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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

Do not enter Social Security numbers on this form as it may be made public.

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

11/01, 2013, and ending

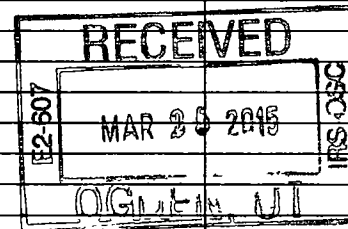
10/31, 2014

Name of foundation MARRIOTT DAUGHTERS FOUNDATION		A Employer identification number 45-2590105
Number and street (or P O box number if mail is not delivered to street address) 10400 FERNWOOD ROAD, DEPT. 901		B Telephone number (see instructions) (301) 380-1425
City or town, state or province, country, and ZIP or foreign postal code BETHESDA, MD 20817		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply.	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1 Foreign organizations, check here <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 34,132,484.		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	8,060,046.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	2,057.	2,057.		ATCH 1
4	Dividends and interest from securities	409,416.	409,416.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,031,065.			
b	Gross sales price for all assets on line 6a 12,539,717.				
7	Capital gain net income (from Part IV, line 2)		4,031,065.		
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	12,502,584.	4,442,538.		
13	Compensation of officers, directors, trustees, etc.	28,038.			28,038.
14	Other employee salaries and wages	7,010.			7,010.
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	3,803.			3,803.
b	Accounting fees (attach schedule) ATCH 4	10,350.			10,350.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	90,000.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,500.			4,500.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	17,132.	8,565.		1,800.
24	Total operating and administrative expenses. Add lines 13 through 23	160,833.	8,565.		55,501.
25	Contributions, gifts, grants paid	322,000.			322,000.
26	Total expenses and disbursements Add lines 24 and 25	482,833.	8,565.	0	377,501.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	12,019,751.			
b	Net investment income (if negative, enter -0-)		4,433,973.		
c	Adjusted net income (if negative, enter -0-)				

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Operating and Administrative Expenses



90-18

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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		1,280,375.	8,088,560.	8,088,560.
	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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 7		8,464,502.	10,852,625.	17,261,759.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 8		5,860,001.	8,680,441.	8,782,165.
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)		15,604,878.	27,621,626.	34,132,484.
17		Accounts payable and accrued expenses		3,000.		
18		Grants payable				
Net Assets or Fund Balances	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)		3,000.	0	
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		15,601,878.	27,621,626.	
	30	Total net assets or fund balances (see instructions)		15,601,878.	27,621,626.	
	31	Total liabilities and net assets/fund balances (see instructions)		15,604,878.	27,621,626.	

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	15,601,878.
2	Enter amount from Part I, line 27a	2	12,019,751.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	27,621,629.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,621,626.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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			(i) 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	4,031,065.	
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	447,006.	13,834,645.	0.032311
2011	225,358.	6,861,805.	0.032842
2010			
2009			
2008			
2 Total of line 1, column (d)			2 0.065153
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 0.021718
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 26,855,907.
5 Multiply line 4 by line 3			5 583,257.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 44,340.
7 Add lines 5 and 6			7 627,597.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 377,501.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	88,679.
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	88,679.
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	88,679.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	95,561.	
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	95,561.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,882.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 6,882. Refunded <input type="checkbox"/> <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, MD, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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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).		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).		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A			
14	The books are in care of NANCIE SUZUKI Telephone no 301-380-1425		
	Located at 10400 FERNWOOD ROAD, DEPT. 901 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
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?	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country.		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input 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 instructions)?		
Organizations relying on a current notice regarding disaster assistance check here.		<input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		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?	<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)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** 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 10		28,038.	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
NONE				

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

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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
NONE		

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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	24,778,788.
b	Average of monthly cash balances	1b	2,486,092.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	27,264,880.
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	
3	Subtract line 2 from line 1d	3	27,264,880.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	408,973.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	26,855,907.
6	Minimum investment return. Enter 5% of line 5	6	1,342,795.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,342,795.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	88,679.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	88,679.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,254,116.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,254,116.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,254,116.

