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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE MERRILL FOUNDATION INC

% WILBERT SIROTA

Number and street (or P O box number if mail is not delivered to street address) 111 SOUTH CALVERT STREET C/O WILBERT H SIROTA Suite | Room/suite

City or town, state or province, country, and ZIP or foreign postal code
BALTIMORE, MD 21202

A Employer identification number
52-1490571

B Telephone number (see instructions)
(410) 949-2913

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 24,419,072

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	700,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities.	398,273	398,273		
	5a	Gross rents				
	b	Net rental income or (loss) ____________				
	6a	Net gain or (loss) from sale of assets not on line 10	1,189,436			
	b	Gross sales price for all assets on line 6a 2,096,278				
	7	Capital gain net income (from Part IV, line 2) . . .		1,189,436		
	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) (attach schedule)				
	11	Other income (attach schedule)	665			
	12	**Total.** Add lines 1 through 11	2,288,374	1,587,709		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,280	1,640	0	1,640
	c	Other professional fees (attach schedule)	165,069	165,069		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	40,331			
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	28,910	24,981		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	237,590	191,690	0	1,640
	25	Contributions, gifts, grants paid	1,402,420			1,402,420
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,640,010	191,690	0	1,404,060
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	648,364			
	b	**Net investment income** (if negative, enter -0-)		1,396,019		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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	927,706	1,002,285	1,002,285
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 705,000 Less allowance for doubtful accounts ▶	5,000	705,000	705,000
	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 schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	399,746		
	b	Investments—corporate stock (attach schedule)	10,780,294	11,053,825	17,230,792
	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)	2,000,000	2,000,000	5,480,995
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	14,112,746	14,761,110	24,419,072
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	14,112,746	14,761,110	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	14,112,746	14,761,110	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,112,746	14,761,110	

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	14,112,746
2	Enter amount from Part I, line 27a	2	648,364
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,761,110
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	14,761,110

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)
1 a	FIRST MANHATTAN #02930	P	2013-01-01	2013-12-31
b	FIRST MANHATTAN #02930 SEE ATTACHED	P	2012-01-01	2013-12-31
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	33,457		33,810	-353
b	2,062,821		873,032	1,189,789
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-353
b				1,189,789
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	1,189,436
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2012	1,085,340	19,266,843	0 056332
2011	1,450,568	20,880,951	0 069468
2010	1,153,533	17,010,437	0 067813
2009	1,189,869	13,664,872	0 087075
2008	1,136,350	15,001,257	0 07575

2	**Total** of line 1, column (d).	2	0 356438
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 071288
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	23,495,659
5	Multiply line 4 by line 3.	5	1,674,959
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	13,960
7	Add lines 5 and 6.	7	1,688,919
8	Enter qualifying distributions from Part XII, line 4.	8	1,404,060

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	27,920
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	
3	Add lines 1 and 2	3	27,920
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	27,920
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 11,665		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 35,000		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	46,665
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	348
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	18,397
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 18,397 **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MD			
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*	8b		No
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)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶WILBERT SIROTA Telephone no ▶(410) 949-2913

Located at ▶111 SOUTH CALVERT STREET BALTIMORE MD ZIP+4 ▶21202

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 |

			Yes	No
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?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ 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)? ☐ Yes ☑ 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). ☐ Yes ☑ 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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
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?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		
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?	4b		

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☐ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	20,940,274
b	Average of monthly cash balances	1b	2,371,534
c	Fair market value of all other assets (see instructions)	1c	541,653
d	**Total** (add lines 1a, b, and c)	1d	23,853,461
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	23,853,461
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	357,802
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,495,659
6	**Minimum investment return.** Enter 5% of line 5	6	1,174,783

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	1,174,783
2a	Tax on investment income for 2013 from Part VI, line 5	2a	27,920		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	27,920
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,146,863
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,146,863
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	1,146,863

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	1,404,060
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,404,060
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,404,060

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				1,146,863
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008. 393,466				
b From 2009. 511,766				
c From 2010. 327,101				
d From 2011. 420,951				
e From 2012. 136,798				
f Total of lines 3a through e.	1,790,082			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,404,060				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				1,146,863
e Remaining amount distributed out of corpus	257,197			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,047,279			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	393,466			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,653,813			
10 Analysis of line 9				
a Excess from 2009. . . . 511,766				
b Excess from 2010. . . . 327,101				
c Excess from 2011. . . . 420,951				
d Excess from 2012. . . . 136,798				
e Excess from 2013. . . . 257,197				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . . . ▶

