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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 separate instructions is at www.irs.gov/form990pf

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation RICHARD E. & NANCY P. MARRIOTT FOUNDATION		A Employer identification number 52-1953832												
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (301) 380-1425												
10400 FERNWOOD ROAD, DEPT. 901														
City or town, state or province, country, and ZIP or foreign postal code BETHESDA, MD 20817														
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table>		<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	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<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 <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														
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 50,886,950.		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)	1,990,088.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments.	43,762.	43,762.		
4 Dividends and interest from securities	897,634.	897,634.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	16,730,462.			
b Gross sales price for all assets on line 6a	19,223,195.			
7 Capital gain net income (from Part IV, line 2)		16,730,462.		
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	19,661,946.	17,671,858.		
13 Compensation of officers, directors, trustees, etc.	76,579.	11,487.		65,092.
14 Other employee salaries and wages	46,936.	4,941.		41,995.
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	24,937.			24,937.
b Accounting fees (attach schedule) ATCH. 2	14,500.			14,500.
c Other professional fees (attach schedule) [3]	16,230.	14,430.		1,800.
17 Interest				
18 Taxes (attach schedule) (see instructions) [4]	177,998.	998.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	1,030.			
22 Printing and publications				
23 Other expenses (attach schedule) ATCH. 5	11,420.			
24 Total operating and administrative expenses. Add lines 13 through 23.	369,630.	31,856.		148,324.
25 Contributions, gifts, grants paid	2,377,167.			2,377,167.
26 Total expenses and disbursements. Add lines 24 and 25	2,746,797.	31,856.	0	2,525,491.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	16,915,149.			
b Net investment income (if negative, enter -0-)		17,640,002.		
c Adjusted net income (if negative, enter -0-)				

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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		66,990.	2,759,821.	2,759,821.
	2	Savings and temporary cash investments			61,448.	61,448.
	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 6	12,790,775.	12,233,340.	31,313,780.	
	c	Investments - corporate bonds (attach schedule)		14,544,300.	16,409,386.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶			ATCH 7	
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ ATCH 8)	171,258.	342,515.	342,515.	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,029,023.	29,941,424.	50,886,950.	
17		Accounts payable and accrued expenses				
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)	0	0			
Net Assets or Fund Balances	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	13,029,023.	29,941,424.		
	30	Total net assets or fund balances (see instructions)	13,029,023.	29,941,424.		
	31	Total liabilities and net assets/fund balances (see instructions)	13,029,023.	29,941,424.		

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	13,029,023.
2	Enter amount from Part I, line 27a	2	16,915,149.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	29,944,172.
5	Decreases not included in line 2 (itemize) ▶ ATCH 9	5	2,748.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,941,424.

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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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
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	16,730,462.	
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.

(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))
2013	1,316,138.	34,045,941.	0.038658
2012	1,337,107.	26,121,586.	0.051188
2011	1,142,751.	26,163,202.	0.043678
2010	678,301.	23,499,132.	0.028865
2009	1,150,690.	14,085,419.	0.081694
2 Total of line 1, column (d)			2 0.244083
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 0.048817
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 44,737,965.
5 Multiply line 4 by line 3			5 2,183,973.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 176,400.
7 Add lines 5 and 6			7 2,360,373.
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 2,525,491.

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)		1	176,400.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	176,400.
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	176,400.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	178,360.	
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	178,360.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2.	
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	1,958.	
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 1,958. Refunded <input type="checkbox"/> 11	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. <u>ATCH 10</u>	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?		X
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"/> 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 2014 or the taxable year beginning in 2014 (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).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country 	16	Yes	No 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)? <input type="checkbox"/> 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 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <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)	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 		
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 2014 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 2014)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	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 4945(d)(4)(A)? (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 11		76,579.	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	41,203,506.
b	Average of monthly cash balances	1b	4,215,748.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	45,419,254.
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	45,419,254.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	681,289.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,737,965.
6	Minimum investment return. Enter 5% of line 5	6	2,236,898.

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	2,236,898.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	176,400.
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	176,400.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,060,498.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,060,498.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,060,498.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,525,491.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,525,491.
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	176,400.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,349,091.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,060,498.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			1,513,828.	
b Total for prior years 20 12 , 20 11 , 20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 2,525,491.				
a Applied to 2013, but not more than line 2a			1,513,828.	
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 2014 distributable amount				1,011,663.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 . (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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				1,048,835.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Form **990-PF**(2014)

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 2014, enter the date of the ruling

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

		Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test - enter:					
(1)	Value of all assets . . .					
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c	"Support" alternative test - enter:					
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(m)					
(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))

RICHARD E MARRIOTT

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

NONE

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

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

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

ATCH 12

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

WRITTEN APPLICATIONS WITH PROOF OF CHARITABLE STATUS

c Any submission deadlines:

NONE

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

NONE

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 13				
Total			▶ 3a	2,377,167.
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	941,396.	
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	16,730,462.	
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)				17,671,858.	
13 Total. Add line 12, columns (b), (d), and (e)				13	17,671,858.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | |
|--|--------------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| (1) Cash | 1a(1) | X |
| (2) Other assets | 1a(2) | X |
| b Other transactions | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) Reimbursement arrangements | 1b(4) | X |
| (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |


[illegible]

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

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

**Sign
Here**

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


Signature of officer or trustee

6-22-15
Date

► Pres
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
REBECCA ROHE

Preparer's signature

Reparor's signature
Rebecca Rohu

Date 6/18/15

Check ☐ if
self-employed

PTIN
P00294876

Firm's name	▶ BDO USA, LLP
-------------	----------------

Firm's address ► 8405 GREENSBORO DRIVE 7TH FLOOR
MCLEAN, VA

Firm's EIN ▶ 13-5381590

Phone no 703-893-0600

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

OMB No 1545-0047

2014▶ **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**

RICHARD E. & NANCY P. MARRIOTT FOUNDATION

Employer identification number

52-1953832

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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).

Name of organization **RICHARD E. & NANCY P. MARRIOTT FOUNDATION**Employer identification number
52-1953832**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	RICHARD E. MARRIOTT 10400 FERNWOOD ROAD, DEPT. 901 BETHESDA, MD 20817	\$ 1,990,088.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

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

JSA

Name of organization **RICHARD E. & NANCY P. MARRIOTT FOUNDATION**

Employer identification number

52-1953832

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
RBC CAPITAL MARKETS	897,634.	897,634.
TOTAL	<u>897,634.</u>	<u>897,634.</u>

ATTACHMENT 2

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>
TAX PREPARATION FEES	14,500.			14,500.
TOTALS	<u>14,500.</u>			<u>14,500.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
WEBSITE DESIGN	1,800.		1,800.
INVESTMENT MANAGEMENT FEES	14,430.	14,430.	
TOTALS	<u>16,230.</u>	<u>14,430.</u>	<u>1,800.</u>

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL TAXES	177,000.	
FOREIGN TAXES PAID	998.	998.
TOTALS	<u>177,998.</u>	<u>998.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
DUES	725.
INSURANCE	2,134.
SOFTWARE MAINTENANCE	6,184.
TELEPHONE AND COMMUNICATIONS	1,359.
BOOKS/SUBSCRIPTIONS/REFERENCE	18.
PRINTING/COPYING	1,000.
TOTALS	<u>11,420.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1,317,366 SHS HOST HOT. & REST	12,233,340.	31,313,780.
0 SHS MARRIOTT INT.		
TOTALS	<u>12,233,340.</u>	<u>31,313,780.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 7

FIXED ASSET DETAIL ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ADDITIONS	ENDING BALANCE
DATABASE-MICROEDGE		2,819.		2,819.	2,819.		2,819
TOTALS		<u>2,819.</u>			<u>2,819.</u>		

ATTACHMENT 8

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HST ACCRUED DIVIDENDS	222,635.	222,635.
HST ACCRUED CAP GN DISTRIBS	119,880.	119,880.
TOTALS	<u>342,515.</u>	<u>342,515.</u>

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

BALANCE SHEET ADJUSTMENT - TIMING

2,748.

TOTAL

2,748.

ATTACHMENT 10

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

SEE ATTACHED CONFORMED COPY OF AMENDED BYLAWS.

EXHIBIT A

AMENDED AND RESTATED BYLAWS OF THE RICHARD E. AND NANCY P. MARRIOTT FOUNDATION, INC.

ARTICLE I. NAME, PURPOSE AND OFFICE

SECTION 1. Name. The name of this nonstock corporation shall be The Richard E. and Nancy P. Marriott Foundation, Inc. (hereinafter, the "Corporation").

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

SECTION 3. Office. The principal office of the Corporation shall be located in Bethesda, Maryland. The Corporation may establish and operate such other offices within and without the State of Maryland as the operations of the Corporation may require.

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 Articles 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 Articles 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 two-thirds affirmative vote, all disbursements which exceed Twenty 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 a minimum of three and not more than five directors. At least eighty percent (80%) of the voting power of the Board of Directors shall be held by members of the Richard E. Marriott Family; for this purpose, the Richard E. Marriott Family is the group consisting of Richard E. Marriott and his spouse and lineal descendants. The Board of Directors annually shall fix the number of directors for the ensuing year. Each director shall be at least eighteen years of age.

SECTION 3. Appointment or Election of Directors. The directors of the Corporation shall be appointed by Richard E. Marriott. However, in the event of the death, disability or withdrawal from the Board of Directors of Richard E. Marriott, directors shall be elected by the majority vote of the remaining Board members.

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

SECTION 5. Vacancies. Vacancies upon the Board of Directors shall be filled by Richard E. Marriott. However, if a vacancy upon the Board of Directors remains unfilled for

three months after it occurs by reason of the death, disability or withdrawal from the Board of Directors of Richard E. Marriott, the majority vote of the remaining Board members shall be sufficient to fill the vacancy.

SECTION 6. Quorum; Action by the Board. As long as Richard E. Marriott is a member of the Board of Directors, he shall hold sixty-seven percent (67%) of the voting power exercisable by the Board, and the remaining voting power shall be divided equally between or among the remaining members of the Board. At such time as Richard E. Marriott is no longer a member of the Board of Directors, each director shall have one vote on each matter presented to the Board. A majority of the directors then in office shall constitute a quorum for the transaction of any business, provided that the quorum must include Richard E. Marriott while he is a member of the Board. In addition, if the number of directors then in office is five or less, then two directors shall constitute a quorum, provided that this quorum must include Richard E. Marriott while he is a member of the Board. Except as otherwise stated in these Bylaws or as required by law, the affirmative vote of a majority of the voting power of the directors 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 7. 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 to each director not less than ten days before such meeting. Notice need not be given of regular meetings of the Board of Directors which 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 8. Compensation. No director shall receive any compensation for his or her services as director, except that the Board of Directors may by resolution provide for the reimbursement of actual and reasonable 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 9. 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 10. Removal of Directors. As long as Richard E. Marriott is a member of the Board of Directors, he shall have the right to remove any or all of the directors with or without cause. At such time as Richard E. Marriott is no longer a member of the Board of Directors, any or all of the directors may be removed with cause by the vote of two-thirds (2/3) of the members of the Board of Directors then in office.

