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Form **990-PF**

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

OMB No 1545-0052

2016

Department of the Treasury
Internal Revenue Service

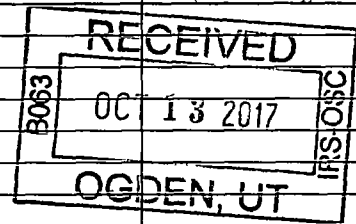
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Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation THE MARATHON FOUNDATION		A Employer identification number 27-3518399
Number and street (or P O box number if mail is not delivered to street address) 20742 STONE OAK PARKWAY, SUITE 107		B Telephone number (see instructions) 210-828-1505
Room/suite		C If exemption application is pending, check here ▶ <input type="checkbox"/> D 1 Foreign organizations check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO TX 78258		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 440,124 (Part I, column (d) must be on cash basis)		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		

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)	146,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	6,655	6,655		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,340			
	b Gross sales price for all assets on line 6a	4,340			
	7 Capital gain net income (from Part IV, line 2)		4,340		
	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)					
12 Total. Add lines 1 through 11	156,995	10,995	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) SEE STMT 1	934			934
	b Accounting fees (attach schedule) STMT 2	5,200	2,600		2,600
	c Other professional fees (attach schedule) STMT 3	23,500			23,500
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	496	203		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (att sch) STMT 5	1,832	30		1,802	
24 Total operating and administrative expenses. Add lines 13 through 23	31,962	2,833	0	28,836	
25 Contributions, gifts, grants paid	100,194			100,194	
26 Total expenses and disbursements. Add lines 24 and 25	132,156	2,833	0	129,030	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	24,839				
b Net investment income (if negative, enter -0-)		8,162			
c Adjusted net income (if negative, enter -0-)			0		



9-26-16

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		54,351	48,398	48,398
	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) ▶ SEE WRK	20,000			
		Less allowance for doubtful accounts ▶	0		20,000	20,000
	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		351,778	362,570	371,726
	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)		406,129	430,968	440,124	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds		406,129	430,968		
30	Total net assets or fund balances (see instructions)		406,129	430,968		
31	Total liabilities and net assets/fund balances (see instructions)		406,129	430,968		

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	406,129
2	Enter amount from Part I, line 27a	2	24,839
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	430,968
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	430,968

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 AMCAP FUND A				
b CAPITAL WORLD GROWTH & INC				
c CAPITAL WORLD BOND FUND				
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 2,662			2,662	
b 1,521			1,521	
c 157			157	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				2,662
b				1,521
c				157
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 4,340
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

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))
2015	50,234	399,319	0.125799
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

2 Total of line 1, column (d)	2 1.199418
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 0.239884
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4 411,048
5 Multiply line 4 by line 3	5 98,604
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 82
7 Add lines 5 and 6	7 98,686
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8 129,030

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	82
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	82
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	82
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	63
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	250
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	313
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	231
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 231 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX		
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? <i>If "No," attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

N/A

STMT 7

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? Website address ► WWW.THEMARATHONFOUNDATION.ORG	13	X	
14 The books are in care of ► WAYNE E COLLIE, CPA Telephone no ► 210-828-1505 20742 STONE OAK PARKWAY, SUITE 107 Located at ► SAN ANTONIO TX ZIP+4 ► 78258			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		[]
16 At any time during calendar year 2016, 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		X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A		
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 2016?	N/A		
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20 , 20 , 20 , 20	[] Yes <input checked="" type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A		
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 checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2016 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 2016)	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 2016?	N/A		

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 4945(d)(4)(A)? (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)? Organizations relying on a current notice regarding disaster assistance check here **5b** X

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? Yes No **6b** 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? Yes No **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
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 8	
2 SEE STATEMENT 9	
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.)

