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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation
The Kemper & Ethel Marley Fdn

Number and street (or P O box number if mail is not delivered to street address)
PO Box 10392

City or town, state or province, country, and ZIP or foreign postal code
Phoenix, AZ 85064

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 240,531,096

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number
86-0653091

B Telephone number (see instructions)
(602) 269-6081

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

Revenue

Operating and Administrative Expenses

1 Contributions, gifts, grants, etc , received (attach schedule)

2 Check If the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss) -253,799

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 38,955,989

7 Capital gain net income (from Part IV, line 2)

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

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income(if negative, enter -0-)

Cat No 11289X

Form 990-PF (2017)

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	904,478	1,253,217	1,253,217
	2 Savings and temporary cash investments	18,008,008	13,452,646	13,452,646
	3 Accounts receivable ▶ <u>312</u>			
	Less allowance for doubtful accounts ▶ _____	12,168	312	312
	4 Pledges receivable ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____			
	Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)	724,183	733,093	733,093
	b Investments—corporate stock (attach schedule)	83,616,649	91,982,579	115,335,099
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ <u>4,233,123</u>			
Less accumulated depreciation (attach schedule) ▶ _____	4,090,217	4,233,123	31,342,329	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	70,129,617	71,217,095	78,265,076	
14 Land, buildings, and equipment basis ▶ _____				
Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	174,324	149,324	149,324	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	177,659,644	183,021,389	240,531,096	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable.	23,948,300	22,567,650	
	19 Deferred revenue	827,434	821,893	
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)		2	
	23 Total liabilities (add lines 17 through 22)	24,775,734	23,389,545	
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, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	142,091,495	142,091,494	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,792,415	17,540,350	
30 Total net assets or fund balances (see instructions)	152,883,910	159,631,844		
31 Total liabilities and net assets/fund balances (see instructions) .	177,659,644	183,021,389		

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	152,883,910
2 Enter amount from Part I, line 27a	2	5,367,284
3 Other increases not included in line 2 (itemize) ▶ _____	3	1,380,650
4 Add lines 1, 2, and 3	4	159,631,844
5 Decreases not included in line 2 (itemize) ▶ _____	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	159,631,844

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	15,607,185
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	813,627

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

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

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

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



Yes



No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	11,176,457	218,204,823	0 05122
2015	11,096,435	230,362,196	0 04817
2014	15,562,202	236,917,517	0 06569
2013	14,237,929	232,904,014	0 06113
2012	10,504,601	212,021,257	0 04955
2 Total of line 1, column (d)			2 0 275753
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 055151
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 224,104,079
5 Multiply line 4 by line 3			5 12,359,564
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 159,288
7 Add lines 5 and 6			7 12,518,852
8 Enter qualifying distributions from Part XII, line 4			8 10,419,379

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	318,575
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	318,575
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	318,575
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	131,840
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	431,840
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶	10	113,265
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ▶ 113,265 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AZ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of The Kemper&Ethel Marley Fdn Telephone no (602) 269-6081			

Located at **PO Box 10392 Phoenix AZ**ZIP+4 **85064**

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 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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		No
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 2017? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/>	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/>	5b	No
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	No

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Nancy Elitharp Ball-See Note PO Box 10392 Phoenix, AZ 85064	Treasurer&VP 20 00	0		
Stephen M Corrigan-See Note PO Box 10392 Phoenix, AZ 85064	President 12 00	0		
Dan Corrigan-See Note PO Box 10392 Phoenix, AZ 85064	VP 9 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

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

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
Times Square Capital Mgt Inc Four Times Square 25th Floor New York, NY 10036	Money Manager	201,461
Mondrian Investment Partners Ltd PO Box 392481 Cleveland, OH 44193	Money Manager	157,100
Goldman Sachs 32 Old Slip - 32nd Floor New York, NY 10005	Money Manager	145,852
Boston Partners 909 Third Avenue-32nd Floor New York, NY 10022	Money Manager	122,966
Marley Management Company PO Box 10392 Phoenix, AZ 85064	Invest,Acctg,Grants	1,357,792

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

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

Form **990-PF** (2017)

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	104,849,411
b	Average of monthly cash balances.	1b	12,916,150
c	Fair market value of all other assets (see instructions).	1c	109,751,270
d	Total (add lines 1a, b, and c).	1d	227,516,831
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	227,516,831
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	3,412,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	224,104,079
6	Minimum investment return. Enter 5% of line 5.	6	11,205,204

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	11,205,204
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	318,575
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	318,575
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	10,886,629
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	10,886,629
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	10,886,629

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	10,419,379
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	10,419,379
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	10,419,379

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				10,886,629
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			6,739,781	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>10,419,379</u>				
a Applied to 2016, but not more than line 2a			6,739,781	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2017 distributable amount.				3,679,598
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				7,207,031
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 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶					
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a <i>Paid during the year</i> See Attached Statement For Detail of Total Grants Various Cities, AZ 85064	Various	Various	Various	9,960,885
Total			▶ 3a	9,960,885
b <i>Approved for future payment</i> See Additional Data Table				
Total			▶ 3b	22,567,650

Enter gross amounts unless otherwise indicated

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

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-11-13 *****	May the IRS discuss this return with the preparer shown below? (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Nancy E Ball				P01598658
	Firm's name ▶ Marley Management Company				
	Firm's address ▶ PO Box 10392 Phoenix, AZ 850640392				Phone no (602) 269-6081

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
Robeco-Boston-Short Term-Covered	P	2017-07-01	2017-12-31
Robeco-Boston-Long Term-Covered	P	2016-01-01	2017-12-31
Robeco-Boston-Long Term-NonCovered	P	2016-01-01	2017-12-31
Goldman-ST-Covered	P	2017-07-01	2017-12-31
Goldman-LT-Covered	P	2016-01-01	2017-12-31
Goldman-LT-NonCovered	P	2016-01-01	2017-12-31
Times Square-ST-Covered	P	2017-07-01	2017-12-31
Times Square-LT-Covered	P	2016-01-01	2017-12-31
Times Square-LT-Non Covered	P	2016-01-01	2017-12-31
Putnam K-1-Long Term	P	2016-01-01	2017-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
3,819,492		3,612,656	206,836
4,167,174		3,243,088	924,086
274,560		92,493	182,067
4,089,338		4,087,842	1,496
4,100,386		2,997,198	1,103,188
896,962		234,648	662,314
5,465,633		4,933,200	532,433
4,725,044		3,878,085	846,959
1,370,406		269,594	1,100,812
48,271			48,271

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			206,836
			924,086
			182,067
			1,496
			1,103,188
			662,314
			532,433
			846,959
			1,100,812
			48,271

