



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



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

2013

Department of the Treasury
Internal Revenue Service

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

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

The Marbled Foundation
235 Montgomery Street #1270
San Francisco, CA 94104

A Employer identification number
20-0595609

B Telephone number (see the instructions)
(415) 346-5757

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

G Check all that apply:

<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 checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 38,939,338.

J Accounting method: Cash Accrual
 Other (specify) Modified Cash
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,686.	1,686.	N/A	
	4 Dividends and interest from securities	913,950.	913,950.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	692,338.			
	b Gross sales price for all assets on line 6a	3,397,403.			
	7 Capital gain net income (from Part IV, line 2)		692,338.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
See Statement 1		139,872.	10,994.		
12 Total. Add lines 1 through 11		1,747,846.	1,618,968.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	21,558.			21,558.
	14 Other employee salaries and wages	239,990.			240,090.
	15 Pension plans, employee benefits	45,526.			46,739.
	16a Legal fees (attach schedule) See St 2	5,850.			5,850.
	b Accounting fees (attach sch) See St 3	16,165.	8,083.		9,583.
	c Other prof fees (attach sch) See St 4	145,482.	129,498.		17,497.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 5	23,252.	3,252.		
	19 Depreciation (attach sch) and depletion See Stmt 6	9,197.			
	20 Occupancy	112,783.			112,783.
	21 Travel, conferences, and meetings	12,531.			13,649.
22 Printing and publications	360.			360.	
23 Other expenses (attach schedule)					
See Statement 7		62,799.			55,688.
24 Total operating and administrative expenses. Add lines 13 through 23	695,493.	140,833.		523,797.	
25 Contributions, gifts, grants paid Part XV	1,845,000.			1,755,000.	
26 Total expenses and disbursements. Add lines 24 and 25	2,540,493.	140,833.		2,278,797.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-792,647.				
b Net investment income (if negative, enter -0-)		1,478,135.			
c Adjusted net income (if negative, enter -0-)					

SCANNED AUG 27 2014

614 20

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	4,933,191.	4,211,014.	4,211,014.
	3 Accounts receivable ▶ 8,208.			
	Less: allowance for doubtful accounts ▶	13,160.	8,208.	8,208.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶ 433,755.	Statement 8		
	Less: allowance for doubtful accounts ▶	462,760.	433,755.	433,755.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	32,649.	37,850.	37,850.
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 9	3,699,266.	3,209,620.	3,209,620.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) Statement 10	28,818,394.	30,947,962.	30,947,962.	
14 Land, buildings, and equipment basis ▶ 93,694.				
Less: accumulated depreciation (attach schedule) See Stmt 11 ▶ 66,853.	36,038.	26,841.	26,841.	
15 Other assets (describe ▶ See Statement 12)	56,200.	64,088.	64,088.	
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item l)	38,051,658.	38,939,338.	38,939,338.	
LIABILITIES	17 Accounts payable and accrued expenses	13,497.	15,163.	
	18 Grants payable	10,000.	100,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ See Statement 13)	21,401.	21,401.	
	23 Total liabilities (add lines 17 through 22)	44,898.	136,564.	
NEUTRAL ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>			
	24 Unrestricted	38,006,760.	38,802,774.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	38,006,760.	38,802,774.	
	31 Total liabilities and net assets/fund balances (see instructions)	38,051,658.	38,939,338.	

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	38,006,760.
2 Enter amount from Part I, line 27a.	2	-792,647.
3 Other increases not included in line 2 (itemize) ▶ See Statement 14	3	1,588,661.
4 Add lines 1, 2, and 3	4	38,802,774.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30.	6	38,802,774.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Sale of Publicly Traded Securities	P	Various	Various
b Capital Gain Distributions	P	Various	Various
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 3,347,234.		2,705,065.	642,169.
b 50,169.			50,169.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			642,169.
b			50,169.
c			
d			
e			

2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	692,338.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) [If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	0.

