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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: J. WILLARD AND ALICE S. MARRIOTT FOUNDATION

A Employer identification number: 52-6068678

Number and street (or P O box number if mail is not delivered to street address): C/O ANNE GUNSTEENS, 10400 FERNWOOD ROAD

Room/suite:

B Telephone number (see instructions): (301) 380-2246

City or town, state or province, country, and ZIP or foreign postal code: BETHESDA, MD 20817

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)* ▶ $ 630,758,193.

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))

			(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)	6,847,789.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	701,426.	701,426.		
	4	Dividends and interest from securities	6,983,719.	6,983,719.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	140,672,088.			
	b	Gross sales price for all assets on line 6a 160,327,003.				
	7	Capital gain net income (from Part IV, line 2)		140,672,088.		
	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)				
	12	**Total.** Add lines 1 through 11	155,205,022.	148,357,233.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages	710,740.	122,189.		588,551.
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	112,008.	40,027.		71,981.
	b	Accounting fees (attach schedule)	10,500.			10,500.
	c	Other professional fees (attach schedule) .*	105,537.	105,537.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 2	2,315,000.			
	19	Depreciation (attach schedule) and depletion	2,935.			
	20	Occupancy	47,688.	12,876.		34,812.
	21	Travel, conferences, and meetings	12,296.			12,296.
	22	~~Printing and publications~~				
	23	Other expenses (attach schedule) ATCH 3	264,493.	84,673.		179,820.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,581,197.	365,302.		897,960.
	25	Contributions, gifts, grants paid	29,827,002.			29,827,002.
	26	**Total expenses and disbursements** Add lines 24 and 25	33,408,199.	365,302.		30,724,962.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	121,796,823.			
	b	**Net investment income** (if negative, enter -0-)		147,991,931.		
	c	**Adjusted net income** (if negative, enter -0-)				

*ATCH 1

JSA **For Paperwork Reduction Act Notice, see instructions.**

918

15

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	747,057.	93,723,396.	93,723,396.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable	859,000.		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 403,870.	
		Less allowance for doubtful accounts ▶	438,512.	403,870.	403,870.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	11,187,778.	19,825,064.	19,533,415.
	b	Investments - corporate stock (attach schedule) ATCH 5	136,018,613.	175,998,288.	496,910,394.
	c	Investments - corporate bonds (attach schedule) ATCH 6	8,315,714.	9,209,869.	9,691,140.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 7	5,000,000.	9,500,000.	10,493,044.
	14	Land, buildings, and equipment basis ▶ 15,294.			
		Less accumulated depreciation (attach schedule) ▶ ATCH 18 12,360.	5,869.	2,934.	2,934.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	162,572,543.	308,663,421.	630,758,193.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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	2,326,064.	2,326,064.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	160,246,479.	306,337,357.	
	30	**Total net assets or fund balances** (see instructions)	162,572,543.	308,663,421.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	162,572,543.	308,663,421.	

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	162,572,543.
2	Enter amount from Part I, line 27a	2	121,796,823.
3	Other increases not included in line 2 (itemize) ▶ ATCH 8	3	24,299,443.
4	Add lines 1, 2, and 3	4	308,668,809.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	5,388.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	308,663,421.

**ATCH 4

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	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				
b				
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	140,672,088.
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 (col (b) divided by col (c))
2012	19,782,514.	457,594,507.	0.043232
2011	18,578,565.	396,559,561.	0.046849
2010	12,610,843.	380,025,151.	0.033184
2009	17,045,050.	253,461,892.	0.067249
2008	23,950,909.	340,913,546.	0.070255

2 **Total** of line 1, column (d)	2	0.260769
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	0.052154
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	535,171,181.
5 Multiply line 4 by line 3	5	27,911,318.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,479,919.
7 Add lines 5 and 6	7	29,391,237.
8 Enter qualifying distributions from Part XII, line 4	8	30,724,962.

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)

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	1,479,919.
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	1,479,919.
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	1,479,919.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,477,603.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	2,477,603.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	997,684.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 997,684. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . . . ATCH 10	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC,			
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	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ANNE GUNSTEENS, EXECUTIVE DIR. Telephone no ▶ 301-380-2246

Located at ▶ 10400 FERNWOOD ROAD BETHESDA, MD ZIP+4 ▶ 20817

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		X
	See the 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 instructions)?	1b		X
	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		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ 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		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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? . . ATCH 11 . . . . ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATCH 12		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
ATCH 13		690,741.	35,946.	0

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
ATCH 14		112,008.
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 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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	517,139,440.
b	Average of monthly cash balances			1b	26,181,556.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	543,320,996.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) ATCH 15	1e	33,279,148.		
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	543,320,996.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	8,149,815.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	535,171,181.
6	**Minimum investment return.** Enter 5% of line 5			6	26,758,559.

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	26,758,559.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,479,919.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,479,919.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	25,278,640.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	25,278,640.
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	25,278,640.

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	30,724,962.
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	30,724,962.
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	1,479,919.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	29,245,043.

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				25,278,640.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			20,948,771.	
b	Total for prior years 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 30,724,962.				
a	Applied to 2012, but not more than line 2a			20,948,771.	
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				9,776,191.
e	Remaining amount distributed out of corpus				
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				
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				15,502,449.
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)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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 ATTACHMENT 16				29,827,002.
Total . . . . ▶ **3a**				29,827,002.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form **990-PF** (2013)

JSA
3E1491 1 000

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	7,685,145.	
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			18	140,672,088.	
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				148,357,233.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 148,357,233.

(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

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

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

JW Marriott | 5/15/14 | trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name SHARON K BERMAN	Preparer's signature Sharon Berman	Date 5/14/14	Check ☐ if self-employed	PTIN P00295128
	Firm's name ▶ BDO USA, LLP			Firm's EIN ▶ 13-5381590	
	Firm's address ▶ 8405 GREENSBORO DRIVE 7TH FLOOR MCLEAN, VA 22102			Phone no 703-893-0600	

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization
J. WILLARD AND ALICE S. MARRIOTT FOUNDATION

Employer identification number
52-6068678

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 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 to 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization J. WILLARD AND ALICE S. MARRIOTT FOUNDATION

Employer identification number 52-6068678

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	J. WILLARD MARRIOTT, SR. CLAT 10400 FERNWOOD ROAD BETHESDA, MD 20817	$ 3,248,175.	**Person** ☒ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	J. WILLARD MARRIOTT, SR. CLAT 10400 FERNWOOD ROAD BETHESDA, MD 20817	$ 3,599,614.	**Person** ☐ **Payroll** ☐ **Noncash** ☒ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	**Person** ☐ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	**Person** ☐ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	**Person** ☐ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	**Person** ☐ **Payroll** ☐ **Noncash** ☐ (Complete Part II for noncash contributions)

Name of organization J. WILLARD AND ALICE S. MARRIOTT FOUNDATION

Employer identification number 52-6068678

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
2	32,488 SHS MARRIOTT VACATIONS WORLDWIDE STOCK	$ 1,672,970.	12/18/2013

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	39,440 SHS MARRIOTT INTERNATIONAL STOCK	$ 1,926,644.	12/27/2013

(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 J. WILLARD AND ALICE S. MARRIOTT FOUNDATION

Employer identification number 52-6068678

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

J. WILLARD AND ALICE S. MARRIOTT FOUNDATION 52-6068678

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					5,528,611.	
		HARBOR(PERSHING) #1008-SEE ATTACHMENT 17					VARIOUS	VARIOUS
750,000.		749,875.					125.	
		HARBOR(PERSHING) #1008-SEE ATTACHMENT 17					10/23/2008	05/01/2013
350,000.		349,999.					1.	
		HARBOR(PERSHING) #1008-SEE ATTACHMENT 17					VARIOUS	01/28/2013
250,000.		250,121.						
		HARBOR(PERSHING) #2516-SEE ATTACHMENT 17					VARIOUS	VARIOUS
158977003.		23833652.					135143351.	
TOTAL GAIN(LOSS)		....					140672088.	

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK FEES	397.	397.
INVESTMENT MANAGEMENT FEES	105,140.	105,140.
TOTALS	105,537.	105,537.

ATTACHMENT 2

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
TAX PAYMENTS ON EXCISE TAX	2,315,000.
TOTALS	2,315,000.

