

Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2017Department 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.

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

The Ruth H. Kemp Memorial Foundation, Inc

A Employer identification number

59-1831688

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

302 Edwards Ferry Rd NE

Room/suite

B Telephone number (see instructions)

703.399.4371

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

*Leesburg, VA 20176*C If exemption application is pending, check here ☐G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity☒ Final return ☐ Amended return☐ Address change ☐ Name changeD 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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ *44,525*J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3	3	3	
	4 Dividends and interest from securities	861	861	861	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	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) <i>Mortgage Int.</i>	648	648	648		
12 Total. Add lines 1 through 11	1512	1512	1512		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages	0	0	0	0
	15 Pension plans, employee benefits	0	0	0	0
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest	0	0	0	0
	18 Taxes (attach schedule) (see instructions) <i>FL</i>	61	61	61	61
	19 Depreciation (attach schedule) and depletion	0	0	0	0
	20 Occupancy	0	0	0	0
	21 Travel, conferences, and meetings	0	0	0	0
	22 Printing and publications	0	0	0	0
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	61	61	61	61
	25 Contributions, gifts, grants paid	2200			2200
26 Total expenses and disbursements. Add lines 24 and 25	2261	61	61	2261	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	0				
b Net investment income (if negative, enter -0-)		1451			
c Adjusted net income (if negative, enter -0-)			1451		

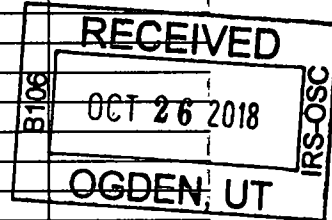
For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form **990-PF** (2017)

614

SCANNED DEC 12 2018



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 <i>Checking Acct.</i>	3946	3746	3746		
	2	Savings and temporary cash investments <i>Savings Acct</i>	7241	10,731	10,731		
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶	0	0	0		
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶	0	0	0		
	5	Grants receivable	0	0	0		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0		
	7	Other notes and loans receivable (attach schedule) ▶					
		Less: allowance for doubtful accounts ▶	0	0	0		
	8	Inventories for sale or use	0	0	0		
	9	Prepaid expenses and deferred charges	0	0	0		
	10a	Investments—U.S. and state government obligations (attach schedule)	0	0	0		
	b	Investments—corporate stock (attach schedule)	21,701	25,287	25,287		
	c	Investments—corporate bonds (attach schedule)	0	0	0		
Liabilities	11	Investments—land, buildings, and equipment: basis ▶					
		Less: accumulated depreciation (attach schedule) ▶	0	0	0		
	12	Investments—mortgage loans <i>Webb Estate</i>	7600	4761	4761		
	13	Investments—other (attach schedule)	0	0	0		
	14	Land, buildings, and equipment: basis ▶					
		Less: accumulated depreciation (attach schedule) ▶	0	0	0		
	15	Other assets (describe ▶)	0	0	0		
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	40,488	44,525	44,525		
	17	Accounts payable and accrued expenses	0	0			
	18	Grants payable	0	0			
Net Assets or Fund Balances	19	Deferred revenue	0	0			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0			
	21	Mortgages and other notes payable (attach schedule)	0	0			
	22	Other liabilities (describe ▶)	0	0			
	23	Total liabilities (add lines 17 through 22)	0	0			
		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.					
Net Assets or Fund Balances	27	Capital stock, trust principal, or current funds	40,488	44,525			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	0	0			
	30	Total net assets or fund balances (see instructions)	40,488	44,525			
	31	Total liabilities and net assets/fund balances (see instructions)	40,488	44,525			

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	40,488
2	Enter amount from Part I, line 27a	2	0
3	Other increases not included in line 2 (itemize) ▶ <i>Savings Acct, investments</i>	3	4037
4	Add lines 1, 2, and 3	4	44,525
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	44,525

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				
b				
c				
d				
e				

N/A

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

(i) 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))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in
Part I, line 8 **3**

