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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation Marianne and George Markham Foundation, c/o Elser Enterprises		A Employer identification number 39-6044355
Number and street (or P O box number if mail is not delivered to street address) 777 E. Wisconsin Ave.	Room/suite 3080	B Telephone number 414-225-2284
City or town, state or province, country, and ZIP or foreign postal code Milwaukee, WI 53202		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 441,578.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,050.	2,050.		Statement 1
4 Dividends and interest from securities		2,345.	2,345.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,724.			
b Gross sales price for all assets on line 6a 72,655.					
7 Capital gain net income (from Part IV, line 2)			2,724.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		7,119.	7,119.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 3		500.	250.		250.
c Other professional fees					
17 Interest					
18 Taxes Stmt 4		70.			0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 5		286.			87.
24 Total operating and administrative expenses. Add lines 13 through 23		856.	449.		337.
25 Contributions, gifts, grants paid		33,800.			33,800.
26 Total expenses and disbursements. Add lines 24 and 25		34,656.	449.		34,137.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-27,537.			
b Net investment income (if negative, enter -0-)			6,670.		
c Adjusted net income (if negative, enter -0-)				N/A	

2/15/17

**Marianne and George Markham
Foundation, c/o Elser Enterprises**

39-6044355

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing		7.			
	2 Savings and temporary cash investments		106,766.	75,798.	75,798.	
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations Stmt 6		234,669.	234,637.	234,048.	
	b Investments - corporate stock					
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other Stmt 7			105,819.	109,271.	131,732.	
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			447,261.	419,706.	441,578.	
17 Accounts payable and accrued expenses						
18 Grants payable						
19 Deferred revenue						
20 Loans from officers, directors, trustees, and other disqualified persons						
21 Mortgages and other notes payable						
22 Other liabilities (describe ▶)						
23 Total liabilities (add lines 17 through 22)		0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		313.	313.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		446,948.	419,393.		
30 Total net assets or fund balances		447,261.	419,706.			
31 Total liabilities and net assets/fund balances		447,261.	419,706.			

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	447,261.
2 Enter amount from Part I, line 27a	2	-27,537.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	419,724.
5 Decreases not included in line 2 (itemize) ▶ Prior Period Adjustment	5	18.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	419,706.

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 US Treasury Note	P	09/30/14	09/30/16
b US Treasury Note	P	11/15/13	11/15/16
c US Treasury Note	P	05/31/14	05/31/16
d Capital Gains Dividends			
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 30,000.		29,947.	53.
b 15,000.		14,992.	8.
c 25,000.		24,992.	8.
d 2,655.			2,655.
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			53.
b			8.
c			8.
d			2,655.
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	2,724.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	16,286.	290,883.	.055988
2014	26,284.	284,503.	.092386
2013	24,086.	309,684.	.077776
2012	22,251.	331,704.	.067081
2011	25,364.	359,270.	.070599

2 Total of line 1, column (d)	2	.363830
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	.072766
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	434,002.
5 Multiply line 4 by line 3	5	31,581.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	67.
7 Add lines 5 and 6	7	31,648.
8 Enter qualifying distributions from Part XII, line 4	8	34,137.

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.

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	67.
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	67.
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	67.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.
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	67.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WI</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
14 The books are in care of Elser Enterprises, Inc. Telephone no. 414-225-2284 Located at 777 E. Wisconsin Ave., Suite 3080, Milwaukee, WI ZIP+4 53202		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
16 At any time during calendar year 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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	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 2016?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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	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 2016?		4b X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Elizabeth M. Nicholson Suite 3080, 777 E. Wisconsin Ave. Milwaukee, WI 53202	President & Treasurer	0.00	0.	0.
Jason J. Kohout Suite 3080, 777 E. Wisconsin Ave. Milwaukee, WI 53202	Secretary	0.00	0.	0.
Lisa Waite Suite 3080, 777 E. Wisconsin Ave. Milwaukee, WI 53202	Ass't Sec'y/Ass't Treas	0.00	0.	0.
Philip T Nicholson Suite 3080, 777 E. Wisconsin Ave. Milwaukee, WI 53202	Vice President	0.00	0.	0.

