



EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

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OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2017 or tax year beginning

, and ending

Name of foundation MARK FOUNDATION C/O BESSEMER TRUST COMPANY		A Employer identification number 27-3024112
Number and street (or P.O. box number if mail is not delivered to street address) 300 CRESCENT COURT	Room/suite 800	B Telephone number (512) 470-1255
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75201		C If exemption application is pending, check here <input type="checkbox"/>
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		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) \$ 22,755,052.	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					
4 Dividends and interest from securities		505,956.	505,956.		STATEMENT 1
5a Gross rents		-771.	-771.		STATEMENT 2
b Net rental income or (loss) -771.					
6a Net gain or (loss) from sale of assets not on line 10		519,152.			
b Gross sales price for all assets on line 6a 2,260,458.					
7 Capital gain net income (from Part IV, line 2)			519,152.		
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		310,403.	310,403.		STATEMENT 3
12 Total. Add lines 1 through 11		1,334,740.	1,334,740.		
13 Compensation of officers, directors, trustees, etc		110,889.	27,722.		83,167.
14 Other employee salaries and wages		12,000.	3,000.		9,000.
15 Pension plans, employee benefits		16,053.	4,013.		12,040.
16a Legal fees					
b Accounting fees STMT 4		13,385.	12,072.		1,313.
c Other professional fees STMT 5		31,905.	31,905.		0.
17 Interest		791.	491.		0.
18 Taxes STMT 6		30,378.	3,165.		6,324.
19 Depreciation and depletion		3,380.	3,380.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		78,746.	59,508.		7,152.
24 Total operating and administrative expenses Add lines 13 through 23		297,527.	145,256.		118,996.
25 Contributions, gifts, grants paid		940,000.			940,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,237,527.	145,256.		1,058,996.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		97,213.			
b Net investment income (if negative, enter -0-)			1,189,484.		
c Adjusted net income (if negative, enter -0-)				N/A	

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C/O BESSEMER TRUST COMPANY

27-3024112

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	479,472.	939,416.	939,416.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,500.	3,384.	3,384.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	15,474,965.	15,063,136.	17,431,883.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9		3,631,962.	3,717,450.	2,859,046.
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)		1,550,991.	1,521,323.	1,521,323.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		21,144,890.	21,244,709.	22,755,052.
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 ▶ STATEMENT 11)	0.	2,606.		
23 Total liabilities (add lines 17 through 22)	0.	2,606.		
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	21,144,890.	21,242,103.	
30 Total net assets or fund balances	21,144,890.	21,242,103.		
31 Total liabilities and net assets/fund balances	21,144,890.	21,244,709.		

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	21,144,890.
2 Enter amount from Part I, line 27a	2	97,213.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	21,242,103.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,242,103.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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			
b SEE ATTACHED STATEMENT			
c			
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			
b			
c			
d			
e 2,260,458.		1,741,306.	519,152.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			519,152.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	519,152.
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 doesn't 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))
2016	1,068,393.	18,269,057.	.058481
2015	824,008.	18,550,987.	.044419
2014	207,450.	19,193,149.	.010809
2013	1,635,285.	18,442,600.	.088669
2012	903,722.	18,217,125.	.049608

2 Total of line 1, column (d)	2	.251986
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.050397
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	19,604,824.
5 Multiply line 4 by line 3	5	988,024.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,895.
7 Add lines 5 and 6	7	999,919.
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	1,058,996.

MARK FOUNDATION
C/O BESSEMER TRUST COMPANY
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 11,895.
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 11,895.
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 11,895.
6 Credits/Payments:		
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a 10,272.	
b Exempt foreign organizations - tax withheld at source	6b 0.	
c Tax paid with application for extension of time to file (Form 8868)	6c 16,920.	
d Backup withholding erroneously withheld	6d 0.	
7 Total credits and payments. Add lines 6a through 6d	7 27,192.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8 0.	
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 15,297.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input checked="" type="checkbox"/> 12,000. Refunded <input type="checkbox"/>	11 3,297.	

