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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

2017
Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: **THE MARCUS FOUNDATION INC.**

Number and street (or P O box number if mail is not delivered to street address): **1266 W PACES FERRY RD.**

Room/suite: **615**

City or town, state or province, country, and ZIP or foreign postal code: **ATLANTA, GA 30327**

A Employer identification number: **58-1815651**

B Telephone number: **404-240-7700**

C If exemption application is pending, check here **6**

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

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 **04**
 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): **\$ 98,604,738.**

J Accounting method: Cash Accrual
 Other (specify)

03
04

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))	(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	25,100,330.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,137,337.	1,090,282.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,607,040.			
b Gross sales price for all assets on line 6a	63,949,504.			
7 Capital gain net income (from Part IV, line 2)		3,607,040.		
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)				
11 Other income	<368,422.>	<605,926.>		STATEMENT 2
12 Total Add lines 1 through 11	29,476,285.	4,091,396.		
13 Compensation of officers, directors, trustees, etc	573,826.	40,168.		533,658.
14 Other employee salaries and wages	627,243.	62,724.		564,519.
15 Pension plans, employee benefits	277,842.	27,784.		250,058.
16a Legal fees STMT 3	25,423.	0.		25,423.
b Accounting fees STMT 4	59,406.	29,703.		29,703.
c Other professional fees STMT 5	1,088,450.	340,751.		747,699.
17 Interest	6,715,808.	0.		6,715,808.
18 Taxes STMT 6	364,791.	5,527.		79,861.
19 Depreciation and depletion	575.	0.		
20 Occupancy	631,826.	63,183.		568,643.
21 Travel, conferences, and meetings	287,501.	0.		287,501.
22 Printing and publications				
23 Other expenses STMT 7	376,752.	22,456.		363,766.
24 Total operating and administrative expenses. Add lines 13 through 23	11,029,443.	592,296.		10,166,639.
25 Contributions, gifts, grants paid	148,866,932.			149,081,932.
26 Total expenses and disbursements. Add lines 24 and 25	159,896,375.	592,296.		159,248,571.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	<130420090.>			
b Net investment income (if negative, enter -0-)		3,499,100.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		19,740,318.	1,183,882.	1,183,882.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 20,000.				
		Less: allowance for doubtful accounts ▶		21,066.	20,000.	20,000.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable STMT 10▶ 3,989,785.				
		Less: allowance for doubtful accounts ▶ 445,800.		3,543,985.	3,543,985.	3,543,985.
	8	Inventories for sale or use		91,163.	82,940.	82,940.
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 11		9,101,938.	13,084,224.	13,084,224.
	c	Investments - corporate bonds STMT 12		7,804,485.	17,420,888.	17,420,888.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 13		47,460,084.	63,264,025.	63,264,025.	
14	Land, buildings, and equipment: basis ▶ 1,664,673.					
	Less: accumulated depreciation STMT 14▶ 1,659,879.		0.	4,794.	4,794.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		87,763,039.	98,604,738.	98,604,738.	
Liabilities	17	Accounts payable and accrued expenses		162,202.	95,728.	
	18	Grants payable		215,002.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable		243,897,500.	377,386,500.	STATEMENT 15
	22	Other liabilities (describe ▶)		770,147.	1,784,982.	
	23	Total liabilities (add lines 17 through 22)		245,044,851.	379,267,210.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.					
	24	Unrestricted		<157,281,812.	<280,662,472.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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				
30	Total net assets or fund balances		<157,281,812.	<280,662,472.		
31	Total liabilities and net assets/fund balances		87,763,039.	98,604,738.		

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	<157,281,812.
2	Enter amount from Part I, line 27a	2	<130,420,090.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	8,185,092.
4	Add lines 1, 2, and 3	4	<279,516,810.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,145,662.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	<280,662,472.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 PUBLICLY TRADED SECURITIES			
b PASS-THRU FROM K-1 INVESTMENTS	P		
c PASS-THRU UBI FROM K-1 INVESTMENTS	P		
d CAPITAL GAINS DIVIDENDS			
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 61,630,430.		60,342,464.	1,287,966.
b 2,058,968.			2,058,968.
c 257,436.			257,436.
d 2,670.			2,670.
e			

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
			1,287,966.
			2,058,968.
			257,436.
			2,670.
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	3,607,040.
3 Not 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). If (loss), enter -0- in Part I, line 8			3	N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	116,775,946.	139,071,333.	.839684
2015	98,247,051.	132,514,534.	.741406
2014	74,664,227.	94,085,021.	.793583
2013	68,379,845.	109,505,782.	.624440
2012	45,413,671.	68,268,006.	.665226

2 Total of line 1, column (d)	2	3.664339
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.732868
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	89,271,253.
5 Multiply line 4 by line 3	5	65,424,045.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,991.
7 Add lines 5 and 6	7	65,459,036.
8 Enter qualifying distributions from Part XII, line 4 <small>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.</small>	8	159,248,571.