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMIN SALARIES	138,069.		138,069.
COMPUTER MAINTENANCE/SUPPLIES	19,317.		19,317.
COPIER EXPENSE	973.		973.
FOREIGN TAXES PAID	57,413.	57,413.	
INSURANCE EXPENSE	27,260.	27,260.	
MEMBERSHIP FEES	13,880.		13,880.
MISC. ADMIN. EXPENSE	3,614.		3,614.
OFFICE SUPPLIES/POSTAGE	1,891.		1,891.
RECRUITING FEES	70.		70.
TELEPHONE	2,006.		2,006.
TOTALS	264,493.	84,673.	179,820.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 4

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US & STATE GOV OBLIGATIONS	19,825,064.	19,533,415.
US OBLIGATIONS TOTAL	19,825,064.	19,533,415.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CASH EQUIVALENTS MUTUAL FUNDS	112,167,660.	134,789,424.
4,693,603 SHS MAR	16,968,957.	231,634,002.
1,302,188 SHS VAC	15,135,898.	68,703,439.
1,660,569 SHS HST	5,380,211.	32,281,461.
EXCHANGE-TRADED PRODUCTS	26,345,562.	29,502,068.
TOTALS	175,998,288.	496,910,394.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	7,719,869.	8,225,963.
CERTIFICATES OF DEPOSIT	1,490,000.	1,465,177.
TOTALS	9,209,869.	9,691,140.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS ALTERNATIVE INV	5,500,000.	6,212,689.
SKYBRIDGE MULTI-ADV HDG FND	4,000,000.	4,280,355.
TOTALS	9,500,000.	10,493,044.

ATTACHMENT 8

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
STOCK DONATION ADJ-FMV EXCESS OF BASIS	24,299,443.
TOTAL	24,299,443.

ATTACHMENT 9

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ADJUSTMENT FOR TIMING DIFFERENCES	5,388.
TOTAL	5,388.

ATTACHMENT 10

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

THE TRUST AGREEMENT WAS AMENDED EFFECTIVE AUGUST 21, 2013. PLEASE SEE ATTACHMENT 10A FOR CONFORMED COPY.

FIFTH AMENDMENT
TO
TRUST AGREEMENT
ESTABLISHING
THE J. WILLARD MARRIOTT FOUNDATION

J. Willard Marriott and Alice S. Marriott, husband and wife, of Washington, D.C., as Donors and Trustees, established The J. Willard Marriott Family Foundation (now "The J. Willard and Alice S. Marriott Foundation" and hereinafter the "Foundation") under a Trust Agreement dated the 7th day of November, 1966, which has been amended by a First Amendment to Trust Agreement dated the 19th day of December, 1966, by a Second Amendment to Trust Agreement dated the 4th day of May, 1970, by a Third Amendment to Trust Agreement dated the 28th day of June, 1982, and by a Fourth Amendment to Trust Agreement dated the 4th day of February, 1998 (as so amended, the "Current Trust Agreement"). J. Willard Marriott, Jr., and Richard E. Marriott, the Trustees of the Foundation currently in office, acting in accordance with Article VII of the Current Trust Agreement, do hereby amend the Current Trust Agreement in the following manner:

1. The Current Trust Agreement is hereby amended by deleting Article X thereof in its entirety and replacing it with the following new Article X:

> "X. Successor Trustees. From and after the date of this Fifth Amendment to the Trust Agreement establishing The J. Willard Marriott Family Foundation (now known as The J. Willard and Alice S. Marriott Foundation):
>
> (A) There shall be six (6) Trustees acting hereunder, although it is recognized that there may be less than six (6) during the interim period required to fill a vacancy. During such interim period, the Trustees then in office shall have all of the powers, rights and authority conferred by this Agreement upon the Trustees.
>
> (B) The following additional four (4) Trustees shall join J. Willard Marriott, Jr. and Richard E. Marriott as Trustees: (i) Deborah Marriott Harrison;

(ii) John Willard Marriott III; (iii) Julie Ann Marriott; and (iv) Sandra Peery Marriott Bertha.

(C) If J. Willard Marriott, Jr., Richard E. Marriott, or any person who is named as a Trustee pursuant to Paragraph B of this Article should serve but thereafter become unable or unwilling for any reason to continue to serve as a Trustee, such Trustee shall have the power to designate a person of his or her choice as his or her successor as a Trustee in accordance with the provisions, and subject to the limitations, set forth below. In addition, if any person who is designated as a Trustee pursuant to this Paragraph C or pursuant to Paragraph D below should serve but thereafter become unable or unwilling for any reason to continue to serve as a Trustee, such Trustee shall have the power to designate a person of his or her choice as his or her successor as a Trustee in accordance with the provisions, and subject to the limitations, set forth below.

(1) The power to designate a successor Trustee which is granted under this Paragraph C shall in each case be exercised by the Trustee possessing such power either through the delivery by him or her to each other then serving Trustee and the designated successor Trustee of a written instrument containing such a designation which is executed and acknowledged by such person at any time during his or her lifetime or through the execution by him or by her of a Last Will and Testament or Codicil thereto containing such a designation which is admitted to probate by the probate court having jurisdiction over his or her estate at the time of his or her death.

(2) Notwithstanding the foregoing provisions of this Paragraph C:

(a) each Trustee who is either J. Willard Marriott, Jr. or a descendant of J. Willard Marriott, Jr. shall designate as his or her successor as a Trustee only a person who is a descendant of J. Willard Marriott, Jr. who has attained age twenty-one (21); and

(b) each Trustee who is either Richard E. Marriott or a descendant of Richard E. Marriott shall designate as his or her successor as a Trustee only a person who is a descendant of Richard E. Marriott who has attained age twenty-one (21).

(D) If a Trustee should serve but thereafter become unable or unwilling for any reason to continue to serve as a Trustee and should fail to exercise the power to designate a successor Trustee granted to him or her under Paragraph C of this Article or to designate a successor Trustee under Paragraph C who is willing and able to serve, the successor to such Trustee shall be selected in the following manner:

(1) If such Trustee was either J. Willard Marriott, Jr. or a descendant of J. Willard Marriott, Jr., the then serving Trustee(s) who are either J. Willard Marriott, Jr. or a descendant of J. Willard Marriott, Jr. shall, acting by unanimous vote, designate a person of their, his or her choice to serve as a successor Trustee in accordance with the provisions, and subject to the limitations, set forth below; provided, however, that if the then serving Trustee(s) who are either J. Willard Marriott, Jr. or a descendant of J. Willard Marriott, Jr. do not unanimously designate a successor Trustee within ninety (90) days of the vacancy in the office of Trustee, such vacancy shall be filled by the oldest descendant of J. Willard Marriott, Jr. who is then willing and able to serve as a Trustee and who is not already serving as a Trustee.

(2) If such Trustee was either Richard E. Marriott or a descendant of Richard E. Marriott, the then serving Trustee(s) who are either Richard E. Marriott or a descendant of Richard E. Marriott shall, acting by unanimous vote, designate a person of their, his or her choice to serve as a successor Trustee in accordance with the provisions, and subject to the limitations, set forth below; provided, however, that if the then serving Trustee(s) who are either Richard E. Marriott or a descendant of Richard E. Marriott do not unanimously designate a successor Trustee within ninety (90) days of the vacancy in the office of Trustee, such vacancy shall be filled by the oldest descendant of Richard E. Marriott who is the willing and able to serve as a Trustee and who is not already serving as a Trustee.

(3) The power to designate a successor Trustee which is granted under this Paragraph D shall in each case be exercised by the Trustee(s) possessing such power either through the delivery by them, him or her to each other then serving Trustee and the designated successor Trustee of a written instrument containing such a designation which is executed and acknowledged by such person(s).

(4) Notwithstanding the foregoing provisions of this Paragraph D:

(a) each successor to either J. Willard Marriott, Jr. or a descendant of J. Willard Marriott, Jr. who is designated to serve as a Trustee shall be a descendant of J. Willard Marriott, Jr. who has attained age twenty-one (21); and

(b) each successor to either Richard E. Marriott or a descendant of Richard E. Marriott who is designated to serve as a Trustee shall be a descendant of Richard E. Marriott who has attained age twenty-one (21).

(E) For purposes of this Article X, the term "descendant" shall mean lawful blood issue in the first, second or any other degree of the ancestor designated. An adopted child shall be considered the lawful blood issue of the ancestor designated only if such child was adopted prior to attaining age eighteen (18).

(F) Each person who is named in Paragraph B of this Article and each other successor Trustee named under the preceding Paragraphs of this Article shall qualify as Trustee by delivery of a written acceptance to the Trustees then in office, and such person shall thereupon be vested with all powers, right, and authority conferred by this Agreement upon the Trustees.

(G) Any Trustee may, by written instrument, signed and acknowledged, resign the office of Trustee."

2. Article XI of the Current Trust Agreement is hereby amended by adding thereto the following new Paragraph F:

"(F) Any action taken by the Trustees hereunder shall be valid and binding if it is approved by the vote of a majority of the Trustees."

As so amended, we hereby ratify and confirm the Current Trust Agreement, and declare that the Current Trust Agreement, as amended by this Fifth Amendment, shall henceforth constitute the Trust Agreement of the Foundation.

IN WITNESS WHEREOF, we, J. Willard Marriott, Jr. and Richard E. Marriott, as the Trustees currently in office, have executed this Fifth Amendment to Trust Agreement this 21st day of August, 2013.