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 the 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
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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?	X	
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. <input checked="" type="checkbox"/> 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? 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 2017 or the tax year beginning in 2017? See the 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	

STMT 12

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 SEE STATEMENT 13 SEE STATEMENT 14	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of C/O BESSEMER TRUST COMPANY Telephone no. (512) 470-1255 Located at 300 CRESCENT COURT, SUITE 800, DALLAS, TX ZIP+4 75201		
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 2017, 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		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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions. Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/> 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 2017? <input type="checkbox"/>		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A 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. N/A		X
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No b If "Yes," did it have excess business holdings in 2017 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 2017.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2017?		X

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

	Yes	No
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	<input type="checkbox"/>	
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	
If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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, and 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
MARTHA PEAK ROCHELLE	PRESIDENT			
300 CRESCENT COURT, SUITE 800				
DALLAS, TX 75201	20.00	30,000.	0.	0.
LAURA KATHERINE WYKER	SECRETARY/TREASURER			
300 CRESCENT COURT, SUITE 800				
DALLAS, TX 75201	40.00	80,889.	0.	0.
JAMES A. ROCHELLE	VICE-PRESIDENT			
300 CRESCENT COURT, SUITE 800				
DALLAS, TX 75201	2.00	0.	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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST COMPANY - 300 CRESCENT COURT, SUITE 800, DALLAS, TX 75201	INVESTMENT MANAGEMENT	31,905.
ARMANINO, LLP - 15950 N. DALLAS PARKWAY, SUITE 600, DALLAS, TX 75248	TAX AND ACCOUNTING SERVICES	13,135.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	
SEE STATEMENT 15	0.
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	16,462,336.
b	Average of monthly cash balances	1b	557,960.
c	Fair market value of all other assets	1c	2,883,079.
d	Total (add lines 1a, b, and c)	1d	19,903,375.
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	19,903,375.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	298,551.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,604,824.
6	Minimum investment return. Enter 5% of line 5	6	980,241.

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	980,241.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	11,895.
b	Income tax for 2017. (This does not include the tax from Part VI)	2b	116.
c	Add lines 2a and 2b	2c	12,011.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	968,230.
4	Recoveries of amounts treated as qualifying distributions	4	29,668.
5	Add lines 3 and 4	5	997,898.
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	997,898.

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	1,058,996.
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	1,058,996.
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	11,895.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,047,101.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				997,898.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			760,714.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 1,058,996.				
a Applied to 2016, but not more than line 2a			760,714.	
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 2017 distributable amount				298,282.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				699,616.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, enter the date of the ruling

b. Check box to indicate whether the foundation is a private operating foundation described in section

	4942(1)(3) or		4942(1)(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

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(i)(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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BNGF KATHERINE & AUSTIN WYKER FUND 100 WOODBRIDGE CENTER DRIVE WOODBIDGE, NJ 07095-1162	NONE	PC	DONOR ADVISED FUND	25,000.
BNGF THE MARK FUND 100 WOODBRIDGE CENTER DRIVE WOODBIDGE, NJ 07095-1162	NONE	PC	DONOR ADVISED FUND	400,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1667 K STREET, NW, SUITE 550 WASHINGTON, DC 20006	NONE	PC	GENERAL SUPPORT	10,000.
NORTH TEXAS BOXER RESCUE 7027 JOYCE WAY DALLAS, TX 75225	NONE	PC	FOR RESCUE AND EMERGENCY FUNDS	5,000.
SANTA FE ANIMAL SHELTER 100 CAJA DEL RIO ROAD SANTA FE, NM 87507	NONE	PC	THE ST. FRANCIS FUND	75,000.
Total	SEE CONTINUATION SHEET(S)			940,000.
b Approved for future payment				
NONE				
Total				0.

(See worksheet in line 13 instructions to verify calculations.)

723621 01-03-18

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c)(3) (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.		

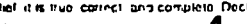
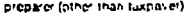
[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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 instructions.	
	 Signature of officer or trustee			11/13/18 Date	
Paid Preparer Use Only	Print/Type preparer's name JANET H. QUINONES, CPA			Preparer's signature 	
	Firm's name ▶ THE MB GROUP LLC			Date 11/13/18	
	Firm's address ▶ 5072 W PLANO PARKWAY, SUITE 150 PLANO, TX 75093			Check <input type="checkbox"/> if self-employed PTIN P00772218	
			Firm's EIN ▶ 20-3762051		
			Phone no 469-865-1040		

Form 990-PF (2017)

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 PUBLICLY TRADED SECURITIES		P		
b PUBLICLY TRADED SECURITIES		P		
c FIFTH AVENUE REAL ASSETS 3 LLC		P		
d FIFTH AVENUE REAL ASSETS 3 LLC		P		
e FIFTH AVENUE REAL ASSETS 3 LLC		P		
f FIFTH AVENUE REAL ASSETS 3 LLC		P		
g FIFTH AVENUE REAL ASSETS 3 LLC		P		
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
l				
m				
n				
o				