3

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

Table with 11 rows for excise tax calculations. Includes sub-table for Credits/Payments (6a-6d). Total amount owed: 67,485. Refunded: 0.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity questions and Yes/No columns. Includes questions about political campaigns, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		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 SEE STATEMENT 17	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► DOUGLAS P. DINAPOLI Telephone no ► 404-240-7700 Located at ► 1266 W PACES FERRY RD #615, ATLANTA, GA ZIP+4 ► 30327		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15 N/A	
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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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 Organizations relying on a current notice regarding disaster assistance, check here		X
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?		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 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 ►		
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.) N/A		
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 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.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

5a During the year, did the foundation pay or incur any amount to:			Yes	No
(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 checked="" type="checkbox"/> Yes <input 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 Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	5b		X
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	<input checked="" type="checkbox"/> Yes <input 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? If "Yes" to 6b, file Form 8870.		6b		X
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?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation.

(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
SEE STATEMENT 18		573,827.	127,555.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
SPERLING, D. - 1266 W PACES FERRY RD, #615, ATLANTA, GA 30327	PROG OFFICER 40.00	133,854.	28,542.	0.
LEVY, E - 1266 W PACES FERRY RD, #615, ATLANTA, GA 30327	GRANTS MANAGER 40.00	119,068.	27,802.	0.
RUZEK, M. - 1266 W PACES FERRY RD, #615, ATLANTA, GA 30327	PROG OFFICER 40.00	119,385.	26,619.	0.
BARTEL, E - 1266 W PACES FERRY RD, #615, ATLANTA, GA 30327	IT DIRECTOR 24.00	62,991.	15,011.	0.

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FRED SANFILIPPO ATLANTA, GA	MEDICAL CONSULTING	264,584.
PERSHING / SUMMIT TRAIL 2 GRAND CENTRAL PLAZA, NEW YORK, NY 10017	INVESTMENT MANAGEMENT	230,292.
TRADEWINDS PARTNERS, LLC ATLANTA, GA	PROGRAM RELATED CONSULTING	150,000.
MERRILL LYNCH - 1500 AMERICAN BOULEVARD, PENNINGTON, NJ 08534-4129	INVESTMENT MANAGEMENT	95,240.
ARYE CARMOM JERUSALEM, ISRAEL	CONSULTING	95,000.
Total number of others receiving over \$50,000 for professional services		2

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3	0.

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	79,609,305.
b	Average of monthly cash balances	1b	11,021,409.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	90,630,714.
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	0.
3	Subtract line 2 from line 1d	3	90,630,714.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,359,461.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	89,271,253.
6	Minimum investment return. Enter 5% of line 5	6	4,463,563.

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	4,463,563.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	34,991.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	169,075.
c	Add lines 2a and 2b	2c	204,066.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,259,497.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,259,497.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,259,497.

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	159,248,571.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	159,248,571.
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	5	34,991.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	159,213,580.

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				4,259,497.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	42,063,344.			
b From 2013	63,044,142.			
c From 2014	43,237,793.			
d From 2015				
e From 2016	61,144,892.			
f Total of lines 3a through e	209,490,171.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$159,248,571.				
a Applied to 2016, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	25,100,250.			
d Applied to 2017 distributable amount				4,259,497.
e Remaining amount distributed out of corpus	129,888,824.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	364,479,245.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				0.
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)	25,100,250.			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7	42,063,344.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	297,315,651.			
10 Analysis of line 9.				
a Excess from 2013	63,044,142.			
b Excess from 2014	43,237,793.			
c Excess from 2015				
d Excess from 2016	61,144,892.			
e Excess from 2017	129,888,824.			

