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Form 990-PF

Return of Private Foundation

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

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

2013

Open to Public
Inspection

For calendar year 2013, or tax year beginning 07-01-2013, and ending 06-30-2014

Name of foundation THE MARTIN FABERT FOUNDATION		A Employer identification number 36-4437950
% FOUNDATION MANAGEMENT GRP L Number and street (or P O box number if mail is not delivered to street address) 1000 SECOND AVENUE 34TH FLOOR Suite		B Telephone number (see instructions) (206) 667-0300
City or town, state or province, country, and ZIP or foreign postal code SEATTLE, WA 98104		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 15,251,978	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	0			
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	283,149	283,149	0	
5a	Gross rents				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	859,336			
b	Gross sales price for all assets on line 6a 3,697,997				
7	Capital gain net income (from Part IV, line 2)		859,336		
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)	✉ -9,020	-9,020	0	
12	Total. Add lines 1 through 11	1,133,465	1,133,465	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	✉ 33,323	6,600	0	26,723
17	Interest				
18	Taxes (attach schedule) (see instructions)	✉ 4,709			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	✉ 78,938	76,950	0	1,988
24	Total operating and administrative expenses.				
	Add lines 13 through 23	116,970	83,550	0	28,711
25	Contributions, gifts, grants paid.	557,000			557,000
26	Total expenses and disbursements. Add lines 24 and 25	673,970	83,550	0	585,711
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	459,495			
b	Net investment income (if negative, enter -0-)		1,049,915		
c	Adjusted net income (if negative, enter -0-)			0	

Part III 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	166,710	227,321	227,321
2	Savings and temporary cash investments	3,035,647	3,053,751	3,053,751
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	14,400	9,200	9,200
10a	Investments—U S and state government obligations (attach schedule)	776,510	772,018	772,018
b	Investments—corporate stock (attach schedule)	7,322,613	9,163,739	9,163,739
c	Investments—corporate bonds (attach schedule)	2,246,229	1,839,028	1,839,028
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	116,137	186,920	186,921
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	13,678,246	15,251,977	15,251,978
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable	100,000	170,000	
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 ►)	9,075	20,998	
23	Total liabilities (add lines 17 through 22)	109,075	190,998	
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds			
30	Paid-in or capital surplus, or land, bldg., and equipment fund			
31	Retained earnings, accumulated income, endowment, or other funds	13,569,171	15,060,979	
32	Total net assets or fund balances (see page 17 of the instructions)	13,569,171	15,060,979	
33	Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,678,246	15,251,977	

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	13,569,171
2	Enter amount from Part I, line 27a	2	459,495
3	Other increases not included in line 2 (itemize) ►	3	1,132,001
4	Add lines 1, 2, and 3	4	15,160,667
5	Decreases not included in line 2 (itemize) ►	5	99,688
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,060,979

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a	SHORT TERM STOCK SALES	P		2013-12-31
b	LONG TERM STOCK SALES	P		2013-12-31
c				
d				
e				
(e) Gross sales price		(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	379,440		401,094	-21,654
b	3,318,557		2,437,567	880,990
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-21,654
b				880,990
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 }		2 859,336
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	577,106	13,089,960	0 044088
2011	646,685	12,487,713	0 051786
2010	517,900	12,154,718	0 042609
2009	555,968	10,917,838	0 050923
2008	611,229	10,481,091	0 058317
2			2 0 247723
3			3 0 049545
4			4 14,602,556
5			5 723,484
6			6 10,499
7			7 733,983
8			8 585,711

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	20,998
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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	20,998
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	20,998
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,200
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	9,200
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	11,798
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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? <input checked="" type="checkbox"/>	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL, WA		
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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

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

Website address ► n/a

14	The books are in care of ► FOUNDATION MANAGEMENT GRP LLC Located at ► 1000 SECOND AVENUE 34TH FLOOR SEATTLE WA	Telephone no ► (206) 667-0300 ZIP +4 ► 98104
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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	<input checked="" type="checkbox"/> 15
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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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> 1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	<input type="checkbox"/> 1c	<input type="checkbox"/> No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	<input type="checkbox"/> 2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	<input type="checkbox"/> 3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> 4a	<input type="checkbox"/> No
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?	<input type="checkbox"/> 4b	<input type="checkbox"/> No

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b
Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes <input type="checkbox"/> No
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		6b
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
<i>If "Yes" to 6b, file Form 8870.</i>		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

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)

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
ELIZABETH MARTIN 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	PRESIDENT/TREASURER/DIRECTOR 20	0	0	
GERALDINE MARTIN 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	DIRECTOR 20	0	0	
KENNETH FABERT 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	VICE PRESIDENT/DIRECTOR 20	0	0	
DANIEL ASHER 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 98104	SECRETARY 20	0	0	

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

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".