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

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

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

0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

[illegible]

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

0

Part IX-A Summary of Direct Charitable Activities	
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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	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	360,867.
b	Average of monthly cash balances	1b	79,744.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	440,611.
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	440,611.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,609.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	434,002.
6	Minimum investment return. Enter 5% of line 5	6	21,700.

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	21,700.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	67.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	67.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	21,633.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	21,633.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	21,633.

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	34,137.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,137.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	67.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,070.

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				21,633.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	15,338.			
b From 2012	20,950.			
c From 2013	21,660.			
d From 2014	25,025.			
e From 2015	14,279.			
f Total of lines 3a through e	97,252.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	34,137.			
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				21,633.
e Remaining amount distributed out of corpus	12,504.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	109,756.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	15,338.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	94,418.			
10 Analysis of line 9:				
a Excess from 2012	20,950.			
b Excess from 2013	21,660.			
c Excess from 2014	25,025.			
d Excess from 2015	14,279.			
e Excess from 2016	12,504.			

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

N/A

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

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

Tax year

Prior 3 years

(a) 2016

(b) 2015

(c) 2014

(d) 2013

(e) Total

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).)

None

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

None

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

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

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

Not Applicable

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

Not Applicable

c Any submission deadlines:

Not Applicable

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

Not Applicable

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASPCA PO Box 96929 Washington, DC 20077	None	Public Charity	General	550.
Boulder Community Hospital Foundation 1100 Balsam Boulder, CO 80301	None	Public Charity	General	500.
Boulder History Museum 1206 Euclid Ave Boulder, CO 80302	None	Public Charity	General	300.
DZI Foundation PO Box 632 Ridgway, CO 81432	None	Public Charity	General	200.
Dairy Center of the Arts 2590 Walnut St Boulder, CO 80302	None	Public Charity	General	300.
Total	See continuation sheet(s)			33,800.
b Approved for future payment				
None				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the activities described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

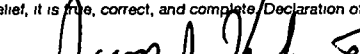
[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr 1)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	 Signature of officer or trustee		1/26/17 Date		Secretary Title	
Paid Preparer Use Only	Print type preparer's name Lisa M. Waite		Preparer's signature <i>Lisa M Waite</i>		Date 1/24/17	
	Check <input type="checkbox"/> if self-employed		PTIN P01283381			
	Firm's name ▶ Elser Enterprises, Inc				Firm's EIN ▶ 39-1399292	
	Firm's address ▶ 777 E. Wisconsin Ave, Suite 3080 Milwaukee, WI 53202				Phone no. 414-225-2284	

Form 990-PF (2016)

Marianne and George Markham
Foundation, c/o Elser Enterprises

39-6044355

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Denver Art Museum PO Box 17765 Denver, CO 80217	None	Public Charity	General	300.
Estes Park Medical Center Foundation 555 Prospect Ave Estes Park, CO 80517	None	Public Charity	General	400.
Frequent Flyers Production PO Box 1979 Boulder, CO 80306	None	Public Charity	General	250.
Amnesty International 5 Penn Plaza - 5th Floor New York, NY 10001	None	Public Charity	General	300.
Central Asia Institute PO Box 7209 Bozeman, MT 59771	None	Public Charity	General	250.
Colorado Horse Rescue 10386 N 65th St Longmont, CO 80503	None	Public Charity	General	200.
Colorado Public Radio - KVOD 7409 S Alton Ct Centennial, CO 80112	None	Public Charity	General	250.
Colorado Public Radio - News 7409 S Alton Ct Centennial, CO 80112	None	Public Charity	General	500.
Colorado Public Television 2900 Welton St Denver, CO 80205	None	Public Charity	General	500.
Harvard University 124 Mt Auburn St Cambridge, MA	None	Public Charity	General	500.
Total from continuation sheets				31,950.