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 (column (b) divided by column (c))
2012	3,364,755.	51,763,896.	0.065002
2011	3,308,819.	70,190,247.	0.047141
2010	3,421,382.	69,428,597.	0.049279
2009	* 2,160,683.	* 63,464,728.	0.034045
2008	* 4,635,578.	* 66,915,715.	0.069275
*See Statement 19			
2 Total of line 1, column (d)			0.264742
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			0.052948
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			38,310,946.
5 Multiply line 4 by line 3			2,028,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)			14,781.
7 Add lines 5 and 6			2,043,269.
8 Enter qualifying distributions from Part XII, line 4			2,278,797.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1 a 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 instrs)			
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	14,781.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	14,781.
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	14,781.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	32,630.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	15,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	47,630.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32,849.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 32,849. Refunded	11	0.	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.marclied.org</u>	13	X	
14	The books are in care of <u>Derek Aspacher</u> Telephone no. <u>(415) 346-5757</u> Located at <u>235 Montgomery Street #1270 San Francisco CA</u> ZIP + 4 <u>94104</u>			
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	N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. 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
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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"/>	1 b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u> <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.)	2 b	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. <u>20__ , 20__ , 20__ , 20__</u>		
3 a	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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d) See Statement 16 Yes No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No N/A

5 b		X
6 b		X
7 b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Claire Solot 235 Montgomery Street #1270 San Francisco, CA 94104	Pres/Dir 5.00	10,500.	558.	0.
Mary Bianco 235 Montgomery Street #1270 San Francisco, CA 94104	Sec'tary/Dir 5.00	10,500.	0.	0.
Edwin Solot, Jr. 235 Montgomery Street #1270 San Francisco, CA 94104	Tres/Dir 5.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Derek Aspacher 235 Montgomery Street #1270 San Francisco, CA 94104	Exec Dir 35	145,000.	12,639.	0.
Melissa Boilon 235 Montgomery Street #1270 San Francisco, CA 94104	Grants Mgr 35	65,301.	6,540.	0.

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

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Baker Street Advisors, LLC 455 Market Street San Francisco, CA 94105	Investment Advisory	129,498.

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 (see instructions)

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

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

BAA

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	31,849,651.
b	Average of monthly cash balances	1b	4,551,134.
c	Fair market value of all other assets (see instructions)	1c	2,493,576.
d	Total (add lines 1a, b, and c)	1d	38,894,361.
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	38,894,361.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	583,415.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,310,946.
6	Minimum investment return. Enter 5% of line 5	6	1,915,547.

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	1,915,547.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,781.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	14,781.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,900,766.
4	Recoveries of amounts treated as qualifying distributions	4	128,814.
5	Add lines 3 and 4	5	2,029,580.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,029,580.

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	2,278,797.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,278,797.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	14,781.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,264,016.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,029,580.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	73,469.	Statement 20 Statement 20		
b From 2009	46,031.			
c From 2010				
d From 2011				
e From 2012	839,438.			
f Total of lines 3a through e	958,938.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,278,797.				
a Applied to 2012, 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)	958,938.			
d Applied to 2013 distributable amount				1,319,859.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	709,721.			709,721.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,208,155.			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,208,155.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	249,217.			
e Excess from 2013	958,938.			

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 2013, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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(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 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 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
<p><i>a Paid during the year</i> See Statement 17</p>				
<p>Total ▶ 3a</p>				<p>1,755,000.</p>
<p><i>b Approved for future payment</i> Single Stop USA 369 Pine Street, # 503 San Francisco, CA 94104</p>	<p>N/A</p>	<p>PC</p>	<p>LATTC Single Stop Site</p>	<p>100,000.</p>
<p>Total ▶ 3b</p>				<p>100,000.</p>

**Depreciation and Amortization
(Including Information on Listed Property)**

2013

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment
Sequence No **179**

Name(s) shown on return

The Marbled Foundation

Identifying number

20-0595609

Business or activity to which this form relates

Form **990/990-PF**

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	9,197.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	9,197.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

The Marclad Foundation

20-0595609

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Insurance Dividend	\$ 147.	\$ 147.	
Other Investment Income	384.	384.	
Refund of Expense	64.		
Rental Income	10,463.	10,463.	
Return of Grant	128,814.		
Total	<u>\$ 139,872.</u>	<u>\$ 10,994.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	\$ 5,850.			\$ 5,850.
Total	<u>\$ 5,850.</u>	<u>\$ 0.</u>		<u>\$ 5,850.</u>

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees	\$ 12,665.	\$ 6,333.		\$ 7,833.
Tax Preparation	3,500.	1,750.		1,750.
Total	<u>\$ 16,165.</u>	<u>\$ 8,083.</u>		<u>\$ 9,583.</u>