(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 773,628.		757,982.	15,646.
b 1,026,238.		981,559.	44,679.
c		1,205.	-1,205.
d 313.			313.
e 17,350.			17,350.
f		336.	-336.
g		224.	-224.
h 442,929.			442,929.
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			15,646.
b			44,679.
c			-1,205.
d			313.
e			17,350.
f			-336.
g			-224.
h			442,929.
i			
j			
k			
l			
m			
n			
o			

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	519,152.
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

27-3024112

3 Grants and Contributions Paid During the Year (Continuation)

723631
04-01-17

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BESSEMER TRUST - ARMSTRONG COMMUNITY MUSIC	76,876.	0.	76,876.	76,876.	
BESSEMER TRUST - DIVIDENDS	866,714.	442,929.	423,785.	423,785.	
BESSEMER TRUST - TAXABLE INTEREST	1,058.	0.	1,058.	1,058.	
BESSEMER TRUST - TAXABLE INTEREST	813.	0.	813.	813.	
DORCHESTER MINERALS, LP - DIVIDENDS	2,214.	0.	2,214.	2,214.	
DORCHESTER MINERALS, LP - TAXABLE INTEREST	277.	0.	277.	277.	
FIFTH AVENUE PRIVATE EQUITY 14 LLC	5.	0.	5.	5.	
FIFTH AVENUE REAL ASSETS 3 LLC - DIVIDENDS	412.	0.	412.	412.	
FIFTH AVENUE REAL ASSETS 3 LLC - TAXABLE INTEREST	505.	0.	505.	505.	
U. S. DEPARTMENT OF THE TREASURY	11.	0.	11.	11.	
TO PART I, LINE 4	948,885.	442,929.	505,956.	505,956.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FIFTH AVENUE REAL ASSETS 3 LLC	1	-771.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-771.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DORCHESTER MINERALS, LP - ROYALTIES	300,665.	300,665.	
FIFTH AVENUE REAL ASSETS 3 LLC	10,220.	10,220.	
FIFTH AVENUE REAL ASSETS 3 LLC	-567.	-567.	
FIFTH AVENUE REAL ASSETS 3 LLC - ROYALTIES	85.	85.	
TOTAL TO FORM 990-PF, PART I, LINE 11	310,403.	310,403.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	13,135.	11,822.		1,313.
TAX PREPARATION SUPPORT FEES	250.	250.		0.
TO FORM 990-PF, PG 1, LN 16B	13,385.	12,072.		1,313.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	31,905.	31,905.		0.
TO FORM 990-PF, PG 1, LN 16C	31,905.	31,905.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	8,432.	2,108.		6,324.
FOREIGN TAXES	1,837.	1,057.		0.
EXCISE TAX	20,109.	0.		0.
TO FORM 990-PF, PG 1, LN 18	30,378.	3,165.		6,324.

FORM 990-PF	OTHER EXPENSES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DORCHESTER MINERALS LP - ROYALTY DEDUCTIONS	52,415.	52,415.		0.
FIFTH AVENE REAL ASSETS 3 LLC	7,081.	7,077.		0.
FIFTH AVENE REAL ASSETS 3 LLC - ROYALTY DEDUCTIONS	16.	16.		0.
FIFTH AVENE REAL ASSETS 3 LLC - INTANGIBLE DRILLING COSTS	7,673.	0.		0.
FIFTH AVENE REAL ASSETS 3 LLC - NONDEDUCTIBLE EXPENSES	8.	0.		0.
FIFTH AVENUE PRIVATE EQUITY 14 LLC - OTHER DEDUCTIONS	4,401.	0.		0.
CHARITABLE DUES	225.	0.		225.
EXPONENT PHILANTHROPY	6,927.	0.		6,927.
TO FORM 990-PF, PG 1, LN 23	78,746.	59,508.		7,152.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
BESSEMER TRUST - OW FIXED INCOME FUND	2,002,063.		1,971,290.	
BESSEMER TRUST - MANAGED SECURITIES	8,414,534.		9,218,684.	
BESSEMER TRUST - OW LARGE CAP STRATEGIES FUND	4,646,539.		6,241,909.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,063,136.		17,431,883.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
179,277 SHARES - DORCHESTER MINERALS, LP	COST	3,628,994.	2,726,010.
FIFTH AVENUE REAL ASSETS 3 LLC - FKA OLD WESTBURY GLOBAL REAL ASSETS FUND LP	COST	93,152.	133,036.
FIFTH AVENUE PRIVATE EQUITY 14 LLC	COST	-4,696.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,717,450.	2,859,046.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM-RELATED INVESTMENT - ARMSTRONG COMMUNITY MUSIC SCHOOL	1,550,991.	1,521,323.	1,521,323.
TO FORM 990-PF, PART II, LINE 15	1,550,991.	1,521,323.	1,521,323.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX WITHHELD	0.	2,606.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	2,606.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 12
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NAME OF CONTRIBUTOR	ADDRESS
MARY LEE PEAK A - TRUST	3308 PRESTON ROAD # 350-328 PLANO, TX 75093
PEAK REVOCABLE LIVING TRUST	3308 PRESTON ROAD # 350-328 PLANO, TX 75093