JW Marriott Jr

J. WILLARD MARRIOTT, JR., Trustee

RICHARD E. MARRIOTT, Trustee

STATE OF NEW HAMPSHIRE)
) SS
COUNTY OF CARROLL)

On this the 21st day of August, 2013, before me, Roxanne D. Warthen, the undersigned officer, personally appeared J. WILLARD MARRIOTT, JR., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

[Seal]

Roxanne D. Warthen
Notary Public

ROXANNE D. WARTHEN
Notary Public - New Hampshire
My Commission Expires August 22, 2017

STATE OF NEW HAMPSHIRE)
) SS
COUNTY OF CARROLL)

On this the 21st day of August, 2013, before me, Roxanne D Warthen, the undersigned officer, personally appeared RICHARD E. MARRIOTT, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

[Seal]

Roxanne C. Warthen
Notary Public

ROXANNE D. WARTHEN
Notary Public - New Hampshire
My Commission Expires August 22, 2017

ATTACHMENT 11

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: ALTHEA FOUNDATION
GRANTEE'S ADDRESS: 1016 LINCOLN BLVD., SUITE 104
CITY, STATE & ZIP: SAN FRANCISCO, CA 94129
GRANT DATE: 12/15/2013
GRANT AMOUNT: 166,667.
GRANT PURPOSE: YOUTH CAREER INITIATIVE
AMOUNT EXPENDED: NONE
ANY DIVERSION? NO
DATES OF REPORTS: MAY 14, 2014
VERIFICATION DATE:
RESULTS OF VERIFICATION:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J.W. MARRIOTT, JR. 10400 FERNWOOD ROAD BETHESDA, MD 20817	TRUSTEE 2.00	0	0	0
RICHARD E. MARRIOTT 10400 FERNWOOD ROAD BETHESDA, MD 20817	TRUSTEE 2.00	0	0	0
J.W. MARRIOTT, III 10400 FERNWOOD ROAD BETHESDA, MD 20817	TRUSTEE 1.00	0	0	0
DEBBIE MARRIOTT HARRISON 10400 FERNWOOD ROAD BETHESDA, MD 20817	TRUSTEE 1.00	0	0	0
JULIE MARRIOTT 10400 FERNWOOD ROAD BETHESDA, MD 20817	TRUSTEE 1.00	0	0	0
SANDRA MARRIOTT BERTHA 10400 FERNWOOD ROAD BETHESDA, MD 20817	TRUSTEE 1.00	0	0	0
	GRAND TOTALS	0	0	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
ANNE GUNSTEENS 10400 FERNWOOD ROAD BETHESDA, MD 20817	EXECUTIVE DIRECTOR 40.00	411,179.	14,449.	0
ANGELA WILLIAMS 10400 FERNWOOD ROAD BETHESDA, MD 20817	SR MGR, FIN & PROG 21.00	61,071.	6,296.	0
AMANDA FARNUM 10400 FERNWOOD ROAD BETHESDA, MD 20817	GRANTS MANAGER 40.00	91,885.	5,350.	0
MARGARET BUCKLEY 10400 FERNWOOD ROAD BETHESDA, MD 20817	FDN COORDINATOR 40.00	62,059.	110.	0
JOY DONG 10400 FERNWOOD ROAD BETHESDA, MD 20817	PROJECT MANAGER 40.00	64,547.	9,741.	0
	TOTAL COMPENSATION	690,741.	35,946.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
DOW LOHNES PLLC 1200 NEW HAMPSHIRE AVE., NW, SUITE 800 WASHINGTON, DC 20036	LEGAL SERVICES	112,008.
TOTAL COMPENSATION		112,008.

ATTACHMENT 15

FORM 990PF, PART X - REDUCTION CLAIMED FOR BLOCKAGE

DESCRIPTION	AMOUNT
BLOCKAGE DISCOUNT - SEE DETAILS BELOW	33,279,148.
TOTAL	33,279,148.

PART X - MINIMUM DISTRIBUTION, LINE 1E, BLOCKAGE DISCOUNT

HOST MARRIOTT
1,660,569 SHARES; 0.22% OF SHARES ISSUED AND 0.22% OF SHARES OUTSTANDING AT YEAR-END; $3,963,850 BLOCKAGE DISCOUNT ON $39,825,959 PRE-DISCOUNT AVERAGE FAIR MARKET VALUE.

MARRIOTT INTERNATIONAL
4,693,603 SHARES; 0.92% OF SHARES ISSUED AND 1.57% OF SHARES OUTSTANDING AT YEAR-END; $24,663,541 BLOCKAGE DISCOUNT ON $290,754,528 PRE-DISCOUNT AVERAGE FAIR MARKET VALUE.

MARRIOTT VACATIONS WORLDWIDE
1,302,188 SHARES; 3.66% OF SHARES ISSUED AND 3.70% OF SHARES OUTSTANDING AT YEAR-END; $4,651,757 BLOCKAGE DISCOUNT ON $58,146,967 PRE-DISCOUNT AVERAGE FAIR MARKET VALUE.

J Willard and Alice S Marriott Foundation
EIN 52-6068678
Form 990-PF
Attachment 16

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
National September 11 Memorial & Museum	9/11 Museum and Memorial	PC	3482	One Liberty Plaza, 20th Floor	New York	NY	10006	$666,667 00
Active Minds	General Operating Support	PC	3981	2001 S Street, N W , #450	Washington	DC	20009	$15,000 00
Alleghany Wellness Center, Inc	Facilities/Renovations	PC	3026	P O Box 1735	Sparta	NC	28675-8788	$5,000 00
ALS Association - DC/MD/VA Chapter	General Operating Support	PC	4017	7507 Standish Place	Rockville	MD	20855	$50,000 00
Althea Foundation	Youth Career Initiative	PF	3429	Thoreau Centers for Sustainability 1016 Lincoln Blvd, Suite 104	San Francisco	CA	94129	$166,667 00
American Cancer Society - Great West Division	Hope Lodge Campaign	PC	4089	941 East 3300 South	Salt Lake City	UT	84106	$25,000 00
American Foundation for the Blind	CareerConnect Website	PC	3746	Two Penn Plaza, Suite 1102	New York	NY	10121	$195,775 15
American Heart Association	General Operating Support	PC	4091	4301 North Fairfax Drive, Suite 530	Arlington	VA	22203	$50,000 00
American Red Cross of the National Capital Region	General Operating Support	PC	3910	8550 Arlington Blvd	Fairfax	VA	22031	$15,000 00
America's VetDogs	General Operating Support	PC	3947	371 East Jericho Turnpike	Smithtown	NY	11787	$12,000 00
Arlington Free Clinic	General Operating Support	PC	4023	2921 11th Street South	Arlington	VA	22203	$15,000 00
Arthritis Foundation, Mid-Atlantic Region	General Operating Support	PC	4024	4720 Montgomery Lane, Suite 300	Bethesda	MD	20814	$25,000 00
Arts for the Aging	General Operating Support	PC	4019	12320 Parklawn Drive	Rockville	MD	20852	$5,000 00
Association of Small Foundations	General Operating Support	PC	3841	1720 N Street, NW	Washington	DC	20036	$15,000 00
Back On My Feet - Washington DC	General Operating Support	PC	3788	122 C Street, NW, Suite 240	Washington	DC	20001	$25,000 00
Bethesda-Chevy Chase Rescue Squad, Inc	General Operating Support	PC	3892	5020 Battery Lane	Bethesda	MD	20814	$5,000 00
Bishop John T Walker School for Boys	General Operating Support	PC	3859	3640 Martin Luther King Jr Ave SE	Washington	DC	20032	$25,323 29
BlackRock Center for the Arts	Program Support	PC	4003	12901 Town Commons Drive	Germantown	MD	20874	$15,000 00
The Bone Marrow Foundation	Patient Aid Program	PC	4040	515 Madison Avenue, Suite 1130	New York	NY	10022	$10,000 00
Boston Children's Hospital - Children's Hospital Trust	Boston Center for Endometriosis	PC	3517	300 Longwood Ave	Boston	MA	02115-5724	$502,250 00
Boston Children's Hospital - Children's Hospital Trust	Boston Center for Endometriosis	PC	3904	300 Longwood Ave	Boston	MA	02115-5724	$15,000 00
Boston University	The School of Hospitality Marriott Career Center	PC	3485	One Silber Way, Floor 8	Boston	MA	02215	$800,000 00
Boy Scouts of America, Cradle of Liberty Council	General Operating Support	PC	4063	1485 Valley Forge Road	Wayne	PA	19128	$10,000 00
Brainfood	General Operating Support	PC	3993	1525 Newton Street, NW	Washington	DC	20010	$45,000 00
Bread for the City	General Operating Support	PC	4049	1525 7th Street, N W	Washington	DC	20001	$30,000 00