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	377,501.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	377,501.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	377,501.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,254,116.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			331,960.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
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 ▶ \$ <u>377,501.</u>				
a Applied to 2012, but not more than line 2a			331,960.	
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				45,541.
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				1,208,575.
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				

Form **990-PF** (2013)

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(a) 2013

(b) 2012

(c) 2011

(d) 2010

(e) Total

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

(1) Value of all assets
(2) Value of assets qualifying
under section
4942(j)(3)(B)(i).

"Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 ATCH 11				
Total			▶ 3a	322,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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			14	2,057.		
4 Dividends and interest from securities			14	409,416.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	4,031,065.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				4,442,538.		
13 Total. Add line 12, columns (b), (d), and (e)					13	4,442,538.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

OMB No 1545-0047

2013▶ **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.**Name of the organization**

MARRIOTT DAUGHTERS FOUNDATION

Employer identification number

45-2590105

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 foundationCheck 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)

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Name of organization **MARRIOTT DAUGHTERS FOUNDATION**Employer identification number
45-2590105**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	THE RICHARD E. MARRIOTT CHARITABLE TRUST 10400 FERNWOOD RD, DEPT 901 BETHESDA, MD 20817	\$ 6,974,046.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	THE RICHARD E. MARRIOTT CHARITABLE TRUST 10400 FERNWOOD RD, DEPT 901 BETHESDA, MD 20817	\$ 1,086,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

45-2590105

Part II

[illegible]

Name of organization **MARRIOTT DAUGHTERS FOUNDATION**

Employer identification number

45-2590105

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
	----- ----- -----		----- ----- -----

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST-SAVINGS AND ST INVEST	2,057.	2,057.
TOTAL	<u>2,057.</u>	<u>2,057.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVS FROM SECURITIES	373,460.	373,460.
INTEREST-CORP FIXED FUNDS	64,709.	64,709.
ACCRUED INTEREST PD-CORP FIXED FUNDS	-28,753.	-28,753.
TOTAL	<u>409,416.</u>	<u>409,416.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	3,803.			3,803.
TOTALS	<u>3,803.</u>			<u>3,803.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	10,350.			10,350.
TOTALS	<u>10,350.</u>			<u>10,350.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
10/31/14 1Q EST PAYMENT	5,000.
10/31/14 3Q EST PAYMENT	10,000.
10/31/14 4Q EST PAYMENT	75,000.
TOTALS	<u>90,000.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
SUPPLIES	150.		
COMPUTER MAINTENANCE	6,617.		
INSURANCE	1,300.		1,300.
STAFF DEVELOPMENT	500.		500.
BANK SERVICE FEE	8,565.	8,565.	
TOTALS	<u>17,132.</u>	<u>8,565.</u>	<u>1,800.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
227,878 SHS MARRIOTT INTL	10,852,625.	17,261,759.
TOTALS	<u>10,852,625.</u>	<u>17,261,759.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS EQUITY FUNDS		
GOLDMAN SACHS FIXED INC FUNDS	1,771,322.	1,697,734.
GOLDMAN SACHS CORP FIXED INC	6,909,119.	7,084,431.
TOTALS	<u>8,680,441.</u>	<u>8,782,165.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BALANCE SHEET ADJUSTMENT - ROUNDING	3.
TOTAL	<u>3.</u>

MARRIOTT DAUGHTERS FOUNDATION

45-2590105

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JULIE ANN MARRIOTT 10400 FERNWOOD ROAD, DEPT. 901 BETHESDA, MD 20817	PRESIDENT & DIRECTOR	0	0	0
SANDRA MARRIOTT BERTHA 10400 FERNWOOD ROAD, DEPT. 901 BETHESDA, MD 20817	DIRECTOR	0	0	0
KAREN CHRISTINE MARRIOTT 10400 FERNWOOD ROAD, DEPT. 901 BETHESDA, MD 20817	DIRECTOR	0	0	0
MARY ALICE MARRIOTT HATCH 10400 FERNWOOD ROAD, DEPT. 901 BETHESDA, MD 20817	DIRECTOR	0	0	0
JAMES A POULOS 10400 FERNWOOD ROAD, DEPT. 901 BETHESDA, MD 20817	TREASURER	0	0	0
NANCIE SUZUKI 10400 FERNWOOD ROAD, DEPT. 901 BETHESDA, MD 20817	SECRETARY 4.00	28,038.	0	0
GRAND TOTALS		28,038.	0	0