** SEE STATEMENT 19

Form 990-PF (2017)

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

N/A

- 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 2017, 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				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

BERNARD MARCUS

- 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., 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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
GRANTS PAID (SEE PART XV, LINE 3A ATTACHMENT)	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	149,081,932.
Total ▶ 3a				
b Approved for future payment				
EMORY UNIVERSITY 1762 CLIFTON ROAD, STE 1000 ATLANTA, GA 30322	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	9,426,923.
JEWISH FAMILY & CAREER SERVICES 4549 CHAMBLEE DUNWOODY RD ATLANTA 30338	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	18,000.
COLLEGE AIM, INC. 683 BONAVENTURE AVE NE ATLANTA, GA 30306	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	25,000.
Total ▶ 3b				
SEE CONTINUATION SHEET(S)				
10,889,923.				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, and 13 Total.

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

Table with 2 columns: Line No. (with a dropdown arrow), Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Did the organization directly or indirectly engage in any of the following... a Transfers from the reporting foundation... b Other transactions... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions and sharing arrangements. Content: N/A

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content: N/A

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

May the IRS discuss this return with the preparer shown below? See instr. [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: GREGORY W. HAYES Preparer's signature: [Signature] Firm's name: MOORE STEPHENS TILLER Firm's address: 1960 SATELLITE BLVD., DULUTH, GA 30097

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE FUND FOR AMERICAN STUDIES 1706 NEW HAMPSHIRE AVE, NW WASHINGTON, DC 20009	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	1,000,000.
HILLEL FOUNDATION FOR CAMPUS JEWISH LIFE 800 8TH ST NW WASHINGTON, DC 20001	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	150,000.
JUDICIAL WATCH INC 425 THIRD STREET SW, STE 800 WASHINGTON, DC 20024	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	200,000.
THE LEUKEMIA & LYMPHOMA SOCIETY, INC. 2859 PACES FERRY RD SE, STE 725 ATLANTA, GA 30339	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	50,000.
ODYSSEY FAMILY COUNSELING CENTER 1919 JOHN WESLEY AVE COLLEGE PARK, GA 30337	NONE	501(C)(3)	TO SUPPORT THE EXEMPT PURPOSE OF THE RECIPIENT ORGANIZATION	20,000.
Total from continuation sheets				1,420,000.

723635
04-01-17

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization

THE MARCUS FOUNDATION INC.

Employer identification number

58-1815651

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 for 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization THE MARCUS FOUNDATION INC.	Employer identification number 58-1815651
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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	<u>BERNARD MARCUS</u> <u>1266 W PACES FERRY RD, #615</u> <u>ATLANTA, GA 30327</u>	\$ <u>25,100,250.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE MARCUS FOUNDATION INC.	Employer identification number 58-1815651
---	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE MARCUS FOUNDATION INC.	Employer identification number 58-1815651
---	---

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 info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EXEMPT INTEREST INVESTMENT PORTFOLIO	47,055.	0.	47,055.	0.	
PASS-THRU FROM K-1 INVESTMENTS	625,190.	2,670.	622,520.	622,520.	
PASS-THRU UBI FROM K-1 INVESTMENTS	464,424.	0.	464,424.	464,424.	
	3,338.	0.	3,338.	3,338.	
TO PART I, LINE 4	1,140,007.	2,670.	1,137,337.	1,090,282.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PASS-THRU FROM K-1 INVESTMENTS	<596,456.>	<596,456.>	
PASS-THRU UBI FROM K-1 INVESTMENTS	237,504.	0.	
MISCELLANEOUS	<9,470.>	<9,470.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<368,422.>	<605,926.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	25,423.	0.		25,423.
TO FM 990-PF, PG 1, LN 16A	25,423.	0.		25,423.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	59,406.	29,703.		29,703.
TO FORM 990-PF, PG 1, LN 16B	59,406.	29,703.		29,703.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	340,751.	340,751.		0.
OTHER PROFESSIONAL FEES	747,699.	0.		747,699.
TO FORM 990-PF, PG 1, LN 16C	1,088,450.	340,751.		747,699.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	279,403.	0.		0.
OTHER TAX & LICENSES	5,861.	0.		5,861.
FOREIGN TAX	5,527.	5,527.		0.
PAYROLL TAX	74,000.	0.		74,000.
TO FORM 990-PF, PG 1, LN 18	364,791.	5,527.		79,861.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SUPPORT	81,389.	8,139.		73,250.
DUES AND SUBSCRIPTIONS	10,635.	0.		10,635.
EDUCATION & TRAINING	3,103.	0.		3,103.
EQUIPMENT EXPENSE	35,727.	3,573.		32,154.
INSURANCE	30,225.	3,023.		27,202.
MISCELLANEOUS	70,629.	0.		80,099.
OFFICE SUPPLIES AND EXPENSES	29,841.	2,984.		26,857.
POSTAGE AND SHIPPING	4,707.	0.		4,707.
PROGRAM RELATED EXPENSES	51,801.	0.		51,801.
ADMINISTRATIVE EXPENSE	47,371.	4,737.		42,634.
AUTO EXPENSE	10,645.	0.		10,645.
BANK CHARGES	679.	0.		679.
TO FORM 990-PF, PG 1, LN 23	376,752.	22,456.		363,766.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION ON INVESTMENT PORTFOLIO	8,185,092.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,185,092.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCES ON RECOGNITION OF K-1 INCOME	1,145,662.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,145,662.

FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 10

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
GLOBAL ALLIANCE FOR INNOVATION IN NEUROSCIENCE, INC.			ON DEMAND	3.50%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
10/29/13	VARIOUS	445,800.	NONE	0.	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
NONE		LINE OF CREDIT			
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			445,800.	445,800.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE	
TAPESTRY SCHOOL, INC.			NONINTEREST BEARING, LINE OF CREDIT	.00%	
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	
04/16/15	07/31/19	3,543,985.	CERTAIN REAL PROPERTY	3,543,985.	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN			
CERTAIN REAL PROPERTY		LINE OF CREDIT			
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE			3,543,985.	0.	3,543,985.
TOTAL TO FORM 990-PF, PART II, LINE 7			3,989,785.	445,800.	3,543,985.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	13,084,224.	13,084,224.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,084,224.	13,084,224.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		17,420,888.	17,420,888.
TOTAL TO FORM 990-PF, PART II, LINE 10C		17,420,888.	17,420,888.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	63,264,025.	63,264,025.
TOTAL TO FORM 990-PF, PART II, LINE 13		63,264,025.	63,264,025.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 14

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER SOFTWARE	27,835.	27,835.	0.
OFFICE FURNITURE	34,632.	34,632.	0.
OFFICE FURNITURE	1,639.	1,639.	0.
OFFICE FURNITURE	803.	803.	0.
OFFICE FURNITURE	9,712.	9,712.	0.
OFFICE FURNITURE	1,572.	1,572.	0.
BOARDROOM MATS	2,410.	2,410.	0.
BOARDROOM FURNITURE	36,924.	36,924.	0.
BOOKCASES	1,405.	1,405.	0.
TABLES	1,095.	1,095.	0.
ROLLING CART	1,971.	1,971.	0.
BOARDROOM FURNITURE	28,253.	28,253.	0.
BOARDROOM FURNITURE	15,000.	15,000.	0.
LHI	871,353.	871,353.	0.
OFFICE FURNITURE	2,000.	2,000.	0.
OFFICE EQUIPMENT	6,485.	6,485.	0.
OFFICE EQUIPMENT	4,701.	4,701.	0.
CORP ENVIRONMENT'S FURNITURE	23,606.	23,606.	0.
BC GROUP FURNITURE	15,597.	15,597.	0.
CHINA/FLATWARE	2,082.	2,082.	0.
LHI	271,044.	271,044.	0.
LHI	29,501.	29,501.	0.
LHI	54,490.	54,490.	0.
LHI	32,168.	32,168.	0.
FURNITURE	8,601.	8,601.	0.
FURNITURE	620.	620.	0.
FURNITURE	3,766.	3,766.	0.
FURNITURE	21,638.	21,638.	0.
OFFICE EQUIPMENT	12,768.	12,768.	0.
FURNITURE	2,655.	2,655.	0.
OFFICE FURNISHINGS	2,875.	2,875.	0.
FURNITURE	35,143.	35,143.	0.
FURNITURE	2,349.	2,349.	0.
AUDIO VISUAL	1,264.	1,264.	0.
FURNITURE	13,951.	13,951.	0.
FURNISHINGS	2,514.	2,514.	0.
FURNITURE - WORKSTATION	4,871.	4,871.	0.
LHI	70,012.	47,977.	22,035.
OFFICE FURNISHINGS	5,369.	575.	4,794.
TOTAL TO FM 990-PF, PART II, LN 14	1,664,674.	1,637,845.	26,829.

FORM 990-PF OTHER NOTES AND LOANS PAYABLE STATEMENT 15

LENDER'S NAME		TERMS OF REPAYMENT	SECURITY PROVIDED BY BORROWER
SUNTRUST BANK		REVOLVING, INTEREST AT LIBOR+	PLEDGE OF HOME DEPOT STOCK

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE	PURPOSE OF LOAN
07/13/07	02/28/19	140,000.	2.46%	

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	377,386,500.