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
William Blair-LT	P	2016-01-01	2017-12-31
Mondrian-ST	P	2017-07-01	2017-12-31
Mondrian-LT	P	2016-01-01	2017-12-31
KEMFMC-LTCG-MCC Land	P	2016-01-01	2017-12-31
KEMFIL-LTCG-Marley Park	P	2016-01-01	2017-12-31
KEMF-NextCycle-LTCG	P	2016-01-01	2017-12-31
KEMTIL-LTCG-Tuscano Land	P	2016-01-01	2017-12-31
KEMF-95G Investment-LTCG	P	2016-01-01	2017-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
371,654			371,654
72,862			72,862
221,430			221,430
5,542			5,542
5,584,091			5,584,091
78,343			78,343
2,995,181			2,995,181
669,620			669,620

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			371,654
			72,862
			221,430
			5,542
			5,584,091
			78,343
			2,995,181
			669,620

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a EDCPVH-OrdLoss-To 990T	531390	-771			
b KEMFDCResSLGIfOrdLos-990T	531120	-275,422			
c KEMFDN-IRS-Refund				485,605	
d KEMF-Ranch-OrdInc-To990T	111000	10,323			
e KF99LBInvOthrPortfolioInc			14	13,976	
f KFCCFundOthrPortfolioInc			14	54,729	
g KFGBInvOthrPortfolioInc			14	3,000	
h KFHRInvOthrPortfolioInc			14	100	
i KFSherwoodOthrPortInc			14	10,891	
j KFVRInvOthrPortfolioInc			14	20,000	
k KFWPInvOthrPortfolioLoss			14	-812	
l KFWWInvOthrPortfolioInc			14		
m Mondrian-PortfolioInc			20	83,389	

TY 2017 Accounting Fees Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Marley Management-990T	21,577	0	0	0
Marley Management-Direct&SMLLCs	357,901	357,901	357,901	0
Marley Management-KEMFDN Exempt	91,146	0	0	91,146

TY 2017 Contractor Compensation Explanation**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2

Contractor	Explanation
Marley Management Company	Real Estate Acq&Mgt;Acctg&Tax Plng&Prep; Cash Mgt; Grant Mgt; Equity Mgt.

TY 2017 General Explanation Attachment**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1		General Explanation Supplemental Information for Form 990-PF	The information reported here for Form 990PF, Page 6, Part VIII-1 is not paid directly but is included in the information provided on Form 990PF, Page 7, Part VIII-3 for Marley Management Company Officer Compensation Contrb To Benefit Plans Expense account Nancy Eltharp Ball \$143,956 \$20,014 \$0 Stephen M Corrigan \$ 27,014 \$ 6,753 \$0 Dan Corrigan \$ 18,910 \$ 4,727 \$0

General Explanation Attachment

Identifier	Return Reference	Explanation	
2		General Explanation Supplemental Information for Form 990-PF	Form 990-T AttachmentSchedule of Loss Carryforwards Taxable Year Amounts filed Amounts per closed Audit 2007 (38,805) (839,017) 2008 (263,882) (1,066,286) 2009 (1,837,371) (1,797,241) 2010 (1,096,052) (1,686,399) 2011 (1,542,722) (1,475,880) 2012 (1,117,167) (1,014,983) Total (5,895,999) (7,879,806) 2013 5,895,999 7,475,133 Balance (404,673) 2014 (463,893) (355,058)990-T Loss Carryforward through 2014 Subtotal (759,731) 2015 (402,127) (402,127)990-T Loss Carryforward through 2015 Subtotal \$(1,161,858) 2016 (488,763) (490,224)990-T Loss Carryforward through 2016 Subtotal \$(1,652,082) 2017 Net Loss (491,237) \$(491,237) 990-T Loss Carryforward through 2017 Subtotal \$(2,143,319)Capital Loss Included in the loss Carryforward \$(74,568)Ordinary Loss Included in the loss Carryforward \$(2,068,751) Election made to carry losses forward Amounts per closed audit were through 2014 for \$(759,731)

General Explanation Attachment

Identifier	Return Reference	Explanation	
3		General Explanation Supplemental Information for Form 990-PF	<p>The information reported here for Form 990PF details the summary information presented Part II, Balance Sheet line 11 - Investments-Land, Buildings & Equipment and further reported on Statement 9 Category Basis Book Value Fair Market Value-----</p> <p>-----Lincoln House Improvements \$ 22,231 \$ 22,231 \$ 0KEMFMC-MarleyCattle</p> <p>Land 1,978,003 1,978,003 23,935,169KEMMCL-MarleyCattle Land Retained 216,722 216,722</p> <p>5,127,160KEMDOB-Dobbins Mannor Land 2,016,167 2,016,167 2,280,000 -----</p> <p>----- Total \$ 4,233,123 \$ 4,233,123 \$ 31,342,329 =====</p> <p>=====</p>

TY 2017 Investments Corporate Stock Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Robeco-Boston-Equity	16,989,448	23,815,023
Sterling-Equity	2	1
Times Square-Small Cap	16,724,836	23,601,986
Goldman Sachs-Lg.Cap.Growth	15,233,340	22,561,870
Mondrian-International Value	22,021,224	23,049,947
William Blair-International Growth	21,013,729	22,306,272

TY 2017 Investments Government Obligations Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2**US Government Securities - End
of Year Book Value:**

733,093

**US Government Securities - End
of Year Fair Market Value:**

733,093

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Investments - Land Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Land	4,233,123		4,233,123	31,342,329

TY 2017 Investments - Other Schedule

Name: The Kemper & Ethel Marley Fdn

EIN: 86-0653091

Software ID: 17005038

Software Version: 2017v2.2

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EDCPVH-Inv in Golf Casitas LLC	FMV	15,995	15,995
KEMFDC-Inv in DC Ranch LLC	FMV	685,589	2,940,576
KEMFRL-Inv in MarleyCattleCompanyLLP	FMV	7,159	463,572
KEMDMI-Inv in Dominion Creek LLC	FMV	2,424,134	2,893,242
KEMMRI-Inv in McCartney Ranch LLC	FMV	4,908,116	3,969,443
KEMVRI-Inv in Ventanna Ranch LLC	FMV	4,480,175	6,156,983
KEMNCI-Inv in NC Investments LLC	FMV	184,760	214,066
KEMHIL-Inv in EH HastingsFarmLLC	FMV	806,685	2,829,673
KEMHRI-Inv in Hawes & Riggs LLC	FMV	2,050,611	6,242,321
KEMTIL-Inv in TuscanoD&G LLC	FMV	2,434,028	2,861,436
KEM95G-Inv in 95G Investments LLC	FMV		
KEM20I-Inv in 20th Drive Investments LLC	FMV	1,391,557	2,222,291
KEMALI-Inv in Alameda Investments LLC	FMV	1,788,415	2,811,564
KF303I-Inv in 303G Investments LLC	FMV	3,663,745	4,652,811
KFWPIN-Inv in WP Investments LLC	FMV	9,837,735	7,872,966
KEMFIL-Inv in Marley Park Deed of Trust	FMV	1	1,717,162
KEMFMC-Inv in Freeport Deed of Trust	FMV	899,036	899,036
KFSHWD-Inv in Sherwood LLC	FMV	6,881,104	3,501,177
KFWWIN-Inv in Westwind Investors LLC	FMV	19,338,680	16,513,085
KFCCFL-Inv in KEMF CC Funding LLC	FMV		
KFGBIN-Inv in Gilbert & Baseline LLC	FMV	2,411,956	2,329,467
KF99LI-Inv in 99LB Investments LLC	FMV	1,212,116	1,362,712
KFBCPI-Inv in Biltmore Corp Park LLC	FMV	3,152,722	3,152,722
KFEHF1-Inv in EH PP Funding Invs	FMV	323,700	323,700
KFTSIN-Inv in Tempe Bargin Storage	FMV	2,319,076	2,319,076