MARRIOTT DAUGHTERS FOUNDATION

45-2590105

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILD FUND INTERNATIONAL 2821 EMERYWOOD PARKWAY RICHMOND, VA 23294	PC	EARLY CHILDHOOD DEVELOPMENT.	25,000.
DANA HALL SCHOOL 45 DANA ROAD PO BOX 9010 WELLESLEY, MA 02482-9010	PC	EDUCATION PROGRAMS FOR MIDDLE AND HIGH SCHOOL GIRLS	30,000.
DANA-FARBER CANCER INSTITUTE 10 BROOKLINE PLACE WEST 6TH FLOOR BROOKLINE, MA 02445-7226	PC	MEDICAL RESEARCH.	10,000.
FULLER CRAFT MUSEUM 455 OAK ST BROCKTON, MA 02301	PC	ART	5,000
NEIGHBORHOOD HOUSE CHARTER SCHOOL 21 QUEEN ST DORCHESTER, MA 02122	PC	EDUCATION.	2,500
PARK CITY DAY SCHOOL 3120 W PINEBROOK RD PARK CITY, UT 84098	PC	EDUCATION - MIDDLE SCHOOL RENOVATIONS	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RISING STAR OUTREACH 3305 N UNIVERSITY AVE, SUITE 250 PROVO, UT 84604	PC	INTERNATIONAL HEALTH OUTREACH.	20,000.
ROSIE'S PLACE 889 HARRISON AVE BOSTON, MA 02118-4004	PC	AID TO WOMEN.	10,000.
WORLDTEACH ONE BATTLE SQUARE, SUITE 550 CAMBRIDGE, MA 02138	PC	EDUCATION.	5,000.
ACACIA SHADE 758 CANTERBURY LANE ALPINE, UT 84004	PC	SUPPORT FOR CHILDREN IN GHANA WITH DISABILITIES	5,000.
ACRES OF LOVE INC PO BOX 7656 LAGUNA NIGUEL, CA 92607-7656	PC	RESIDENTIAL FAMILY PROGRAMS.	3,000
BRING CHANGE 2 MIND 1265 BATTERY ST, FIFTH FLOOR SAN FRANCISCO, CA 94111	PC	MENTAL HEALTH EDUCATION.	5,000.

MARRIOTT DAUGHTERS FOUNDATION

45-2590105

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BYU LDS PHILANTHROPIES 1450 N UNIVERSITY AVE PROVO, UT 84604	PC	ART MUSEUM ENDOWMENT.	2,500
BOSTON CHILDREN'S HOSPITAL 401 PARK DRIVE, SUITE 602 BOSTON, MA 02215	PC	MEDICAL RESEARCH.	75,000.
DREAMKEEPERS PROJECT INC PO BOX 9494 RANCHO SANTA FE, CA 92067	PC	EDUCATION PROGRAMS FOR WOMEN.	5,000.
FRIENDS OF SAN PASQUAL ACADEMY INC PO BOX 8202 RANCHO SANTA FE, CA 92067	PC	STUDENT RESOURCES AND SERVICES FOR FOSTER TEENS.	5,000.
PARK CITY FOUNDATION PO BOX 681499 PARK CITY, UT 84068	PC	SKI UTAH "LEARN TO SKI AND RIDE PROGRAM."	5,000
ROSE EDUCATION FOUNDATION 3507 N UNIVERSITY AVE, STE 100 PROVO, UT 84604-4479	PC	EDUCATION.	4,000.