ARTICLE IV. OFFICERS

SECTION 1. Officers. The officers of the Corporation shall consist of a President, Secretary and Treasurer, and may include one or more Vice-Presidents, Assistant Secretaries, or Assistant Treasurers. The same person may serve as Secretary and Treasurer. Each officer shall also be a director of the Corporation and shall have the right to vote on all matters presented to the Board of Directors except as otherwise stated in these Bylaws. Richard E. Marriott, or his successor as President of the Corporation, shall have the right to appoint all officers of the Corporation except the President, who, at such time as Richard E. Marriott is no longer a member of the Board of Directors, shall be selected annually by a majority vote of the members of the Board of Directors then in office.

SECTION 2. President. Richard E. Marriott shall serve as the President of the Corporation as long as he is a member of the Board of Directors. 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. 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, with the assistance of one or more designees, 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, with the assistance of one or more designees, 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. Officers shall be appointed or elected annually and as vacancies occur according to the procedures that are described in Article IV, Section 1 of these Bylaws. Any officer may be removed by the President whenever, in his or her judgment, the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. At such time as Richard E. Marriott is no longer President of the Corporation, the President may be removed by a majority vote of the members of the Board then in office if, in their judgment, the best interest of the Corporation will be served thereby. The appointment or election 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. No officer shall receive any compensation for his or her services as an officer, except that the Board of Directors may by resolution provide for reimbursement of actual and reasonable 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.

ARTICLE V. COMMITTEES

SECTION 1. Committees of Directors. The Board of Directors, by a resolution adopted with the approval of a majority of the voting power of the members of the Board of 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. However, 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 or restate the Articles of Incorporation, to adopt a plan of merger or adopt a plan of consolidation with another corporation or other entity, 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 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. Unless otherwise prohibited by these Bylaws or by law, action approved without a meeting by members of the Board of Directors (or members of a committee) shall nevertheless be considered to be action of the Board of Directors or such committee if a writing in the form of a resolution is signed by the members of the Board of Directors or members of the committee, as the case may be, holding voting power sufficient to approve such action at a meeting of the Board of Directors or of such committee and the writing is 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 which 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. ADVISORY BOARD

SECTION 1. Advisory Board. Richard E. Marriott, while he is a member of the Board of Directors, shall have the right but not the obligation to establish an Advisory Board for the Corporation. Such Advisory Board shall consist of persons who are interested in the purpose and principles of the Corporation.

SECTION 2. Purpose of the Advisory Board. The Advisory Board shall advise the Board as to any matters that are put before it by the Board concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board; nor shall it have the power to bind the Corporation in any manner.

SECTION 3. Qualifications, Selection and Removal of Advisory Board Members. If an Advisory Board is created, Richard E. Marriott shall have the exclusive right, while he is a member of the Board of Directors, to name members of the Advisory Board, to appoint, remove and replace the chair of the Advisory Board, to fill vacancies in the Advisory Board, and to remove any member of the Advisory Board, either with or without cause.

SECTION 4. Powers of the Board of Directors. In the event of the death, disability or withdrawal from the Board of Directors of Richard E. Marriott, decisions regarding the Advisory Board, including whether or not the Corporation will establish and/or maintain an Advisory Board, shall be made by majority vote of the remaining members of the Board of Directors who are members of the Richard E. Marriott Family.

ARTICLE VIII. FINANCES

SECTION 1. Accounting Year. The accounting year of the Corporation shall commence on the first day of January and shall end on the thirty-first day of December of each year.

SECTION 2. Audit. Provided that the assets of the Corporation exceed Five Million Dollars (\$5,000,000) on the last day of the accounting year, the financial records of the Corporation shall be audited by a qualified accounting firm and the audit will be conducted within ninety (90) days of the close of the accounting year.

SECTION 3. 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 prudent manner. All disbursements of Corporation funds shall be made from the Corporation's accounts as directed by the Treasurer or his or her designee in a manner consistent with the Corporation's annual budget as the budget is amended from time to time by the Board of Directors. Disbursements in excess of \$50,000 shall require the written authorization of either the President or the Treasurer.

ARTICLE IX. 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 Maryland General Corporation Law.

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 with the approval of two-thirds (2/3) of the voting power of the members of the Board of Directors then in office 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, or by written consent consistent with Article VI, Section 1 of these Bylaws.

SECTION 4. Dissolution. The Corporation may be dissolved and its assets and liabilities may be liquidated in such manner as the Board of Directors shall determine to be appropriate. Such a dissolution and liquidation shall be accomplished in accordance with the provisions of the Articles of Incorporation and of such laws and regulations as may be applicable thereto.

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
THE RICHARD E. AND NANCY P. MARRIOTT FOUNDATION, INC.**

THE UNDERSIGNED, being all of the members of the Board of Directors of The Richard E. and Nancy P. Marriott Foundation, Inc., a Maryland corporation (the "Corporation"), acting in accordance with Section 2-408(c) of the General Corporation Law of the Corporations and Associations Article of the Annotated Code of Maryland (the "Corporations Code"), do hereby waive all notice of the time, place and purpose of a meeting of the Board of Directors of the Corporation and do hereby consent to the adoption of the preambles and resolutions set forth below with the same force and effect as if they had been adopted at a duly convened meeting of the Board of Directors of the Corporation. Execution of this Unanimous Written Consent in counterparts is hereby authorized.

Resolutions re Directors.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Amended and Restated Bylaws of the Corporation (the "Bylaws") to provide that no less than eighty percent (80%) of the voting power of the Board of Directors of the Corporation shall be held by members of the group consisting of Richard E. and his spouse and lineal descendants;

NOW, THEREFORE, BE IT

RESOLVED, that Article III, Section 2, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 2. Number and Qualifications. The Board of Directors of the Corporation shall consist of a minimum of three and not more than five directors. At least eighty percent (80%) of the voting power of the Board of Directors shall be held by members of the Richard E. Marriott Family; for this purpose, the Richard E. Marriott Family is the group consisting of Richard E. Marriott and his spouse and lineal descendants. The Board of Directors annually shall fix the number of directors for the ensuing year. Each director shall be at least eighteen years of age.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to provide that, if Richard E. Marriott is no longer able to appoint members of the Board due to his death, disability, or withdrawal from the Board, directors shall be chosen and vacancies on the Board of Directors shall be filled by a majority of the remaining members of the Board of Directors;

NOW, THEREFORE, BE IT

RESOLVED, that Article III, Section 3, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 3. Appointment or Election of Directors. The directors of the Corporation shall be appointed by Richard E. Marriott. However, in the event of the death, disability or withdrawal from the Board of Directors of Richard E. Marriott, directors shall be elected by the majority vote of the remaining Board members.

FURTHER RESOLVED, that Article III, Section 5, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 5. Vacancies. Vacancies upon the Board of Directors shall be filled by Richard E. Marriott. However, if a vacancy upon the Board of Directors

remains unfilled for three months after it occurs by reason of the death, disability or withdrawal from the Board of Directors of Richard E. Marriott, the majority vote of the remaining Board members shall be sufficient to fill the vacancy.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Amended and Restated Articles of Incorporation to specify that, consistent with Section 2-408(d)(1) of the Corporations Code, each director may have more or less than one vote on any matter as specified in the Bylaws, and that the directors may be selected in the manner set forth in the Bylaws; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to specify the voting power that each director shall have with respect to matters presented to the Board of Directors and to clarify the definition of a quorum;

NOW, THEREFORE, BE IT

RESOLVED, that Article Sixth of the Amended and Restated Articles of Incorporation of the Corporation shall be deleted and replaced in its entirety by the following:

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the Bylaws of the Corporation. A director may have more or less than one vote on any matter presented to the Board of Directors as set forth in the Bylaws. The names of the directors who shall serve until their successors are selected and qualify in the manner provided in the Bylaws are as follows: Richard E. Marriott, Nancy P. Marriott, and Ralph W. Hardy, Jr.

FURTHER RESOLVED, that Article III, Section 6, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 6. Quorum; Action by the Board. As long as Richard E. Marriott is a member of the Board of Directors, he shall hold sixty-seven percent (67%) of the voting power exercisable by the Board, and the remaining voting power shall be divided equally between or among the remaining members of the Board. At such time as Richard E. Marriott is no longer a member of the Board of Directors, each director shall have one vote on each matter presented to the Board. A majority of the directors then in office shall constitute a quorum for the transaction of any business, provided that the quorum must include Richard E. Marriott as long as he is a member of the Board. In addition, if the number of directors then in office is five or less, then two directors shall constitute a quorum, provided that this quorum must include Richard E. Marriott while he is a member of the Board. Except as otherwise stated in these Bylaws or as required by law, the affirmative vote of a majority of the voting power of the directors 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.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to provide, if the Corporation reimburses the travel or lodging expenses of a director, such expenses must be reasonable in amount;

NOW, THEREFORE, BE IT

RESOLVED, that Article III, Section 8, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 8. Compensation. No director shall receive any compensation for his or her services as director, except that the Board of Directors may by resolution provide for the reimbursement of actual and reasonable 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.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to provide that, as long as Richard E. Marriott is a member of the Board of Directors, in addition to having the right to appoint directors, he shall have the right to remove any or all of the directors without or without cause; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to provide that, at such time as Richard E. Marriott is no longer a member of the Board, any or all of the directors may be removed with cause with the vote of two-thirds (2/3) of the members of the Board then in office;

NOW, THEREFORE, BE IT

RESOLVED, that Article III, Section 10, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 10. Removal of Directors. As long as Richard E. Marriott is a member of the Board of Directors, he shall have the right to remove any or all of the directors with or without cause. At such time as Richard E. Marriott is no longer a member of the Board of Directors, any or all of the directors may be removed with cause by the vote of two-thirds (2/3) of the members of the Board of Directors then in office.

Resolutions re Officers.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to provide that Richard E. Marriott shall serve as the President of the Corporation as long as he is a member of the Board of Directors; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to provide that, if Richard E. Marriott is no longer the President of the Corporation, the Board of Directors shall have the ability to select and remove the person then serving as President by the affirmative vote of a majority of the members of the Board; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to clarify that the Treasurer will be assisted by designees with respect to the Treasurer's duties of keeping the Corporation's accounts, making deposits and disbursements of the Corporation's funds, and other duties of the Treasurer; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to provide that, if the Corporation reimburses the travel or lodging expenses of an officer, such expenses must be reasonable in amount;

NOW, THEREFORE, BE IT

RESOLVED, that Article IV, Section 1, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 1. Officers. The officers of the Corporation shall consist of a President, Secretary and Treasurer, and may include one or more Vice-Presidents, Assistant Secretaries, or Assistant Treasurers. The same person may serve as Secretary and Treasurer. Each officer shall also be a director of the Corporation and shall have the right to vote on all matters presented to the Board of Directors except as otherwise stated in these Bylaws. Richard E. Marriott, or his successor as President of the Corporation, shall have the right to appoint all officers of the Corporation except the President, who, at such time as Richard E. Marriott is no

longer a member of the Board of Directors, shall be selected annually by a majority vote of the members of the Board of Directors then in office.

FURTHER RESOLVED, that Article IV, Section 2, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 2. President. Richard E. Marriott shall serve as the President of the Corporation as long as he is a member of the Board of Directors. 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.