TOTAL TO FORM 990-PF, PART II, LINE 21, COLUMN B	377,386,500.
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FORM 990-PF OTHER LIABILITIES STATEMENT 16

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYABLE TO AFFILIATE	159,000.	236,000.
ACCRUED INTEREST PAYABLE	595,417.	1,525,231.
OTHER LIABILITIES	15,730.	23,751.
TOTAL TO FORM 990-PF, PART II, LINE 22	770,147.	1,784,982.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT STATEMENT 17

EXPLANATION

\$125,000 WAS CONTRIBUTED TO TWO DONOR ADVISED FUNDS HELD AT THE COMMUNITY FOUNDATION FOR GREATER ATLANTA (A 501(C)(3) ORGANIZATION ESTABLISHED IN 1951) OVER WHICH TWO BOARD MEMBERS HAVE ADVISORY PRIVILEGES. THE COMMUNITY FOUNDATION HAS ULTIMATE CONTROL OVER DISBURSEMENTS FROM THE FUND WITH ONLY ADVISORY INPUT FROM THESE INDIVIDUALS.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 18

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BERNARD MARCUS 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	CHAIRMAN 10.00	2,484.	0.	0.
KEN LANGONE 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 2.00	0.	0.	0.
DOUG HERTZ 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 2.00	0.	0.	0.
DOUGLAS P. DINAPOLI 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	FINANCE DIRECTOR 10.00	95,107.	18,488.	0.
FREDERICK MARCUS 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 10.00	50,515.	28,612.	0.
FREDERICK SLAGLE 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	SEC/TREASURER 5.00	0.	0.	0.
JAMES GRIEN 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 2.00	0.	0.	0.
JAY KAIMAN 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	EXECUTIVE DIRECTOR 40.00	375,721.	72,955.	0.
JEFFREY KOPLAN, MD, MPH 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 2.00	0.	0.	0.
LARRY SMITH 1266 W PACES FERRY RD, #615 ATLANTA, GA 30339	DIRECTOR 2.00	0.	0.	0.

THE MARCUS FOUNDATION INC.

58-1815651

LISA BRILL 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 2.00	0.	0.	0.
MICHAEL LEVEN 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 2.00	0.	0.	0.
MICHAEL MORRIS 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 10.00	50,000.	7,500.	0.
SCOTT COWEN 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 2.00	0.	0.	0.
FRANK BLAKE 1266 W PACES FERRY RD, #615 ATLANTA, GA 30327	DIRECTOR 2.00	0.	0.	0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

573,827.	127,555.	0.
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FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 19

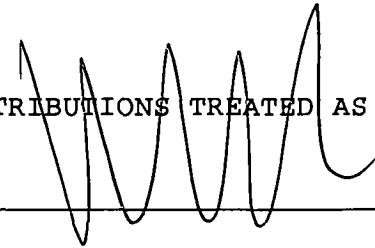
THE FOUNDATION ELECTS TO TREAT THE DISTRIBUTIONS BELOW PURSUANT TO IRC 4942(G)(3) SUCH THAT THEY QUALIFY AS IRC 170(B)(1)(A)(VII) CHARITABLE DONATIONS FOR THE DONOR OF THE FUNDS TO THE FOUNDATION IN THEIR CURRENT TAX YEAR UNDER IRC 170(B)(1)(F)(II).

AS REQUIRED UNDER 4942(G)(3) THESE CONTRIBUTED FUNDS -
(I) HAVE BEEN DISTRIBUTED AS PART OF THE CURRENT TAX YEAR'S DISTRIBUTIONS,
(II) ARE QUALIFYING DISTRIBUTIONS UNDER IRC 4942(G)(1)(A), AND
(III) ARE DISTRIBUTIONS THAT UNDER THE ELECTION BELOW ARE BEING MADE OUT OF CORPUS UNDER THE ELECTION BELOW.

THE FOUNDATION ELECTS TO TREAT THE FOLLOWING CURRENT TAX YEAR DISTRIBUTIONS AS CURRENT TAX YEAR CORPUS DISTRIBUTIONS PURSUANT TO IRC 4942(H)(2) AND REG. 53.4942(A)-3(D)(2).

2017 QUALIFYING DISTRIBUTIONS TREATED AS BEING MADE OUT OF CORPUS: \$25,100,250

AUTHORIZED SIGNER: _____



DATE: _____

11/15/13

NAME & TITLE (PRINT):