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Fees	\$ 129,498.	\$ 129,498.		
IT & HTML	2,109.			\$ 2,160.
Other Professional Consultants	13,875.			15,337.
Total	<u>\$ 145,482.</u>	<u>\$ 129,498.</u>		<u>\$ 17,497.</u>

The Marclad Foundation

20-0595609

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	\$ 20,000.			
Foreign Withholding on Dividends	3,252.	\$ 3,252.		
Total	<u>\$ 23,252.</u>	<u>\$ 3,252.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part I, Line 19
Allocated Depreciation

Date Acquired	Cost Basis	Prior Yr Depr	Method	Rate	Life	Current Yr Depr	Net Invest Income	Adjusted Net Income
Telephone System								
8/01/10	6,083	3,676	S/L		4	1,521	0	0
Computer								
8/01/10	5,085	2,458	S/L		5	1,017	0	0
Computer								
9/21/10	1,030	464	S/L		5	206	0	0
Rug & Installation								
8/01/10	10,975	6,631	S/L		4	2,744	0	0
Workstations								
8/01/10	17,517	5,294	S/L		10	1,752	0	0
Workstations								
8/01/10	13,609	4,350	S/L		10	1,361	0	0
Table								
10/12/10	5,962	1,353	S/L		10	596	0	0

Statement 7
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advertising & Marketing	\$ 8,948.			\$ 8,948.
Annual Filings & Licenses	407.			407.
Bank Charges	185.			185.
Bookkeeping	8,380.			8,080.
Computer Expense	580.			580.
Equipment Leasing	4,251.			4,251.
Furniture	5,489.			
Insurance	5,608.			5,608.
Membership Dues	7,647.			7,647.
Miscellaneous	65.			
Moving & Repairs	2,849.			2,849.
Office Incidentals	1,455.			1,384.
Office Supplies	2,089.			2,760.

The Marclad Foundation

20-0595609

Statement 7 (continued)
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll Processing	\$ 2,083.			\$ 2,492.
Postage and Shipping	444.			444.
Recruitment	170.			
Software Leasing	3,000.			3,000.
Subscriptions	75.			75.
Telecommunications	5,718.			5,278.
Telephone Equipment	1,355.			
Web Hosting	2,001.			1,700.
Total	\$ 62,799.	\$ 0.		\$ 55,688.

Statement 8
Form 990-PF, Part II, Line 7
Other Notes and Loans Receivable

Other Notes and Loans	Book Value	Fair Market Value	Doubtful Accounts Allowance
C T Chandonnet	\$ 250,605.	\$ 250,605.	\$ 0.
J K Shah	22,408.	22,408.	0.
JK Shah, LLC	160,742.	160,742.	0.
Total	\$ 433,755.	\$ 433,755.	
		Allowance for Doubtful Accounts	\$ 0.
	Net Other Notes/Loans Rec. - Book Value		\$ 433,755.

Statement 9
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Berkshire Hathaway A 5 Sh	Mkt Val	\$ 889,500.	\$ 889,500.
Alexandria Real Estate 306 Sh	Mkt Val	19,468.	19,468.
American Campus Cmmtys Inc 946 Sh	Mkt Val	30,471.	30,471.
Boston Properties Inc 217 Sh	Mkt Val	21,780.	21,780.
Corporate Offices Ppty Inc 685 Sh	Mkt Val	16,228.	16,228.
DCT Industrial Trust Inc 971 Sh	Mkt Val	6,923.	6,923.
Essex Property Trust Inc 166 Sh	Mkt Val	23,823.	23,823.
SL Green Realty 84 Sh	Mkt Val	7,760.	7,760.
Ventas Inc 376 Sh	Mkt Val	21,537.	21,537.
AXA ADS 830 Sh	Mkt Val	23,114.	23,114.
BASF SE ADR 790 Sh	Mkt Val	84,354.	84,354.
BHP Billiton Ltd 1285 Sh	Mkt Val	87,637.	87,637.
British Amer Tob ADR 420 Sh	Mkt Val	45,116.	45,116.
Brookfield Asset Mgmt Inc 805 Sh	Mkt Val	31,258.	31,258.
Canadian Natl Railways Co 1160 Sh	Mkt Val	66,143.	66,143.
Canadian Natural Resources 1,340 Sh	Mkt Val	45,346.	45,346.
Core Laboratories N V 115 Sh	Mkt Val	21,959.	21,959.