FURTHER RESOLVED, that Article IV, Section 4, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 4. Treasurer. The Treasurer shall have custody of all funds, securities and assets of the Corporation. He or she, with the assistance of one or more designees, 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, with the assistance of one or more designees, 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.

FURTHER RESOLVED, that Article IV, Section 5, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 5. Term of Office, Vacancies and Removal. Officers shall be appointed or elected annually and as vacancies occur according to the procedures that are described in Article IV, Section 1 of these Bylaws. Any officer may be removed by the President whenever, in his or her judgment, the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. At such time as Richard E. Marriott is no longer President of the Corporation, the President may be removed by a majority vote of the Board if, in the judgment of a majority of the members of the Board, the best interest of the Corporation will be served thereby. The appointment or election of an officer or agent shall not itself create contract rights.

FURTHER RESOLVED, that Article IV, Section 7, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 7. Compensation. No officer shall receive any compensation for his or her services as an officer, except that the Board of Directors may by resolution provide for reimbursement of actual and reasonable 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.

Resolutions re Committees.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend Article V of the Bylaws to specify the vote necessary to designate and appoint one or more committees;

NOW, THEREFORE, BE IT

RESOLVED, that Article V, Section 1, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 1. Committees of Directors. The Board of Directors, by a resolution adopted with the approval of a majority of the voting power of the members of the Board of 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. However, 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 or restate the Articles of Incorporation, to adopt a plan of merger or adopt a plan of consolidation with another corporation or other entity, 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.

Resolutions re Informal Action of the Board.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend Article VI, Section 1, of the Bylaws to specify the voting power necessary for the Board to act by written consent;

NOW, THEREFORE, BE IT

RESOLVED, that Article VI, Section 1, of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 1. Written Consent. Unless otherwise prohibited by these Bylaws or by law, action approved without a meeting by members of the Board of Directors (or members of a committee) shall nevertheless be considered to be action of the Board of Directors or such committee if a writing in the form of a resolution is signed by the members of the Board of Directors or members of the committee, as the case may be, holding voting power sufficient to approve such action at a meeting of the Board of Directors or of such committee and the writing is filed with the minutes of the proceedings of the Board of Directors or committee, whether done before or after the action so taken.

Resolutions re Advisory Board.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend the Bylaws to include a new Article, which shall be numbered as Article VII, that provides that, as long as Richard E. Marriott is the President of the Corporation, he shall have the right but not the obligation to form an Advisory Board and to appoint and remove the members of such Advisory Board, if established; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to invest the Board of Directors of the Corporation, at such time as Richard E. Marriott is no longer a Board member, with the power to establish and/or maintain an Advisory Board;

NOW, THEREFORE, BE IT

RESOLVED, that Articles VII and VIII of the Bylaws shall be renumbered Articles VIII and IX, respectively, and that a new Article VII entitled "Advisory Board" shall be added to the Bylaws that states as follows:

ARTICLE VII. ADVISORY BOARD

SECTION 1. Advisory Board. Richard E. Marriott, while he is a member of the Board of Directors, shall have the right but not the obligation to establish an Advisory Board for the Corporation. Such Advisory Board shall consist of persons who are interested in the purpose and principles of the Corporation.

SECTION 2. Purpose of the Advisory Board. The Advisory Board shall advise the Board as to any matters that are put before it by the Board concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board; nor shall it have the power to bind the Corporation in any manner.

SECTION 3. Qualifications, Selection and Removal of Advisory Board Members. If an Advisory Board is created, Richard E. Marriott shall have the exclusive right, while he is a member of the Board of Directors, to name members of the Advisory Board, to appoint, remove and replace the chair of the Advisory Board, to fill vacancies in the Advisory Board, and to remove any member of the Advisory Board, either with or without cause.

SECTION 4. Powers of the Board of Directors. In the event of the death, disability or withdrawal from the Board of Directors of Richard E. Marriott, decisions regarding the Advisory Board, including whether or not the Corporation will establish and/or maintain an Advisory Board, shall be made by majority vote of the remaining members of the Board of Directors who are members of the Richard E. Marriott Family.

Resolutions re Finances.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend Article VIII (previously numbered Article VII) of the Bylaws: (i) to provide that, each year that the assets of the Corporation exceed Five Million Dollars (\$5,000,000) in value, an audit of the Corporation's financial records shall be required, and (ii) to clarify the manner in which the Treasurer and his or her designees may disburse funds from the Corporation's accounts;

NOW, THEREFORE, BE IT

RESOLVED, that Article VIII of the Bylaws shall be deleted and replaced in its entirety by the following:

ARTICLE VIII. FINANCES

SECTION 1. Accounting Year. The accounting year of the Corporation shall commence on the first day of January and shall end on the thirty-first day of December of each year.

SECTION 2. Audit. Provided that the assets of the Corporation exceed Five Million Dollars (\$5,000,000) on the last day of the accounting year, the financial records of the Corporation shall be audited by a qualified accounting firm and the audit will be conducted within ninety days of the close of such accounting year.

SECTION 3. 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 prudent manner. All disbursements of Corporation funds shall be made from the Corporation's accounts as directed by the Treasurer or his or her designee in a manner consistent with the Corporation's annual budget as the budget is amended from time to time by the Board of Directors.

Disbursements in excess of \$50,000 shall require the written authorization of either the President or the Treasurer.

Resolutions re Miscellaneous Provisions.

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Corporation to amend Section 3 of Article IX (previously numbered Article VIII) to require the approval of two-thirds (2/3) of the voting power of the members of the Board of Directors then in office to amend, repeal or adopt new Bylaws;

NOW, THEREFORE, BE IT

RESOLVED, that Section 3 of Article IX of the Bylaws shall be deleted and replaced in its entirety by the following:

SECTION 3. Amendment. The Bylaws of the Corporation may be amended or repealed or new Bylaws adopted with the approval of two-thirds (2/3) of the voting power of the members of the Board of Directors then in office 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, or by written consent consistent with Article VI, Section 1 of these Bylaws.

General Resolutions.

RESOLVED, that the Amended and Restated Bylaws appended hereto as Exhibit A, which reflect the amendments set forth in this Unanimous Written Consent, are hereby approved and adopted as the Bylaws of the Corporation and are ordered to be entered into the Minute Book of the Corporation; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed do all other acts and things whatsoever, whether within or without the State of Maryland, as the officers of the Corporation may determine to be necessary or appropriate to effect the amendments to the Amended and Restated Articles of Incorporation and to the Bylaws; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed to take any and all actions as they may deem necessary or appropriate to implement the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have executed this consent in counterparts as of the 30th day of June, 2014.



RICHARD E. MARRIOTT



NANCY P. MARRIOTT



RALPH W. HARDY, JR.

ARTICLES OF AMENDMENT
OF
THE RICHARD E. AND NANCY P. MARRIOTT FOUNDATION, INC.

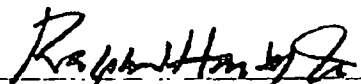
The Richard E. and Nancy P. Marriott Foundation, Inc. (the "Corporation"), a Maryland nonstock corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by deleting therefrom in its entirety Article Sixth and substituting in lieu thereof the following:

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the Bylaws of the Corporation. A director may have more or less than one vote on any matter presented to the Board of Directors as set forth in the Bylaws. The names of the directors who shall serve until their successors are selected and qualify in the manner provided in the Bylaws are as follows: Richard E. Marriott, Nancy P. Marriott, and Ralph W. Hardy, Jr.

SECOND: This amendment of the charter of the Corporation has been approved by the unanimous written consent of the Board of Directors. There are no members entitled to vote on amendments.

We, the undersigned President and Secretary of the Corporation swear under penalties of perjury this 24th day of July, 2014, that the foregoing is a corporate act.


Ralph W. Hardy, Jr., Secretary


Richard E. Marriott, President

Return Address of the Filing Party:

Corinne M. Antley
Antley & Lopez LLP
1701 Pennsylvania Avenue, N.W.
Suite 300
Washington, D.C. 20006

RICHARD E. & NANCY P. MARRIOTT FOUNDATION

52-1953832

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD E. MARRIOTT 10400 FERNWOOD ROAD BETHESDA, MD 20817	PRESIDENT & DIRECTOR	0	0	0
NANCY P. MARRIOTT 10400 FERNWOOD ROAD BETHESDA, MD 20817	TREAS. & DIRECTOR	0	0	0
RALPH W. HARDY JR. 575 7TH STREET, NW WASHINGTON, DC 20004	SECR. & DIRECTOR	0	0	0
NANCIE SUZUKI 10400 FERNWOOD ROAD, DEPT. 901 BETHESDA, MD 20817	EXECUTIVE DIRECTOR 24.00	76,579.	0	0
GRAND TOTALS		76,579.	0	0

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

HILARY KIDWELL
10400 FERNWOOD RD, DEPT 901
BETHESDA, MD 20817
REMNPFOUNDATION@GMAIL.COM

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

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND
FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED

N/A
PUBLIC

CHARITABLE PURPOSES

2,377,167.

TOTAL CONTRIBUTIONS PAID

2,377,167

Payments Made - OBRA Report

Richard E. and Nancy P. Marriott Foundation

4/14/2015

Payee Organization	Amount			Non-
Request Primary Contact	Check #	Deduct	Deduct	Tax
Project Title	Staff	Paid Date	Amount	Status
Youth Winter Sports Alliance Preston, Aimee	Tom DiGenno	\$10,000 00 2629	\$10,000.00	\$0 00 501c(3) 509(a)(1)
PO Box 681698 1600 Park Ave Park City, UT 84068 <i>Stein Eriksen YSA Opportunity Endowment</i>		6/3/2014		
St. Albans School Steadman, David	Tom DiGenno	\$2,500 00 2666	\$2,500 00	\$0 00 501c(3) 509(a)(1)
Mount St Alban 3001 Wisconsin Ave NW Washington, DC 20016 <i>Annual Giving</i>		11/14/2014		
ALIVE! Naser, Kenneth	Nancie Suzuki	\$5,000 00 2667	\$5,000 00	\$0 00 501c(3) 509(a)(1)
2723 King Street Alexandria, VA 22302 <i>safety net services</i>		11/14/2014		
The ALS Association Taylor, Judy	Tom DiGenno	\$5,000 00 2645	\$5,000 00	\$0 00 501c(3) 509(a)(1)
7507 Standish Place Rockville, MD 20855 <i>the DC/MD/VA Chapter's Care Services programs</i>		11/14/2014		
DC Scores Henderson, Bethany	Tom DiGenno	\$5,000 00 2668	\$5,000 00	\$0 00 501c(3) 509(a)(1)
1224 M St Nw Ste 200 Washington, DC 20005-5225 <i>after-school program</i>		11/14/2014		
Appletree Institute McCarthy, Jack	Tom DiGenno	\$20,000 00 2669	\$20,000 00	\$0 00 501c(3) 509(a)(1)
415 Michigan Ave, NE McCormick Pavilion, 3rd Floor Washington, DC 20017 <i>early childhood education research</i>		11/14/2014		
Asian American Lead	Tom DiGenno	\$5,000 00	\$5,000.00	\$0 00 501c(3)