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
Brigham Young University	Marriott Center Renovations	PC	3451	College of Engineering and Technology 270 Clyde Building	Provo	UT	84602	$196,131 41
Brigham Young University	Program Support	PC	3200	College of Engineering and Technology 270 Clyde Building	Provo	UT	84602	$250,000 00
Brigham Young Management Society of DC	General Operating Support	PC	3866	1717 Rhode Island Avenue, NW, Suite 900	Washington	DC	20036	$10,000 00
Business Volunteers for the Arts	General Operating Support	PC	3962	c/o CultureCapital 1436 U Street, NW, Suite 103	Washington	DC	20009-3997	$2,000 00
BUILD Metro DC	Program Support	PC	3871	1763 Columbia Road NW, 1st Floor	Washington	DC	20009	$40,342 17
Byte Back, Inc	Program Support	PC	3847	815 Monroe Street, NE	Washington	DC	20017	$40,342 17
C&O Canal Trust	Program Support	PC	3950	1850 Dual Highway, Suite 100	Hagerstown	MD	21740	$25,000 00
California State Polytechnic University	Marriott Learning Center	PC	3216	The Collins College of Hospitality Management 3801 West Temple Avenue	Pomona	CA	91768-4083	$1,200,000 00
Campanile Foundation at San Diego State University	CHEI Initiative	PC	3819	5500 Campanile Drive	San Diego	CA	92182-7455	$305,000 00
Campanile Foundation at San Diego State University	CHEI Initiative	PC	3819	5500 Campanile Drive	San Diego	CA	92182-7455	$50,000 00
Capital Area Food Bank	Donation of Food Boxes	PC	4031	4900 Puerto Rico Avenue, NE	Washington	DC	20017	$5,616 00
Capital Area Food Bank	Thanksgiving food drive	PC	4085	4900 Puerto Rico Avenue, NE	Washington	DC	20017	$3,770 60
Capital Area Food Bank	Program Support	PC	3951	4900 Puerto Rico Avenue, NE	Washington	DC	20017	$596,378 00
Capital Partners for Education	Mentoring and College/Career Readiness Programs	PC	3984	1413 K Street, NW, 2nd Floor	Washington	DC	20005	$30,000 00
Carlos Rosario International Career Center & Public Charter School	Building and Equipment Support	PC	3671	1100 Harvard Street, NW	Washington	DC	20009	$125,000 00
Catalogue for Philanthropy Greater Washington	General Operating Support	PC	3842	1899 L Street, NW, Suite 900	Washington	DC	20036	$25,323 29
Center For Inspired Teaching	General Operating Support	PC	3998	1436 U Street NW, Suite 400	Washington	DC	20009-3987	$30,000 00
Children's Hospital Foundation	General Operating Support	PC	3851	801 Roeder Road, Suite 300	Silver Spring	MD	20910	$15,000 00
Children's Hospital Foundation	Facilities/Renovations	PC	3119	801 Roeder Road, Suite 300	Silver Spring	MD	20910	$333,334 00
The Children's Inn at NIH	Kitchen and Dining Area Renovation	PC	3538	7 West Drive	Bethesda	MD	20814-1509	$45,705 10
CollegeTracks	General Operating Support	PC	3861	5126 Manning Dr	Bethesda	MD	20814-1227	$25,288 49

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
Columbia University Medical Center	Mitochondrial Disease Patient Registry	PC	3732	Department of Neurology P&S 4-424A (Box 31), 630 West 168th Street	New York	NY	10032	$70,000 00
Columbia University Medical Center	Medical Research Grant	PC	4072	Department of Neurology P&S 4-424A (Box 31), 630 West 168th Street	New York	NY	10032	$75,000 00
Columbia University Medical Center	Medical Research Grant	PC	4071	Department of Neurology P&S 4-424A (Box 31), 630 West 168th Street	New York	NY	10032	$95,372 39
Columbia University Medical Center	Medical Research Grant	PC	3731	Department of Neurology P&S 4-424A (Box 31), 630 West 168th Street	New York	NY	10032	$97,036 01
Comfort For Americas Uniformed Services (CAUSE)	General Operating Support	PC	3936	4114 Legato Road, Suite B	Fairfax	VA	22033	$10,000 00
The Community Foundation for Montgomery County	General Operating Support	PC	3973	8720 Georgia Avenue, Suite 202	Silver Spring	MD	20910	$5,000 00
The Community Foundation for Montgomery County	General Operating Support	PC	4022	8720 Georgia Avenue, Suite 202	Silver Spring	MD	20910	$5,000 00
Community Foundation for the National Capital Region	Marriott Foundation Education Fund	PC	3954	121 15th Street, NW, Suite 420	Washington	DC	20005	$175,000 00
Community Foundation for the National Capital Region	Marriott Foundation Education Fund	PC	4099	121 15th Street, NW, Suite 420	Washington	DC	20005	$200,000 00
Community Services for Autistic Adults and Children	General Operating Support	PC	3838	8615 East Village Avenue	Montgomery Village	MD	20886	$30,320 60
Congressional Coalition on Adoption Institute	General Operating Support	PC	4036	311 Massachusetts Ave, NE	Washington	DC	20002	$10,000 00
Consortium of Catholic Academies	Scholarship Support	PC	3355	5001 Eastern Avenue, Suite 207	Hyattsville	MD	20782-3447	$95,728 45
Cornell University	Entrepreneurship Bootcamp for Veterans	PC	3806	School of Hotel Administration, 174 Statler Hall	Ithaca	NY	14853-0223	$50,000 00
Cornell University	Marriott Student Learning Center	PC	3116	School of Hotel Administration, 174 Statler Hall	Ithaca	NY	14853-0223	$1,811,145 00
Corporation of the President of the Church of Jesus Christ of Latter-day Saints	Program Support	PC	3759	LDS Philanthropies, 1450 North University	Provo	UT	84604	$195,775 15
Corporation of the President of the Church of Jesus Christ of Latter-day Saints	Program Support	PC	4096	LDS Philanthropies, 1450 North University	Provo	UT	84604	$500,000 00
Crohn's & Colitis Foundation Of America Mid-Atlantic Division	General Operating Support	PC	3922	11300 Rockville Pike, Suite 1005	Rockville	MD	20852	$5,000 00
Cultural Tourism DC	General Operating Support	PC	3046	1250 H Street, NW, Suite 1000	Washington	DC	20005	$5,000 00
CultureCapital	General Operating Support	PC	3955	923 F Street, NW, Suite 303	Washington	DC	20004	$10,000 00
Cystic Fibrosis Foundation	General Operating Support	PC	3916	6931 Arlington Road	Bethesda	MD	20814	$20,000 00
DC Central Kitchen	Culinary Job Training Program	PC	3834	425 Second Street, NW	Washington	DC	20001	$150,622 14
DC College Access Program	General Operating Support	PC	3828	1029 Vermont Avenue, NW, Suite 400	Washington	DC	20005	$25,000 00
DC College Access Program	General Operating Support	PC	3621	1029 Vermont Avenue, NW, Suite 400	Washington	DC	20005	$195,775 15