The Marclad Foundation

20-0595609

Statement 9 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Diageo ADR 375 Sh	Mkt Val	\$ 49,658.	\$ 49,658.
Ensign Energy Services 645 Sh	Mkt Val	10,156.	10,156.
Ingersoll Rand Co PLC 1,670 Sh	Mkt Val	102,872.	102,872.
Manulife Financial Corp 760 Sh	Mkt Val	14,995.	14,995.
Nabors Industries Ltd 2,670 Sh	Mkt Val	45,363.	45,363.
Nestle SA Spon 967 Sh	Mkt Val	71,001.	71,001.
Noble Corp 2,005 Sh	Mkt Val	75,127.	75,127.
Novartis AG ADR 540 Sh	Mkt Val	43,405.	43,405.
Partnerre Hldgs 405 Sh	Mkt Val	42,699.	42,699.
Potash Corp of Saskatchewan 1,300 Sh	Mkt Val	42,848.	42,848.
Rio Tinto ADR 1,795 Sh	Mkt Val	101,292.	101,292.
Schlumberger Ltd 1,425 Sh	Mkt Val	128,407.	128,407.
Suncor Energy Inc 1,990 Sh	Mkt Val	69,750.	69,750.
Talisman Energy Inc 1,240 Sh	Mkt Val	14,446.	14,446.
Teck Resources Ltd 430 Sh	Mkt Val	11,184.	11,184.
Tenaris S A 1,890 Sh	Mkt Val	82,574.	82,574.
UBS AG 2,356 Sh	Mkt Val	45,353.	45,353.
Unilever NV 880 Sh	Mkt Val	35,402.	35,402.
Weatherford Intl Ltd 5,620 Sh	Mkt Val	87,054.	87,054.
Yara Intl ASA Spons ADR 115 Sh	Mkt Val	4,947.	4,947.
Vale SA 2,855 Sh	Mkt Val	43,539.	43,539.
Digital Realty Trust Inc 384 Sh	Mkt Val	18,862.	18,862.
Forest CY Enterprise A 2,108 Sh	Mkt Val	40,263.	40,263.
Simon Ppty Group Inc 276 Sh	Mkt Val	41,996.	41,996.
DuPont Fabros Technology 435 Sh	Mkt Val	10,749.	10,749.
Eastgroup Properties Inc 266 Sh	Mkt Val	15,409.	15,409.
Federal Realty Invst Tr 173 Sh	Mkt Val	17,544.	17,544.
Canadian Pacific Railways Co 590 Sh	Mkt Val	89,279.	89,279.
Avalonbay Communities 325 Sh	Mkt Val	38,425.	38,425.
Biomed Rlty 331 Sh	Mkt Val	5,998.	5,998.
CBL & Associates 587 Sh	Mkt Val	10,543.	10,543.
DDR Corp 508 Sh	Mkt Val	7,808.	7,808.
Education Rlty 983 Sh	Mkt Val	8,670.	8,670.
HCP Inc 150 Sh	Mkt Val	5,448.	5,448.
Post Pptys 244 Sh	Mkt Val	11,036.	11,036.
Vornado Rlty 207 Sh	Mkt Val	18,380.	18,380.
Finning International 190 Sh	Mkt Val	4,855.	4,855.
American Tower Corp, 300 Sh	Mkt Val	23,946.	23,946.
EPR Pptys SBI, 144 Sh	Mkt Val	7,079.	7,079.
Host Hotels & Resorts Inc, 811 Sh	Mkt Val	15,766.	15,766.
Lasalle Hotel Pptys, 370 Sh	Mkt Val	11,418.	11,418.
Taubman Centers Inc, 192 Sh	Mkt Val	12,273.	12,273.
Eaton Corp, 850 Sh	Mkt Val	64,702.	64,702.
Alexander & Baldwin 165 Sh	Mkt Val	6,885.	6,885.
Campus Crest CMNTYS 541 Sh	Mkt Val	5,091.	5,091.
SBA Communications CPRP 131 Sh	Mkt Val	11,769.	11,769.
Acadia Realty Trust 470 Sh	Mkt Val	11,670.	11,670.
Cubalmart 745 Sh	Mkt Val	11,875.	11,875.
Equity Lifestyle 190 Sh	Mkt Val	6,884.	6,884.
General Growth PPTYS 797 Sh	Mkt Val	15,996.	15,996.
Liberty PPTY TR 438 Sh	Mkt Val	14,835.	14,835.
Tanger Factory Outlet CTRS 355 Sh	Mkt Val	11,367.	11,367.
Allegion PLC CIM 556 Sh	Mkt Val	24,570.	24,570.
Ensco PLC COM 765 Sh	Mkt Val	43,740.	43,740.
	Total	\$ 3,209,620.	\$ 3,209,620.