Ahluwalia, Surjeet		2670			509(a)(1)
1029 Vermont Avenue, NW Suite 810 Washington, DC 20005 <i>leadership development for at-risk youth</i>		11/14/2014			
Bald Peak Community Fund Stevenson, Edith	Tom DiGenno	\$1,000 00 2671	\$1,000 00	\$0 00	501c(3) 509(a)(2) under 170(b)(1)(A)(vii)
P O Box 401 Melvin Village, NH 03850 <i>food and fuel assistance for children and families</i>		11/14/2014			
Beacon House Community Ministry Inc Kittner, Gerry	Tom DiGenno	\$5,000 00 2672	\$5,000 00	\$0 00	501c(3) 509(a)(1)
P O Box 29629 Washington, DC 20017 <i>mentoring for at-risk youth</i>		11/14/2014			
Bethesda-Chevy Chase Rescue Squad, Inc. Kretzmer, Robert	Tom DiGenno	\$1,000 00 2673	\$1,000 00	\$0 00	501c(3) 509(a)(1)
5020 Battery Lane Bethesda, MD 20814-2699 <i>comprehensive education and training mission</i>		11/14/2014			
Big Brothers Big Sisters Hickey, Terry F	Nancie Suzuki	\$5,000 00 2674	\$5,000 00	\$0 00	501c(3) 509(a)(1)
3600 Clipper Mill Rd. Suite 250 Baltimore, MD 21211 <i>mentoring for at-risk youth</i>		11/14/2014			
Black Student Fund Nesbit, Leroy	Tom DiGenno	\$5,000 00 2675	\$5,000 00	\$0 00	501c(3) 509(a)(2) under 170(b)(1)(A)(vii)
3636 16th Street NW 4th Floor Washington, DC 20010 <i>college prep program</i>		11/14/2014			
Boston Children's Hospital Torosyan, Melanie	Tom DiGenno	\$100,000 00 2788	\$100,000 00	\$0 00	501c(3) 509(a)(1)
401 Park Drive, Suite 602 Boston, MA 02215 <i>Endometriosis Treatment Research under the direction of Dr Marc Laufer</i>		11/14/2014			
Boston Children's Hospital Torosyan, Melanie	Tom DiGenno	\$50,000 00 2646	\$50,000 00	\$0 00	501c(3) 509(a)(1)

401 Park Drive, Suite 602
Boston, MA 02215
*Endometriosis Research under the direction of Dr
Marc Laufer*

11/14/2014

Brainfood
Dahm, Paul J

Tom DiGenno

\$20,000 00
2676

\$20,000 00

\$0 00 501c(3)
509(a)(1)

1525 Newton St , NW
Washington, DC 20010
food prep and leadership training for at-risk youth

11/14/2014

Bread for the City
Jones, George

Tom DiGenno

\$20,000 00
2677

\$20,000 00

\$0 00 501c(3)
509(a)(1)

1525 7th Street Northwest
Washington, DC 20001
food and clothing program

11/14/2014

Bright Beginnings, Inc.
Gaines, Betty Jo

Tom DiGenno

\$35,000 00
2678

\$35,000 00

\$0 00 501c(3)
509(a)(1)

128 M St , NW
Washington, DC 20001
education program for homeless youth

11/14/2014

Bright Beginnings, Inc.
Gaines, Betty Jo

Tom DiGenno

\$150,000 00
2647

\$150,000 00

\$0 00 501c(3)
509(a)(1)

128 M St , NW
Washington, DC 20001
a capital campaign for a second site

11/14/2014

Briya Public Charter School
Luceno, Lisa

Tom DiGenno

\$20,000 00
2679

\$20,000 00

\$0 00 501c(3)
509(a)(1)

2333 Ontario Rd NW
Washington, DC 20009
infant and toddler program

11/14/2014

BUILD Metro DC
Jacobs, Bryce

Tom DiGenno

\$30,000 00
2680

\$30,000 00

\$0 00 501c(3)
509(a)(1)

1763 Columbia Road NW
1st Floor
Washington, DC 20009
entrepreneurship and college readiness programs

11/14/2014

Byte Back
Ellsworth, Kelley

Tom DiGenno

\$20,000 00
2681

\$20,000 00

\$0 00 501c(3)
509(a)(1)

815 Monroe St , NE
Washington, DC 20017
*computer training and certification services for
unemployed individuals*

11/14/2014

C & O Canal Trust Nardolilli, Mike	Tom DiGenno	\$10,000 00 2648	\$10,000 00	\$0 00	501c(3) 509(a)(1)
1850 Dual Highway Suite 100 Hagerstown, MD 21740 <i>park protection and restoration</i>		11/14/2014			
Cabin John Park Volunteer Fire Dept. Seavey, James P	Tom DiGenno	\$2,000 00 2682	\$2,000 00	\$0 00	501c(3)
8001 River Rd Bethesda, MD 20817 <i>fire and rescue services</i>		11/14/2014			
Academy for Creating Enterprise Gibson, Stephen	Tom DiGenno	\$10,000 00 2684	\$10,000 00	\$0 00	501c(3) 509(a)(1)
1095 Mountain Ridge Road Provo, UT 84604 <i>international vocational training</i>		11/14/2014			
Capital Area Foodbank Roman, Nancy E	Nancie Suzuki	\$10,000 00 2683	\$10,000 00	\$0 00	501c(3) 509(a)(1)
4900 Puerto Rico Avenue, NE Washington, DC 20017 <i>food assistance</i>		11/14/2014			
Catalogue For Philanthropy, Inc. Greater Washington Harman, Barbara	Tom DiGenno	\$10,000 00 2628	\$10,000.00	\$0 00	501c(3) 509(a)(1)
1899 L Street, NW 9th Floor Washington, DC 20036 <i>for assistance to nonprofit awardees</i>		6/16/2014			
Center For Inspired Teaching Margolis, Aleta	Tom DiGenno	\$15,000 00 2685	\$15,000 00	\$0 00	501c(3) 509(a)(1)
1436 U St Nw Ste 400 Washington, DC 20009-3987 <i>highly effective educator training</i>		11/14/2014			
CentroNia Peralta, Myrna	Tom DiGenno	\$15,000 00 2686	\$15,000 00	\$0 00	501c(3) 509(a)(2) under 170(b)(1)(A)(vii)
1420 Columbia Rd NW Washington, DC 20009-4779 <i>early childhood education</i>		11/14/2014			
The Child And Family Network Centers Carter, Lisa	Tom DiGenno	\$5,000 00 2687	\$5,000 00	\$0 00	501c(3) 509(a)(1)
3700 Wheeler Ave		11/14/2014			

Alexandria, VA 22304

the Early Childhood Education program

Child Rescue Association Of North America
Larsen, Jess

Tom DiGenno

\$10,000 00
2649

\$10,000 00

\$0 00 501c(3)
509(a)(1)

340 S Lemon Ave #4638

Walnut, CA 91789

preventing child trafficking

11/14/2014

Christian Center Of Park City
Harter, Rob

Tom DiGenno

\$5,000 00
2688

\$5,000 00

\$0 00 501c(3)
509(a)(1)

Po Box 683480

Park City, UT 84068-3480

community resource program

11/14/2014

Christian Life Center Inc
Slye, Ben

Tom DiGenno

\$10,000 00
2689

\$10,000 00

\$0 00 501c(3)
509(a)(1)

5600 Taylor Rd

Riverdale Park, MD 20737

Community Food Project

11/14/2014

Common Good City Farm
Callahan, Rachael

Tom DiGenno

\$7,500 00
2690

\$7,500 00

\$0 00 501c(3)
509(a)(1)

PO Box 26030

Washington, DC 20001

the Youth Education Program

11/14/2014

Cystic Fibrosis Foundation
Brownlee, Denise

Nancie Suzuki

\$5,000 00
2691

\$5,000 00

\$0 00 501c(3)
509(a)(1)

6931 Arlington Road

Suite B

Bethesda, MD 20814

medical research

11/14/2014

Dana Hall School
Gray, Julie

Tom DiGenno

\$5,000 00
2692

\$5,000 00

\$0 00 501c(3)
509(a)(1)

45 Dana Road

PO Box 9010

Wellesley, MA 02482-9010

education facility expansion

11/14/2014

Dana-Farber Cancer Institute
Brent, Patricia Stewart

Tom DiGenno

\$10,000 00
2650

\$10,000 00

\$0 00 501c(3)
509(a)(1)

10 Brookline Place West

6th Floor

Brookline, MA 02445-7226

the Christin Holbrook Harding Fund for Melanoma Research

11/14/2014

Goodwill of Greater Washington

Tom DiGenno

\$10,000 00

\$10,000 00

\$0 00 501c(3)

Meloy, Catherine		2693			509(a)(2) under 170(b)(1)(A)(vii)
2200 South Dakota Ave , NE Washington, DC 20018 <i>workforce development and job placement services</i>		11/14/2014			
DC Central Kitchen Moore, Alexander	Tom DiGenno	\$10,000 00 2694	\$10,000 00	\$0 00	501c(3) 509(a)(1)
425 2nd Street NW Washington, DC 20001 <i>the Healthy Returns and Culinary Job Training Programs</i>		11/14/2014			
Deseret International Foundation Jackson, Douglas	Tom DiGenno	\$45,000 00 2640	\$45,000 00	\$0 00	501c(3) 509(a)(1)
1282 E Cambridge Ct Provo, UT 84604 <i>Eyes for Zimbabwe</i>		10/13/2014			
DonorsChoose Blum, Dan	Nancie Suzuki	\$5,000 00 2695	\$5,000 00	\$0 00	501c(3) 509(a)(1)
213 West 35th Street, 2nd Floor East New York, NY 10001 <i>classroom materials</i>		11/14/2014			
Early Childhood Academy Public Charter School Edwards, Wendy S	Tom DiGenno	\$25,000 00 2696	\$25,000 00	\$0 00	501c(3) 509(a)(1)
4025 9th St SE Washington, DC 20032-6051 <i>computer lab</i>		11/14/2014			
Education Pioneers Persett, Ben	Tom DiGenno	\$10,000 00 2697	\$10,000 00	\$0 00	501c(3) 509(a)(1)
ATTN. Finance 386 Fore St #304 Portland, ME 04101 <i>support for fellowships in schools</i>		11/14/2014			
E.L. Haynes PCS Green, Julie Anne	Tom DiGenno	\$15,000 00 2698	\$15,000 00	\$0 00	501c(3) 509(a)(1)
3600 Georgia Ave, NW Washington, DC 20010 <i>Early Childhood Education</i>		11/14/2014			
Exponent Philanthropy Berman, Henry	Tom DiGenno	\$5,000 00 2635	\$5,000 00	\$0 00	501c(3) 509(a)(2) under 170(b)(1)(A)(vii)