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
DC Public Education Fund	General Operating Support	PC	4035	1534 14Th St Nw	Washington	DC	20005-3722	$25,000 00
University of Delaware	Marriott Hositality Center	PC	4002	Office of the President, 104 Hullithen Hall	Newark	DE	19716-0101	$277,616 92
Diplomacy Center Foundation	Capital Campaign - Power of Diplomacy	PC	4088	2401 Calvert St , NW Suite 902	Washington	DC	20008-2678	$25,000 00
Distributive Education Clubs of America (DECA)	Program Support	PC	3876	1908 Association Drive	Reston	VA	20191	$97,833 18
District of Columbia College Success Foundation	Program Support	PC	3853	1805 7th Street, NW, Suite 500	Washington	DC	20001	$30,000 00
Don Bosco Cristo Rey High School	Capital Campaign	PC	3356	P O Box 56481	Washington	DC	20040	$33,333 00
E L Haynes Public Charter School	Education Initiatives	PC	4029	3600 Georgia Avenue, NW	Washington	DC	20010	$363,064 11
Educare of Washington DC	General Operating Support	PC	3850	Ounce of Prevention Fund 33 West Monroe Street, Suite 2400	Chicago	IL	60603	$100,514 27
Endometriosis Association, Inc	Outreach Efforts to Increase Awareness of Adolescent Endometriosis	PC	4090	8585 North 76th Place	Milwaukee	WI	53223-2633	$10,000 00
Fair Chance	General Operating Support	PC	4005	2001 S Street, NW, Suite 310	Washington	DC	20009-1164	$50,000 00
Feeding America	General Operating Support	PC	3857	35 E Wacker Drive, Suite 2000	Chicago	IL	60601	$50,363 75
Fight For Children	Joe's Champs	PC	4008	1726 M Street, NW, Suite 202	Washington	DC	20036	$150,000 00
FLAG Foundation (Future Leaders of American Government)	Scholarships for Field Trips	PC	3988	218 West Water Street, Suite 400	Charlottesville	VA	22902	$25,000 00
Florida International University - Chaplin School of Hospitality and Tourism	Career Development Program	PC	4037	3000 NE 151st Street, HM 210	North Miami	FL	33181-3000	$87,824 31
Food & Friends	General Operating Support	PC	3852	219 Riggs Road, NE	Washington	DC	20011	$100,514 27
For Love of Children	Tutoring Program	PC	3865	1763 Columbia Road, NW, 1st Floor	Washington	DC	20009	$20,000 00
Foundation Center	General Operating Support	PC	3964	1627 K Street, NW, Third Floor	Washington	DC	20006-1708	$3,000 00
Foundation Fighting Blindness	General Operating Support	PC	3878	11435 Cronhill Drive	Owings Mill	MD	21117-2220	$20,000 00
Free Wheelchair Mission	Program Support	PC	3900	15279 Alton Parkway, Suite 300	Irvine	CA	92618	$39,928 16
Fundacion Paraguaya	Program Support for School	PC	3354	5589 Blinder	Asuncion		Paraguay	$50,000 00
Generation Hope	General Operating Support	PC	4015	1201 15th Street, NW, Suite 420	Washington	DC	20005	$7,500 00
George Brown College	Scholarship Support	PC	3908	300 Adelaide Street East, #310	Toronto, Ontario		M5A 1N1	$25,000 00
George W Bush Foundation	Women's Initiative Advisory Council	PC	3058	P O Box 600610	Dallas	TX	75360	$400,000 00
George W Bush Foundation	Capital Campaign	PC	3790	P O Box 600610	Dallas	TX	75360	$750,000 00
Girl Scout Council of the Nation's Capital	Young Leaders Program	PC	3979	4301 Connecticut Avenue, NW, M-2	Washington	DC	20008	$30,000 00
Green Door	General Operating Support	PC	3849	1221 Taylor Street, NW	Washington	DC	20011	$10,000 00

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
Habitat for Humanity of Montgomery County	Home Build Support	PC	4010	9110 Gaither Road	Gaithersburg	MD	20877	$15,000 00
Habitat for Humanity of Washington DC	Home Build Support	PC	3975	2115 Ward Court, NW, Suite 100	Washington	DC	20037	$75,000 00
Hemophilia Association of the Capital Area	General Operating Support	PC	3888	10560 Main Street, Suite 309	Fairfax	VA	22030	$5,000 00
Higher Achievement Program Inc	Program Support	PC	3840	317 8th St NE	Washington	DC	20002	$100,514 27
Hispanic Scholarship Fund	Scholarship Fund	PC	3794	1411 W 190th Street, Suite 325	Gardena	CA	90248	$113,850 00
Hispanic Scholarship Fund	Scholarship Fund	PC	3758	1411 W 190th Street, Suite 325	Gardena	CA	90248	$71,943 43
Holy Cross Hospital Foundation	General Operating Support	PC	3978	11801 Tech Road	Silver Spring	MD	20904	$10,000 00
Hospice Caring, Inc	General Operating Support	PC	3931	518 S Frederick Avenue	Gaithersburg	MD	20877	$10,000 00
House of Ruth	General Operating Support	PC	3987	5 Thomas Circle, NW	Washington	DC	20005-4153	$30,000 00
Housing Unlimited, Inc	Affordable Housing Program	PC	3999	1398 Lamberton Drive, Suite GI	Silver Spring	MD	20902	$25,000 00
University of Houston	Career Center at San Antonio Campus	PC	3989	Hilton College of Hotel and Restaurant Management Office of the Dean, 229C N Hilton Hotel & College	Houston	TX	77204-3028	$295,784 25
Huggins Hospital	Radiology Equiptment	PC	4060	Office of Development 240 South Main Street, PO Box 912	Wolfeboro	NH	03894-0912	$250,000 00
Huntsman Cancer Institute	Cancer Research Center	PC	3903	500 Huntsman Way	Salt Lake City	UT	84108	$1,000,000 00
Imagination Stage	General Operating Support	PC	3953	4908 Auburn Avenue	Bethesda	MD	20814	$10,000 00
IMPACT Silver Spring	Program Support	PC	4004	P O Box 8397	Silver Spring	MD	20907	$30,000 00
Interfaith Works	General Operating Support	PC	3883	114 West Montgomery Ave	Rockville	MD	20850-4213	$5,000 00
Interfaith Works	General Operating Support	PC	4007	114 West Montgomery Ave	Rockville	MD	20850-4213	$100,000 00
James Madison Education Fund	Fellowship Support	PC	3930	1613 Duke Street	Alexandria	VA	22314	$24,000 00
Jill's House	General Operating Support	PC	3886	9011 Leesburg Pike	Vienna	VA	22182	$15,000 00
The John F Kennedy Center for the Performing Arts	Program Support	PC	3926	2700 F Street, NW	Washington	DC	20566-0001	$120,000 00
The John F Kennedy Center for the Performing Arts	General Operating Support	PC	3917	2700 F Street, NW	Washington	DC	20566-0001	$50,000 00
The John F Kennedy Center for the Performing Arts	Trustees' Annual Fund	PC	3919	2700 F Street, NW	Washington	DC	20566-0001	$50,000 00
The John F Kennedy Center for the Performing Arts	Millennium Stage Programming	PC	3920	2700 F Street, NW	Washington	DC	20566-0001	$251,187 40
The John F Kennedy Center for the Performing Arts	General Operating Support	PC	3966	2700 F Street, NW	Washington	DC	20566-0001	$57,500 00
The John F Kennedy Center for the Performing Arts	General Operating Support	PC	3967	2700 F Street, NW	Washington	DC	20566-0001	$46,000 00
Johns Hopkins Health System	Facilities/Renovations	PC	3118	Johns Hopkins Medical Institutions Wilmer 112, 600 N Wolfe Street	Baltimore	MD	21205	$333,724 23

J Willard and Alice S Marriott Foundation
EIN 52-6068678
Form 990-PF
Attachment 16

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
Johnson & Wales University	General Operating Support	PC	3959	8 Abbott Park Place	Providence	RI	02903	$10,000 00
Jubilee Jobs, Inc	Job Placement and Support Services	PC	3864	2712 Ontario Road, NW	Washington	DC	20009	$20,000 00
Jubilee Jumpstart	General Operating Support	PC	4001	2525 Ontario Road NW	Washington	DC	20009	$35,000 00
Junior Achievement of the National Capital Area	General Operating Support	PC	3938	1050 17th Street, NW, Suite 750	Washington	DC	20036	$10,000 00
Juvenile Diabetes Research Foundation - Capitol Chapter	General Operating Support	PC	4026	1400 K Street, NW, Suite 725	Washington	DC	20005	$5,000 00
Kennedy Krieger Institute Inc	Pediatric Rehabilitation Hospital and Center	PC	4051	707 N Broadway	Baltimore	MD	21205-1832	$250,000 00
KEYS For The Homeless Foundation, Inc	General Operating Support	PC	4020	P O Box 32027	Washington	DC	20007	$25,000 00
Kids Enjoy Exercise Now	General Operating Support	PC	4038	Keen Greater DC, PO Box 341590	Bethesda	MD	20827	$10,000 00
The Kingsbury Center, Inc	General Operating Support	PC	3937	5000 14th Street, NW	Washington	DC	20011	$10,000 00
KIPP DC, Inc	Capital Campaign	PC	3901	1003 K St Nw Ste 700	Washington	DC	20001-4421	$1,000,000 00
Knock-Out Abuse	General Operating Support	PC	3948	1050 17th Street, NW, Suite 1200	Washington	DC	20036	$10,000 00
Lakes Region Conservation Trust	General Operating Support	PC	4092	156 Dane Road (Route 25B), PO Box 766	Center Harbor	NH	03226	$5,000 00
Latin American Youth Center	Program Support	PC	4000	1419 Columbia Road, NW	Washington	DC	20009	$40,000 00
LDS Church, Corporation of the Presiding Bishopric	Program Support	PC	4032	1999 West 1700 South	Salt Lake City	UT	84104	$25,000 00
Leadership Montgomery	General Operating Support	PC	3924	M&T Bank Building 5910 Executive Boulevard, Suite 200	Rockville	MD	20852	$5,000 00
Life Pieces To Masterpieces, Inc	General Operating Support	PC	3854	5600 Eades Street, NE	Washington	DC	20019	$25,288 49
Literacy Council of Montgomery County	General Operating Support	PC	3986	21 Maryland Avenue, Suite 320	Rockville	MD	20850	$15,000 00
Live It Learn It	Program Support	PC	3846	735 8th St SE, Suite 300	Washington	DC	20003-2802	$30,320 60
Loon Preservation Committee	General Operating Support	PC	3932	Po Box 604	Moultonborough	NH	03254-0604	$2,500 00
Make-A-Wish Foundation of the Mid-Atlantic, Inc	General Operating Support	PC	3836	5272 River Road, Suite 700	Bethesda	MD	20816	$37,630 98
Marriott Foundation for People with Disabilities	General Operating Support	PC	3889	10400 Fernwood Road	Bethesda	MD	20817	$25,000 00
Marriott Foundation for People with Disabilities	Program Support	PC	3611	10400 Fernwood Road	Bethesda	MD	20817	$5,203,099 26
Massachusetts General Hospital	Medical Research Grant	PC	4070	Development Office, 100 Cambridge Street, Ste 1310	Boston	MA	02114	$200,000 00
Massachusetts General Hospital	Medical Research Grant	PC	4074	Development Office, 100 Cambridge Street, Ste 1310	Boston	MA	02114	$200,000 00
Mayo Clinic	Medical Research Grant	PC	4069	200 1st Street Southwest	Rochester	MN	55902	$162,223 00
Mayo Clinic	Medical Research Grant	PC	4073	200 1st Street Southwest	Rochester	MN	55902	$171,581 00
Mental Health Association of Montgomery County	General Operating Support	PC	3855	1000 Twinbrook Parkway	Rockville	MD	20851	$30,320 60
Mentors, Inc	Mentoring Program Support	PC	3831	1012 14th Street, NW, Suite 304	Washington	DC	20005	$10,000 00