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

All other program-related investments See page 24 of the instructions

3 _____

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 11,788,752
b	Average of monthly cash balances.	1b 2,849,258
c	Fair market value of all other assets (see instructions).	1c 186,920
d	Total (add lines 1a, b, and c).	1d 14,824,930
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 14,824,930
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 222,374
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 14,602,556
6	Minimum investment return. Enter 5% of line 5.	6 730,128

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.	1 730,128
2a	Tax on investment income for 2013 from Part VI, line 5.	2a 20,998
b	Income tax for 2013 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 20,998
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 709,130
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 709,130
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.	7 709,130

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 585,711
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	4 585,711
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 585,711

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				709,130
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			545,198	
b Total for prior years 2011, 2010, 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 585,711				
a Applied to 2012, but not more than line 2a			545,198	
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.			40,513	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:	0			
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.				668,617
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.	0			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			► 3a	557,000
b <i>Approved for future payment</i>				
FRIENDS OF COOPER ISLAND 652 - 32ND AVENUE EAST SEATTLE, WA 98112	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	30,000
INTERNATIONAL LIVING FUTURES INSTITUTE 721 NW NINTH AVENUE SUITE 195 PORTLAND, OR 97209	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	140,000
Total			► 3b	170,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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

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

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

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2014-11-17

* * * * *

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

Signature of officer or trustee

Date

Title

Print/Type preparer's name **Preparer's Signature** Date **Check if self-employed** PTIN **P0125453**

ANGELA M FIDLER		employed	FO1234555
Firm's name ► BADER MARTIN PS		Firm's EIN ►	
Firm's address ► 1000 SECOND AVENUE 34TH FLOOR SEATTLE, WA 981041022		Phone no (206) 667-0300	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ALASKA CONSERVATION FOUNDATION 441 WEST FIFTH AVENUE SUITE 402 ANCHORAGE, AK 99501	NONE	PC	TO PROVIDE SUPPORT TO PEBBLE MINE CAMPAIGN	25,000
GROUND TRUTH TREKKING PO BOX 164 SELDOVIA, AK 99663	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000
PLANNED PARENTHOOD OF WESTERN WASHINGTON 2001 EAST MADISON ST SEATTLE, WA 98122	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	25,000
EARTHJUSTICE 705 SECOND AVENUE SUITE 203 SEATTLE, WA 981041711	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	25,000
FRED HUTCHINSON CANCER RESEARCH CENTER PO BOX 19024 J5-200 SEATTLE, WA 98109	NONE	PC	TO PROVIDE SUPPORT TO UGANDA-BURKITT LYMPHOMA PROGRAM	25,000
NATUREBRIDGE 1402 THIRD AVE SUITE 618 SEATTLE, WA 98101	NONE	PC	TO SUPPORT STAFFING OF THE SCIENCE AND STEWARDSHIP POSITION AT THE OLYMPIC CAMPUS	25,000
SOUND EXPERIENCE 2900 WASHINGTON STREET SUITE E PORT TOWNSEND, WA 98368	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	50,000
FRIENDS OF COOPER ISLAND 652 - 32ND AVENUE EAST SEATTLE, WA 98112	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	10,000
SALISH SEA EXPEDITIONS 1257 PATMOS LN NW BAINBRIDGE ISLAND, WA 98110	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	5,000
INTERNATIONAL LIVING FUTURES INSTITUTE 721 NW NINTH AVENUE SUITE 195 PORTLAND, OR 97209	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	135,000
EARTH DAY NETWORK 1616 PST NS SUITE 340 WASHINGTON, DC 20036	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	15,000
FORESETHICS 1 HAIGHT ST SAN FRANCISCO, CA 94102	NONE	PC	TO PROVIDE SUPPORT TO STOP SFI CERTIFIED GREENWASHING CAMPAIGN	25,000
GREENPEACE 702 H STREET NW WASHINGTON, DC 20001	NONE	PC	TO SUPPORT ARCTIC CAMPAIGN	15,000
MERCY CORPS 509 FAIRVIEW AVENUE N SUITE 200 SEATTLE, WA 98109	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	12,500
NATURE CONSERVANCY OF WA 1917 FIRST AVE SEATTLE, WA 98101	NONE	PC	TO SUPPORT RE-FORESTATION CLEARING	25,000
Total			► 3a	557,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SCHOONER MARTHA FOUNDATION PO BOX 1811 PORT TOWNSEND, WA 98368	NONE	PC	TO PROVIDE SUPPORT TO SCHOONER MARTHA'S SAIL TRAINING PROGRAM	10,000
THE TIEDES FOUNDATION 1014 TERRY ST SAN FRANCISCO, CA 94129	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	74,500
TIDES - CANOPY FUND PO BOX 29903 SAN FRANCISCO, CA 98129	NONE	PC	TO PROVIDE SUPPORT TO PHASE ONE CANOPY EFFORTS	35,000
UNION OF CONCERNED SCIENTISTS TWO BRATTLE SQUARE 6TH FLOOR CAMBRIDGE, MA 02238	NONE	PC	TO PROVIDE SUPPORT TO EXEMPT ORGANIZATION	15,000
Total			► 3a	557,000

