\$ 49,793	COST	\$ 41,162
AMCAP FUND A	58,675	64,877	COST	74,689
CAPITAL WORLD BOND FUND A	46,378	46,627	COST	42,987
CAPITAL WORLD GROWTH & INC FUND A	45,065	47,136	COST	52,446
NEW WORLD FUND A	72,902	73,283	COST	64,076
GLOBAL BALANCED FUND A	31,709	32,810	COST	34,448
SMALLCAP WORLD FUND A	34,984	37,252	COST	37,240
TOTAL	<u>\$ 336,754</u>	<u>\$ 351,778</u>		<u>\$ 347,048</u>

**Statement 7 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities**Description

THE MARATHON FOUNDATION WAS ESTABLISHED TO SUPPORT AND SUSTAIN THE CITY OF MARATHON TEXAS AND SURROUNDING RANCH AREAS. THE FOUNDATION'S PRIMARY ACTIVITY IS TO PROVIDE GRANTS TO INSTITUTIONS WHICH HAVE AN IRS DESIGNATION OF 501(C)(3). AS OF 12/31/15 THE FOUNDATION SUPPORTED ONE (1) ORGANIZATION IN THE MARATHON TEXAS AREA.

**Statement 8 - Form 990-PF, Part IX-A, Line 2 - Summary of Direct Charitable Activities**Description

THE MARATHON FOUNDATION WAS ESTABLISHED TO SUPPORT AND SUSTAIN THE CITY OF MARATHON TEXAS AND SURROUNDING RANCH AREAS. THE FOUNDATION'S SECONDARY ACTIVITY IS TO PROVIDE GRANTS IN THE FORM OF SCHOLARSHIPS TO GRADUATES OF THE MARATHON INDEPENDANT SCHOOL DISTRICT WHO DEMONSTRATE A FINANCIAL NEED AND WILL BE ENROLLED IN A FOUR YEAR COLLEGE. DURING 2015 THE FOUNDATION GAVE SCHOLARSHIPS TO SEVEN (7) MARATHON HIGH SCHOOL GRADUATES.

**Statement 9 - Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000**

<u>Name of Manager</u>	<u>Amount</u>
CLAUDIA HUNTINGTON	\$ 87,460
MARSHALL B. MILLER JR.	87,460
BRUCE A. BLAKEMORE	272,000
TOTAL	\$ <u>446,920</u>

**Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents**Description

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

**Statement 11 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description

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

**Statement 12 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**

Description

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

38434 THE MARATHON FOUNDATION

27-3518399

FYE: 12/31/2015

## Federal Statements

### Statement 13 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
GRANTS TO ORGANIZATIONS:					
OPERATION HOT MEALS					
MARATHON TX 79842		NONE	PO BOX 94	SCHOOL LUNCHESES MARATHON ISD	1,620
FRENCH GARDEN GROCER			PO BOX 477		
MARATHON TX 79842		NONE	NC	SCHOOL LUNCHESES MARATHON ISD	1,234
MARATHON INDEPENDET SCHOOL DISTRICT			PO BOX 416		
MARATHON TX 79842		NONE	PC	AFTER SCHOOL PROGRAM	10,000
SCHOLARSHIP GRANTS:					
ZACHARIAH GONZALES					
MARATHON TX 79842		NONE	PO BOX 241	SCHOLARSHIP PD TO SUL ROSS UNIV	1,000
JESUS O. GRANO					
MARATHON TX 79842		NONE	PO BOX 142	SCHOLARSHIP PD TO SUL ROSS UNIV	1,000
KRYSTAL AGUILAR					
MARATHON TX 79842		NONE	PO BOX 197	SCHOLARSHIP PD TO SUL ROSS UNIV	1,500
MICELLA GRANO					
MARATHON TX 79842		NONE	PO BOX 142	SCHOLARSHIP PD TO SUL ROSS UNIV	1,500
OSCAR URESTE					
MARATHON TX 79842		NONE	PO BOX 218	SCHOLARSHIP PD TO SUL ROSS UNIV	1,000
TIMOTHY ROBERTS					
MARATHON TX 79842		NONE	PO BOX 47	SCHOLARSHIP PD TO SUL ROSS UNIV	2,000
AUDRY GALINDO					
MARATHON TX 79842		NONE	PO BOX 279	SCHOLARSHIP PD TO S. PLAINS COLLEGE	1,000
TOTAL					<u>21,854</u>