J Willard and Alice S Marriott Foundation
EIN 52-6068678
Form 990-PF
Attachment 16

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
Metropolitan State University of Denver	Hospitality Learning Center	PC	3324	Campus Box 14, P O Box 173362	Denver	CO	80217	$348,367 00
Michigan State University	Culinary Business Learning Lab Renovation	PC	3115	The Eli Broad Graduate School of Management 231 Eppley Center	East Lansing	MI	48824-1121	$267,518 04
Miriam's Kitchen	General Operating Support	PC	4009	2401 Virginia Avenue, NW	Washington	DC	20037-2637	$25,000 00
Montgomery Coalition For Adult English Literacy Inc	General Operating Support	PC	3983	12320 Parklawn Dr	Rockville	MD	20852-1726	$15,000 00
Montgomery College Foundation	Hospitality Center	PC	2934	40 West Gude Drive, Suite 220	Rockville	MD	20850	$120,000 00
Montgomery College Foundation	General Operating Support	PC	4047	40 West Gude Drive, Suite 220	Rockville	MD	20850	$5,000 00
Montgomery County Coalition for the Homeless	General Operating Support	PC	3827	600-B East Gude Drive	Rockville	MD	20850	$5,000 00
Morgan State University Foundation, Inc	Scholarship Support	PC	3843	1700 Cold Spring Lane 242 Carl J Murphy Fine Arts Center	Baltimore	MD	21251	$25,000 00
Multicultural Career Intern Program	Program Support	PC	3873	3101 16th Street, NW	Washington	DC	20010	$107,925 18
N Street Village Inc	General Operating Support	PC	3823	1333 N Street, NW	Washington	DC	20005	$15,000 00
National Academy Foundation	General Operating Support	PC	3893	218 West 40th Street, 5th Floor	New York	NY	10018	$25,000 00
National Academy Foundation	Program Support	PC	3442	218 West 40th Street, 5th Floor	New York	NY	10018	$95,728 45
The National Campaign to Prevent Teen and Unplanned Pregnancy	General Operating Support	PC	3985	1776 Massachusetts Avenue, NW Suite 200	Washington	DC	20036	$20,000 00
National Campaign to Stop Violence	"Do The Write Thing" Challenge Program	PC	4053	2021 Massachusetts Ave , NW	Washington	DC	20036	$20,000 00
The National Center for Children and Families	Neediest Kids Program	PC	4016	6301 Green Tree Road	Bethesda	MD	20817	$25,000 00
National Cherry Blossom Festival Committee Inc	General Operating Support	PC	3943	1250 H St Nw Ste 1000	Washington	DC	20005-5942	$25,000 00
National Child Research Center	General Operating Support	PC	3929	3209 Highland Place, NW	Washington	DC	20008	$5,000 00
National Council For Adoption	General Operating Support	PC	3942	225 N Washington Street	Alexandria	VA	22314-2561	$10,000 00
National Industries for the Blind	Business Leaders Program	PC	3971	1310 Braddock Pl	Alexandria	VA	22314-1691	$25,000 00
National Multiple Sclerosis Society-National Capital Chapter	General Operating Support	PC	3867	1800 M Street, NW, Suite 750 South	Washington	DC	20036-5808	$20,000 00
National Restaurant Association Education Foundation	General Operating Support	PC	3890	2055 L Street, NW, Suite 700	Washington	DC	20036	$5,000 00
National Restaurant Association Education Foundation	ProStart Program	PC	4011	2055 L Street, NW, Suite 700	Washington	DC	20036	$171,025 82
National Symphony Orchestra	General Operating Support	PC	3918	The John F Kennedy Center for the Performing Arts 2700 F Street, NW	Washington	DC	20566	$25,000 00
The National Theatre	Saturday Morning at the National	PC	4018	1321 Pennsylvania Ave, NW	Washington	DC	20004	$45,000 00
Network For Teaching Entrepreneurship (NFTE)	General Operating Support	PC	4028	1660 L Street, NW, Suite 510	Washington	DC	20036	$35,000 00

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
New Schools Venture Fund	DC Education Fund	PC	3752	49 Stevenson St Ste 575	San Francisco	CA	94105-2943	$195,775 15
New York University, School of Continuing and Professional Studies	Endowed Scholarship Fund - School of Hospitality Administration	PC	3101	Tisch Center for Hospitality, Tourism and Sports Management 48 Cooper Square, Room 103	New York	NY	10002-7154	$45,705 10
Northern Arizona University	Demonstration Kitchen	PC	3403	School of Hotel and Restaurant Management PO Box 4094	Flagstaff	AZ	86011-4092	$100,000 00
Oklahoma State University	Teaching Kitchen in the School of Hotel and Restaurant Administration	PC	4006	College of Human Environmental Sciences School of Hotel & Restaurant Administration 210 HES West	Stillwater	OK	74078-6173	$498,516 91
One World Education	Middle School Pilot Program	PC	3994	1800 Kenyon St Nw	Washington	DC	20010-0000	$15,000 00
The Panetta Institute For Public Policy	Program Support	PC	3880	CSU Monterey Bay, 100 Campus Center Bldg 86E	Seaside	CA	93955	$5,000 00
Park City Academy	General Operating Support	PC	2998	3120 Pinebrook Road	Park City	UT	84098	$50,000 00
Park City Medical Center Foundation	Capital Campaign	PC	3593	900 Round Valley Dr	Park City	UT	84060-7552	$40,000 00
Passion 4 Learning, Inc	Program Support	PC	3839	1210 Woodside Parkway	Silver Spring	MD	20910	$17,500 00
Perform It! Young People's Stage Company	Program Support	PC	4014	P O Box 2093	Wolfeboro	NH	03894	$5,000 00
Prevention of Blindness Society of the Metropolitan Area	General Operating Support	PC	3821	1775 Church Street, N W	Washington	DC	20036-1301	$5,000 00
Primary Care Coalition of Montgomery County	Program Support	PC	3997	8757 Georgia Avenue, 10th Floor	Silver Spring	MD	20910	$15,000 00
Project Akilah Inc	Scholarship support	PC	4034	109 N Brush St Ste 300	Tampa	FL	33602-4167	$27,000 00
Purdue University	Executive in the Classroom Speakers Series	PC	4033	1031 Hovde Hall, Room 200	West Lafayette	IN	47907-1031	$25,000 00
Reading Partners	General Operating Support	PC	3996	600 New Hampshire Ave , NW	Washington	DC	20037	$50,000 00
Roosevelt University	Scholarship Support	PC	3574	430 South Michigan Avenue, Suite 827F	Chicago	IL	60605	$30,000 00
Round House Theatre	General Operating Support	PC	3863	4545 East-West Highway	Bethesda	MD	20814	$10,000 00
Ryerson University - Ted Rogers School of Management	Scholarship Endowment	PC	3580	55 Dundas Street West, TRS 3-016	Toronto		M5B 2K3	$25,000 00
Safe Shores - The DC Children's Advocacy Center	General Operating Support	PC	3860	429 O Street, NW	Washington	DC	20001	$15,000 00
Salvation Army, The	General Operating Support	PC	3958	2626 Pennsylvania Avenue, NW	Washington	DC	20037	$5,000 00
San Francisco State University	Global Student Career & Professional Development Program	PC	3486	1600 Holloway Avenue	San Francisco	CA	94132	$50,250 84
Save the Children	Early Steps to School Success	PC	4012	2000 L Street, NW, Suite 500	Washington	DC	20036	$35,000 00
Second Baptist Church Southwest	Memorial Donation	PC	4057	5501 Silver Hill Road	Forestville	MD	20747	$1,000 00