The Marclad Foundation

20-0595609

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
West Palm Beach Venture	Mkt Val	\$ 302,252.	\$ 302,252.
Total Other Investments		<u>\$ 302,252.</u>	<u>\$ 302,252.</u>
<u>Other Publicly Traded Securities</u>			
Ivy Glob Natl Resources 20,406.478 Sh	Mkt Val	384,458.	384,458.
Vanguard Bd Index Ttl Bnd Mkt 913,555 Sh	Mkt Val	9,647,142.	9,647,142.
Pimco Total Rtrn Instl 393,724.046 Sh	Mkt Val	4,208,910.	4,208,910.
Vanguard Bnd Index Ttl Mkt 67,130 Sh	Mkt Val	6,439,110.	6,439,110.
Ivy Asset Strategy 37,571.586 Sh	Mkt Val	1,212,811.	1,212,811.
Vanguard Intl Equity 33,515 Sh	Mkt Val	1,378,807.	1,378,807.
Vanguard Index Fds REIT 15,843 Sh	Mkt Val	1,022,824.	1,022,824.
Vanguard Index Fds Sm Cap 7,249 Sh	Mkt Val	797,028.	797,028.
Vanguard Inflation Protect 25,139.163 Sh	Mkt Val	640,294.	640,294.
American Rlty Cap Pptys Inc 21,468 Sh	Mkt Val	275,885.	275,885.
Realty Income Corp 13,970 Sh	Mkt Val	521,500.	521,500.
Vanguard FTSE 39,614 Sh	Mkt Val	1,651,112.	1,651,112.
DFA Commodity Strategy Port 50,049.97 Sh	Mkt Val	415,915.	415,915.
Gladstone COML Corp 16,950 Sh	Mkt Val	304,592.	304,592.
Total Other Publicly Traded Securities		<u>\$ 28,900,388.</u>	<u>\$ 28,900,388.</u>
<u>Other Securities</u>			
Argin Realty Co, Inc	Mkt Val	520,917.	520,917.
Kesmar Realty Co, Inc	Mkt Val	243,834.	243,834.
Darb Realty Co	Mkt Val	75,446.	75,446.
17 West Orange Realty	Mkt Val	487,125.	487,125.
26 East Realty Co, Inc	Mkt Val	418,000.	418,000.
Total Other Securities		<u>\$ 1,745,322.</u>	<u>\$ 1,745,322.</u>
Total		<u>\$ 30,947,962.</u>	<u>\$ 30,947,962.</u>

Statement 11
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 93,694.	\$ 66,853.	\$ 26,841.	\$ 26,841.
Total	<u>\$ 93,694.</u>	<u>\$ 66,853.</u>	<u>\$ 26,841.</u>	<u>\$ 26,841.</u>

The Marclad Foundation

20-0595609

Statement 12
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Art Work	\$ 20,726.	\$ 20,726.
Deposit	15,616.	15,616.
Interest/Dividend Receivable	27,746.	27,746.
Total	<u>\$ 64,088.</u>	<u>\$ 64,088.</u>

Statement 13
Form 990-PF, Part II, Line 22
Other Liabilities

Deferred Excise Taxes	\$ 21,401.
Total	<u>\$ 21,401.</u>

Statement 14
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	\$ 1,588,661.
Total	<u>\$ 1,588,661.</u>

Statement 15
Form 990-PF, Part VII-A, Line 12
Explanation of Distribution to Donor Advised Fund

During the year the Foundation made distributions to a donor advised fund held with the Fidelity Charitable Gift Fund, in which the foundation or disqualified person had advisory privileges. The amounts of the distributions totaled \$155,000. The Foundation utilized the donor advised funds to expedite the numerous discretionary grants that the Foundation advises on.