TY 2017 Legal Fees Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fennemore Craid-KEMF Only	252	0	0	252
Fennemore Craig-990T	54,958	0	0	0
Fennemore Craig-Direct&SMLLCs	33,828	33,828	33,828	0

TY 2017 Other Assets Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Other Assets-Furniture,Bronze,Fine Art	174,324	149,324	149,324

TY 2017 Other Expenses Schedule

Name: The Kemper & Ethel Marley Fdn

EIN: 86-0653091

Software ID: 17005038

Software Version: 2017v2.2

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Auto Expense-To 990T	240			
Computer Supplies	293	293	293	
Dues, Subs, Pubs	51,802	9,201	9,201	42,602
Insurance-Property & Umbrella	21,201	20,529	20,529	672
Licenses & Permits	8,309	8,301	8,301	
Lincoln Property Expenses	17,447	17,447	17,447	
LLC Portfolio Expenses	216,146	216,146	216,146	
Misc Books Exp SMLLC K-1s-Div 007	9,134			
Money Mgr Invest Exp Recon Adj	-37,618	-37,618	-37,618	
Office Supplies	229	229	229	

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ranching Grazing Fee	24,165	24,165	24,165	
Rental Property Utility Expenses	21,265	21,265	21,265	

TY 2017 Other Income Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EDCPVH-OrdLoss-To 990T	-771		
KEMFDCResSLGfOrdLos-990T	-275,422		
KEMFDN-IRS-Refund	485,605		
KEMF-Ranch-OrdInc-To990T	10,323		
KF99LBInvOthrPortfolioInc	13,976	13,976	
KFCCFundOthrPortfolioInc	54,729	54,729	
KFGBInvOthrPortfolioInc	3,000	3,000	
KFHRInvOthrPortfolioInc	100	100	
KFSherwoodOthrPortInc	10,891	10,891	
KFVRInvOthrPortfolioInc	20,000	20,000	
KFWPInvOthrPortfolioLoss	-812	-812	
Mondrian-PortfolioInc	83,389	83,389	

TY 2017 Other Increases Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Amount
Decrease in Future Grant Commitments	1,380,650

TY 2017 Other Liabilities Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2

Description	Beginning of Year - Book Value	End of Year - Book Value
Rounding		2

TY 2017 Other Professional Fees Schedule

Name: The Kemper & Ethel Marley Fdn

EIN: 86-0653091

Software ID: 17005038

Software Version: 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Callan-Consultant	94,450	94,450	94,450	0
JPM-Custodian Fees	41,075	41,075	41,075	0
MMC-PublicInvesting-NB	51,336	51,336	51,336	0
MMC-RE & Property Mgt	210,919	210,919	210,919	0
MMC-RE Mgt,Acctg,Grant Mgt -NB&Others	323,052	0	0	323,052
MMC-RE Mgt,Acctg-990T	8,629	0	0	0
Money Manager-Boston	122,966	122,966	122,966	0
Money Manager-Goldman Sachs	145,852	145,852	145,852	0
Money Manager-Mondrian	157,100	157,100	157,100	0
Money Manager-Time Square	201,461	201,461	201,461	0
RE Consulting-CBRE-BiltmoreFairways	25,000	13,240	13,240	0
RE Consulting-Everest	41,633	32,383	32,383	0
SoftwareConsultants&Contract Svs	669	77	77	592

TY 2017 Taxes Schedule**Name:** The Kemper & Ethel Marley Fdn**EIN:** 86-0653091**Software ID:** 17005038**Software Version:** 2017v2.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	150,000			
Foreign Taxes Withheld on Dividends	90,856	90,856	90,856	
Property Taxes-Real Estate	377,631	377,631	377,631	
UBIT Income Taxes-990T	50			

The Kemper and Ethel Marley Foundation
FEIN#86-0653091

Form 990PF, Part 2, Line 10B
Investments-Corporate Stocks
Boston

December 31, 2017

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Value</u>
JPM US GOVT PREMIER SWEEP FD #1086 1.07%	547,480	\$547,480	\$547,480
JPMORGAN CHASE & CO	10,940	\$377,169	\$1,169,924
BANK OF AMERICA CORP	39,238	\$566,223	\$1,158,306
BERKSHIRE HATHAWAY INC-CL B	4,802	\$279,986	\$951,852
CITIGROUP INC	11,388	\$497,224	\$847,381
JOHNSON & JOHNSON	4,998	\$295,297	\$698,321
CISCO SYSTEMS INC	17,666	\$597,288	\$676,608
CHEVRON CORP	5,384	\$565,474	\$674,023
WELLS FARGO & CO	10,509	\$572,969	\$637,581
PFIZER INC	16,417	\$548,735	\$594,624
ROYAL DUTCH SHELL-SPON ADR-A	7,479	\$465,255	\$498,924
TE CONNECTIVITY LTD	5,114	\$324,048	\$486,035
ORACLE CORP	10,271	\$435,380	\$485,613
APPLE INC	2,862	\$344,021	\$484,336
MERCK & CO. INC.	7,801	\$455,404	\$438,962
ANDEAVOR	3,255	\$308,009	\$372,177
GOLDMAN SACHS GROUP INC	1,401	\$240,040	\$356,919
COMCAST CORP-CLASS A	8,884	\$211,339	\$355,804
UNITED TECHNOLOGIES CORP	2,581	\$264,551	\$329,258
DXC TECHNOLOGY CO	3,437	\$123,835	\$326,171
ANTHEM INC	1,442	\$201,089	\$324,464
HOME DEPOT INC	1,693	\$236,891	\$320,874
CVS HEALTH CORP	4,237	\$301,392	\$307,183
CONOCOPHILLIPS	5,555	\$257,586	\$304,914
DOWDUPONT INC	4,181	\$204,520	\$297,771
CHUBB LTD	1,993	\$146,544	\$291,237
VERIZON COMMUNICATIONS INC	5,486	\$284,388	\$290,374
DISCOVER FINANCIAL SERVICES	3,735	\$35,536	\$287,296
GILEAD SCIENCES INC	4,005	\$335,602	\$286,918
DIAMONDBACK ENERGY INC	2,258	\$187,672	\$285,073
ALLSTATE CORP	2,720	\$150,281	\$284,811
EATON CORP PLC	3,462	\$246,740	\$273,533
HP INC	12,795	\$238,794	\$268,823
REGIONS FINANCIAL CORP	15,333	\$216,711	\$264,954
MARATHON PETROLEUM CORP	4,013	\$162,337	\$264,778
CIGNA CORP	1,282	\$168,958	\$260,361
BORGWARNER INC	4,982	\$184,151	\$254,530
UNITEDHEALTH GROUP INC	1,116	\$142,671	\$246,033
TIME WARNER INC	2,638	\$184,914	\$241,298
AMERICAN INTERNATIONAL GROUP	3,963	\$253,152	\$236,116
TWENTY-FIRST CENTURY FOX-A	6,716	\$202,408	\$231,903
STEEL DYNAMICS INC	5,342	\$150,669	\$230,400
MICROSOFT CORP	2,637	\$67,072	\$225,569
FLEX LTD	12,308	\$135,685	\$221,421
WESTROCK COMPANY	3,491	\$163,516	\$220,666
ALPHABET INC/CA-CL A	209	\$148,308	\$220,161