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

Part XV Supplementary Information (Complete this part only if the organization 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))

ELEANOR MERRILL

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

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 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
a *Paid during the year*				
SEE STATEMENT ATTACHED 111 SOUTH CALVERT STREET C/O WILBERT H SIROTA BALITMORE, MD 21202		PC	SEE STATEMENT ATTACHED	1,402,420
Total . . . . ▶ **3a**				1,402,420
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	398,273	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	1,189,436	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a TAXABLE REFUNDS			14	665	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,588,374	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,588,374

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-05-15 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Sharon K Berman				P00295128
Firm's name ▶ BDO USA LLP			Firm's EIN ▶	
Firm's address ▶ 8405 GREENSBORO DRIVE 7TH FLOOR MCLEAN, VA 22102			Phone no (407) 252-2779	

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
THE MERRILL FOUNDATION INC	52-1490571

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
THE MERRILL FOUNDATION INC

Employer identification number
52-1490571

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PHILLIP MERRILL CHARITABLE LEAD TRU 8405 GREENSBORO DRIVE MCLEAN, VA 22102	$ 700,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
THE MERRILL FOUNDATION INC

Employer identification number
52-1490571

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
THE MERRILL FOUNDATION INC

Employer identification number
52-1490571

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

TY 2013 Accounting Fees Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,280	1,640		1,640

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

TY 2013 Explanation of Non-Filing with Attorney General Statement

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

Statement: THE MARYLAND STATE ATTORNEY GENERAL DOES NOT REQUIRE A COPY OF FORM 990-PF FROM A FOUNDATION THAT DOES NOT SOLICIT CONTRIBUTIONS WITHIN THE STATE.

TY 2013 Investments Corporate Stock Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	11,053,825	17,230,792

TY 2013 Investments - Land Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

TY 2013 Investments - Other Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIRST HEALTH LIMITED	AT COST	1,000,000	2,681,535
FIRST BIOMED LIMITED	AT COST	1,000,000	2,799,460

TY 2013 Land, Etc. Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

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TY 2013 Other Expenses Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WIRE TRANSFER FEES	219			
MISC ADMINISTRATIVE EXP	3,710			
BROKERAGE FEES	24,981	24,981		

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TY 2013 Other Income Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
TAXABLE REFUNDS	665		

TY 2013 Other Professional Fees Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISEMENT FEE	165,069	165,069		

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TY 2013 Taxes Schedule

Name: THE MERRILL FOUNDATION INC

EIN: 52-1490571

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	29,331			
ESTIMATED TAX PAYMENTS	11,000			