Marianne and George Markham
Foundation, c/o Elser Enterprises

39-6044355

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Intercambio de Comunidades 4735 Walnut St, Suite B Boulder, CO 80301	None	Public Charity	General	300.
KGNU Independent Community Radio 4700 Walnut St Boulder, CO 80301	None	Public Charity	General	200.
Princeton University PO Box 5357 Princeton, NJ 08543	None	Public Charity	General	3,000.
Pro Publica 55 Broadway - 23rd Floor New York, NY 10006	None	Public Charity	General	500.
Salvation Army 1701 33rd St Boulder, CO 80301	None	Public Charity	General	500.
Save the Harbor / Save the Bay 212 Northern Ave, Suite 304W Boston, MA 02210	None	Public Charity	General	2,500.
Stanford Magazine PO Box 20466 Stanford, CA 94309	None	Public Charity	General	150.
Stanford University PO Box 20466 Stanford, CA 94309	None	Public Charity	General	2,500.
Stanford University Law School 559 Nathan Abbot Way Stanford, CA 94305	None	Public Charity	General	2,000.
University of Colorado Foundation PO Box 17126 Boulder, CO 80217	None	Public Charity	Faculty Tuesdays Fund	250.
Total from continuation sheets				

**Marianne and George Markham
Foundation, c/o Elser Enterprises**

39-6044355

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Western National Parks Assoc 12880 N Vistoso Village Way Tucson, AZ 85755	None	Public Charity	General	250.
Westover School 1237 Whittemore Rd Middlebury, CT 06762	None	Public Charity	General	2,000.
Watch Tower Bible & Tract Society 25 Columbus Heights Brooklyn, NY 11201	None	Public Charity	General	5,000.
Hualalai Ohana Foundation of Hawaii PO Box 5227 Kailua-Kona, HI 96745	None	Public Charity	General	250.
Dancewave 45 Fourth Ave Brooklyn, NY 11217	None	Public Charity	General	500.
Earthjustice 50 California St, Suite 500 San Francisco, CA 94111	None	Public Charity	General	250.
Equal Justice Under Law 601 Pennsylvania Ave SW Washington, DC 20004	None	Public Charity	General	250.
Hope for the Warriors 5101 C Blacklick Rd Annandale, VA 22003	None	Public Charity	General	250.
KLRU TV Austin PBS PO Box 7158 Austin, TX 78713	None	Public Charity	General	250.
Milton Academy 170 Centre St Milton, MA 02186	None	Public Charity	General	250.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
New York Times Neediest Cases Fund 4 Chase Metrotech Center, 7th Floor New York, NY 11245	None	Public Charity	General	250.
Park School 171 Goddard Ave Brookline, MA 02445	None	Public Charity	General	250.
Planned Parenthood of Greater Texas 123 William St New York, NY 10038	None	Public Charity	General	250.
Save the Children 501 Kings Hwy East, Suite 400 Fairfield, CT 06825	None	Public Charity		500.
Stanford University PO Box 20466 Stanford, CA 94309	None	Public Charity		250.
Yale University PO Box 2038 New Haven, CT 06521	None	Public Charity		500.
YMCA of Coastal Georgia PO Box 14142 Savannah, GA 31416	None	Public Charity		250.
Intercambio de Comunidades 4735 Walnut St, Suite B Boulder, CO 80301	None	Public Charity		1,500.
Lighthouse Writers' Workshop 1515 Race St Denver, CO 80206	None	Public Charity		1,500.
Trinity College 300 Summitt St Hartford, CT 06106	None	Public Charity		200.
Total from continuation sheets				