The Kemper and Ethel Marley Foundation
FEIN#86-0653091

Form 990PF, Part 2, Line 10B
Investments-Corporate Stocks
Boston

December 31, 2017

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Value</u>
DELTA AIR LINES INC	3,887	\$140,034	\$217,672
CAPITAL ONE FINANCIAL CORP	2,154	\$110,106	\$214,495
CUMMINS INC	1,212	\$200,316	\$214,088
CELANESE CORP-SERIES A	1,880	\$163,834	\$201,310
SANOFI-ADR	4,434	\$179,444	\$190,662
EBAY INC	4,972	\$132,742	\$187,643
LABORATORY CRP OF AMER HLDGS	1,082	\$146,949	\$172,590
METHANEX CORP	2,789	\$117,203	\$168,874
KEYCORP	8,334	\$149,695	\$168,097
GENERAL DYNAMICS CORP	799	\$97,020	\$162,557
SYNCHRONY FINANCIAL	4,110	\$135,213	\$158,687
SHIRE PLC-ADR	988	\$162,216	\$153,259
NETAPP INC	2,762	\$117,260	\$152,794
L3 TECHNOLOGIES INC COM	763	\$127,537	\$150,960
COCA-COLA EUROPEAN PARTNERS PLC	3,692	\$133,480	\$147,126
XL GROUP LTD ISIN BMG982941046 SEDOL BD95VZ8	4,092	\$166,466	\$143,875
LLOYDS BANKING GROUP PLC-ADR	37,123	\$129,939	\$139,211
SOUTHWEST AIRLINES CO	2,123	\$125,763	\$138,950
TJX COMPANIES INC	1,775	\$126,506	\$135,717
PHILLIPS 66	1,306	\$42,986	\$132,102
CEMEX SAB-SPONS ADR PART CER	16,032	\$152,909	\$120,240
EVEREST RE GROUP LTD	527	\$114,476	\$116,604
PRICELINE GROUP INC/THE	65	\$112,613	\$112,953
BARRICK GOLD CORP	7,732	\$103,561	\$111,882
RAYTHEON COMPANY	588	\$28,231	\$110,456
CBS CORP-CLASS B NON VOTING	1,832	\$86,451	\$108,088
ENERGEN CORP	1,851	\$103,535	\$106,562
FMC CORP	1,122	\$83,329	\$106,209
SPIRIT AEROSYSTEMS HOLD-CL A	1,172	\$71,925	\$102,257
NUCOR CORP	1,350	\$69,917	\$85,833
KLA-TENCOR CORP	848	\$54,286	\$77,356
FIFTH THIRD BANCORP	2,072	\$24,274	\$62,864
LIBERTY GLOBAL PLC LILAC CLASS C	3,030	\$106,771	\$60,267
ABB LTD-SPON ADR	2,071	\$54,798	\$55,544
MASCO CORP	1,621	\$39,808	\$44,836
EQT CORP	664	\$37,753	\$37,795
CRH PLC-SPONSORED ADR	356	\$12,782	\$12,848

Total Boston Partners	972,709	\$16,989,447	\$23,815,022
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The Kemper and Ethel Marley Foundation
FEIN#86-0653091

Form 990PF, Part 2, Line 10B
Investments-Corporate Stocks
Goldman Sachs

December 31, 2017

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Value</u>
JPM US GOVT PREMIER SWEEP FD #1086 1.09%	492,604	492,604	492,604
APPLE INC	9,015	281,002	1,525,608
MICROSOFT CORP	14,342	829,412	1,226,815
FACEBOOK INC-A	5,964	579,186	1,052,407
AMAZON.COM INC	700	123,169	818,629
ALPHABET INC/CA-CL A	776	278,531	817,438
HONEYWELL INTERNATIONAL INC	4,632	377,209	710,364
NORTHERN TRUST CORP	7,074	593,454	706,622
MCDONALD'S CORP	4,097	575,262	705,176
COMCAST CORP-CLASS A	17,311	539,613	693,306
TEXAS INSTRUMENTS INC	6,337	481,051	661,836
MASTERCARD INC-CLASS A	4,339	382,481	656,751
NIKE INC -CL B	9,636	299,598	602,732
ELI LILLY & CO	6,901	516,958	582,858
DANAHER CORP	6,235	483,276	578,733
MONSTER BEVERAGE CORP	8,300	396,156	525,307
MIDDLEBY CORP	3,763	481,762	507,817
CISCO SYSTEMS INC	13,040	434,357	499,432
EQUINIX INC	1,073	78,291	486,305
COLGATE-PALMOLIVE CO	6,380	466,244	481,371
SHERWIN-WILLIAMS CO/THE	1,164	350,643	477,287
BOSTON SCIENTIFIC CORP	18,565	474,240	460,226
ROPER TECHNOLOGIES INC	1,762	324,652	456,358
ALPHABET INC/CA-CL C	430	121,478	449,952
AMERICAN TOWER CORP	3,112	62,056	443,989
SALESFORCE.COM INC	4,332	358,864	442,860
SHIRE PLC-ADR	2,842	460,344	440,851
CSX CORP	7,673	280,472	422,092
AMGEN INC	2,375	399,420	413,013
THE KRAFT HEINZ CO	5,128	452,884	398,753
DIAMONDBACK ENERGY INC	2,992	269,676	377,740
VERTEX PHARMACEUTICALS INC	2,252	245,392	337,485
APTIV PLC	3,961	326,033	336,012
INTUIT INC	1,921	189,799	303,095
ILLUMINA INC	1,386	288,449	302,827
XYLEM INC	4,380	219,224	298,716
PRICELINE GROUP INC/THE	166	232,198	288,465
PHILIP MORRIS INTERNATIONAL	2,721	310,966	287,474
INCYTE CORP	3,007	322,688	284,793
EDWARDS LIFESCIENCES CORP	2,466	241,368	277,943
NVIDIA CORP	1,341	251,523	259,484
ELECTRONIC ARTS INC	2,383	159,807	250,358
NETFLIX INC	1,146	201,547	219,986
TOTAL GOLDMAN SACH	700,024	15,233,340	22,561,870