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

TY 2013 Depreciation Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

TY 2013 Investments Corporate Bonds Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS -		
ATTACHMENT A	1,839,028	1,839,028

**TY 2013 Investments Corporate
Stock Schedule****Name:** THE MARTIN FABERT FOUNDATION**EIN:** 36-4437950

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES - COMMON STOCK -		
ATTACHMENT A	9,163,739	9,163,739

TY 2013 Investments Government Obligations Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

US Government Securities - End of

Year Book Value: 772,018

US Government Securities - End of

Year Fair Market Value: 772,018

State & Local Government

Securities - End of Year Book
Value:

State & Local Government

Securities - End of Year Fair
Market Value:

TY 2013 Investments - Land Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

TY 2013 Investments - Other Schedule

Name: THE MARTIN FABERT FOUNDATION**EIN:** 36-4437950

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACCRUED INTEREST		28,978	28,979
SJF VENTURES III, LP		157,942	157,942

TY 2013 Land, Etc. Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

TY 2013 Other Decreases Schedule

Name: THE MARTIN FABERT FOUNDATION**EIN:** 36-4437950

Description	Amount
ACCRUAL TO CASH ADJUSTMENT	99,688

TY 2013 Other Expenses Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES - HARRIS ASSOC	76,950	76,950	0	0
BANK CHARGES	45	0	0	45
DUES AND SUBSCRIPTIONS	300	0	0	300
LICENSES AND PERMITS	50	0	0	50
MEALS AND ENTERTAINMENT	35	0	0	35
TRAVEL	1,558	0	0	1,558

TY 2013 Other Income Schedule

Name: THE MARTIN FABERT FOUNDATION**EIN:** 36-4437950

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
SJF VENTURES K-1	-9,020	-9,020	0

TY 2013 Other Increases Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	1,132,001

TY 2013 Other Liabilities Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

Description	Beginning of Year - Book Value	End of Year - Book Value
TAXES PAYABLE	9,075	20,998

TY 2013 Other Professional Fees Schedule

Name: THE MARTIN FABERT FOUNDATION

EIN: 36-4437950

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES - FOUNDATION				
MANAGEMENT GROUP	33,000	6,600	0	26,400
PROFESSIONAL FEES - CSC	323	0	0	323

TY 2013 Taxes Schedule

Name: THE MARTIN FABERT FOUNDATION**EIN:** 36-4437950

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	4,709			

THE MARTIN FABERT FOUNDATION
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 ATTACHMENT A
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Portfolio Holdings (continued)