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
Sibley Memorial Hospital Foundation	General Operating Support	PC	3970	5255 Loughboro Road, N W	Washington	DC	20016-2695	$10,000 00
Sigma Chi Foundation	General Operating Support	PC	3898	International Headquarters 1714 Hinman Avenue	Evanston	IL	60201	$20,000 00
Sigma Chi Foundation	Scholarship	PC	3502	International Headquarters 1714 Hinman Avenue	Evanston	IL	60201	$5,000 00
Sigma Chi Foundation	Making a Difference Campaign	PC	2956	International Headquarters 1714 Hinman Avenue	Evanston	IL	60201	$3,000 00
Smithsonian Institution - National Museum of African American History and Culture	Capital Support	PC	3905	600 Maryland Ave , SW Suite 7001	Washington	DC	20024	$252,013 08
So Others Might Eat	General Operating Support	PC	4048	71 O Street, N W	Washington	DC	20001-1290	$10,000 00
The Society of St Andrew, Inc	General Operating Support	PC	4041	3383 Sweet Hollow Road	Big Island	VA	24526-3054	$25,000 00
Southern Virginia University	Capital and Operating Support	PC	3789	One University Hill Drive	Buena Vista	VA	24416	$995,744 19
Southern Virginia University	General Operating Support	PC	4046	One University Hill Drive	Buena Vista	VA	24416	$5,000 00
Southern Virginia University	Scholarship Support	PC	4064	One University Hill Drive	Buena Vista	VA	24416	$10,000 00
Spanish Catholic Center	General Operating Support	PC	3868	1618 Monroe Street, NW	Washington	DC	20010	$10,000 00
St Anne's House	Support New Lantern House	PC	3990	137 W Binford Ave	Ogden	UT	84401-3417	$10,000 00
The Starkey Hearing Foundation	General Operating Support	PC	3844	6700 Washington Aveenue South	Eden Prairie	MN	55344	$25,323 29
Starlight MidAtlantic	General Operating Support	PC	3968	2020 K Street, NW, Suite 600	Washington	DC	20006	$25,000 00
Supported Employment Enterprise Corporation	Program Support	PC	3899	8905 Fairview Road, Suite 300	Silver Spring	MD	20910-4172	$25,000 00
Taproot Foundation	Program Support	PC	4021	1612 K St NW, Suite 505	Washington	DC	20006	$60,000 00
THEARC	Program Support	PC	3952	1901 Mississippi Ave , SE	Washington	DC	20020	$25,000 00
Thrive DC	General Operating Support	PC	3995	St Stephen and the Incarnation Episcopal Church 1525 Newton Street NW, Suite G1	Washington	DC	20010	$30,000 00
Treatment Advocacy Center	General Operating Support	PC	3858	200 North Glebe Road, Suite 730	Arlington	VA	22203	$25,323 29
Trust for the National Mall	General Operating Support	PC	4093	1300 Pennsylvania Avenue, NW, Suite 370	Washington	DC	20004	$25,000 00
Turning the Page	Program Support	PC	3862	1625 K Street, NW, Suite 102	Washington	DC	20006	$20,000 00
United Mitochondrial Disease Foundation Inc	Program Support	PC	3809	8085 Saltsburg Road, Suite 201	Pittsburgh	PA	15239-1977	$25,000 00
United Negro College Fund	Scholarship Support	PC	3763	1805 7th Street, NW	Washington	DC	20001	$71,466 94
United Negro College Fund	Scholarship Support	PC	4055	1805 7th Street, NW	Washington	DC	20001	$59,588 12

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
Universidad Del Este	Scholarship Support	PC	3826	P O Box 2010	Carolina	Puerto	000984-2010	$100,597 69
University of Denver	Endowed Scholarship Fund	PC	3992	Fritz Knoebel School of HospitalityManagement Daniels College of Business 2044 E Evans Avenue, Ste 39	Denver	CO	80208	$100,000 00
University of Maryland Eastern Shore	USG Hospitality Program	PC	2777	Richard A Henson Center, 11868 Academic Oval	Princess Anne	MD	21853-1299	$40,000 00
University of Utah	Honor Residential Living Center	PC	3104	Development Office, 540 Arapeen Drive, Room 250	Salt Lake City	UT	84108	$811,674 00
University of Utah	Program Support	PC	3237	Development Office, 540 Arapeen Drive, Room 250	Salt Lake City	UT	84108	$25,000 00
University System of Maryland Foundation	General Operating Support	PC	4058	3300 Metzerott Rd	Adelphi	MD	20783	$5,000 00
The Urban Alliance Foundation, Inc	Program Support	PC	3833	2030 Q St NW	Washington	DC	20009	$105,296 91
Urban Teacher Center	General Operating Support	PC	3980	1500 Union Ave , Suite 2200	Baltimore	MD	21211-1984	$50,000 00
Utah Valley University Foundation	Scholarship Support	PC	3341	800 West University Parkway	Orem	UT	84058-5999	$40,000 00
Utah Valley University Foundation	Scholarship Support	PC	3965	800 West University Parkway	Orem	UT	84058-5999	$10,000 00
Washington Airports Task Force	General Operating Support	PC	3969	44701 Propeller Court, Suite 100	Dulles	VA	20166-7601	$20,000 00
Washington Animal Rescue League	General Operating Support	PC	3902	71 Oglethorpe St NW	Washington	DC	20011-2346	$10,000 00
Washington Regional Association of Grantmakers	General Operating Support	PC	3949	1400 16th Street, NW, Suite 740	Washington	DC	20036	$1,500 00
Washington Hospitality Foundation	Capital Support	PC	3589	1201 New York Avenue, NW, Suite 601	Washington	DC	20005	$250,000 00
Washington Nationals Dream Foundation	Youth Baseball Academy	PC	3637	Nationals Park, 1500 South Capitol St , SE	Washington	DC	20003-3599	$50,000 00
Washington Performing Arts Society	General Operating Support	PC	3825	2000 L Street, Suite 510	Washington	DC	20036-4907	$10,000 00
Washington Redskins Charitable Foundation	General Operating Support	PC	3946	21300 Redskin Park Drive	Ashburn	VA	20147	$5,000 00
Washington Tennis & Education Foundation	Capital Campaign for Community Center	PC	2882	The William H G FitzGerald Tennis Center 16th and Kennedy Streets, NW	Washington	DC	20011	$100,000 00
Waterfront Partnership Of Baltimore Inc	General Operating Support	PC	3907	650 S Exeter St Ste 200	Baltimore	MD	21202-4672	$5,000 00
Weber State University	Program Support	PC	3882	4018 University Circle	Ogden	UT	84408-4018	$20,000 00
WETA	Early Literacy Program	PC	4013	3939 Campbell Avenue	Arlington	VA	22206	$10,000 00
Widener University	Endowed Scholarship	PC	3818	One University Place	Chester	PA	19013-5792	$100,514 27
A Wider Circle	General Operating Support	PC	4027	4808 Moorland Lane, Suite 802	Bethesda	MD	20814	$20,000 00
Woodrow Wilson International Center for Scholars	General Operating Support	PC	3974	One Woodrow Wilson Plaza 1300 Pennsylvania Avenue, NW	Washington	DC	20004-3027	$15,000 00
Youth for Tomorrow - Joe Gibbs Charities	General Operating Support	PC	3894	11835 Hazel Circle Drive	Bristow	VA	20136	$15,000 00

The J. Willard and Alice S. Marriott Foundation

Grantee Name	Project Description	Status	Grant ID	Street Address	City	State	Zip Code	Amount
Grand Totals								$29,827,002 31

HARBOR | INVESTMENT ADVISORY
HARBOR INVESTMENT ADVISORY, LLC
100 Light Street, Suite 1300, Baltimore, MD 21202
410-653-8900

J. Willard and Alice S. Marriott Foundation
EIN: 52-6068678
Form 990-PF
Attachment 17

Brokerage
Account Statement

Schedule of Realized Gains and Losses Year-to-Date

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term							
01/28/13	09/21/12	SELL High Cost	GATEWAY FUND CLASS Y Security Identifier: GTEYX	745.701	20,566.43	20,529.15	0.00 -37.28[3]
01/28/13	10/01/12	SELL High Cost	GATEWAY FUND CLASS Y Security Identifier: GTEYX	8,335.302	229,554.22	229,470.85	0 00 -83.37[3]

J. Willard and Alice S. Marriott Foundation
EIN: 52-6068678
Form 990-PF
Attachment 17

[redacted]