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	52,302
b	Average of monthly cash balances	1b	359,173
c	Fair market value of all other assets (see instructions)	1c	5,833
d	Total (add lines 1a, b, and c)	1d	417,308
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	417,308
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	6,260
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	411,048
6	Minimum investment return. Enter 5% of line 5	6	20,552

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	20,552
2a	Tax on investment income for 2016 from Part VI, line 5	2a	82
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	82
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,470
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20,470
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	20,470

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	129,030
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	129,030
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	82
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	128,948

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				20,470
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011	65,437			
b From 2012	58,380			
c From 2013	25,916			
d From 2014	214,298			
e From 2015	30,504			
f Total of lines 3a through e	394,535			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 129,030				
a Applied to 2015, 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 2016 distributable amount				20,470
e Remaining amount distributed out of corpus	108,560			
5 Excess distributions carryover applied to 2016 (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	503,095			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	65,437			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	437,658			
10 Analysis of line 9				
a Excess from 2012	58,380			
b Excess from 2013	25,916			
c Excess from 2014	214,298			
d Excess from 2015	30,504			
e Excess from 2016	108,560			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
SEE STATEMENT 10

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 11

c Any submission deadlines
SEE STATEMENT 12

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 13

Part XV Supplementary Information (continued)

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

<p>Recipient</p> <p>Name and address (home or business)</p>	<p>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</p>	<p>Foundation status of recipient</p>	<p>Purpose of grant or contribution</p>	<p>Amount</p>
<p>a Paid during the year</p> <p>SEE STATEMENT 14</p>				<p>100,194</p>
<p>Total</p>			<p>▶ 3a</p>	<p>100,194</p>
<p>b Approved for future payment</p> <p>N/A</p>				
<p>Total</p>			<p>▶ 3b</p>	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2016

▶ 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

Name of the organization

THE MARATHON FOUNDATION

Employer identification number

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 $\frac{1}{3}$ % 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

Name of organization

THE MARATHON FOUNDATION

Employer identification number

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	CLAUDIA HUNTINGTON 319 LIMESTONE CREEK SAN ANTONIO TX 78232	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	MARSHALL B. MILLER JR. 319 LIMESTONE CREEK SAN ANTONIO TX 78232	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
3	TEXAS MOUNTAIN CATTLE COMPANY LLC 2200 LAPSLEY LANE BOWLING GREEN KY 42103	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
4	PERMIAN BASIN AREA FOUNDATION 200 NORTH LORAIN, SUITE 500 MIDLAND TX 79701	\$ 80,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
5	THE HM FOUNDATION 319 LIMESTONE CREEK RD. SAN ANTONIO TX 78232	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
6	PALOMA BLANCO ENTERPRISES, INC 4901 MCCULLOUGH AVE SAN ANTONIO TX 78212	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Other Notes and Loans Receivable

Form **990-PF**

2016

For calendar year 2016, or tax year beginning , and ending

Name **THE MARATHON FOUNDATION** Employer Identification Number **** - ***8399**

FORM 990-PF, PART II, LINE 7 - ADDITIONAL INFORMATION

Name of borrower	Relationship to disqualified person
(1) MARATHON VOLUNTEER FIRE DEPT	NONE
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Original amount borrowed	Date of loan	Maturity date	Repayment terms	Interest rate
(1) 20,000	09/19/16	08/31/17	PRINCIPAL & INTEREST DUE	4.000
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

Security provided by borrower	Purpose of loan
(1)	FIRE EQUIPMENT
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Consideration furnished by lender	Balance due at beginning of year	Balance due at end of year	Fair market value
(1)		20,000	20,000
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Totals		20,000	20,000

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Form 990-PF - General Footnote

Description

FORM 990PF, PART VII-B, QUESTION 5C, STATEMENT REQUIRED BY REGULATIONS SECTION 53.4945-5(D): EXEMPTION FROM TAX BECAUSE PRIVATE FOUNDATION MAINTAINED EXPENDITURE RESPONSIBILITY FOR GRANT.