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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	2461	40,544	0.0607
2015	2561	44,525	0.0573
2014	2461	46,534	0.0530
2013	2577	46,404	0.0555
2012	2311	44,370	0.0521

2 Total of line 1, column (d) **2** 0.2788

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** 0.0558

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 **4** 40,471

5 Multiply line 4 by line 3 **5** 2,258

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 15

7 Add lines 5 and 6 **7** 2,273

8 Enter qualifying distributions from Part XII, line 4 **8** 2,261

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	0	
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	0	
3	Add lines 1 and 2	3	0	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0	
6	Credits/Payments:			
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	0	
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	0	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0 (2) On foundation managers. ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ FLORIDA		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

11	Enter the amount of line 10 to be credited to 2018 estimated tax	11	Refund
10	Overpayment. If line 7 is more than the total of lines 2 and 3, enter the amount overpaid	10	
9	Tax due. If the total of lines 2 and 3 is more than line 7, enter amount owed	9	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 990 is attached	8	
7	Total credits and payments. Add lines 2a through 6d	7	
6	Credit payments	6	
5	Tax based on investment income. Subtract line 4 from line 3. Enter -0-	5	
4	Subline A (income) tax (domestic section 4947, (f) trusts and taxable foundations only; others, enter -0-)	4	
3	Add lines 1 and 2	3	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	
1	a All other domestic foundations enter 20% of line 511. Exempt foreign organizations, enter 4% of line 511. <input type="checkbox"/> and enter "N/A" on line 1. b Domestic foundations that meet the section 4940(a) requirements in Part V, check <input type="checkbox"/> and enter "N/A" on line 1. c Date of ruling or determination letter d Exempt foreign organizations described in section 4940(b)(2) check here <input type="checkbox"/> and enter "N/A" on line 1. (attach copy of letter if necessary—see instructions)	1	

10	Did any person become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4913(c)(3) or 4942(a)(2) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9	
8	Enter the states to which the foundation reports or with which it is registered. See instructions	8	
7	Did the foundation have at least \$2,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	
6	Are the requirements of section 508(c) (relating to section 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 questions that conflict with the state law remain in the governing instrument?	6	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	
4	If "Yes," has it filed a tax return or Form 990-T for this year?	4	
3	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	3	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	
1	a Did the foundation file Form 1120-POL for this year? b Enter the amount (if any) of tax on political expenditures (section 4952) imposed during the year. c Enter the reimbursement (if any) paid by the foundation during the year for political expenditures tax imposed on foundation managers. d Enter the amount (if any) of tax on political expenditures (section 4952) imposed during the year. e Did the foundation file Form 1120-POL for this year? f Published or distributed by the foundation in connection with the activities. g If the answer is "Yes" to 1a or 1f, attach a detailed description of the activities and copies of any materials.	1	

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		<input checked="" type="checkbox"/>
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		<input checked="" type="checkbox"/>
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	<input checked="" type="checkbox"/>	
14 The books are in care of ▶ <u>Curtis A. Kemp</u> Telephone no. ▶ <u>703.399.4371</u> Located at ▶ <u>302 Edwards Ferry Rd, Leesburg, VA</u> ZIP+4 ▶ <u>20176</u>		
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 <u>N/A</u> <input type="checkbox"/>		
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 ▶		<input checked="" type="checkbox"/>

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ▶ <input type="checkbox"/>	1b	<u>N/A</u>
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?	1c	<input checked="" type="checkbox"/>
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.)	2b	<u>N/A</u>
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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.)	3b	<u>N/A</u>
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year, did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.Organizations relying on a current notice regarding disaster assistance, check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Maac E. Kemp	Pres, COB 8 hrs	0	0	0
Curtis A. Kemp	XVP, Treas. 8.5 hrs	0	0	0
Laura R. Kemp	Dir: 8 hrs	0	0	0
G. Diane Holden	Dir: 8 hrs	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	NONE	
2		
3	All other program-related investments. See instructions. NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	23,494
b	Average of monthly cash balances	1b	12,832
c	Fair market value of all other assets (see instructions) <i>Webb Estate Mortgage</i>	1c	4,761
d	Total (add lines 1a, b, and c)	1d	41,087
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	41,087
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	616
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,471
6	Minimum investment return. Enter 5% of line 5	6	2,024