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term *(continued)*							
02/22/13	04/30/12*	RDMG High Cost	FEDERAL NATL MTG ASS ERM NTS FIXED RATE 2.000% 08/ 22/19 B/E DTD 02/22/12 CLD Security Identifier: 3136FTL72 Original Cost Basis: 249,875.00	250,000.000	249,999.99	250,000.00	0.01
05/15/13	10/01/12*	RPP	FEDERAL HOME LN BKS VH-2021 2.200% 10/15/21 B/E DTD 10/15/12 CLB Security Identifier: 313380SK4 Original Cost Basis: 499,875.00	1,000,000.000	499,875.00	500,000.00	125.00
Total Short Term					**$999,995.64**	**$1,000,000.00**	**$125.01**
Long Term							
05/01/13	10/23/08*	MAT First In First Out	GENERAL ELEC CAP COR ERM NTS MTN 4.800% 05/01/13 B/E DTD 04/21/08 Security Identifier: 36962G3T9 Original Cost Basis: 318,500.00	350,000.000	349,999.43	350,000.00	0.57
Total Long Term					**$349,999.43**	**$350,000.00**	**$0.57**
Total Short Term and Long Term					**$1,349,995.07**	**$1,350,000.00**	**$125.58**

J. Willard and Alice S. Marriott Foundation
EIN: 52-6068678
Form 990-PF
Attachment 17

[redacted]

Schedule of Realized Gains and Losses Year-to-Date

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long-Term							
01/03/13	12/11/01*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	157,627.000	1,458,049.75	2,556,649.70	1,098,599.95
01/03/13	12/10/02*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	117,373.000	1,056,357.00	1,903,745.20	847,388.20
03/01/13	12/10/02*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	275,000.000	2,475,000 00	4,546,962.96	2,071,962.96
05/14/13	10/08/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	46,790.000	232,711.62	2,056,837.28	1,824,125.66
05/15/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	63,266.570	302,320.95	2,781,136.06	2,478,815.11
05/15/13	10/08/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	200,000.000	994,706.63	8,791,797.88	7,797,091.25
05/15/13	10/08/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	200,000.000	994,706.63	8,791,802.88	7,797,096.25
05/15/13	10/08/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	200,000.000	994,706.63	8,791,802.88	7,797,096.25
05/15/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	200,000.000	955,705.21	8,791,802.88	7,836,097.67
05/15/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	200,000.000	955,705.21	8,791,802.88	7,836,097.67
05/15/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	153,210.000	732,117.97	6,734,960.60	6,002,842.63
05/15/13	10/08/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	136,733.430	680,048.25	6,010,666.82	5,330,618.57
05/15/13	10/08/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	100,000.000	497,353.32	4,395,901.43	3,898,548.11
06/03/13	12/10/02*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	275,000 000	2,475,000.00	4,893,507.20	2,418,507.20
09/03/13	12/10/02*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	87,827.000	790,443.00	1,494,708.84	704,265.84

HARBOR | INVESTMENT ADVISORY
HARBOR INVESTMENT ADVISORY, LLC
100 Light Street, Suite 1300, Baltimore, MD 21202
410-653-2900

J. Willard and Alice S. Marriott Foundation
EIN: 52-6068678
Form 990-PF
Attachment 17

Brokerage
Account Statement

Statement Period: 12/01/2013 - 12/31/2013

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
09/03/13	10/30/96*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	20,903.000	139,785.00	355,743.67	215,958.67
09/03/13	03/01/99*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	166,270.000	807,523.57	2,829,713.41	2,022,189.84
11/04/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	16,208.000	77,450.35	744,906.70	667,456.35
11/04/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	10,100.000	48,263.11	464,182.92	415,919.81
11/06/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	23,053.967	110,163.98	1,059,541.88	949,377.90
11/06/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	200,000.000	955,705.21	9,191,839.92	8,236,134.71
11/06/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	200,000.000	955,705.21	9,191,839.92	8,236,134.71
11/06/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	200,000.000	955,705.21	9,191,839.91	8,236,134.70
11/06/13	12/15/93*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	189,900.000	907,442.09	8,727,647.01	7,820,204.92
11/06/13	12/17/90*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	160,738.033	593,922.05	7,387,391.33	6,793,469.28
12/02/13	03/01/99*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	85,224.000	413,907.43	1,555,317.86	1,141,410.43
12/02/13	03/01/99*	SELL High Cost	HOST HOTELS & RESORT Security Identifier: HST	189,776.000	885,551.75	3,463,367.16	2,577,815.41
12/02/13	12/17/90*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	6,484.000	23,958.18	304,482.87	280,524.69
12/16/13	12/15/92*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	246,758.000	681,818.35	11,587,553.88	10,905,735.53
12/16/13	12/15/92*	SELL Versus Purchase	MARRIOTT INTL INC NE Security Identifier: MAR	246,758.000	681,818.35	11,587,548.88	10,905,730.53
Total Long Term					**$23,833,652.01**	**$158,977,002.81**	**$135,143,350.80**

J. Willard and Alice S. Marriott Foundation
EIN: 52-6068678
Form 990-PF
Attachment 18

Marriott Foundation
Depreciation Schedule
12/31/2013

Description	Asset life	Date in service	Cost	Accum Depreciation 12/31/2012	Depreciation Calculation 2013	Booked Depreciation Expense 2013	Accum Depreciation 12/31/2013	Adjusted Basis
Laptop - A Gunsteens (E. Mason)	3 YR SL	Jun-03	2,349	2,349	0	0	2,349	
2 Monitors (Howes/Gunsteens)	3 YR SL	Jun-03	1,658	1,658	0	0	1,658	
Xerox Copier (Fdn share)	3 YR SL	Nov-04	4,521	4,521	0	0	4,521	
Printer - A. Gunsteens	3 YR SL	May-06	198	198	0	0	198	
Printer - K. Howes(E. Mason)	3 YR SL	May-06	395	395	0	0	395	
Laptop - A Gunsteens	3 YR SL	Jun-07	2,003	2,003	0	0	2,003	
Desktop PC - K. Howes	3 YR SL	Jun-07	1,095	1,095	0	0	1,095	
Printer - K. Howes	3 YR SL	Jun-07	449	449	0	0	449	
GIFTS Software	3 YR SL	Dec-07	7,935	7,935	0	0	7,935	
GIFTS Software	3 YR SL	Oct-09	7,192	7,192	0	0	7,192	
Write-off disposed assets			(21,305)	(21,305)	-	-	(21,305)	
Laptops/Printers (Williams, Farnum, Gunsteens)	3 YR SL	Jan-12	8,804	2,935	2,935	2,935	5,870	
Total			**15,294**	**9,425**	**2,935**	**2,935**	**12,360**	**2,934**

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092
2013

Name of estate or trust: J. WILLARD AND ALICE S. MARRIOTT FOUNDATION
Employer identification number: 52-6068678

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked	250,000.	250,121.	121.	
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked	750,000.	749,875.		125.
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked				

4	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7	**Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . ▶	7	125.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	159,327,003.	24,183,651.		135,143,352.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked				

	LONG-TERM CAPITAL GAIN DIVIDENDS ATTACHMENT 1		5,528,611.
11	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13	Capital gain distributions.	13	
14	Gain from Form 4797, Part I.	14	
15	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16	**Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . ▶	16	140,671,963.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2013**

JSA
3F1210 1 000

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			125.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			140,671,963.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			140,672,088.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if*

- *Either line 18b, col (2) or line 18c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21 If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28 If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38 If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at** *www irs gov/form8949.*

▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: J. WILLARD AND ALICE S. MARRIOTT FOUNDATION

Social security number or taxpayer identification number: 52-6068678

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
HARBOR(PERSHING) #1008-SEE ATTACHME	VARIOUS	01/28/2013	250,000.	250,121.	W	121.	
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			250,000.	250,121.		121.	

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at** ***www.irs.gov/form8949***

▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: J. WILLARD AND ALICE S. MARRIOTT FOUNDATION

Social security number or taxpayer identification number: 52-6068678

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
HARBOR(PERSHING) #1008-SEE ATTACHMEN	VARIOUS	VARIOUS	750,000.	749,875.			125.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			750,000.	749,875.			125.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
J. WILLARD AND ALICE S. MARRIOTT FOUNDATION	52-6068678

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☒ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
HARBOR(PERSHING) #1008-SEE ATTACHMENT	10/23/2008	05/01/2013	350,000.	349,999.			1.
HARBOR(PERSHING) #2516-SEE ATTACHMENT	VARIOUS	VARIOUS	158977003.	23833652.			135143351.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			159327003.	24183651.			135143352.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

15% RATE CAPITAL GAIN DIVIDENDS		
HARBOR (PERSHING) #1008	5,495,716.	
HARBOR (PERSHING) #1008	32,895.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		5,528,611.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		5,528,611.