The Kemper and Ethel Marley Foundation
FEIN#86-0653091

Form 990PF, Part 2 Line10B
Investments-Corporate Stocks
Sterling

December 31, 2017

<u>Description</u>	<u>Quantity</u>	<u>Value</u>	<u>Cost</u>
JPM US GOVT PREMIER SWEEP FD #1086 0.37%	2	2	1
Total Sterling	2	2	1

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Value</u>
JPM US GOVT PREMIER SWEEP FD #1086 1 09%	1,419,009	1,419,012	1,419,012
US DOLLAR	65,954	65,954	65,954
WEX INC	4,700	253,814	663,781
BRIGHT HORIZONS FAMILY SOLUT	5,900	224,623	554,600
WAGeworks INC	8,500	311,948	527,000
ON ASSIGNMENT INC	8,000	48,718	514,160
MKS INSTRUMENTS INC	5,400	179,093	510,300
J2 GLOBAL INC	5,550	198,392	416,417
CABLE ONE INC-W/I	550	276,668	386,843
ALBANY INTL CORP-CL A	6,100	104,317	374,845
2U INC	5,800	177,707	374,158
KENNEDY-WILSON HOLDINGS INC	20,000	402,661	347,000
MGP INGREDIENTS INC	4,500	211,471	345,960
PAYCOM SOFTWARE INC	4,300	109,811	345,419
EXLSERVICE HOLDINGS INC	5,600	93,518	337,960
Q2 HOLDINGS INC	9,000	209,933	331,650
CLEAN HARBORS INC	6,000	322,242	325,200
BEACON ROOFING SUPPLY INC	5,100	216,167	325,176
NATIONAL VISION HLDGS INC	8,000	227,012	324,880
WISDOMTREE INVESTMENTS INC	25,800	217,449	323,790
MONRO INC	5,400	145,105	307,530
EMCOR GROUP INC	3,700	136,525	302,475
MILACRON HOLDINGS CORP	15,500	242,968	296,670
ALLEGiant TRAVEL CO	1,900	153,770	294,025
CHEGG INC	17,300	139,173	282,336
PROASSURANCE CORP	4,900	250,176	280,035
STRAYER EDUCATION INC	3,050	279,494	273,219
REPLIGEN CORP	7,500	255,284	272,100
TRINET GROUP INC	6,100	116,721	270,474
LITTELFUSE INC	1,300	144,520	257,166
SHENANDOAH TELECOMMUNICATION	7,600	204,117	256,880
FLOOR & DECOR HOLDINGS INC-A	5,200	185,300	253,136
BLUEPRINT MEDICINES CORP	3,300	176,290	248,853
CADENCE BANCORP	8,800	189,268	238,656
INOGEN INC	2,000	59,857	238,160
ENVESTNET INC	4,700	130,721	234,295
PEGASYS SYSTEMS INC	4,900	186,895	231,035
UNIFIRST CORP/MA	1,400	180,996	230,860
FAIR ISAAC CORP	1,500	145,702	229,800
HEALTHCARE SERVICES GROUP	4,350	60,053	229,332
MATADOR RESOURCES CO	7,050	100,941	219,467
TALEND SA - ADR	5,600	167,490	209,888
NEW RELIC INC	3,500	165,395	202,195
IRHYTHM TECHNOLOGIES INC	3,600	122,607	201,780
PRA HEALTH SCIENCES INC	2,200	83,605	200,354
REXNORD CORP	7,700	124,014	200,354
RADIUS HEALTH INC	6,300	237,736	200,151
BLACKHAWK NETWORK HOLDINGS I	5,600	218,768	199,640

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Value</u>
ICF INTERNATIONAL INC	3,800	136,900	199,500
SCIENCE APPLICATIONS INTE	2,600	112,676	199,082
EXPONENT INC	2,800	142,132	199,080
HAMILTON LANE INC-CLASS A	5,500	95,930	194,645
VIAD CORP	3,500	184,988	193,900
BLACKLINE INC	5,700	146,716	186,960
ACXIOM CORP	6,700	176,630	184,652
POLYONE CORPORATION	4,175	72,537	181,613
IMAX CORP	7,700	253,833	178,255
COGENT COMMUNICATIONS HOLDIN	3,900	124,393	176,670
MAXIMUS INC	2,400	40,430	171,792
REALPAGE INC	3,800	159,395	168,340
HEALTH EQUITY INC	3,500	156,124	163,310
WILLIAMS SCOTSMAN CORP	12,800	130,128	162,560
CIVITAS SOLUTIONS INC	9,500	206,926	162,450
WATTS WATER TECHNOLOGIES-A	2,100	125,454	159,495
K2M GROUP HOLDINGS INC	8,800	156,089	158,400
NATIONAL STORAGE AFFILIATES	5,600	107,827	152,656
RBC BEARINGS INC	1,200	24,600	151,680
SAREPTA THERAPEUTICS INC	2,700	126,277	150,228
CISION LTD	12,500	131,731	148,375
ACI WORLDWIDE INC	6,500	143,015	147,355
PAPA JOHN'S INTL INC	2,600	204,938	145,886
SUMMIT MATERIALS INC -CL A	4,594	76,692	144,435
INSTRUCTURE INC	4,300	143,018	142,330
AMERISAFE INC	2,300	103,443	141,680
HFF INC-CLASS A	2,900	73,943	141,056
KEANE GROUP INC	7,400	143,204	140,674
META FINANCIAL GROUP INC	1,500	127,279	138,975
AMEDISYS INC	2,600	120,479	137,046
SOLARIS OILFIELD INFRAST-A	6,400	100,824	137,024
ALLSCRIPTS HEALTHCARE SOLUTI	9,400	113,226	136,770
HURON CONSULTING GROUP INC	3,300	199,453	133,485
MA-COM TECHNOLOGY SOLUTIONS	4,100	146,027	133,414
AVEXIS INC	1,200	102,829	132,804
DAVE & BUSTER'S ENTERTAINMEN	2,400	137,250	132,408
CLOUDERA INC	8,000	145,556	132,160
HESKA CORP	1,600	144,720	128,336
LITHIA MOTORS INC-CL A	1,100	49,405	124,949
REIS INC	6,000	113,314	123,900
OLLIE'S BARGAIN OUTLET HOLDI	2,300	43,569	122,475
DASEKE INC	8,500	110,916	121,465
LUTHER BURBANK CORP	10,000	107,500	120,400
EXELA TECHNOLOGIES INC	22,800	135,080	117,420
FCB FINANCIAL HOLDINGS-CL A	2,300	107,716	116,840
SUNOPTA INC	15,000	136,790	116,250
ATENTO SA	11,300	102,394	114,695
NIC INC	6,900	70,529	114,540