DURING 2016, THE MARATHON FOUNDATION MADE A GRANT TO A NONPUBLIC ORGANIZATION UNDER REGULATION 53.4945-5 WHICH REQUIRES THE FOUNDATION TO EXERCISE EXPENDITURE RESPONSIBILITY WITH RESPECT TO THE GRANT IN ACCORDANCE WITH IRC CODE SECTION 4945(H). THIS STATEMENT IS ATTACHED TO THE 2016 FOR 990-PF IN ORDER TO PROVIDE INFORMATION WITH THIS ANNUAL RETURN AS REQUIRED UNDER REGULATION SECTION 53.4945-5(D).

NAME AND ADDRESS OF GRANTEE:

THE FRENCH CO GROCER
PO BOX 477
MARATHON, TEXAS 79842

DATE AND AMOUNT OF THE GRANT:

THERE WERE TWO GRANTS GIVEN TOTALING \$1,451.61. A GRANT IN THE AMOUNT OF \$525.00 WAS APPROVED BY MARATHON FOUNDATION ON JANUARAY 10, 2016. ON JANUARAY 12, THE FOUNDATION PAID \$525.00 TO THE GRANTEE. A GRANT IN THE AMOUNT OF \$926.62 WAS APPROVED BY MARATHON FOUNDATION ON JUNE 13, 2016. ON JUNE 15, THE FOUNDATION PAID \$926.62 TO THE GRANTEE.

PURPOSE OF THE GRANT:

THE FRENCH GROCER IS A RURAL GROCERY STORE COMPANY. THE STORE SERVES THE RURAL TOWN OF MARATHON, TEXAS, POPULATION APPROXIMATELY 470. THEY PROVIDE FOOD TO THE TOWN OF MARATHON. THE PURPOSE OF THE GRANT IS TO FOR FRENCH CO GROCER TO MAKE AND DELIVER SCHOOL LUNCHES TO 285 MARATHON INDEPEDENT SCHOOL DISTRICT STUDENTS EVERY THURSDAY FROM JANUARY 15 - MAY 21, 2016.

AMOUNTS EXPENDED BY THE GRANTEE:

BASED ON OUR MOST RECENT REPORT RECIEVED FROM THE FRENCH CO GROCER BY THE FOUNDATION ON JANUARY 10, 2016 AND JUNE 13, 2016 THE \$1,451.61 GIVEN IN 2016 TOWARDS THIS GRANT BY THE MARATHON FOUNDATION HAS BEEN COMPLETELY SPENT IN FULL BY THE FRENCH CO GROCER FOR STUDENT LUNCHES.

AMOUNTS DIVERTED BY THE GRANTEE:

THE GREANTEE HAS NOT DIVERTED ANY PORTION OF THE \$1,451.61 OF FUNDS GIVEN TO IT IN 2016 BY THE FOUNDAITON FOR THE PURPOSE THE MONEY WAS GIVEN.

DATES OF REPORTS RECIEVED FROM THE GRANTEE:

THE MARATHON FOUNDATION RECIEVED THE JANUARY 10, 2016 REPORT FROM THE GRANTEE ON JANUARY 12,2016. THE MARATHON FOUNDATION RECIEVED THE JUNE 13, 2016 REPORT FROM THE GRANTEE ON JUNE, 15,2016.

DATES OF THE VERIFICATION OF THE GRANTEE'S REPORTS BY MARATHON FOUNDATION:

THE FOUNDATION HAS NOT CONDUCTED ANY INDEPEDANT VERIFICATION OF THE JANUARY 10, 2016 OR THE JUNE, 13, 2016 REPORTS SINCE THE FOUNDATION DOES NOT HAVE ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY AT THIS TIME.

FORM 990PF, PART VII-B, QUESTION 5C, STATEMENT REQUIRED BY REGULATIONS SECTION 53.4945-5(D): EXEMPTION FROM TAX BECAUSE PRIVATE FOUNDATION MAINTAINED EXPENDITURE RESPONSIBILITY FOR GRANT.