Description	Quantity	Market Price	Market Value	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 18.00% of Portfolio (In CUSIP Sequence)						
U.S. Government Bonds						
FEDERAL NATL MTG ASSN FIXED RATE 1.000% 09/27/17 B/E DTD 09/27/12 CALLABLE 09/27/14 @ 100.000 Moody Rating AAA S & P Rating AA+ Security Identifier 33510P40	250,000.000	99.8670	249,667.50	645.83	2,500.00	1.00%
Total U.S. Government Bonds:	250,000.000		\$249,667.50	\$645.83	\$2,500.00	
Municipal Bonds						
DU PAGE CNTY ILL HIGH SCH DIST NO 087 C1 ENBARD T WP RFDG TAXABLE-SCH 3.780% 10/01/16 B/E DTD 04/01/11 S & P Rating AA+ Security Identifier 26330ND4	250,000.000	106.4540	266,135.00	2,336.25	9,450.00	3.55%
WASHOE CNTY NEV SCH DIST SCH IMPT-D QUALIFIED SCH CONSTR BPS-DIRECT 3.797% 05/01/15 B/E DTD 05/26/10 Moody Rating AA+ S & P Rating AA Security Identifier 91085RQ22	250,000.000	102.4860	256,215.00	1,555.72	9,492.50	3.70%
Total Municipal Bonds:	500,000.000		\$522,350.00	\$3,891.97	\$18,942.50	
Corporate Bonds						
BEST BUY INC FIXED RT NT 5.500% 03/15/21 B/E DTD 03/11/11 CALLABLE 12/15/20 @ 103.000 Moody Rating BAA2 S & P Rating BB Security Identifier 086516AL5	250,000.000	102.5000	256,250.00	4,010.42	13,750.00	5.36%
BROADRIDGE FINL SOLUTIONS INC SR NT 6.125% 06/01/17 B/E DTD 05/29/07 1ST CPN DTE 12/01/07 CPN PMT SEMI ANNUAL Moody Rating BAA1 S & P Rating BBB+ Security Identifier 11133TAA1	200,000.000	109.4900	218,980.00	986.81	12,250.00	5.59%

THE MARTIN FABERT FOUNDATION
 EIN 36-4437950
 2013 FORM 990-PF
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Portfolio Holdings (continued)

Description	Quantity	Market Price	Market Value	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income (continued)						
Corporate Bonds (continued)						
MANITOWOC INC SR SUB NT 8.500% 1/01/20 B/E DTD 07/18/09 CALLABLE 11/01/15 @ 104.250 Moody Rating B3 S & P Rating B+ Security Identifier 583571AH1	250,000.000	111.5000	278,750.00	3,482.64	21,250.00	7.62%
MARTIN MARIETTA MATERIALS INC SR NT 6.600% 3/15/18 B/E DTD 07/21/09 1ST CPN DTE 10/1/15 & CPN PMT SEMI ANNUAL Moody Rating BA1 S & P Rating BBB Security Identifier 573294AK2	200,000.000	114.5640	229,128.00	2,750.00	13,200.00	5.76%
OMNICARE INC GTD FIXED RT SR SUB NT 7.150% 3/01/20 B/E DTD 05/18/10 CALLABLE 05/01/15 @ 103.815 Moody Rating BA3 S & P Rating BB Security Identifier 551954AM0	250,000.000	107.7500	269,375.00	1,560.76	19,375.00	7.19%
PARTNERRE FINANCIAL LLC GTD SR NT 6.375% 06/01/18 B/E DTD 05/27/08 1ST CPN DTE 12/01/08 CPN PMT SEMI ANNUAL Moody Rating A3 S & P Rating A- Security Identifier 70212FAA1	200,000.000	116.2550	232,510.00	1,107.64	13,750.00	5.91%
WOOLWORTH CORP DEB N/C 1998-VENTATOR CORP & N/C 2001 FOOT LOCKER INC 8.500% 01/15/22 RLG DTD 01/15/42 Moody Rating BA3 S & P Rating BB+ Security Identifier 990863AC6	250,000.000	121.5000	303,750.00	9,739.58	21,250.00	6.99%
YUM BRANDS INC SR NT 6.250% 03/15/18 B/E DTD 10/19/07 1ST CPN DTE 03/15/08 CPN PMT SEMI ANNUAL ON MAR 15 AND SEP 15 Moody Rating BAA3 S & P Rating BBB Security Identifier 988108AC5	44,000.000	114.2850	50,285.40	802.08	2,750.00	5.46%
Total Corporate Bonds:	1,644,000.000		\$1,839,028.40		\$24,439.93	\$117,575.00
Total Fixed Income:	2,394,000.000		\$2,611,045.90		\$28,977.73	\$139,017.50