FORM 990PF, PART IV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SCRIPPS HEALTH FOUNDATION 354 SANTA FE DRIVE ENC 63 ENCINITAS, CA 92024	PC	EXPANSION PROJECT.	15,000.
UNIVERSITY OF UTAH DEPARTMENT OF MEDICINE 30 N 1900 E, ROOM 4C104 SALT LAKE CITY, UT 84132	PC	MEDICAL RESEARCH	10,000
WASATCH ADAPTIVE SPORTS SNOWBIRD SKI AND SUMMER RESORT 9385 SNOWBIRD CENTER DRIVE SNOWBIRD, UT 84092-9000	PC	SCHOLARSHIP AND WORK PROGRAM FOR VETERANS.	5,000.
AMAZIMA MINISTRIES INTERNATIONAL PO BOX 682521 FRANKLIN, TN 37068-2521	PC	EDUCATION AND OUTREACH IN UGANDA	5,000.
ANGEL FACES INC 4405 MANCHESTER AVE SUITE 101 ENCINITAS, CA 92024	PC	SUMMER CAMP FOR GIRLS	10,000.
BURN INSTITUTE 8825 AERO DRIVE SUITE 200 SAN DIEGO, CA 92123-2269	PC	SUMMER CAMP FOR CHILDREN.	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CHILDREN'S ROOM 1210 MASSACHUSETTS AVE ARLINGTON, MA 02476-4214	PC	SUPPORT GROUP FOR FAMILIES, CHILDREN, AND TEENS.	5,000.
DESERET INTERNATIONAL FOUNDATION 1282 EAST CAMBRIDGE COURT PROVO, UT 84604	PC	MEDICAL CARE.	5,000.
HOPE PROJECTS 717 BIGLER LANE MIDWAY, UT 84049-6410	PC	HUMANITARIAN WORK.	5,000
PROJECT HOPE 225 CARTER HALL LANE PO BOX 250 MILLWOOD, VA 22646	PC	CHARITABLE PROJECTS IN PERU.	5,000
UNIVERSITY OF UTAH - HUNTSMAN CANCER INSTITUTE 500 HUNTSMAN WAY SALT LAKE CITY, UT 84108	PC	RESEARCH EXPANSION OF THE PRIMARY CHILDREN'S AND FAMILIES' CANCER RESEARCH CENTER	5,000.
UTAH STATE UNIV-COLLEGE OF EDU AND HUMAN SERVICES UMC 2800 2800 OLD MAIN HILL LOGAN, UT 84322-2800	PC	AGGIES ELEVATED PROGRAM FOR STUDENTS WITH INTELLECTUAL DISABILITIES.	10,000.
TOTAL CONTRIBUTIONS PAID			<u>322,000.</u>

**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

MARRIOTT DAUGHTERS FOUNDATION

Employer identification number

45-2590105

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				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
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

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	4,528,538.	4,100,001.		428,537.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	8,011,179.	4,585,922.		3,425,257.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
LONG-TERM CAPITAL GAIN DIVIDENDS ATTACHMENT 1				177,271.
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 4,031,065.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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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		
18	Net long-term gain or (loss):			
a	Total for year	18a		4,031,065.
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		4,031,065.

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			

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

MARRIOTT DAUGHTERS FOUNDATION

Social security number or taxpayer identification number

45-2590105

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.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g).
						(f) Code(s) from instructions	(g) Amount of adjustment	
	404,333.71 UNITS OF GOLDMAN SACHS EQUIT	09/24/2012	03/27/2014	4,528,538.	4,100,001.			428,537.
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) ▶				4,528,538.	4100001.			428,537.

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.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

MARRIOTT DAUGHTERS FOUNDATION

Social security number or taxpayer identification number

45-2590105

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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.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	13,960 SHARES MARRIOTT INTERNATIONAL STOCK	03/19/2012	09/22/2014	999,955.	529,991.			469,964.
	14,226 SHARES MARRIOTT INTERNATIONAL STOCK	03/19/2012	09/29/2014	997,470.	540,090.			457,380.
	88,164 SHARES MARRIOTT INTERNATIONAL STOCK	03/19/2012	10/01/2014	6,013,754.	3515841.			2,497,913.
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) ▶				8,011,179.	4585922.			3,425,257.

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	
CAPITAL GAIN DISTRIBUTION 12/05/13	177,271.
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS	<u>177,271.</u>
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS	<u><u>177,271.</u></u>

**BYLAWS
OF
MARRIOTT DAUGHTERS FOUNDATION**

ARTICLE I. NAME, PURPOSE AND OFFICE

SECTION 1. Name. The name of this nonstock corporation shall be MARRIOTT DAUGHTERS FOUNDATION (hereinafter, the "Corporation").