Statement 16
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Grantee Name:	The Moca Foundation
Address:	435 Pacific Avenue, Suite 200
Address:	San Francisco, CA 94133
Grant Date:	3/27/2012
Grant Amount:	\$ 10000000
Grant Purpose:	2012 Endowment Grant
Amt. Expended by Grantee:	\$ 546175
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	3/27/2013
Date of Verification:	3/27/2013

The Marclad Foundation

20-0595609

Statement 16 (continued)
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

Results of Verification:	Per terms of the grant agreement, Moca Foundation can only spend the income earned by the endowment grant, and only in special circumstances invade the principle. According to the report submitted, the original endowment amount was not invaded. The report also substantiated the expenditures made. No exceptions noted.
Grantee Name:	Bigglesworth Family Foundation
Address:	1012 Torney Avenue
Address:	San Francisco, CA 94129
Grant Date:	3/27/2012
Grant Amount:	\$ 10000000
Grant Purpose:	2012 Endowment Grant
Amt. Expended by Grantee:	\$ 448435
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	3/12/2013
Date of Verification:	3/12/2013
Results of Verification:	Per terms of the grant agreement, Bigglesworth Family Foundation can only spend the income earned by the endowment grant, and only in special circumstances invade the principle. According to the report submitted, the original endowment amount was not invaded. The report also substantiated the expenditures made. No exceptions noted.
Grantee Name:	Phantasos Foundation
Address:	1100 Somera Road
Address:	Los Angeles, CA 90077
Grant Date:	9/04/2012
Grant Amount:	\$ 10750000
Grant Purpose:	2012 Endowment Grant
Amt. Expended by Grantee:	\$ 80000
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	5/18/2013
Date of Verification:	5/18/2013
Results of Verification:	Per terms of the grant agreement, Phantasos Foundation can only spend the income earned by the endowment grant, and only in special circumstances invade the principle. According to the report submitted, the original endowment amount was not invaded. The report also substantiated the expenditures made. No exceptions noted.
Grantee Name:	The Moca Foundation
Address:	435 Pacific Avenue, Suite 200
Address:	San Francisco, CA 94133
Grant Date:	7/16/2010
Grant Amount:	\$ 750000
Grant Purpose:	2010 Endowment Grant
Amt. Expended by Grantee:	\$ 40984
Any Diversion by Grantee:	No
Dates of Reports by Grantee:	3/27/2013
Date of Verification:	3/27/2013
Results of Verification:	Per terms of the grant agreement, Moca Foundation can only spend the income earned by the endowment grant, and only in special circumstances invade the principle. According to the report submitted, the

The Marclad Foundation

20-0595609

Statement 16 (continued)
Form 990-PF, Part VII-B, Line 5c
Expenditure Responsibility

original endowment amount was not invaded. The report also substantiated the expenditures made. No exceptions noted.

Grantee Name: Bigglesworth Family Foundation
 Address: 1012 Torney Avenue
 Address: San Francisco, CA 94129
 Grant Date: 9/27/2011
 Grant Amount: \$ 750000
 Grant Purpose: 2011 Endowment Grant
 Amt. Expended by Grantee: \$ 9371
 Any Diversion by Grantee: No
 Dates of Reports by Grantee: 3/12/13
 Date of Verification: 3/12/2013
 Results of Verification: Per terms of the grant agreement, Bigglesworth Family Foundation can only spend the income earned by the endowment grant, and only in special circumstances invade the principle. According to the report submitted, the original endowment amount was not invaded. The report also substantiated the expenditures made. No exceptions noted.

Statement 17
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Jewish Family & Children's Svcs 2150 Post Street San Francisco, CA 94115	N/A	PC	Youth First	\$ 45,000.
Fidelity Charitable Gift Fund P O Box 770001 Cincinnati, OH 45277	N/A	PC	Discretionary Grants	155,000.
Public Interest Clearinghouse 433 California Street, Suite 815 San Francisco, CA 94104	N/A	PC	Executive Fellowship Program	10,000.
Jewish Vocational Service of LA 6505 Wilshire Blvd, Ste 200 Los Angeles, CA 90048	N/A	PC	JVS Works	60,000.