1720 N St NW Washington, DC 20036 <i>the Annual Fund</i>	8/7/2014				
Families First Cohen, Elizabeth M	Tom DiGenno	\$5,000 00 2699	\$5,000 00	\$0 00	501c(3) 509(a)(1)
99 Bishop Allen Drive Cambridge, MA 02139 <i>the School Success program</i>	11/14/2014				
Family Services Agency Warman, Barbara	Tom DiGenno	\$10,000 00 2700	\$10,000 00	\$0 00	501c(3) 509(a)(1)
610 E Diamond Ave , Suite 100 Gaithersburg, MD 20877-5323 <i>the Discovery Station Early Head Start program</i>	11/14/2014				
The Fishing School Givs, Leo	Tom DiGenno	\$10,000 00 2701	\$10,000 00	\$0 00	501c(3) 509(a)(1)
4737 Meade Street, NE Washington, DC 20019 <i>STEAM afterschool and summer programming</i>	11/14/2014				
Food Recovery Network Inc Simon, Ben	Tom DiGenno	\$10,000 00 2702	\$10,000 00	\$0 00	501c(3) 509(a)(1)
4321 Hartwick Road Suite 320 College Park, MD 20740 <i>food recovery and distribution</i>	11/14/2014				
For Love of Children Payne, Tim	Tom DiGenno	\$5,000 00 2703	\$5,000 00	\$0 00	501c(3) 509(a)(1)
1763 Columbia Road NW First Floor Washington, DC 20009 <i>the neighborhood tutoring program</i>	11/14/2014				
Forever Young Foundation Tanner, Sterling C	Nancie Suzuki	\$10,000 00 2704	\$10,000 00	\$0 00	501c(3) 509(a)(1)
1424 South Stapley Dr Mesa, AZ 85204 <i>youth development programs</i>	11/14/2014				
Friends Of San Pasqual Academy Inc Scott, Joan	Tom DiGenno	\$5,000 00 2625	\$5,000 00	\$0 00	501c(3) 509(a)(1)
Po Box 8202 Rancho Santa Fe, CA 92067 <i>student resources and services</i>	4/29/2014				
Friends Of San Pasqual Academy Inc	Tom DiGenno	\$10,000 00	\$10,000 00	\$0 00	501c(3)

Syverson, Debby		2652			509(a)(1)
Po Box 8202		11/14/2014			
Rancho Santa Fe, CA 92067					
<i>student resources and services</i>					
Friends of the Poor	Tom DiGenno	\$10,000 00	\$10,000 00	\$0 00	501c(3)
Colarusso, Jean		2627			509(a)(1)
8460 Whale Watch Way		6/11/2014			
La Jolla, CA 92037					
<i>Trade school project</i>					
Friends Of The Wolfeboro Community Bandstand Inc	Tom DiGenno	\$1,000 00	\$1,000 00	\$0 00	501c(3)
Cady, Doug		2631			509(a)(1)
Po Box 2055		6/17/2014			
Wolfeboro, NH 03894					
<i>Summer 2014 Concert Program</i>					
Friendship Charter School	Nancie Suzuki	\$5,000 00	\$5,000 00	\$0 00	501c(3)
Brantley, Patricia A		2706			509(a)(1)
120 Q St , NE		11/14/2014			
Suite 200					
Washington, DC 20002					
<i>education support services</i>					
Girl Scouts Council of the Nation's Capital	Tom DiGenno	\$25,000 00	\$25,000 00	\$0 00	501c(3)
Thurston, Betsy		2707			509(a)(1)
4301 Connecticut Ave. NW, #M-2		11/14/2014			
Washington, DC 20008					
<i>Girl Scout activities for girls from families facing financial difficulties who reside in the Washington DC metropolitan area</i>					
Habitat for Humanity Metro Maryland	Nancie Suzuki	\$5,000 00	\$5,000 00	\$0 00	501c(3)
Paukstis, John		2708			509(a)(1)
9110 Gaither Road		11/14/2014			
Gaithersburg, MD 20877					
<i>build sites</i>					
Harvard Business School	Nancie Suzuki	\$5,000 00	\$5,000 00	\$0 00	501c(3)
Mortara, Dan		2709			509(a)(1)
Development Operations		11/14/2014			
Teele Hall					
Soldiers Field					
Boston, MA 02163					
<i>the HBS Fund for Leadership and Innovation</i>					
Heartlove Place	Tom DiGenno	\$10,000 00	\$10,000 00	\$0 00	501c(3)
Rembert, Viola M		2710			509(a)(2) under 170(b)(1)(A)(vii)

3229 N Dr Martin Luther King Jr Dr Milwaukee, WI 53212 <i>job readiness</i>		11/14/2014				
Heifetz International Music Institute, Inc. Roe, Benjamin	Tom DiGenno	\$5,000 00 2711	\$5,000 00	\$0 00	501c(3) 509(a)(2) under 170(b)(1)(A)(vii)	
P O Box 2447 Staunton, VA 24401 <i>music education</i>		11/14/2014				
HELP International Fuentes, Arturo Adan	Tom DiGenno	\$5,000 00 2712	\$5,000 00	\$0 00	501c(3) 509(a)(1)	
455 N University Ave , #212 Provo, UT 84601 <i>business training</i>		11/14/2014				
Helphopelive Inc Carr, Rebecca	Tom DiGenno	\$10,000 00 2653	\$10,000 00	\$0 00	501c(3) 509(a)(1)	
2 Radnor Corporate Center, Suite 100 100 Matsonford Rd Radnor, PA 19087 <i>In Honor of Joey Abicca</i>		11/14/2014				
Higher Achievement DC Metro Roboff, Katherine	Tom DiGenno	\$10,000 00 2713	\$10,000 00	\$0 00	501c(3) 509(a)(1)	
Gannon Center for Higher Achievement 317 8th Street, NE Washington, DC 20002 <i>program expansion and academic tutoring</i>		11/14/2014				
The Holton-Arms School Betts, Abigail	Nancie Suzuki	\$1,000 00 2714	\$1,000 00	\$0 00	501c(3) 509(a)(1)	
7303 River Road Bethesda, MD 20817 <i>educational services</i>		11/14/2014				
Homeless Children's Playtime Project Larson, Jamila	Tom DiGenno	\$10,000 00 2715	\$10,000 00	\$0 00	501c(3) 509(a)(1)	
1525 Newton Street, NW Washington, DC 20010 <i>assistance for homeless children</i>		11/14/2014				
Horton's Kids Berkley, Robin	Tom DiGenno	\$15,000 00 2716	\$15,000 00	\$0.00	501c(3) 509(a)(1)	
100 Maryland Ave NE Suite 520 Washington, DC 20002		11/14/2014				

Community Resource Center

Hospice Caring, Inc. Stearns, Allison	Tom DiGenno	\$10,000 00 2717	\$10,000 00	\$0 00	501c(3) 509(a)(1)
518 South Frederick Ave Gaithersburg, MD 20877-2325 <i>bereavement services</i>		11/14/2014			
Huggins Hospital Devine, Nancy	Tom DiGenno	\$25,000 00 2654	\$25,000 00	\$0 00	501c(3) 509(a)(1)
240 South Main Street Wolfeboro, NH 03894-0912 <i>an intubation video endoscope</i>		11/14/2014			
Identity Unburu, Diego	Tom DiGenno	\$20,000 00 2718	\$20,000 00	\$0 00	501c(3) 509(a)(1)
414 East Diamond Ave Gaithersburg, MD 20877 <i>services for at-risk Latino youth</i>		11/14/2014			
Inner City Inner Child Zimmer, Ingrid	Tom DiGenno	\$20,000 00 2719	\$20,000 00	\$0 00	501c(3) 509(a)(1)
3133 Dumbarton St NW Washington, DC 20007 <i>early childhood literacy programs and NAEYC low-income child development center accreditation</i>		11/14/2014			
International Mountain Bicycling Association Cook, Richard	Nancie Suzuki	\$5,000 00 2720	\$5,000 00	\$0 00	501c(3) 509(a)(1)
PO Box 20280 Boulder, CO 80306 <i>trail education and outreach</i>		11/14/2014			
Jubilee Jobs, Inc. Flood, Terry	Tom DiGenno	\$10,000 00 2721	\$10,000 00	\$0 00	501c(3) 509(a)(1)
2712 Ontario Road, N W Washington, DC 20009 <i>job training</i>		11/14/2014			
Jubilee Jumpstart Parker Wright, Deidre	Tom DiGenno	\$10,000 00 2722	\$10,000 00	\$0 00	501c(3) 509(a)(1)
2525 Ontario Road, NW First floor Washington, DC 20009 <i>early childhood education program</i>		11/14/2014			
Jumpstart DC Zak, Adrienne	Tom DiGenno	\$15,000 00 2723	\$15,000 00	\$0 00	501c(3) 509(a)(1)
1612 K St NW		11/14/2014			

Suite 704

Washington, DC 20006

*kindergarten readiness skills in preschool-age children
from low-income neighborhoods across Washington,
DC*

Junior Achievement of the Eastern Shore

Hayes, Jayme

Tom DiGenno

\$15,000 00

2724

\$15,000 00

\$0 00

501c(3)

509(a)(1)

200 W Main Street

Salisbury, MD 21801

entrepreneurship and financial education

11/14/2014

Junior Achievement of Greater Washington

Doss, Rachael

Tom DiGenno

\$20,000 00

2725

\$20,000.00

\$0 00

501c(3)

509(a)(1)

1050 17th St NW

Suite 750

Washington, DC 20036

entrepreneur and business training for students

11/14/2014

Kennedy Krieger Institute

Oettel, Sarah

Tom DiGenno

\$5,000 00

2726

\$5,000 00

\$0 00

501c(3)

509(a)(1)

707 North Broadway

Baltimore, MD 21205

the financial literacy education program

11/14/2014

Kid Power DC

Hollis, Andria

Tom DiGenno

\$10,000 00

2727

\$10,000 00

\$0 00

501c(3)

509(a)(1)

755 8th Street, NW

Washington, DC 20001

mentoring and tutoring programs

11/14/2014

Kingswood Youth Center

Sweeney, Pamela

Tom DiGenno

\$2,000 00

2728

\$2,000 00

\$0 00

501c(3)

509(a)(1)

P O Box 697

Wolfeboro, NH 03894

services for at-risk youth

11/14/2014

KIPP DC

Gallagher, Clare

Nancie Suzuki

\$50,000 00

2729

\$50,000 00

\$0 00

501c(3)

509(a)(1)

1003 K St NW

Suite 700

Washington, DC 20001

the Capital Teaching Residency (CTR) program

11/14/2014

KIPP DC

Gallagher, Clare

Tom DiGenno

\$50,000 00

2730

\$50,000 00

\$0 00

501c(3)

509(a)(1)