SECTION 2. Purpose. The purpose of the Corporation shall be as set forth in the Corporation's Certificate of Incorporation.

ARTICLE II. MEMBERSHIP

SECTION 1. No Members. The Corporation shall have no members.

ARTICLE III. DIRECTORS

SECTION 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Directors in accordance with these Bylaws and the purposes of the Corporation. The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, shall determine its policies and changes therein within the limits of the Certificate of Incorporation and these Bylaws, shall actively pursue its purposes and shall have discretion over disbursement of the Corporation's funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as it shall deem advisable and may, in the execution of the powers granted to it, appoint such agents as it may consider necessary. The Board of Directors shall have full power to initiate and transact each and every kind of business necessary to the existence of the Corporation and the observance of its purposes. To that end, it shall have the power to create and dissolve committees, to initiate rules and regulations for the financing of the Corporation's business and to do and carry on all business of the Corporation that is not in conflict with the provisions of the Certificate of Incorporation or these Bylaws. The Board of Directors shall have exclusive authority to approve an annual budget for the operation of the Corporation and to approve, by a three-quarters affirmative vote, all disbursements that exceed Five Thousand Dollars and which are not contained in the annual budget. The Board of Directors shall maintain minutes of its meetings.

SECTION 2. Number and Qualifications. The Board of Directors shall consist of four directors. The members of the initial Board of Directors shall be the four daughters of Richard E. and Nancy P. Marriott: Julie Ann Marriott, Sandra Marriott Bertha, Karen Christine Marriott, and Mary Alice Marriott Hatch (the "Initial Directors"). At all times thereafter, all of the members of the Board of Directors shall be lineal descendants of Richard E. and Nancy P. Marriott. The Board of Directors may alter the number of directors only by amending these Bylaws. Each director shall be at least eighteen years of age.

SECTION 3. Appointment of Directors; Vacancies. If, at any time, one or more of the Initial Directors is unwilling to serve as a director, or, due to illness or disability, unable to serve as a director, that Initial Director may appoint as a successor to fill her term of office an individual who is a lineal descendant of Richard E. and Nancy P. Marriott. In the event of the death of one of the Initial Directors or illness or disability that prevents her from appointing a successor, the lineal descendants of the Initial Director who is no longer serving on the Board shall each in turn be offered a term as a director, provided that the opportunity to serve shall be offered first to the eldest of the lineal descendants and then to the next in age until each lineal descendant who is at least eighteen years of age shall have been offered an opportunity to serve, at which time the rotation will begin again. In the event that a lineal descendant is unwilling or unable to serve, the next oldest lineal descendant of that director shall be asked to serve.

SECTION 4. Term of Office. Each director shall serve for a term of three years, or until her or his successor shall have been appointed.

SECTION 5. Quorum. Two-thirds of the directors then in office shall constitute a quorum for the transaction of any business, except that, if the number of directors then in office is three or less, then two directors shall constitute a quorum. The act of two-thirds of all of the directors then serving at a meeting at which a quorum is present shall be the act of the Board of Directors. If, at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum shall have been obtained.

SECTION 6. Meetings. Meetings of the Board of Directors shall be held at such place as may, from time to time, be fixed by resolution of the Board of Directors or as may be specified in the notice of the meeting. Each member of the Board of Directors shall be supplied with an agenda for each meeting. Regular meetings of the Board of Directors shall be held at such times as may, from time to time, be fixed by resolution of the Board of Directors and special meetings may be held at any time upon the call of the President or upon a written request signed by two directors and submitted to the Secretary. Written notice of special meetings shall be duly served on or sent by mail or electronic mail to each director not less than five days before such meeting. Notice need not be given of regular meetings of the Board of Directors that are held at times fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all the directors are present or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 7. Compensation. No director shall receive any compensation for her or his services as director, except that the Board of Directors may by resolution provide for the

reimbursement of actual travel and lodging expenses which are incurred by an individual in the performance of the duties of director to the extent provided by such resolution.