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Form 990-PF - General Footnote (continued)

Description

DURING 2016, THE MARATHON FOUNDATION MADE A GRANT TO A NONPUBLIC ORGANIZATION UNDER REGULATION 53.4945-5 WHICH REQUIRES THE FOUNDATION TO EXERCISE EXPENDITURE RESPONSIBILITY WITH RESPECT TO THE GRANT IN ACCORDANCE WITH THE IRC CODE SECTION 4945(H). THIS STATEMENT IS ATTACHED TO THE 2016 FORM 990-PF IN ORDER TO PROVIDE INFORMATION WITH THIS ANNUAL RETURN AS REQUIRED UNDER REGULATION SECTION 53.4945-5(D)

NAME AND ADDRESS OF GRANTEE:

OPERATION HOT MEALS
PO BOX 94
MARATHON, TEXAS 79842

DATE AND AMOUNT OF THE GRANT:

THERE WERE TWO GRANTS GIVEN TOTALING \$1,692.00 A GRANT IN THE AMOUNT OF \$780.00 WAS APPROVED BY MARATHON FOUNDATION ON JANUARY 21, 2016. ON JANUARY 29, 2016, THE FOUNDATION PAID \$780.00 TO THE GRANTEE. A GRANT IN THE AMOUNT OF \$912.00 WAS APPROVED BY MARATHON FOUNDATION ON APRIL 12, 2016. ON JUNE 8, 2016, THE FOUNDATION PAID \$912.00 TO THE GRANTEE.

PURPOSE OF THE GRANT:

OPERATION HOT MEALS IS A GROUP OF VOLUNTEERS THAT COOKS A HOT LUNCH EVERY TUESDAY FOR STUDENTS, TEACHERS AND OCCASIONAL LOCAL DROP-IN OF THE MARATHON INDEPENDENT SCHOOL DISTRICT. THE PURPOSE OF THE GRANTS IS TO PROVIDE HOT LUNCHES TO STUDENTS OF MARATHON INDEPENDENT SCHOOL DISTRICT.

AMOUNTS EXPENDED BY THE GRANTS:

BASED ON OUR MOST RECENT REPORTS RECEIVED FROM OPERATION HOT MEALS BY THE FOUNDATION ON JANUARY 21, 2016 AND APRIL 12, 2016, THE \$1,692.00 GIVEN IN 2016 TOWARDS THIS GRANT HAS BEEN COMPLETELY SPENT IN FULL BY OPERATION HOT MEALS FOR HOT LUNCHES FOR MARATHON INDEPENDENT SCHOOL DISTRICT STUDENTS.

AMOUNTS DIVERTED BY THE GRANTEE:

THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE \$1,692.00 OF FUNDS GIVEN TO IT IN 2016 BY THE FOUNDATION FOR THE PURPOSE THE MONEY WAS GIVEN.

DATES OF REPORTS RECEIVED FROM THE GRANTEE:

THE MARATHON FOUNDATION RECEIVED THE JANUARY 21, 2016 REPORT FROM THE GRANTEE ON JANUARY 29, 2016. THE MARATHON FOUNDATION RECEIVED THE APRIL 12, 2016 REPORT FROM THE GRANTEE ON JUNE 8, 2016.

DATES OF VERIFICATION OF THE GRANTEE'S REPORTS BY MARATHON FOUNDATION:

THE FOUNDATION HAS NOT CONDUCTED ANY INDEPENDANT VERIFICATION OF THE JANUARY 21, 2016 OR THE APRIL 12, 2016 REPORTS SINCE THE FOUNDATION DOES NOT HAVE ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY AT THIS TIME.

FORM 990 PF, PART VII-B, QUESTION 5C, STATEMENT REQUIRED BY REGULATIONS SECTION 53.4945-5(D): EXCEPTION FROM TAX BECAUSE PRIVATE FOUNDATION MAINTAINED EXPENDITURE RESPONSIBILITY FOR GRANT.