1003 K St NW

Suite 700

Washington, DC 20001

The Blaine School

11/14/2014

Life Pieces to Masterpieces Waldron, Selvon	Tom DiGenno	\$20,000 00 2731	\$20,000 00	\$0 00	501c(3) 509(a)(1)
5600 Eads Street NE Washington, DC 20019 <i>education and youth development programs</i>		11/14/2014			
Literacy Lab Dillon, Tom	Tom DiGenno	\$15,000 00 2732	\$15,000 00	\$0 00	501c(3) 509(a)(1)
623 Florida Ave NW Washington, DC 20001 <i>Reading Corps Program</i>		11/14/2014			
Little Lights Urban Ministries Saunders, Stephen	Tom DiGenno	\$10,000 00 2733	\$10,000.00	\$0 00	501c(3) 509(a)(1)
760 7th St SE Washington, DC 20003 <i>after-school tutoring for children in public housing in DC's Ward 6</i>		11/14/2014			
Live It Learn It Wheelock, Matthew	Tom DiGenno	\$15,000 00 2734	\$15,000 00	\$0 00	501c(3) 509(a)(1)
735 8th St, SE Suite 300 Washington, DC 20003 <i>student field trips</i>		11/14/2014			
Madison House Foundation Prince, JaLynn	Tom DiGenno	\$5,000 00 2735	\$5,000 00	\$0 00	501c(3)
13320 Signal Tree Lane Rockville, MD 20850 <i>autism awareness</i>		11/14/2014			
Make A Wish Foundation of the Mid-Atlantic Jefferson, Ashley	Tom DiGenno	\$5,000 00 2736	\$5,000 00	\$0 00	501c(3) 509(a)(1)
5272 River Road, Suite 700 Bethesda, MD 20816 <i>assistance for children with terminal diseases</i>		11/14/2014			
Manna Food Center, Inc. DeCarlo, Jackie	Tom DiGenno	\$10,000 00 2737	\$10,000 00	\$0 00	501c(3) 509(a)(1)
9311 Gaither Rd. Gaithersburg, MD 20877 <i>food assistance</i>		11/14/2014			
Martha's Table Stonesifer, Patty	Tom DiGenno	\$30,000 00 2738	\$30,000 00	\$0 00	501c(3) 509(a)(1)

2114 14th Street, NW Washington, DC 20009 <i>the Children, Youth and Family Learning Early Childhood Education Program</i>		11/14/2014				
Maryland Food Bank Urban, Laura	Tom DiGenno	\$5,000 00 2620	\$5,000 00	\$0 00	501c(3) 509(a)(1)	
2200 Halethorpe Farms Road Baltimore, MD 21227 <i>food assistance</i>		3/18/2014				
Mentors International Petersen, Mark	Nancie Suzuki	\$10,000 00 2739	\$10,000 00	\$0 00	501c(3) 509(a)(1)	
65 E Wadsworth Park Dr #207 Draper, UT 84020-7949 <i>mentoring services</i>		11/14/2014				
Mentors, Inc. Bagley, Deirdre	Tom DiGenno	\$10,000 00 2740	\$10,000 00	\$0 00	501c(3) 509(a)(2) under 170(b)(1)(A)(vii)	
1012 14th St , NW Suite 304 Washington, DC 20005 <i>mentoring services</i>		11/14/2014				
Miriam's Kitchen Schenkelberg, Scott	Tom DiGenno	\$15,000 00 2741	\$15,000 00	\$0 00	501c(3) 509(a)(1)	
2401 Virginia Ave , NW Washington, DC 20037 <i>meals program</i>		11/14/2014				
Mountain Trails Sturgis, Charlie	Tom DiGenno	\$5,000 00 2742	\$5,000 00	\$0 00	501c(3) 509(a)(1)	
P O Box 754 Park City, UT 84060 <i>trails education and outreach</i>		11/14/2014				
Multicultural Career Intern Program Tukeva, Maria	Tom DiGenno	\$10,000 00 2743	\$10,000 00	\$0 00	501c(3) 509(a)(1)	
3101 16th St , NW Washington, DC 20010 <i>Bell Multicultural School</i>		11/14/2014				
National Ability Center Loveland, Gail	Tom DiGenno	\$5,000 00 2744	\$5,000 00	\$0 00	501c(3) 509(a)(1)	
1000 Ability Way P O Box 682799 Park City, UT 84068		11/14/2014				

to assist youth with disabilities

National Center for Children and Families Chapman, Sheryl Brissett	Tom DiGenno	\$5,000 00 2745	\$5,000 00	\$0 00	501c(3) 509(a)(1)
6301 Greentree Rd Bethesda, MD 20817 <i>the Neediest Kids program for low-income students in the DC Metro Area</i>		11/14/2014			
National Restaurant Association Education Foundation Schieffelin, Katherine	Tom DiGenno	\$10,000 00 2795	\$10,000 00	\$0 00	501c(3) 509(a)(3) under 170(b)(1)(A)(viii)
2055 L St NW Suite 700 Washington, DC 20036 <i>the ProStart program</i>		12/12/2014			
The Nature Conservancy of Utah Livermore, Dave	Tom DiGenno	\$10,000 00 2746	\$10,000 00	\$0 00	501c(3) 509(a)(1)
559 East South Temple Salt Lake City, UT 84102 <i>Last Great Places Society</i>		11/14/2014			
NCAC- Boy Scouts Spottiswood, Tom	Tom DiGenno	\$500 00 2622	\$500 00	\$0.00	501c(3) 509(a)(1)
RiverBay Investment Group LLC 9841 Washingtonian Blvd, Suite 320 Gaithersburg, MD 20878 <i>Friends of Scouting</i>		4/21/2014			
NCAC-BSA Dolan, Denise	Tom DiGenno	\$1,000 00 2630	\$1,000 00	\$0 00	501c(3) 509(a)(1)
Marrriott Scout Service Center 9190 Rockville Pike Bethesda, MD 20814-3897 <i>Endowment in memory of Alan Moorehead</i>		6/11/2014			
Neighborhood House Charter School Scott, Kate	Tom DiGenno	\$10,000 00 2655	\$10,000 00	\$0 00	501c(3) 509(a)(1)
21 Queen Street Dorchester, MA 02122 <i>education programs</i>		11/14/2014			
New Leaders Cowling, Andre	Tom DiGenno	\$10,000 00 2642	\$10,000 00	\$0 00	501c(3) 509(a)(1)
1003 K St NW Fifth Floor Washington, DC 20001 <i>educational leadership training in Washington DC</i>		11/14/2014			

Ninos Unidos de Montgomery County Jaramillo, Elizabeth	Nancie Suzuki	\$5,000 00 2747	\$5,000 00	\$0 00	501c(3) 509(a)(1)
644 Lakeworth Drive Gaithersburg, MD 20878 <i>assistance for at-risk youth</i>		11/14/2014			
Park City Day School Leeby, Sadonna	Tom DiGenno	\$20,000 00 2786	\$20,000 00	\$0 00	501c(3) 509(a)(1)
3120 W Pinebrook Road Park City, UT 84098 <i>the capital campaign</i>		11/14/2014			
The Park City Foundation Wright, Katie	Tom DiGenno	\$15,000 00 2789	\$15,000 00	\$0 00	501c(3) 509(a)(1)
P O Box 681499 Park City, UT 84068 <i>Ski Utah School Program</i>		11/14/2014			
The Park City Foundation Wright, Katie	Tom DiGenno	\$10,000 00 2791	\$10,000 00	\$0 00	501c(3) 509(a)(1)
P O Box 681499 Park City, UT 84068 <i>Live PC Give PC 2014</i>		11/14/2014			
Park City Historical Society and Museum Morrison, Sandra	Tom DiGenno	\$50,000 00 2656	\$50,000 00	\$0 00	501c(3) 509(a)(1)
P O Box 555 Park City, UT 84060 <i>the Park City Museum Collections and Education Center</i>		11/14/2014			
Park City Medical Center Foundation Charnes, Joanna	Tom DiGenno	\$10,000 00 2790	\$10,000 00	\$0 00	501c(3) 509(a)(1)
900 Round Valley Dr Park City, UT 84060 <i>ICU campaign</i>		11/14/2014			
Park City Medical Center Foundation Charnes, Joanna	Tom DiGenno	\$100,000 00 2657	\$100,000 00	\$0 00	501c(3) 509(a)(1)
900 Round Valley Dr Park City, UT 84060 <i>medical equipment for surgeries</i>		11/14/2014			
Partners in Health Davis, Aubrey	Tom DiGenno	\$5,000 00 2748	\$5,000 00	\$0 00	501c(3) 509(a)(1)
888 Commonwealth Ave. 3rd Floor Boston, MA 02215		11/14/2014			

international public health projects

Passion for Learning Rubenstein, Cynthia	Tom DiGenno	\$5,000 00 2749	\$5,000 00	\$0 00	501c(3) 509(a)(2) under 170(b)(1)(A)(vii)
1210 Woodside Pkwy Silver Spring, MD 20910 <i>tutoring and mentoring for at-risk middle school students</i>		11/14/2014			
Pathways to Housing DC Respress, Christy	Tom DiGenno	\$5,000 00 2658	\$5,000 00	\$0 00	501c(3)
101 Q Street, NE Suite G Washington, DC 20002 <i>assistance for chronically homeless individuals in Washington DC</i>		11/14/2014			
Playworks Washington DC Comfort, Susan	Tom DiGenno	\$5,000 00 2750	\$5,000 00	\$0 00	501c(3) 509(a)(1)
600 Pennsylvania Ave SE Suite 100 Washington, DC 20003 <i>recess activities for students in DCPS</i>		11/14/2014			
Polynesian Cultural Center Seamons, Darla	Tom DiGenno	\$25,000 00 2659	\$25,000 00	\$0 00	501c(3) 509(a)(1)
LDS Philanthropies 1450 N University Avenue Provo, UT 84604 <i>the PCC Talent Award Fund LDSP # 30-420-014</i>		11/14/2014			
Potomac Community Resources Inc Riley, Stephen	Tom DiGenno	\$10,000 00 2751	\$10,000 00	\$0 00	501c(3) 509(a)(1)
9200 Kentsdale Dr Potomac, MD 20854 <i>to serve Teens and Adults with Developmental Differences</i>		11/14/2014			
Potomac Conservancy Belin, Hedrick	Tom DiGenno	\$5,000 00 2752	\$5,000 00	\$0 00	501c(3) 509(a)(1)
8403 Colesville Rd Suite 805 Silver Spring, MD 20910 <i>Potomac River conservation efforts</i>		11/14/2014			
Rails to Trails Conservancy Laughlin, Keith	Tom DiGenno	\$5,000 00 2753	\$5,000 00	\$0 00	501c(3) 509(a)(1)
The Duke Ellington Building 2121 Ward Ct., NW, 5th Floor Washington, DC 20037		11/14/2014			

trails education and outreach

Reach Inc Hecker, Mark	Tom DiGenno	\$10,000 00 2643	\$10,000 00	\$0 00	501c(3) 509(a)(1)
218 D Street SE Washington, DC 20003 <i>out of school time tutoring</i>		11/14/2014			
The Reading Connection Kissell, Courtney	Tom DiGenno	\$15,000 00 2754	\$15,000 00	\$0.00	501c(3) 509(a)(1)
4001 N 9th Street Suite 226 Arlington, VA 22203 <i>literacy programs</i>		11/14/2014			
Reading Partners Gardner, Karen	Tom DiGenno	\$15,000 00 2755	\$15,000 00	\$0 00	501c(3) 509(a)(1)
1224 M St NW Suite 301 Washington, DC 20005 <i>K-5 literacy for students in Title I DC schools</i>		11/14/2014			
Reginald S Lourie Center For Infants And Young Children Wright, Marcel	Tom DiGenno	\$5,000 00 2756	\$5,000.00	\$0 00	501c(3) 509(a)(1)
12301 Academy Way Rockville, MD 20852 <i>early childhood education services</i>		11/14/2014			
ReSET Meagher, John	Tom DiGenno	\$15,000 00 2757	\$15,000 00	\$0 00	501c(3) 509(a)(1)
PO Box 9400 Washington, DC 20016 <i>STEM education program</i>		11/14/2014			
Rising Star Outreach Vigue, Tyler	Tom DiGenno	\$20,000 00 2660	\$20,000 00	\$0 00	501c(3) 509(a)(1)
3305 N University Ave, Suite 250 Provo, UT 84604 <i>for assistance to individuals afflicted with leprosy in India</i>		11/14/2014			
Rising Star Outreach Humphrey, Amy	Tom DiGenno	\$30,000 00 2758	\$30,000 00	\$0 00	501c(3) 509(a)(1)
3305 N University Ave, Suite 250 Provo, UT 84604 <i>Campus Expansion- the construction of a new girl's hostel & renovation of the Marriott Home for Rising Stars</i>		11/14/2014			