SECTION 8. Resignation. Any director may resign from office at any time by delivering a resignation in writing to the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

SECTION 9. Removal of Directors. Any or all of the directors may be removed with cause by the affirmative vote of two-thirds of all of the members of the Board of Directors then serving. "Cause" shall include, but not be limited to, failure to attend at least half of the scheduled meetings of the Board of Directors for a period of two years or more.

ARTICLE IV. OFFICERS

SECTION 1. Officers. The Officers of the Corporation shall consist of a President, a First Vice President, a Second Vice President, a Third Vice President, a Secretary and a Treasurer, and may include one or more additional Vice-Presidents, Assistant Secretaries, or Assistant Treasurers. The President and the Vice Presidents of the Corporation must be members of the Board of Directors. The Board of Directors shall appoint all officers of the Corporation by a two-thirds vote of all of the members of the Board.

SECTION 2. President. The President shall direct and execute all decisions of the Board of Directors, shall act as the Chief Executive Officer of the Corporation and shall perform such other duties as the Board of Directors may, from time to time, prescribe or authorize. The foregoing duties shall include, but shall not be limited to, the hiring and discharge of employees to fill such positions as the Board of Directors may authorize from time to time, the execution of such contracts or other instruments on behalf of the Corporation as the Board of Directors may authorize and the signing of checks, drafts or other orders for payment of money that have been authorized by the Board of Directors. The President shall be a voting member of the Board of Directors and of all committees thereof.

SECTION 3. Vice Presidents. The First Vice President shall serve as President in the event that the President is unable to serve, and shall assume the office of President at the end of the President's term of office. The Second and Third Vice Presidents shall serve successively as First and Second Vice Presidents. At the end of the President's term, the President shall assume the office of Third Vice President. Each of the Vice Presidents shall undertake such responsibilities as requested by the Board of Directors.

SECTION 3. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, including all votes and resolutions adopted, and shall record all such documents and records in a book kept for that purpose. The Secretary shall issue notices of all meetings, shall see to the filing of all reports required by governmental authorities and shall perform such other functions and duties as the Board of Directors may prescribe from time to time.

SECTION 4. Treasurer. The Treasurer shall have custody of all funds, securities and assets of the Corporation. He or she shall keep a full and accurate account of the Corporation's receipts and disbursements and ensure that all monies and other assets are deposited in the name of the Corporation in such depositories or through such fiscal agents as the Board of Directors may prescribe from time to time. The Treasurer shall oversee the disbursement of the funds and assets of the Corporation as ordered by the Board of Directors and shall provide an accounting of all transactions at each regular meeting of the Board of Directors.

SECTION 5. Term of Office, Vacancies and Removal. The initial officers shall serve until the end of the second fiscal year of the Corporation on October 31, 2012. Thereafter, officers shall be appointed every two years and as vacancies occur according to the procedures which are described in Article IV, Section 1 of these Bylaws, subject, however, to the provisions of Article IV, Sections 2 and 3, of these Bylaws. Any officer may be removed by a two-thirds vote of all of the members of the Board of Directors then serving whenever, in their judgment, the best interest of the Corporation will be served thereby. The appointment of an officer or agent shall not itself create contract rights.

SECTION 6. Surety. The Board of Directors may require the President, Treasurer or any other officer or assistant officer to furnish such surety as it may determine from time to time to be necessary or appropriate.

SECTION 7. Compensation. Neither the President nor any of the Vice Presidents shall receive any compensation for her or his services as an officer, except that the Board of Directors may by resolution provide for reimbursement of actual travel and lodging expenses which are incurred by an individual in the performance of the duties of an Officer to the extent provided by such resolution. The Secretary and Treasurer of the Corporation may be compensated for their services as officers of the Corporation.

ARTICLE V. COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by a resolution adopted by a majority of the Directors then in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, one of whom must be the President. Such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. No such committee shall have the authority to amend, alter or repeal the Bylaws, to elect, appoint or remove any member of any committee or any director or officer of the Corporation, to amend the Certificate of Incorporation, to restate the Certificate of Incorporation, to adopt a plan of merger or adopt a plan of consolidation with another corporation or otherwise, to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, to authorize the voluntary dissolution of the Corporation or revoke proceedings therefor, to adopt a plan for the distribution of the assets of the Corporation or to amend, alter or repeal any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility that is imposed by law.