Realized Gain And Loss for 1099-B From 01/01/2013 Thru 12/31/2013

THE MERRILL FOUNDATION

Acct: 54Z002930 087 PM548

Cusip #	Security Description	Shares	Bought	Sold	Cost	Proceeds	Gain/Loss	Term
Short-Term Capital Gains and Losses Reportable on Schedule D, Line 1 (Enter on Form 8949 Part I with box A checked - cost basis shown on Form 1099-B)								
G16249107	BROOKFIELD PROPERTY - PARTNERS L P U	1,549 00	04/16/13	04/30/13	33,810 18	33,456 80	-353 38	ST
	Total				**33,810 18**	**33,456 80**	**-353 38**	
Short-Term Capital Gains and Losses Reportable on Schedule D, Line 2 (Enter on Form 8949 Part I with box B checked – cost basis not shown on Form 1099-B)								
NONE	**Total**				**0 00**	**0 00**	**0 00**	
Long-Term Capital Gains and Losses Reportable on Schedule D, Line 8 (Enter on Form 8949 Part II with box A checked – cost basis shown on Form 1099-B)								
NONE	**Total**				**0 00**	**0 00**	**0 00**	
Long-Term Capital Gains and Losses Reportable on Schedule D, Line 9 (Enter on Form 8949 Part II with box B checked – cost basis not shown on Form 1099-B)								
530555101	LIBERTY GLOBAL INC - CLASS A	5,400 00	05/11/06	01/23/13	116,950 20	367,360 09	250,409 89	LT
375558103	GILEAD SCIENCES INC - COMMON	4,900 00	09/22/10	03/14/13	88,175 06	224,151 83	135,976 77	LT
H89128104	TYCO INTL LTD - COMMON	4,300 00	06/07/10	04/12/13	75,112 13	138,695 48	63,583 36	LT
375558103	GILEAD SCIENCES INC - COMMON	3,500 00	09/22/10	04/12/13	62,982 19	180,636 55	117,654 36	LT
375558103	GILEAD SCIENCES INC - COMMON	1,500 00	12/27/10	04/12/13	27,293 78	77,415 66	50,121 88	LT
G16249107	BROOKFIELD PROPERTY - PARTNERS L P U	0 00		04/18/13	0 00	17 64	17 64	LT
375558103	GILEAD SCIENCES INC - COMMON	2,450 00	12/27/10	05/07/13	44,579 85	130,864 05	86,284 20	LT
A229A9251	ERSTE GROUP BK AG - RTS EXP 07/17/2013	10,400 00	12/22/06	07/11/13	3,404 52	1,351 98	-2,052 54	LT
375558103	GILEAD SCIENCES INC - COMMON	2,450 00	12/27/10	07/26/13	44,579 85	152,604 65	108,024 80	LT
75281A109	RANGE RESOURCES CORP - COMMON	4,900 00	12/15/10	08/08/13	207,094 65	388,566 65	181,472 00	LT
75281A109	RANGE RESOURCES CORP - COMMON	1,500 00	12/15/10	10/21/13	63,396 32	115,271 39	51,875 07	LT
548661107	LOWES CO - COMMON	2,400 00	08/25/06	10/28/13	64,351 09	120,568 10	56,217 01	LT
H89128104	TYCO INTL LTD - COMMON	4,300 00	06/07/10	11/26/13	75,112 13	165,317 01	90,204 89	LT
	Total.				**873,031 76**	**2,062,821 08**	**1,189,789 32**	
Capital Gains Distributions Reportable on Line 13 of Schedule D These figures may be estimates They must be verified by reference to applicable 1099s								
NONE	**Total**				**0 00**	**0 00**	**0 00**	
	Grand Total				**906,841 94**	**2,096,277 88**	**1,189,435 94**	
	Long Term Gain/Loss						**1,189,789 32**	
	Short Term Gain/Loss						**-353 38**	

THE MERRILL FOUNDATION, INC.
EIN: 52-1490571
2014 SCHEDULE D ATTACHMENT

STATEMENT Part XV - 1
LINE 3A - GRANTS AND CONTRIBUTIONS PAID

Friends of the Rappahanock	General Education Fund	11/2/2013	3219 Fall Hill Ave	Fredericksburg	VA	22401	2,000
Philanthropy Roundtable	Philanthropy Advisement	11/2/2013	1730 M ST NW	Washingotn	DC	20036	250
Anne Arundel Medical Center Foundation	Medical Research	12/26/2013	2001 Medical Parkway	Annapolis	MD	21401	5,000
Barkers Foundation	Counseling Support	12/26/2013	7979 Old Georgetown Rd	Bethesda	MD	20814	5,000
Chesapeake Bay Foundation	Education Support	12/26/2013	1615 M Street N W	Washington	DC	20036	280,000
Anne Arundel Community College	General Education Fund	12/26/2013	101 College Parkway	Arnold	MD	21012	5,000
The Conservation Fund	Environmental Protection	12/26/2013	1665 N Fort Myer Drive, Suite 1300	Arlington	VA	22209	15,000
Chesapeake Bay Maritime Museum	Environmental Restoration	12/26/2013	213 N Talbot St	St Michaels	MD	21663	250
Cornell University	Education Support	12/26/2013	218 Solidago Road	Ithaca	NY	14850	430,320
Chesapeake Bay Conservancy	Environmental Protection	12/26/2013	716 Giddings Ave	Annapolis	MD	21403	15,000
DC Public Education Fund	Education Support	12/26/2013	1534 14th Street N W	Washington	DC	20005	5,000
Columbia Lighthouse For The Blind	Care for Visually Impaired	12/26/2013	1825 K Street N W	Washington	DC	20006	2,500
Friends of Mitchell Park	Park Restoration	12/26/2013	2401 Tracy PL N W	Washington	DC	20008	1,000
Federal City Council	Improvement of Transparency	12/26/2013	1156 15th St N W	Washington	DC	20005	4,200
Friends of the Rappahanock	River Restoration and Preservation	12/26/2013	3219 Fall Hill Ave	Fredericksburg	VA	22401	2,000
Ford's Theatre	Historical Preserveration	12/26/2013	511 10th St N W	Washington	DC	20004	10,000
Future Civics Leaders	Education Support	12/26/2013	1367 Connecticut Ave, N W	Washington	DC	20036	1,000
Foundation for the National Archives	Historical Preserveration	12/26/2013	700 Pennsylvania Ave, N W Room G-12	Washington	DC	20408	5,000
Meridian International Center	Cultural Education	12/26/2013	1630 Crescent Place, N W	Washington	DC	20009	7,500
Green Mountain Council	Boy Scouts of America Council	12/26/2013	P O Box 557	Waterbury	VT	05660	2,000
Newseum	Historical Preservation	12/26/2013	555 Pennsylvania Ave, N W	Washington	DC	20001	5,000
Johns Hopkins University	Education Support	12/26/2013	Johns Hopkins University	Baltimore	MD	21218	425,000
Philanthropy Roundtable	Philanthropy Advisement	12/26/2013	1730 M ST NW	Washingotn	DC	20036	250
Maret School	Education Support	12/26/2013	3000 Cathedral Ave N W	Washington	DC	20008	5,000
Seven Rivers Christian School Parent Association	Education Support	12/26/2013	4221 W Gulf to Lake Hwy	Lecanto	FL	34461	250