Marianne and George Markham
Foundation, c/o Elser Enterprises

39-6044355

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Milton Academy 170 Centre St Milton, MA 02186	None	Public Charity		200.
Planned Parenthood of the Rocky Mtns 7155 E 38th St Denver, CO 80207	None	Public Charity	General	200.
KUT Austin 300 W Dean Keaton St Austin, TX 78712	None	Public Charity	General	250.
Austin Pets Alive! 1156 W Cesar Chavez Austin, TX 78703	None	Public Charity	General	250.
Safe Place PO Box 19454 Austin, TX 78760	None	Public Charity	General	500.
American Red Cross 4655 Sherman Common Blvd Baton Rouge, LA 70816	None	Public Charity	Louisiana Flood Relief	500.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
FANDL & Co.	2,050.	2,050.	
Total to Part I, line 3	2,050.	2,050.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
FANDL & Co.	5,000.	2,655.	2,345.	2,345.	
To Part I, line 4	5,000.	2,655.	2,345.	2,345.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Elser Enterprises	500.	250.		250.
To Form 990-PF, Pg 1, ln 16b	500.	250.		250.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Tax Payment	70.	0.		0.
To Form 990-PF, Pg 1, ln 18	70.	0.		0.

Form 990-PF	Other Expenses			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Tax Preparation Fee	111.	111.		0.	
Custody Fee	175.	88.		87.	
To Form 990-PF, Pg 1, ln 23	286.	199.		87.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	6
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
US Treasury Note, due 12/15/17	X		39,922.	40,042.	
US Treasury Note, due 11/30/17	X		29,957.	30,002.	
US Treasury Note, due 10/15/18	X		44,973.	44,782.	
US Treasury Note, due 5/31/20	X		24,928.	24,924.	
US Treasury Note, due 7/15/18	X		24,958.	24,920.	
US Treasury Note, due 5/31/18	X		24,978.	24,951.	
US Treasury Note, due 9/15/19	X		29,936.	29,607.	
US Treasury Note, due 11/15/19	X		14,985.	14,820.	
Total U.S. Government Obligations			234,637.	234,048.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			234,637.	234,048.	

Form 990-PF	Other Investments			Statement	7
Description	Valuation Method	Book Value	Fair Market Value		
Tweedy Browne Global Value Fund	FMV	43,005.	70,737.		
Tweedy Browne Value Fund	FMV	66,266.	60,995.		
Total to Form 990-PF, Part II, line 13		109,271.	131,732.		

FILING FEE \$25.00
☐ **OPTIONAL EXPEDITED SERVICE + \$25.00**

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Wis. Stats.

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:
George F. and Virginia B. Markham Foundation, Inc.

(Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article I of said corporation's Articles of Incorporation shall be amended to read in its entirety as follows:

"The name of this corporation is the Marianne and George Markham Foundation, Inc."

B. Amendment(s) adopted on October 14, 2016

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- OR ☐ In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)
- OR ☒ In accordance with sec. 181.1003, Wis. Stats. (By Members)
- OR ☐ In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

- ☐ Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 10/14/2016
(Date)

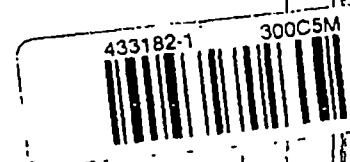
Elizabeth M. Nicholson
(Signature)

Title: ☒ President ☐ Secretary
or other officer title _____

Elizabeth M. Nicholson
(Printed name)

This document was drafted by Karin H. Werner
(Name the individual who drafted the document)

DFI/CCS/104(R04/15)



ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

Karin H. Werner, Esq.
Foley & Lardner LLP
777 E. Wisconsin Avenue
Milwaukee, Wisconsin 53202

▲ Your return address and phone number during the day: (414) 297 - 5198

INSTRUCTIONS (Ref. sec. 181.1005 Wis. Stats. for document content)

Please use **BLACK Ink**. Submit one original document to State of WI – Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348, together with a **FILING FEE of \$25.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 201 W. Washington Ave., Suite 300, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article).

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

C. Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.

D. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.



For Office



**State of Wisconsin
Department of Financial Institutions**

Endorsement

ARTICLES OF AMENDMENT - Ch. 181

GEORGE F. AND VIRGINIA B. MARKHAM FOUNDATION, INC.

Received Date: 10/20/2016

Filed Date: 10/21/2016

Filing Fee: \$25.00

Expedited Fee: \$25.00

Entity ID#: 6M08895

Total Fee: \$50.00

NAME CHANGE

OOS# 201610205021353