The Marclied Foundation

20-0595609

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
Jewish Vocational & Career Counseling 225 Bush Street San Francisco, CA 94104	N/A	PC	Nursing Refresher Program	\$ 100,000.
Year-Up Inc 93 Summer Street Boston, MA 02110	N/A	PC	General Operating Support for San Francisco	100,000.
Juma Ventures 131 Steuart Street San Francisco, CA 94105	N/A	PC	Pathways Program in San Francisco	70,000.
University Corporation of SF State 1600 Holloway Ave, ADM 361 San Francisco, 94132	N/A	PC	Guardian Scholars Program	40,000.
Mission Asset Fund 2301 Mission Street, Ste 303 San Francisco, CA 94110	N/A	PC	General Operating Support	80,000.
Mission SF Community Financial Res Ctr 3269 Mission Street San Francisco, CA 94110	N/A	PC	General Operating Support	50,000.
Strategic Actions for a Just Economy 152 W. 32nd Street Los Angeles, CA 90007	N/A	PC	Figueroa Corridor Community Jobs Program	30,000.
Upwardly Global 582 Market Street, Suite #1207 San Francisco, CA 94104	N/A	PC	General Support for SF & Marin	60,000.
New Door Ventures 3221 20th Street San Francisco, CA 94110	N/A	PC	Youth Development Programs	50,000.
Youth Policy Institute 634 S Spring Street Los Angeles, CA 90014	N/A	PC	Asset Building & Financial Ed Programs	70,000.
La Cocina 2948 Folsom Street San Francisco, CA 94110	N/A	PC	General Support for SF Efforts	50,000.

The Marclad Foundation

20-0595609

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
Renaissance Entrepreneurship Center 275 5th Street San Francisco , CA 94103	N/A	PC	General Support for Bayview Facility	\$ 50,000.
Community Housing Partnership 20 Jones Street, Suite #200 San Francisco, CA 94102	N/A	PC	SolutionsSF	30,000.
First Place Fund for Youth 426 17th Street Oakland, CA 94612	N/A	PC	Steps to Success Program in LA	40,000.
EARN 235 Montgomery Street #470 San Francisco, CA 94104	N/A	PC	General Support	60,000.
Coalition for Responsible Community Dev 3101 South Grand Avenue Los Angeles, CA 90007	N/A	PC	Workforce & Social Enterprise Programs	40,000.
Genesys Works 101 2nd Steet, #500 San Francisco, CA 94105	N/A	PC	Launch of SF Site	25,000.
Beyond 12 901 Mission Street, #205 San Francisco, CA 94103	N/A	PC	College Success Coaching Program	50,000.
Meritus College Fund 1012 Torney Avenue San Francisco, CA 94129	N/A	PC	Career Connections Program	30,000.
First Graduate 3130 20th Street, #275 San Francisco , CA 94110	N/A	PC	General Operating Support	50,000.
Mission Economic Development Agency 2301 Mission Street, #301 San Francisco , CA 94110	N/A	PC	Family Economic Success Evaluation	50,000.
Opportunity Fund 111 W St John Street, #800 San Jose, CA 95113	N/A	PC	Small Business Micro-lending Program	70,000.
College Track 4301 3rd Street San Francisco, CA 94124	N/A	PC	Bayview Hunters Point Site	75,000.

The Marclad Foundation

20-0595609

Statement 17 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Los Angeles Conservation Corps 605 W. Olympic Blvd, #450 Los Angeles, CA 90015	N/A	PC	Support & Transition Services Program	\$ 75,000.
United Friends of the Children 1055 Wilshire Blvd, # 1955 Los Angeles, CA 90017	N/A	PC	College Readiness Program	40,000.
University Corporation of SF State 1600 Holloway Ave, ADM 361 San Francisco, CA 94132	N/A	PC	Metro Academies Initiative	70,000.
Los Angeles City College Foundation 855 North Vermont Avenue Los Angeles, CA 90029	N/A	PC	Guardian Scholars Program	30,000.
Total				<u>\$ 1,755,000.</u>

Statement 18
Form 990-PF
Additional Information

During 2007, the Marclied Foundation received a significant disposition of assets from a "Parent Foundation." As a result of being a recipient of a significant disposition of assets under Treasury Regulation §1.507-3(a)(1), the successor foundation, as transferee organization, is treated as possessing those attributes and characteristics of the transferor which are described in Treasury Regulation §1.507-3(a)(2), (3), and (4).