SECTION 2. Term of Office. Each member of a committee shall continue to serve in such capacity until a successor is appointed unless the committee shall be sooner terminated or unless such member shall resign, be removed from, or shall cease to qualify as a member of, such committee.

SECTION 3. Chair. One member of each committee shall be appointed as the Chair of such committee by the President of the Corporation.

SECTION 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments that are made in the manner set forth in Section 1 hereof.

SECTION 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI. INFORMAL ACTION BY DIRECTORS OR COMMITTEES

SECTION 1. Written Consent. Action taken by the Directors or members of a committee without a meeting shall nevertheless be considered to be action of the Board of Directors or committee if written consent to the action in question in the form of a resolution is signed by all members of the Board of Directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board of Directors or committee, whether done before or after the action so taken.

SECTION 2. Telephone Meetings. Any one or more Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed to constitute presence in person at such meeting.

ARTICLE VII. FINANCES

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall end on the thirty-first day of August each year, but may be changed from time to time by action of the Board of Directors. Any change in the fiscal year by action of the Board shall be memorialized either in the minutes of a meeting of the Board or in a unanimous written consent of the Board.

SECTION 2. Investments and Disbursements. The Treasurer, with the advice and approval of the Board of Directors, shall be responsible for investing all monies of the Corporation in a safe and profitable manner. All disbursements of Corporation funds shall be made by checks drawn on Corporation accounts. Every check in an amount of \$1,000 or more must be signed by both the Secretary and the Treasurer of the Corporation.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

SECTION 1. Indemnification. Within the limitations that are set forth in Section 4941 of the Internal Revenue Code of 1986, as amended, every person who is or shall be or shall have been a director or officer of the Corporation and his or her personal representatives may be indemnified by the Corporation to the maximum extent provided by the General Corporation Law of the State of Delaware.

SECTION 2. Corporate Seal. The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped or otherwise made, placed or affixed upon any paper or document, by any process whatsoever, an impression, facsimile or other reproduction of said official seal.

SECTION 3. Amendment. The Bylaws of the Corporation may be amended or repealed or new Bylaws adopted upon the affirmative vote of three-quarters of all of the members of the Board of Directors then serving at any regular or special meeting of the Board of Directors if the text of such proposed change was included as a part of the notice of the meeting.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have executed this consent in counterparts as of the ____ day of October, 2014.

JULIE ANN MARRIOTT

SANDRA MARRIOTT BERTHA

KAREN CHRISTINE MARRIOTT



MARY ALICE MARRIOTT HATCH

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have executed this consent in counterparts as of the 13 day of October, 2014.


JULIE ANN MARRIOTT

SANDRA MARRIOTT BERTHA

KAREN CHRISTINE MARRIOTT

MARY ALICE MARRIOTT HATCH

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have executed this consent in counterparts as of the ____ day of October, 2014.

JULIE-ANN MARRIOTT

A large, stylized handwritten signature in black ink, appearing to read 'Sandra', is written over the printed name.

SANDRA MARRIOTT BERTHA

KAREN CHRISTINE MARRIOTT

MARY ALICE MARRIOTT HATCH

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have executed this consent in counterparts as of the ____ day of October, 2014.

JULIE ANN MARRIOTT

SANDRA MARRIOTT BERTHA



KAREN CHRISTINE MARRIOTT

MARY ALICE MARRIOTT HATCH

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					177,271.	
999,955.		13,960 SHARES MARRIOTT INTERNATIONAL ST 529,991.					03/19/2012 469,964.	09/22/2014
997,470.		14,226 SHARES MARRIOTT INTERNATIONAL STO 540,090.					03/19/2012 457,380.	09/29/2014
6,013,754.		88,164 SHARES MARRIOTT INTERNATIONAL STO 3,515,841.					03/19/2012 2,497,913.	10/01/2014
4,528,538.		404,333.71 UNITS OF GOLDMAN SACHS EQUITY 4,100,001.					09/24/2012 428,537.	03/27/2014
TOTAL GAIN (LOSS)					<u>4,031,065.</u>	