Rosie's Place Marsh, Sue	Tom DiGenno	\$10,000 00 2661	\$10,000 00	\$0 00	501c(3) 509(a)(1)
889 Harrison Ave Boston, MA 02118-4004 <i>women's shelter</i>		11/14/2014			
Salvation Army National Capital Area Command Reckline, Lewis	Tom DiGenno	\$10,000 00 2759	\$10,000 00	\$0 00	501c(3) 509(a)(1)
2626 Pennsylvania Ave , NW Washington, DC 20037 <i>the Emergency Assistance Program</i>		11/14/2014			
The Salvation Army MD Heard, Dan	Tom DiGenno	\$10,000 00 2760	\$10,000 00	\$0 00	501c(3) 509(a)(1)
P O Box 747 Hagerstown, MD 21741 <i>Manna Meals Program</i>		11/14/2014			
San Miguel School Mullikin, Don	Tom DiGenno	\$10,000 00 2761	\$10,000 00	\$0 00	501c(3) 509(a)(1)
7705 Georgia Ave NW Washington, DC 20012 <i>educational support services</i>		11/14/2014			
Scripps Health Foundation Ciullo, John	Tom DiGenno	\$50,000 00 2662	\$50,000 00	\$0 00	501c(3) 509(a)(1)
354 Santa Fe Drive ENC63 Encinitas, CA 92024 <i>The Campaign for Scripps Encinitas</i>		11/14/2014			
The Seed Foundation, Inc. Vinnakota, Rajiv	Tom DiGenno	\$10,000 00 2762	\$10,000 00	\$0 00	501c(3) 509(a)(1)
1776 Massachusetts Ave, NW Suite 600 Washington, DC 20036 <i>the College Transition & Success DC Metro Area Program</i>		11/14/2014			
Sibley Memorial Hospital Foundation Snyder, Arlene A	Tom DiGenno	\$5,000 00 2763	\$5,000 00	\$0 00	501c(3) 509(a)(1)
5255 Loughboro Road, NW Washington, DC 20016 <i>medical research</i>		11/14/2014			
So Others Might Eat Adams, John	Nancie Suzuki	\$5,000 00 2764	\$5,000 00	\$0 00	501c(3) 509(a)(1)
71 O Street, NW Washington, DC 20001		11/14/2014			

food assistance

StandUp For Kids Fields, Kelly	Tom DiGenno	\$10,000 00 2663	\$10,000 00	\$0 00	501c(3) 509(a)(1)
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83 Walton St
Suite 300
Atlanta, GA 30303

11/14/2014

the San Diego and Oceanside Chapters (\$5,000 each)

T.I.G.E.R.S. to Kids Inc. Kirschner, Rick	Tom DiGenno	\$5,000 00 2765	\$5,000 00	\$0 00	501c(3) 509(a)(1)
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3227 SW 103rd Street
Gainesville, FL 32608
storytelling program

11/14/2014

Teach for America Tesfaye, Martha	Nancie Suzuki	\$30,000 00 2766	\$30,000 00	\$0 00	501c(3) 509(a)(1)
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1805 7th Street NW
6th Floor
Washington, DC 20001
corps development and training

11/14/2014

THEARC Stone, Janet	Tom DiGenno	\$30,000 00 2767	\$30,000 00	\$0 00	501c(3) 509(a)(1)
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Building Bridges Across the River, Inc
1901 Mississippi Ave , SE
Washington, DC 20020
community programs

11/14/2014

THEARC Stone, Janet	Tom DiGenno	\$40,000 00 2768	\$40,000 00	\$0 00	501c(3) 509(a)(1)
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Building Bridges Across the River, Inc
1901 Mississippi Ave , SE
Washington, DC 20020
the Phase III expansion project capital campaign

11/14/2014

Thread Hemminger, Sarah	Tom DiGenno	\$10,000 00 2769	\$10,000 00	\$0 00	501c(3) 509(a)(1)
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P O Box 1584
Baltimore, MD 21203
mentoring services

11/14/2014

Thrive DC Horton, Alicia	Tom DiGenno	\$5,000 00 2770	\$5,000 00	\$0 00	501c(3) 509(a)(1)
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1525 Newton St NW
Suite G1
Washington, DC 20010
social services

11/14/2014

Tin Mountain Conservation Center Cline, Michael L	Tom DiGenno	\$5,000.00 2664	\$5,000 00	\$0 00	501c(3) 509(a)(1)
1245 Bald Hill Rd Albany, NH 03818 <i>an Intern Cabin Matching Grant</i>		11/14/2014			
Tuftonboro Firefighters Association Greenwood, Kenneth	Tom DiGenno	\$1,000 00 2644	\$1,000 00	\$0 00	501c(3) 509(a)(1)
Po Box 437 Melvin Village, NH 03850 <i>training and firefighting services</i>		11/12/2014			
Two Rivers Public Charter School Wodatch, Jessica K.	Tom DiGenno	\$10,000.00 2771	\$10,000 00	\$0 00	501c(3) 509(a)(1)
1227 4th St NE Washington, DC 20002 <i>educational support services</i>		11/14/2014			
United States Ski Team Klingsmith, Kate	Tom DiGenno	\$5,000 00 2772	\$5,000 00	\$0 00	501c(3) 509(a)(1)
Box 100, 1 Victory Lane Park City, UT 84060 <i>athlete training program</i>		11/14/2014			
University of Utah- Department of Medicine Davis, Brian	Tom DiGenno	\$50,000 00 2787	\$50,000 00	\$0 00	501c(3) 509(a)(1)
30 N 1900 E Room 4C104 Salt Lake City, UT 84132 <i>Dr Jessie Walsh's spondyloarthritis program research in the Division of Rheumatology</i>		11/14/2014			
Uplift, Inc Hatley, Leshell	Tom DiGenno	\$5,000 00 2773	\$5,000 00	\$0 00	501c(3) 509(a)(1)
PO Box 2773 Washington, DC 20013 <i>STEM education program</i>		11/14/2014			
Urban Alliance Foundation Smith, Eshauna	Tom DiGenno	\$15,000 00 2774	\$15,000 00	\$0 00	501c(3) 509(a)(1)
2030 Q Street NW Washington, DC 20009 <i>the DC High School Internship Program</i>		11/14/2014			
Utah State University Jessop, Craig	Tom DiGenno	\$33,333 33 2792	\$33,333 33	\$0 00	501c(3) 509(a)(1)
Caine College of the Arts 4060 Old Main Hill Logan, UT 84322-4030 <i>the Chase Fine Arts Center Renovation and Expansion</i>		11/14/2014			

project

Utah Valley University Smith, Nancy	Tom DiGenno	\$20,000 00 2775	\$20,000 00	\$0 00	501c(3) 509(a)(1)
Development & Alumni Relations 800 West University Parkway Orem, UT 84058 <i>the Marriott Foundation Scholarship Fund</i>		11/13/2014			
Utah Valley University Smith, Nancy	Tom DiGenno	\$33,333 33 2793	\$33,333 33	\$0 00	501c(3) 509(a)(1)
Development & Alumni Relations 800 West University Parkway Orem, UT 84058 <i>UVU Performing Arts Center naming opportunity to be determined</i>		12/3/2014			
Volunteers of America Chesapeake Wynn, James	Tom DiGenno	\$10,000 00 2776	\$10,000 00	\$0 00	501c(3) 509(a)(1)
7901 Annapolis Rd , Suite 200 Landham, MD 20706 <i>homeless programs</i>		11/14/2014			
Washington Area Womens Foundation Inc Lockwood-Shabat, Jennifer	Tom DiGenno	\$40,000 00 2777	\$40,000 00	\$0 00	501c(3) 509(a)(1)
1331 H Street, NW, Suite 1000 Washington, DC 20005 <i>the Early Care and Education Funders Collaborative</i>		11/14/2014			
Washington Jesuit Academy Whitaker, William	Tom DiGenno	\$10,000 00 2778	\$10,000 00	\$0 00	501c(3) 509(a)(1)
900 Varnum Street, NE Washington, DC 20017 <i>college prep services</i>		11/14/2014			
The Washington School for Girls Bourdon, Mary	Tom DiGenno	\$15,000 00 2779	\$15,000 00	\$0 00	501c(3) 509(a)(1)
THEARC 1901 Mississippi Ave, SE Washington, DC 20020 <i>education for at-risk girls</i>		11/14/2014			
We Are Family Senior Outreach Network Inc Ozdeger, Tulin	Tom DiGenno	\$5,000 00 2780	\$5,000 00	\$0 00	501c(3) 509(a)(1)
1525 Newton St NW Washington, DC 20010 <i>senior outreach and meals program</i>		11/14/2014			
WETA	Tom DiGenno	\$10,000 00	\$10,000.00	\$0 00	501c(3)

Berke, Anna		2781			509(a)(2) under 170(b)(1)(A)(vii)
3939 Campbell Avenue Arlington, VA 22206 <i>educational programming</i>		11/14/2014			
Wolfeboro Area Children's Center Whiting, Susan	Tom DiGenno	\$5,000 00 2782	\$5,000 00	\$0 00	501c(3) 509(a)(1)
180 So Main Street Wolfeboro, NH 03894 <i>Family Service program</i>		11/14/2014			
Wolfeboro Area Recreation Association Hersey, Nancy	Tom DiGenno	\$5,000 00 2783	\$5,000 00	\$0 00	501c(3) 509(a)(1)
P O Box 838 Wolfeboro, NH 03894 <i>athletic fields maintenance</i>		11/14/2014			
The Wright School Of Boston Franz, Lisa	Tom DiGenno	\$20,000 00 2665	\$20,000 00	\$0 00	501c(3) 509(a)(1)
96 Ardale St Roslindale, MA 02131 <i>curriculum design and materials</i>		11/14/2014			
Year Up NCR Thompson, Ronda Harris	Tom DiGenno	\$15,000 00 2784	\$15,000 00	\$0 00	501c(3) 509(a)(1)
1901 S Bell Street, Suite 100 Arlington, VA 22202 <i>student internships and business skills program</i>		11/14/2014			
YMCA of Metropolitan Washington Reese-Hawkins, Angie	Tom DiGenno	\$5,000 00 2785	\$5,000 00	\$0 00	501c(3) 509(a)(1)
1112 16th Street, NW Suite 720 Washington, DC 20036 <i>youth leadership and development</i>		11/14/2014			
Grand Total		\$2,377,166 66	\$2,377,166 66	\$0 00	
(161 items)					

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

RICHARD E. & NANCY P. MARRIOTT FOUNDATION

52-1953832

Number, street, and room or suite no. If a P O box, see instructions

Social security number (SSN)

10400 FERNWOOD ROAD, DEPT. 901

City, town or post office, state, and ZIP code. For a foreign address, see instructions

BETHESDA, MD 20817

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► NANCIE SUZUKI, 10400 FERNWOOD ROAD, DEPT 901 BETHESDA, MD 20817

Telephone No ► 301 380-1425

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2015, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2014 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	176,400.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	178,360.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)

JSA

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 CAPITAL GAIN DISTRIBUTIONS					419,484.	
2,000,000.		RBC #649 - SEE ATTACHED PROPERTY TYPE: SECURITIES 2,000,000.				P	VARIOUS	VARIOUS
16856130.		RBC #649 - SEE ATTACHED PROPERTY TYPE: SECURITIES 557,435.				D	VARIOUS	VARIOUS
331,548.		RBC #048 - SEE ATTACHED PROPERTY TYPE: SECURITIES 322,626.				P	VARIOUS	VARIOUS
35,517.		RBC #055 - SEE ATTACHED PROPERTY TYPE: SECURITIES 32,156.				P	VARIOUS	VARIOUS
TOTAL GAIN (LOSS)							<u>16730462.</u>	

* RICHARD E AND NANCY P
 MARRIOTT FOUNDATION INC
 C/O JAMES POULOS
 10400 FERNWOOD ROAD DEPT 901
 BETHESDA MD 20817-1102

ACCOUNT NUMBER:
 350-79649
 Page 11 of 14

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC.