DURING 2016, THE MARATHON FOUNDATION MADE A GRANT TO A NONPUBLIC ORGANIZATION UNDER REGULATION 53.4945-5 WHICH REQUIRES THE FOUNDATION TO EXERCISE EXPENDITURE RESPONSIBILITY WITH RESPECT TO THE GRANT IN ACCORDANCE WITH IRC CODE SECTION 4945(H). THIS STATEMENT IS ATTACHED TO THE 2016 990-PF IN ORDER TO PROVIDE INFORMATION WITH THIS ANNUAL RETURN AS

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Form 990-PF - General Footnote (continued)

Description

REQUIRED UNDER REGULATION SECTION 53.4945-5(D).

NAME AND ADDRESS OF GRANTEE:

THE OASIS CAFE
PO BOX 482
MARATHON, TX 79842

DATE AND AMOUNT OF THE GRANT: THE GRANT IN THE AMOUNT OF \$1,250.00 WAS APPROVED BY MARATHON FOUNDATION ON JULY 28, 2016. ON AUGUST 3, 2016, THE FOUNDATION PAID THE \$1,250.00 TO THE GRANTEE.

PURPOSE OF THE GRANT:

THE OASIS CAFE IS A RURAL RESTAURANT. THE STORE SERVES THE RURAL TOWN OF MARATHON, TEXAS, POPULATION APPROXIMATELY 470. THE PROVIDE FOOD TO THE TOWN OF MARATHON. THE PURPOSE OF THE GRANT IS FOR THE OASIS CAFE TO MAKE AND DELIVER SCHOOL LUNCHES TO 285 MARATHON INDEPENDENT SCHOOL DISTRICT STUDENTS AND STAFF EVERY TUESDAY FROM APRIL TO MAY 24, 2016.

AMOUNTS EXPENDED BY THE GRANTEE:

BASED ON OUR MOST RECENT REPORT RECEIVED FROM THE OASIS CAFE BY THE FOUNDATION ON JULY 28, 2016 THE \$1,250.00 GIVEN IN 2016 TOWARDS THIS GRANT BY THE MARATHON FOUNDATION HAS BEEN COMPLETELY SPEND IN FULL BY THE OASIS CAFE FOR STUDENT AND STAFF LUNCHES.

AMOUNTS DIVERTED BY THE GRANTEE:

THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE \$1,250.00 OF THE FUNDS GIVEN TO IS IN 2016 BY THE FOUNDATION FOR THE PURPOSE THE MONEY WAS GIVEN.

DATES OF REPORTS RECEIVED FROM THE GRANTEE:

THE MARATHON FOUNDATION RECEIVED THE JULY 28, 2016 REPORT ON AUGUST 3, 2016.

DATES OF THE VERIFICATION OF THE GRANTEE'S REPORTS BY MARATHON FOUNDATION:

THE FOUNDATION HAS NOT CONDUCTED ANY INDEPENDANT VERIFICATION OF THE JULY 28, 2016 REPORT SINCE THE FOUNDATION DOES NOT HAVE ANY REASON TO DOUBT THEIR ACCURACY OR RELIABILITY AT THIS TIME.

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Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 934	\$	\$	\$ 934
TOTAL	\$ 934	\$ 0	\$ 0	\$ 934

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 5,200	\$ 2,600	\$	\$ 2,600
TOTAL	\$ 5,200	\$ 2,600	\$ 0	\$ 2,600

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MARATHON LIASON FEES	\$ 21,000	\$	\$	\$ 21,000
CONSULTING FEES	2,500			2,500
TOTAL	\$ 23,500	\$ 0	\$ 0	\$ 23,500

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX ON DIVIDENDS	\$ 203	\$ 203	\$	\$
NET INVESTMENT EXCISE TAX	293			
TOTAL	\$ 496	\$ 203	\$ 0	\$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
INSURANCE	1,126			1,126
PROMOTION	496			496
BANK FEES	30	30		
IT EXPENSES	180			180
TOTAL	<u>1,832</u>	<u>30</u>	<u>0</u>	<u>1,802</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	\$ 49,793	\$ 52,386	COST	\$ 47,878
AMCAP FUND A	64,877	67,892	COST	81,439
CAPITAL WORLD BOND FUND A	46,627	47,516	COST	43,963
CAPITAL WORLD GROWTH & INC FUND A	47,136	49,963	COST	55,850
NEW WORLD FUND A	73,283	73,892	COST	66,549
GLOBAL BALANCED FUND A	32,810	33,533	COST	36,666
SMALLCAP WORLD FUND A	37,252	37,388	COST	39,381
TOTAL	<u>351,778</u>	<u>362,570</u>		<u>371,726</u>