<u>Description</u>	<u>Quantity</u>	<u>Cost</u>	<u>Value</u>
WILLIAM LYON HOMES-CL A	3,800	67,778	110,504
EVOLENT HEALTH INC - A	8,400	149,909	103,320
CARBONITE INC	4,100	75,942	102,910
AMERICAN RENAL ASSOCIATES HOLD COM	5,900	144,569	102,660
AQUAVENTURE HLDGS LTD	5,400	100,839	83,808
COTIVITI HOLDINGS INC	2,300	82,941	74,083
DBV TECHNOLOGIES SA-SPON ADR	2,300	61,907	56,580
ACHAOGEN INC	4,200	89,054	45,108
SIENNA BIOPHARMACEUTICALS IN	2,000	33,739	36,300
KNIGHT SWIFT TRANSN HLDGS INC CLASS A	1,400	27,286	27,286
HFF INC-CLASS A	100	2,042	2,042
TOTAL TIME SQUARE	2,084,182	16,724,836	23,601,986

The Kemper and Ethel Marley Foundation
FEIN#86-0653091

Form 990PF, Part 2, Line 10B
Investments-Corporate Stocks

December 31, 2017

William Blair #30-0059285

Cost

Value

Total Wm Blair Institutional International Growth Fund

\$21,013,729

\$22,306,272

Mondrian

Cost

Value

Total MondrianAll Countries World Ex-US Equity Fund, L.P.

\$22,021,224

\$23,049,947

The Kemper and Ethel Marley Foundation

Form 990-PF Part XV Supplementary Information

3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Arizona Community Foundation 2201 E Camelback Rd Ste 405B Phoenix, AZ 85016-3481	N/A	PC	Operating Support - Program	\$50,000
Arizona Diabetes Foundation Inc 15255 N 40Th Street Phoenix, AZ 85032-4624	N/A	PC	Operating Support - Program	\$12,000
Arizona Educational Foundation Inc 6155 E Indian School Rd #106 Scottsdale, AZ 85251-5498	N/A	PC	Operating Support - Program	\$50,000
Arizona Friends Of Foster Children Foundation 1645 E Missouri Ave Suite 450 Phoenix, AZ 85016	N/A	PC	Operating Support - Program	\$100,000
Arizona Helping Hands 7850 East Gelding Drive, Suite 500 Scottsdale, AZ 85260	N/A	PC	Operating Support - Program	\$25,000
Arizona Historical Society -Northern Division 2340 N Fort Valley Rd Flagstaff, AZ 86001	N/A	PC	Operating Support - Program	\$3,000
Arizona Museum Of Natural History Foundation 53 N Macdonald Mesa, AZ 85201-7325	N/A	PC	Operating Support - Program	\$20,000
Arizona National Livestock Show, Inc 1826 W McDowell Road Phoenix, AZ 85007	N/A	PC	Operating Support - Program	\$15,000
Arizona National Livestock Show, Inc 1826 W McDowell Road Phoenix, AZ 85007	N/A	PC	Operating Support - Program	\$9,000
Arizona National Livestock Show, Inc 1826 W McDowell Road Phoenix, AZ 85007	N/A	PC	Operating Support - Program	\$25,000
Arizona National Livestock Show, Inc 1826 W McDowell Road Phoenix, AZ 85007	N/A	PC	Operating Support - Program	\$1,193
Arizona Outdoor Adventures PO Box 37982 Phoenix, AZ 85069	N/A	PC	Operating Support - Program	\$5,000

The Kemper and Ethel Marley Foundation

Form 990-PF Part XV Supplementary Information

3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Arizona Science Center 600 E Washington Street Phoenix, AZ 85004	N/A	PC	Capital Fund Support	\$200,000
Arizona State Railroad Museum Foundation 204 West Railroad Avenue Williams, AZ 86046	N/A	PC	Capital Fund Support	\$400,000
Arizona State University Foundation For A New American University Po Box 2260 Tempe, AZ 85280-2260	N/A	PC	Capital Fund Support	\$750,000
Arizona Technology Council Foundation 2800 N Central Avenue #1530 Phoenix, AZ 85004	N/A	PC	Operating Support - Program	\$75,000
Association of Arizona Food Banks 340 E coronado Road, Suite 400 Suite 230 Phoenix, AZ 85004	N/A	PC	Operating Support - Program	\$175,000
Backers Of Ballet Inc 3801 E Shea Blvd Phoenix, AZ 85028-3445	N/A	PC	Operating Support - Program	\$5,000
Ballet Arizona 2835 E Washington Street Phoenix, AZ 85034	N/A	PC	Operating Support - Program	\$75,000
Banner Alzheimers Foundation 2901 N Central Avenue, Suite 160 Phoenix, AZ 85012	N/A	PC	Operating Support - Program	\$200,000
Banner Alzheimers Foundation 2901 N Central Avenue, Suite 160 Phoenix, AZ 85012	N/A	PC	Endow ment	\$400,000
Benev illa/Interfaith Services P O Box 8450 Surprise, AZ 85374	N/A	PC	Capital Fund Support	\$50,000
Big Brothers Big Sisters Of Central Arizona 4745 N 7th Street, Suite 210 Phoenix, AZ 85014	N/A	PC	Operating Support - Program	\$50,000
Boy Scouts Of America - Catalina Council 5049 E Broadway Blvd Suite 200 Tucson, AZ 85711-3645	N/A	PC	Capital Fund Support	\$50,000