Seven School	Education Support	12/26/2013	4221 W Gulf to Lake Hwy	Lecanto	FL	34461	5,000
The River School	Education Support	12/26/2013	4880 Macarthur Blvd, N W	Washinton	DC	20007	1,000
Salvation Army	Support for Underprivileged	12/26/2013	2626 Pennsylvania Ave N W	Washington	DC	20037	1,800
Shakespeare Theatre	Cultural Education	12/26/2013	610 F Street N W	Washington	DC	20004	5,000
SEEP Foundation Inc	Education Support	12/26/2013	1776 Massachusetts Ave, N W	Washington	DC	20036	15,000
Teach For America	Education for Underprivileged	12/26/2013	519 8th Ave,	New York	NY	10018	10,000
Shelburne Farms	Environmental Education	12/26/2013	1611 Harbor Rd	Shelburne	VT	05482	2,500
Trust for the National Mall	Preservation of Historic Sites	12/26/2013	1300 Pennsylvania Ave, N W Suite 370	Washington	DC	20004	5,000
Sibley Memorial Hospital Foundation	Care for Underprivilaged Children	12/26/2013	5255 Loughboro Rd N W	Washington	DC	20016	5,000
The Arc of the United States	Advancement of Business Learning	12/26/2013	1825 K Street N W	Washington	DC	20006	10,000
St John's College	Education Support	12/26/2013	60 College Ave	Annapolis	MD	21401	3,000
University of Maryland	Education Support	12/26/2013	College Park	Maryland	MD	20742	60,600
American Council of Trustees and Alumni	Liberal Arts Education Support	12/26/2013	1726 M Street, N W	Washington	DC	20036	25,000
World Affairs Council	Education of Global Affairs	12/26/2013	1200 18th Street, N W	Washington	DC	20036	5,000
Samaritan House	Recovery Services and Support	12/26/2013	2523 14th St N W	Washington	DC	20009	5,000
Aspen Institute	Education and Policy Studies	12/26/2013	1 Dupont Circle, N W Suite 700	Washington	DC	20036	10,000

TOTAL **1,402,420**

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ELEANOR MERRILL 312 RUGBY COVE RD ARNOLD, MD 21012	CHAIRMAN 1 0	0	0	0
NANCY MERRILL 913 MELVIN ROAD ANNAPOLIS, MD 21403	PRESIDENT 10 0	0	0	0
WIL SIROTA 111 SOUTH CALVERT STREET BALTIMORE, MD 21202	SECRETARY 1 0	0	0	0
CATHERINE MERRILL WILLIAMS 2323 WYOMING STREET NW WASHINGTON, DC 20008	DIRECTOR 5 0	0	0	0
DOUGLAS MERRILL 16 SPINNAKER LANE SHELBOURNE, VT 05482	DIRECTOR 5 0	0	0	0