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Statement 7 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

<u>Name</u>	<u>Address</u>	<u>City, State, Zip</u>
PERMIAN BASIN AREA FOUNDATION	200 N. LORRAINE, SUITE 500	MIDLAND TX 79701
TEXAS MOUNTAIN CATTLE COMPANY LLC	2200 LAPSLEY LANE	BOWLING GREEN KY 42103

Federal Statements

Statement 8 - 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 12/31/16 THE FOUNDATION SUPPORTED TWO (2) ORGANIZATION IN THE MARATHON TEXAS AREA.

Statement 9 - 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 2016 THE FOUNDATION GAVE SCHOLARSHIPS TO EIGHT(8)MARATHON HIGH SCHOOL GRADUATES.

Statement 10 - 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	\$ 107,460
MARSHALL B. MILLER JR.	107,460
BRUCE A. BLAKEMORE	272,000
TOTAL	\$ <u>486,920</u>

Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description

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

Statement 12 - Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description

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

Federal Statements

Statement 13 - 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: 12/31/2016

Federal Statements

Statement 14 - 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	1,692
FRENCH CO GROCER	MARATHON TX 79842	NONE	PO BOX 477	SCHOOL LUNCHESES MARATHON ISD	1,452
MARATHON INDEPENDENT SCHOOL DISTRICT	MARATHON TX 79842	NONE	PO BOX 416	MUSIC PROGRAM	2,300
MARATHON INDEPENDENT SCHOOL DISTRICT	MARATHON TX 79842	NONE	PO BOX 416	PRE-K SCHOOL BUILDING	70,000
OASIS CAFE	MARATHON TX 79842	NONE	PO BOX 482	SCHOOL LUNCHESES MARATHON ISD	1,250
MARATHON VOLUNTEER FIRE DEPARTMENT	MARATHON TX 79842	NONE	PO BOX 365	FIRE EQUIPMENT	15,000
SCHOLARSHIP GRANTS:					
ZACHARIAH GONZALES	MARATHON TX 79842	NONE	PO BOX 241	SCHOLARSHIP PD TO SUL ROSS UNIV	500
JESUS O. GRANO	MARATHON TX 79842	NONE	PO BOX 142	SCHOLARSHIP PD TO SUL ROSS UNIV	500
KRYSTAL AGUILAR	MARATHON TX 79842	NONE	PO BOX 197	SCHOLARSHIP PD TO SUL ROSS UNIV	500
MICELLA GRANO	MARATHON TX 79842	NONE	PO BOX 142	SCHOLARSHIP PD TO SUL ROSS UNIV	1,000
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	1,000
AUDRY GALINDO	MARATHON TX 79842	NONE	PO BOX 279	SCHOLARSHIP PD TO S. PLAINS COLLEGE	3,000
ELIZABETH HERNANDEZ	MARATHON TX 79842	NONE	PO BOX 249	SCHOLARSHIP PD TO ODESSA COLLEGE	1,000

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Federal Statements

Statement 14 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Status	Purpose	Amount
TOTAL					100,194

Federal Statements

Direct Public Support

Contributor	Cash Contribution	Noncash Contribution
	6,000	
TOTAL	<u>6,000</u>	<u>0</u>

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
NEW WORLD FUND A	\$ 683			14	
SMALLCAP WORLD FUND A	159			14	
CAPITAL WORLD GROWTH & INC FD	1,374			14	
GLOBAL BALANCED FUND A	753			14	
AMERICAN HIGH INC TRUST A	2,593			14	
CAPITAL WORLD BOND FUND A	741			14	
AMCAP FUND	352			14	
TOTAL	<u>\$ 6,655</u>				