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Portfolio Holdings (continued)

Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities 62.00% of Portfolio					
Common Stocks					
TE CONNECTIVITY LTD REG SHS	10,000.000	61.8400	618,400.00	11,600.00	1.87%
ISIN#US1029111822 Security Identifier TEL CUSIP 102911182 Dividend Option: Cash					
BRUKER CORP COM	27,000.000	24.2700	655,290.00		-
Security Identifier BKRKR CUSIP 16794138 Dividend Option: Cash					
CITIGROUP INC COM NEW	7,700.000	47.1000	362,670.00	308.00	0.08%
ISIN#US1796742422 Security Identifier C CUSIP 179674242 Dividend Option: Cash					
DIAGEO PLC SPONSORED ADR NEW	4,000.000	127.2700	509,080.00	12,800.12	2.51%
ISIN#US25243Q2057 Security Identifier DGO CUSIP 25243Q205 Dividend Option: Cash					
FEDEX CORP COM	3,000.000	151.3800	454,140.00	2,400.00	0.52%
Security Identifier FDX CUSIP 31428X106 Dividend Option: Cash					
FRANKLIN RESOURCES INC	8,000.000	57.8400	462,720.00	3,840.00	0.82%
Security Identifier BEN CUSIP 354613101 Dividend Option: Cash					
GENERAL MTRS CO COM	12,000.000	36.3000	435,600.00	14,400.00	3.30%
Security Identifier GM CUSIP 37045V100 Dividend Option: Cash					

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Portfolio Holdings (continued)

Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities (continued)					
Common Stocks (cont'd)					
HSN INC NEW COM Security Identifier: HSN CUSIP: 404303T69 Dividend Option: Cash	7,500.000	59.2400	444,300.00	7,500.00	1.68%
HEALTH NET INC COM Security Identifier: HNT CUSIP: 42222G103 Dividend Option: Cash	12,500.000	41.5400	519,250.00		
INTEL CORP COM Security Identifier: INTC CUSIP: 458149100 Dividend Option: Cash	15,000.000	30.9000	463,500.00	13,500.00	2.91%
KOHL'S CORP COM Security Identifier: KSS CUSIP: 501255104 Dividend Option: Cash	6,600.000	52.6800	347,688.00	10,296.00	2.96%
MASTERCARD INC CL A COM Security Identifier: MA CUSIP: 57635Q104 Dividend Option: Cash	8,000.000	73.4700	587,760.00	3,520.00	0.59%
ORACLE CORP COM Security Identifier: ORCL CUSIP: 68399X105 Dividend Option: Cash	17,500.000	40.5300	709,275.00	8,400.00	1.18%
QUALCOMM INC Security Identifier: QCOM CUSIP: 747525103 Dividend Option: Cash	4,800.000	79.2000	380,160.00	8,064.00	2.12%
RALPH LAUREN CORP CL A Security Identifier: RL CUSIP: 751212101 Dividend Option: Cash	2,400.000	160.6900	385,656.00	4,320.00	1.12%
TRW AUTOMOTIVE HLDGS CORP COM Security Identifier: TRW CUSIP: 87244S106 Dividend Option: Cash	8,000.000	89.5200	716,160.00		
TORCHMARK CORP Security Identifier: TMK CUSIP: 391027104 Dividend Option: Cash	7,000.000	81.9200	573,440.00	5,321.40	0.92%

THE MARTIN FABERT FOUNDATION
 EIN 36-4437950
 2013 FORM 990-PF
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Portfolio Holdings (continued)

Description	Quantity	Market Price	Market Value	Estimated Annual Income	Estimated Yield
Equities (continued)					
Common Stocks (continued)					
UNION PACIFIC CORP COM	5,400.000	99.7500	538,650.00	9,828.00	1.82%
Security Identifier: UNP					
CUSIP: 907818108					
Dividend/ Option/ Cash					
Total Common Stocks			\$9,163,739.00		\$116,097.52
Total Equities			\$9,163,739.00		\$116,097.52