The Kemper and Ethel Marley Foundation

Form 990-PF Part XV Supplementary Information

3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Brophy College Preparatory 4701 N Central Avenue Phoenix, AZ 85012	N/A	PC	Operating Support - Program	\$25,000
Chandler Christian Community Center Inc Po Box 591 Chandler, AZ 85244-0591	N/A	PC	Operating Support - Program	\$85,000
Child Crisis Arizona/Crisis Nursery Inc 817 N Country Club Drive Mesa, AZ 85201	N/A	PC	Operating Support - Program	\$200,000
Childrens Museum Of Phoenix 215 N 7Th St Phoenix, AZ 85034-1012	N/A	PC	Capital Fund Support	\$25,000
Childsplay Inc 900 S Mitchell Dr Tempe, AZ 85281-5592	N/A	PC	Operating Support - Program	\$25,000
Circle The City 333 W Indian School Rd Phoenix, AZ 85013	N/A	PC	Operating Support - Program	\$100,000
College Success Arizona (ACSF) 4040 E Camelback Rd Ste 220 Phoenix, AZ 85018	N/A	PC	Operating Support - Program	\$100,000
Diocesan Council For The Society Of St Vincent De Paul Diocese Phoenix Po Box 13600 Phoenix, AZ 85002-3600	N/A	PC	Capital Fund Support	\$25,000
Duet Partners In Health & Aging Inc 10000 N 31st Ave Suite D200 Phoenix, AZ 85051	N/A	PC	Operating Support - Program	\$75,000
East Valley Childrens Theatre P O Box 20514 Mesa, AZ 85277-0514	N/A	PC	Operating Support - Program	\$16,000
Echoing Hope Ranch 8344 S Hereford Rd Hereford, AZ 85615	N/A	PC	Capital Fund Support	\$75,000
Feeding Matters/P O P S I C L E Center Inc 7650 E Redfield Rd #C4 Scottsdale, AZ 85260	N/A	PC	Operating Support - Program	\$125,000

The Kemper and Ethel Marley Foundation

Form 990-PF Part XV Supplementary Information

3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Fighter Country Foundation Inc 500 N Estrella Pkwy Ste B2 Pmb 479 Goodyear, AZ 85338-4136	N/A	PC	Capital Fund Support	\$125,000
First Place Az 717 E Maryland Ave Ste 110 Phoenix, AZ 85014-1561	N/A	PC	Capital Fund Support	\$300,000
Florence Crittenton Services of Arizona 715 W Mariposa Street Phoenix, AZ 85013	N/A	PC	Operating Support - Program	\$75,000
Foundation For Blind Children 1234 E Northern Ave Phoenix, AZ 85020	N/A	PC	Capital Fund Support	\$100,000
Fountain Hills Community Theater Inc P O Box 18312 Fountain Hls, AZ 85269-8312	N/A	PC	Operating Support - Program	\$25,000
Friends Of Public Radio Arizona 2323 West 14Th Street Tempe, AZ 85281-6948	N/A	PC	Capital Fund Support	\$50,000
Gabriel's Angels 727 E Bethany Home Rd Suite C-100 Phoenix, AZ 85014	N/A	PC	Operating Support - Program	\$50,000
Girl Scout Council Inc-Arizona Cactus-Pine 119 E Coronado Rd Phoenix, AZ 85004-1512	N/A	PC	Capital Fund Support	\$50,000
Girl Scout Council Inc-Arizona Cactus-Pine 119 E Coronado Rd Phoenix, AZ 85004-1512	N/A	PC	Capital Fund Support	\$150,000
Girl Scouts Of Southern Arizona 4300 E Broadway Blvd Tucson, AZ 85711-3506	N/A	PC	Capital Fund Support	\$50,000
Giving Tree 691 E Houston Ave Gilbert, AZ 85234-3430	N/A	PC	Operating Support - Program	\$50,000
Great Hearts Academies 3102 N 56th St #300 Phoenix, AZ 85018	N/A	PC	Capital Fund Support	\$900,000

The Kemper and Ethel Marley Foundation

Form 990-PF Part XV Supplementary Information

3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Great Hearts Academies 3102 N 56th St #300 Phoenix, AZ 85018	N/A	PC	Capital Fund Support	\$50,000
Greater Paradise Valley Community Assistance Team 10862 N 32Nd St Phoenix, AZ 85028-3204	N/A	PC	Operating Support - Program	\$5,000
Heard Museum 2301 N Central Ave Phoenix, AZ 85004-1323	N/A	PC	Operating Support - Program	\$96,000
Hope Of Glory Center Inc 9380 N Eagle Dancer Dr Tucson, AZ 85742-9478	N/A	PC	Capital Fund Support	\$21,872
Hospice of the Valley 1510 E Flower Street Bldg 2 Phoenix, AZ 85014	N/A	PC	Operating Support - Program	\$50,000
Justa Center 1001 West Jefferson Phoenix, AZ 85007	N/A	PC	Operating Support - Program	\$30,000
Justice Project Inc Arizona Justice Project c/o Arizona State University Mail Code 4420 411 N Central Ave, Suite 600 Phoenix, AZ 85004-2139	N/A	PC	Operating Support - Program	\$55,000
Liberty Wildlife Rehabilitation Foundation Inc 2600 E Elwood St Phoenix, AZ 85040	N/A	PC	Capital Fund Support	\$25,000
Local First Arizona Foundation 407 E Roosevelt St Phoenix, AZ 85004	N/A	PC	Operating Support - Program	\$25,000
Lowell Observatory 1400 W Mars Hill Rd Flagstaff, AZ 86001-4470	N/A	PC	Operating Support - Program	\$75,000
Maggie's Place PO Box 1102 Phoenix, AZ 85001	N/A	PC	Operating Support - Program	\$50,000

The Kemper and Ethel Marley Foundation

Form 990-PF Part XV Supplementary Information

3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Make A Wish Foundation Of Arizona Inc 2901 N 78Th St Scottsdale, AZ 85251-6547	N/A	PC	Operating Support - Program	\$100,000
Maricopa Community Colleges Foundation P O Box 25889 Tempe, AZ 85285	N/A	PC	Operating Support - Program	\$100,000
Maricopa Community Colleges Foundation P O Box 25889 Tempe, AZ 85285	N/A	PC	Operating Support - Program	\$75,000
Maricopa County Fair Inc 1826 W McDowell Rd Phoenix, AZ 85007-1612	N/A	PC	Operating Support - Program	\$1,000
Marine Corps Scholarship Foundation-Arizona 909 North Washington Street, Suite 400 Alexandria, VA 22314	N/A	PC	Operating Support - Program	\$10,000
Mayo Clinic Arizona 13400 East Shea Blvd Scottsdale, AZ 85259-5452	N/A	PC	Endowment	\$100,000
Military Assistance Mission Inc 515 E Carefree Hwy Ste 971 Phoenix, AZ 85085-8839	N/A	PC	Operating Support - Program	\$10,000
Musical Instrument Museum 4725 E Mayo Blvd Phoenix, AZ 85050-6920	N/A	PC	Operating Support - Program	\$60,000
Musical Instrument Museum 4725 E Mayo Blvd Phoenix, AZ 85050-6920	N/A	PC	Operating Support - Program	\$75,000
Musical Theatre Of Anthem Inc 42323 N Vision Way Anthem, AZ 85086-1490	N/A	PC	Operating Support - Program	\$20,000
A New Leaf Inc 868 E University Dr Mesa, AZ 85203-8033	N/A	PC	Operating Support - Program	\$50,000
A New Leaf Inc 868 E University Dr Mesa, AZ 85203-8033	N/A	PC	Capital Fund Support	\$150,000