Market discount, acquisition premium and life to date OID are only provided for covered securities. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

For more information on original cost and other tax attributes reported on fixed income securities, please see the enclosed insert.

Please see Form 1099-B for information reported to the IRS.

Short-Term

QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
250,000.000	BANK BARODA NEW YORK BRH C/D FDIC INS TO LIMITS 0 300% DUE 11/28/2014 CUSIP: 06062ANJ4	<input checked="" type="checkbox"/>	05/21/14	11/28/14	250,000.00	250,000.00	0.00
250,000.000	BANK OF CHINA NEW YORK CIT C/D FDIC INS TO LIMITS 0.250% DUE 11/28/2014 CUSIP: 06426RWN9	<input checked="" type="checkbox"/>	05/19/14	11/28/14	250,000.00	250,000.00	0.00
250,000.000	BEAL BK USA LAS VEGAS NEV CD C/D FDIC INS TO LIMITS 0 250% DUE 11/26/2014 CUSIP: 07370WGG5	<input checked="" type="checkbox"/>	05/19/14	11/26/14	250,000.00	250,000.00	0.00
250,000.000	EVERBANK JACKSONVILLE FLA C/D FDIC INS TO LIMITS 0 200% DUE 12/05/2014 CUSIP: 29976DSF8	<input checked="" type="checkbox"/>	05/27/14	12/05/14	250,000.00	250,000.00	0.00
250,000.000	FIRST NIAGARA BK N A NY CD C/D FDIC INS TO LIMITS 0 250% DUE 11/28/2014 CUSIP: 33583CHW2	<input checked="" type="checkbox"/>	05/20/14	11/28/14	250,000.00	250,000.00	0.00
250,000.000	FIRST SOURCE BK SOUTH BEND C/D FDIC INS TO LIMITS 0 200% DUE 12/11/2014 CUSIP: 33646CDT8	<input checked="" type="checkbox"/>	05/29/14	12/11/14	250,000.00	250,000.00	0.00
250,000.000	HOMESTREET BK SEATTLE WASH C/D FDIC INS TO LIMITS 0 200% DUE 12/08/2014 CUSIP: 43785QFP3	<input checked="" type="checkbox"/>	05/28/14	12/08/14	250,000.00	250,000.00	0.00
250,000.000	WEX BK MIDVALE UTAH CD 0 2 C/D FDIC INS TO LIMITS 0 200% DUE 11/28/2014 CUSIP: 92937CCC0	<input checked="" type="checkbox"/>	05/27/14	11/28/14	250,000.00	250,000.00	0.00
Short-Term Subtotal					2,000,000.00	-	0.00

ACCOUNT NUMBER:
350-79649
Page 12 of 14

Long-Term

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
4,044	MARRIOT INTERNATIONAL CLASS A SYMBOL MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	06/25/03	03/20/14	218.38	46.74	171.64
3,032.784	MARRIOT INTERNATIONAL CLASS A SYMBOL MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	12/16/04	03/20/14	163,786.02	0.00	163,786.02
5,054.589	MARRIOT INTERNATIONAL CLASS A SYMBOL. MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	10/29/04	03/20/14	272,973.92	58,431.04	214,542.88
4,043.712	MARRIOT INTERNATIONAL CLASS A SYMBOL MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	12/16/04	03/20/14	218,381.36	0.00	218,381.36
43,162.368	MARRIOT INTERNATIONAL CLASS A SYMBOL MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	06/19/03	03/20/14	2,330,991.02	498,956.97	1,832,034.05
52,923.504	MARRIOT INTERNATIONAL CLASS A SYMBOL: MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	12/16/04	03/20/14	2,858,142.85	0.00	2,858,142.85
64,099.000	MARRIOT INTERNATIONAL CLASS A SYMBOL MAR, CUSIP: 571903202	<input checked="" type="checkbox"/>	12/11/12	03/20/14	3,461,677.41	0.00	3,461,677.41
27,680.000	MARRIOT INTERNATIONAL CLASS A SYMBOL: MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	12/11/12	03/21/14	1,516,882.56	0.00	1,516,882.56
43,221.000	MARRIOT INTERNATIONAL CLASS A SYMBOL MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	12/16/04	05/06/14	2,526,187.44	0.00	2,526,187.44
60,000.000	MARRIOT INTERNATIONAL CLASS A SYMBOL. MAR, CUSIP 571903202	<input checked="" type="checkbox"/>	12/16/04	05/06/14	3,506,888.92	0.00	3,506,888.92
Long-Term Subtotal					16,856,129.88		16,298,695.13
Total Gains and Losses					18,856,129.88		16,298,695.13
Short-Term							0.00
Long-Term							16,298,695.13
Term Unknown							0.00

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10400 FERNWOOD ROAD DEPT 901
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Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC.

Market discount, acquisition premium and life to date OID are only provided for covered securities. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

For more information on original cost and other tax attributes reported on fixed income securities, please see the enclosed insert.

Please see Form 1099-B for information reported to the IRS.

Short-Term							
QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
3,941.000	ALPS ETF TR ALERIAN MLP SYMBOL AMLP, CUSIP 00162Q866	<input type="checkbox"/>	05/05/14	08/27/14	75,453.90	71,523.64	3,930.26
66.000	ALTRIA GROUP INC SYMBOL MO, CUSIP 02209S103	<input type="checkbox"/>	05/05/14	08/27/14	2,813.57	2,632.01	181.56
194.000	ALTRIA GROUP INC SYMBOL MO, CUSIP 02209S103	<input type="checkbox"/>	05/05/14	10/29/14	9,254.85	7,736.53	1,518.32
138.000	AMERICAN ELECTRIC POWER CO INC SYMBOL AEP, CUSIP 025537101	<input type="checkbox"/>	05/05/14	10/29/14	7,880.59	7,341.46	539.13
53.000	BANK OF MONTREAL SYMBOL BMO, CUSIP 063671101	<input type="checkbox"/>	05/05/14	08/27/14	4,046.67	3,638.03	408.64
56.000	BANK OF NOVA SCOTIA SYMBOL BNS, CUSIP 064149107	<input type="checkbox"/>	05/05/14	08/27/14	3,689.22	3,402.55	286.67
56.000	BCE INC COM NEW SYMBOL BCE, CUSIP 05534B760	<input type="checkbox"/>	05/05/14	05/23/14	2,574.82	2,505.20	69.62
100.000	DARDEN RESTAURANTS INC SYMBOL DRI, CUSIP 237194105	<input type="checkbox"/>	08/27/14	10/29/14	5,086.37	4,765.80	320.57
1,342.000	DARDEN RESTAURANTS INC SYMBOL DRI, CUSIP 237194105	<input type="checkbox"/>	05/05/14	10/29/14	68,259.04	65,983.70	2,275.34
1,252.000	DIAMOND OFFSHORE DRILLING INC SYMBOL DO, CUSIP 25271C102	<input type="checkbox"/>	05/05/14	05/23/14	63,059.59	64,411.50	-1,351.91
534.000	DOMINION RESOURCES INC VA NEW SYMBOL D, CUSIP 25746U109	<input type="checkbox"/>	05/05/14	05/23/14	37,154.84	37,929.37	-774.53
407.000	DOMINION RESOURCES INC VA NEW SYMBOL D, CUSIP 25746U109	<input type="checkbox"/>	05/05/14	05/27/14	28,197.02	28,908.71	-711.69
99.000	ELI LILLY & CO SYMBOL LLY, CUSIP 532457108	<input type="checkbox"/>	05/05/14	10/29/14	6,444.95	5,794.41	650.54
88.000	HEALTH CARE REIT INC SYMBOL HCN, CUSIP 42217K106	<input type="checkbox"/>	05/05/14	10/29/14	6,090.16	5,544.86	545.30

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Schedule of Realized Gains and Losses (con't)

Short-Term (con't)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
18 000	LOCKHEED MARTIN CORP SYMBOL: LMT, CUSIP: 539830109	<input type="checkbox"/>	05/05/14	08/27/14	3,174.13	2,960.26	213.87
29.000	LOCKHEED MARTIN CORP SYMBOL: LMT, CUSIP: 539830109	<input type="checkbox"/>	05/05/14	10/29/14	5,395.04	4,769.31	625.73
80.000	NATIONAL RETAIL PROPERTIES INC SYMBOL: NNN, CUSIP: 637417106	<input type="checkbox"/>	05/05/14	08/27/14	2,973.13	2,779.10	194.03
Short-Term Subtotal					331,547.89		8,921.45
Total Gains and Losses					331,547.89		8,921.45
Short-Term							8,921.45
Long-Term							0.00
Term Unknown							0.00

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This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less, "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients, the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC.

For more information on original cost and other tax attributes reported on fixed income securities, please see the enclosed insert

Short-Term

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
0.667	CDK GLOBAL INC SYMBOL CDK, CUSIP 12508E101	<input type="checkbox"/>	05/05/14	09/30/14	18.82	19.62	-0.80
315.000	CDK GLOBAL INC SYMBOL CDK, CUSIP 12508E101	<input type="checkbox"/>	05/05/14	10/02/14	9,548.38	9,272.52	275.86
308.000	KINDER MORGAN INC SYMBOL KMI, CUSIP 49456B101	<input type="checkbox"/>	05/05/14	10/02/14	11,913.82	10,117.60	1,796.22
107.000	UNITEDHEALTH GROUP INC SYMBOL UNH, CUSIP 91324P102	<input type="checkbox"/>	05/05/14	10/02/14	8,995.83	8,036.76	959.07
77.000	VF CORPORATION SYMBOL VFC, CUSIP 918204108	<input type="checkbox"/>	05/05/14	10/02/14	5,040.38	4,709.86	330.52
Short-Term Subtotal					35,517.23		3,360.87
Total Gains and Losses					35,517.23		3,360.87
Short-Term							3,360.87
Long-Term							0.00
Term Unknown							0.00