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT 13
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EXPLANATION

THE MARK FOUNDATION MADE THE FOLLOWING GRANTS TO DONOR ADVISED FUNDS OVER WHICH A DISQUALIFIED PERSON HAD ADVISORY PRIVILEGES DURING 2017:

BESSEMER NATIONAL GIFT FUND KATHERINE & AUSTIN WYKER FUND
(EIN: 13-7111099) \$25,000
BESSEMER NATIONAL GIFT FUND THE MARK FOUNDATION
(EIN: 13-7111099) \$400,000

THE PRESIDENT OF MARK FOUNDATION, MARTHA PEAK ROCHELLE, HAS ADVISORY PRIVILEGES OVER THE BESSEMER NATIONAL GIFT FUND THE MARK FUND AND THE SECRETARY OF MARK FOUNDATION, LAURA KATHERINE WYKER, HAS ADVISORY PRIVILEGES OVER THE BESSEMER NATIONAL GIFT FUND KATHERINE & AUSTIN WYKER FUND, THEREBY PERMITTING THE FOUNDATION TO MAINTAIN EXPENDITURE RESPONSIBILITY.

THE ABOVE HAVE BEEN TREATED AS QUALIFYING DISTRIBUTIONS THE FOUNDATION FOR THE YEAR ENDED DECEMBER 31, 2017.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 SECTION 170(C)(2)(B) STATEMENT	STATEMENT 14
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EXPLANATION

THE DISTRIBUTIONS TO THE DONOR ADVISED FUNDS ARE BEING TRANSFERRED BY THE FUNDS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE RECIPIENT ORGANIZATION'S USE OF THESE GRANTS CARRY OUT THE CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES(S) FOR WHICH THE FOUNDATION WAS CREATED.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 15

DESCRIPTION

ON FEBRUARY 22, 2013 THE FOUNDATION MADE A LOAN TO THE ARMSTRONG COMMUNITY MUSIC SCHOOL OF AUSTIN, TEXAS. THE PURPOSE OF THE LOAN WAS IN FURTHERANCE OF THE CHARITABLE PURPOSE OF THE FOUNDATION. THE LOAN BEARS AN INTEREST RATE OF 5% AND IS DUE ON MARCH 1, 2018. THE ORIGINAL PRINCIPLE AMOUNT OF THE NOTE WAS \$1,653,930. THE OUTSTANDING BALANCE OF THE NOTE AT DECEMBER 31, 2017 IS \$1,521,323. THE ADDRESS OF ARMSTRONG COMMUNITY MUSIC SCHOOL IS 404 CAMP CRAFT ROAD, AUSTIN, TEXAS 78746.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

0.

**MARK FOUNDATION
SUPPLEMENT TO FORM 990-PF
DECEMBER 31, 2017
PART VII-B – QUESTION 1(b)**

THE FOUNDATION IS THE BENEFICIARY OF A TRUST IN POST-MORTEM ADMINISTRATION. THERE HAVE AND WILL BE TRANSACTIONS IN THE NORMAL COURSE OF TRUST ADMINISTRATION THAT IMPLICATE THE INDIRECT SELF-DEALING RULES; THESE TRANSACTIONS QUALIFY FOR THE ESTATE ADMINISTRATION EXCEPTION IN TREASURY REGULATION SECTION 53.4941(d)-1(b)(3).