During 2008, the Marclied Foundation received an additional disposition of assets from the "Parent Foundation." As a result, Marclied inherited the parent foundation's excess distribution carryover of which \$73,469 remains unused, and has included the successor's \$2,478,884 adjusted qualifying distributions and \$6,079,703 net value of non-charitable use assets in the calculation of its 2013 excise tax rate.

During 2009, the Marclied Foundation received the final disposition of assets from the "Parent Foundation." As a result, Marclied inherited the parent foundation's excess distribution carryover of \$46,031 and has included the successor's \$20,736 adjusted qualifying distributions and \$56,179 net value of non-charitable use assets in the calculation of its 2013 excise tax rate.

Marceled Foundation

Statement 19
Form 990-PF
Part V Qualification Under Section 4940(e)
Adjusted Qualifying Distributions

Calendar Year	Virginia & Leonard Marx Foundation	The Marceled Foundation	Total to Part V
2009	20,736	2,139,947	2,160,683
2008	2,478,884	2,156,694	4,635,578

Noncharitable-Use Assets

Calendar Year	Virginia & Leonard Marx Foundation	The Marceled Foundation	Total to Part V
2009	56,179	63,408,549	63,464,728
2008	6,079,703	60,836,012	66,915,715

Statement 20
Form 990-PF
Part XIII Undistributed Income
Excess Distribution

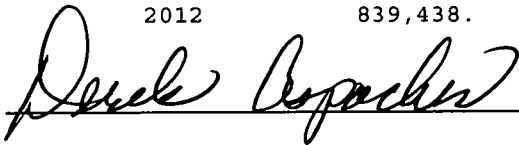
Calendar Year	Virginia & Leonard Marx Foundation	The Marceled Foundation	Total to Part XIII
2008	73,469	-	73,469
2009	46,031	-	46,031

**Election To Treat Unused Prior Year Corpus Distributions
As Current Year Corpus Distributions**

Pursuant to Regulation 53.4942(a)-3(c)(2)(iv), the foundation hereby elects to treat, as a current distribution out of corpus, the following unused prior years distributions that were treated as corpus distributions under Regulation 53.4942(a)-3(d)(1)(iii) in such prior tax year:

<u>Tax Year</u>	<u>Amount</u>
2008	73,469.
2009	46,031.
2012	839,438.

Signed: _____



The Marced Foundation

20-0595609

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr. Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal. Depr.	Salvage /Basis Reductn.	Depr. Basis	Prior Depr.	Method	Life	Rate	Current Depr.		
Form 990/990-PF																		
Furniture and Fixtures																		
1	Desk	2/22/06		1,214							1,214		S/L	MQ	5	0		
2	Furniture	3/27/06		216							216		S/L	MQ	5	0		
3	Printer	4/11/06		1,826							1,826		S/L	MQ	5	0		
5	Computer	10/24/06		2,784							2,784		S/L	MQ	5	0		
6	Furniture	12/11/06		5,184							5,184		S/L	MQ	5	0		
7	Furniture	12/13/06		3,324							3,324		S/L	MQ	5	0		
8	Persian Bakhtari Carpet	3/01/05		7,650							7,650		S/L	7	0	0		
9	Persian Tabriz Carpet	3/01/05		3,073							3,073		S/L	7	0	0		
10	Toshiba 32" TV	3/06/05		2,866							2,866		S/L	5	0	0		
11	Computer	3/21/05		2,474							2,474		S/L	5	0	0		
12	Telephone System	8/01/10		6,083							6,083		S/L	4	1,521	1,521		
13	Computer	8/01/10		5,085							5,085		S/L	5	1,017	1,017		
14	Computer	9/21/10		1,030							1,030		S/L	5	206	206		
15	Rug & Installation	8/01/10		10,975							10,975		S/L	4	2,744	2,744		
16	Workstations	8/01/10		17,517							17,517		S/L	10	1,752	1,752		
17	Workstations	8/01/10		13,609							13,609		S/L	10	1,361	1,361		
18	Table	10/12/10		5,962							5,962		S/L	10	596	596		
Total Furniture and Fixtures													90,872	0	0	0	54,837	9,197
Total Depreciation													90,872	0	0	0	54,837	9,197