The Kemper and Ethel Marley Foundation

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3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Northern Arizona University Fdn Inc Po Box 4094 Flagstaff, AZ 86011-0103	N/A	PC	Operating Support - Program	\$100,000
OCJ Kids 524 W Wescott Dr Phoenix, AZ 85027-5617	N/A	PC	Operating Support - Program	\$50,000
Philanthropy Southwest 8350 N Central Expressway, Suite M-1012 Dallas, TX 75206	N/A	PC	Operating Support - Program	\$5,000
Phoenix Symphony Association 1 N 1st St Ste 200 Phoenix, AZ 85004-2538	N/A	PC	Operating Support - Program	\$50,000
Phoenix Zoo Auxiliary 455 N Galvin Pkwy Phoenix, AZ 85008-3431	N/A	PC	Capital Fund Support	\$25,000
Phoenix Zoo Auxiliary 455 N Galvin Pkwy Phoenix, AZ 85008-3431	N/A	PC	Operating Support - Program	\$75,000
Reid Park Zoological Society 1030 S Randolph Way Tucson, AZ 85716-5835	N/A	NC	Capital Fund Support	\$25,000
Release The Fear 332 W Lynwood St Phoenix, AZ 85003-1207	N/A	PC	Operating Support - Program	\$35,650
Ryan House 110 W Merrell Street First Floor Phoenix, AZ 85013-4500	N/A	PC	Operating Support - Program	\$75,000
S T A R-Stand Together And Recover Centers Inc 3003 N Central Ave Ste 675 Phoenix, AZ 85012-2915	N/A	PC	Operating Support - Program	\$29,650
Save The Family Foundation Of Arizona 125 E University Dr Mesa, AZ 85201-5300	N/A	PC	Operating Support - Program	\$25,000
Scottsdale Arts/Scottsdale Cultural Council 7380 E 2nd St Scottsdale, AZ 85251-5604	N/A	PC	Operating Support - Program	\$50,000

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Form 990-PF Part XV Supplementary Information

3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Scottsdale Ballet Foundation P O Box 12613 Scottsdale, AZ 85267-2613	N/A	PC	Operating Support - Program	\$10,000
Scottsdale Museum Of The West Inc 8285 E Via Del Sol Drive Scottsdale, AZ 85255	N/A	PC	Operating Support - Program	\$25,000
Sharlot Hall Historical Society of Arizona 415 W Gurley St Prescott, AZ 86301	N/A	PC	Capital Fund Support	\$75,000
Southwest Community Network Scn Po Box 1806 Avondale, AZ 85323-0590	N/A	PC	Capital Fund Support	\$50,000
Southwest Human Development 2850 N 24th St Phoenix, AZ 85008-1004	N/A	PC	Operating Support - Program	\$50,000
St Joseph The Worker 1125 W Jackson St Phoenix, AZ 85007-3110	N/A	PC	Operating Support - Program	\$5,000
St Francis Xavier 4715 N Central Ave Phoenix, AZ 85012	N/A	PC	Capital Fund Support	\$10,000
St John Bosco Catholic School 16035 S 48th St Phoenix, AZ 85048	N/A	PC	Capital Fund Support	\$10,000
A T Still University Of Health Sciences 800 W Jefferson St Kirksville, MO 63501-1443	N/A	NC	Operating Support - Program	\$100,000
Teach for America 3030 N Central Avenue, Suite 900 Phoenix, AZ 85012	N/A	PC	Operating Support - Program	\$50,000
Town of Gilbert - Community Services Department 90 East Civic Center Drive Gilbert, AZ 85296	N/A	PC	Operating Support - Program	\$15,000
Translational Genomics Research Institute Foundation 445 N 5Th St Suite 120 Phoenix, AZ 85004-2274	N/A	PC	Endow ment	\$825,000

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3a - Grants and Contributions Paid during the year-2017

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Umom New Day Centers Inc 3333 E Van Buren St Phoenix, AZ 85008-6812	N/A	PC	Operating Support - Program	\$60,000
Umom New Day Centers Inc 3333 E Van Buren St Phoenix, AZ 85008-6812	N/A	PC	Operating Support - Program	\$60,000
University Of Arizona Foundation P O Box 210109 Tucson, AZ 85721-0109	N/A	PC	Operating Support - Program	\$85,000
Upward For Children And Families 6306 N 7Th St Phoenix, AZ 85014-1549	N/A	PC	Capital Fund Support	\$50,000
Valley View Community Food Assistance 12361 M Grand Ave El Mirage, AZ 85335-0000	N/A	PC	Operating Support - Program	\$10,000
Valley Youth Theatre 807 N 3Rd St Phoenix, AZ 85004-2021	N/A	PC	Operating Support - Program	\$10,000
Valley life 1142 W Hatcher Rd Phoenix, AZ 85021-3045	N/A	PC	Operating Support - Program	\$23,760
Veterans Heritage Project P O Box 22058 Phoenix, AZ 85028	N/A	PC	Operating Support - Program	\$50,000
The Whispering Hope Ranch Foundation 9045 E Pima Center Pkwy Scottsdale, AZ 85258-4438	N/A	PC	Operating Support - Program	\$120,000
The Whispering Hope Ranch Foundation 9045 E Pima Center Pkwy Scottsdale, AZ 85258-4438	N/A	PC	Capital Fund Support	\$30,000
Wickenburg Community Hospital Foundation Inc 520 Rose Ln Wickenburg, AZ 85390-1447	N/A	PC	Capital Fund Support	\$250,000
Wickenburg Foundation For The Performing Arts 2001 W Wickenburg Way Ste 3 Wickenburg, AZ 85390-2298	N/A	PC	Operating Support - Program	\$25,000

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3a - Grants and Contributions Paid during the year-2017

Recipient Name and address	Relationship if recipient is an individual	Foundation status of recipient	Purpose of grant of contribution	Amount
Xavier College Preparatory Roman Catholic High School Phoenix 4710 N 5Th St Phoenix, AZ 85012-1738	N/A	PC	Operating Support - Program	\$25,000
Yavapai Symphony Association Inc Po Box 2333 Prescott, AZ 86302-2333	N/A	PC	Operating Support - Program	\$1,260
Youth On Their Own 1660 N Alvernon Way Tucson, AZ 85712-3321	N/A	PC	Operating Support - Program	\$50,000
Ywca Maricopa County 2999 N 44th St #250 Phoenix, AZ 85018	N/A	PC	Operating Support - Program	\$50,000
Grand Totals (122 items)				<u>\$9,960,885</u>