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

1	Minimum investment return from Part X, line 6	1	2,024
2a	Tax on investment income for 2017 from Part VI, line 5	2a	0
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,024
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	2,024
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	2,024

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	2,261
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	2,261
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,261

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				2,024
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0	
b Total for prior years: 20__20__20__		0		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	0			
b From 2013	0			
c From 2014	0			
d From 2015	0			
e From 2016	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ <u>2,261</u>				
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)	0			
d Applied to 2017 distributable amount				0
e Remaining amount distributed out of corpus	0			0
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
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 instructions			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)	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2013	0			
b Excess from 2014	0			
c Excess from 2015	0			
d Excess from 2016	0			
e Excess from 2017	0			

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

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

Part XV Supplementary Information (Complete this part only if the 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).)

- 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

- 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				
Advent Christian Village			Seniors	500
Leesburg Daybreak Rotary			Scholarships	100
Youth For Tomorrow			Disadvantaged Youth	200
Hillsdale College			Education	200
Capital Partners For Education			Youth education	300
Camp of the Woods			Family ministry	500
Patrick Henry College			Education	200
Care Net			Pregnancy Center	200
Total				3a 2200
b Approved for future payment				
None				
Total				3b N/A

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Worksheet 1: Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)					
13 Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	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). (See instructions.)
	N/A

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

<p>1 Did the organization directly or indirectly engage in any of the following described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">(a) Line no</th> <th style="width: 15%;">(b) Amount involved</th> <th style="width: 40%;">(c) Name of noncharitable exempt organization</th> <th style="width: 40%;">(d) Description of transfers, transactions, and sharing arrangements</th> </tr> </thead> <tbody> <tr> <td colspan="4" style="text-align: center; height: 150px; vertical-align: middle;">N/A</td> </tr> </tbody> </table>	(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements	N/A				<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;"></th> <th style="width: 10%;">Yes</th> <th style="width: 10%;">No</th> </tr> </thead> <tbody> <tr> <td>1a(1)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1a(2)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(1)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(2)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(3)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(4)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(5)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1b(6)</td> <td></td> <td style="text-align: center;">X</td> </tr> <tr> <td>1c</td> <td></td> <td style="text-align: center;">X</td> </tr> </tbody> </table>		Yes	No	1a(1)		X	1a(2)		X	1b(1)		X	1b(2)		X	1b(3)		X	1b(4)		X	1b(5)		X	1b(6)		X	1c		X
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements																																				
N/A																																							
	Yes	No																																					
1a(1)		X																																					
1a(2)		X																																					
1b(1)		X																																					
1b(2)		X																																					
1b(3)		X																																					
1b(4)		X																																					
1b(5)		X																																					
1b(6)		X																																					
1c		X																																					

<p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>b If "Yes," complete the following schedule.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">(a) Name of organization</th> <th style="width: 30%;">(b) Type of organization</th> <th style="width: 40%;">(c) Description of relationship</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center; height: 100px; vertical-align: middle;">N/A</td> </tr> </tbody> </table>	(a) Name of organization	(b) Type of organization	(c) Description of relationship	N/A			
(a) Name of organization	(b) Type of organization	(c) Description of relationship					
N/A							

<p>Sign Here</p>	<p>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.</p> <p>Signature of officer or trustee: <u>Curtis A. [Signature]</u> Date: <u>10/21/18</u> Title: <u>Exec VP</u></p>	<p>May the IRS discuss this return with the preparer shown below? See instructions <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
-------------------------	--	---

<p>Paid Preparer Use Only</p>	<p>Print/Type preparer's name</p> <p>Firm's name ▶</p> <p>Firm's address ▶</p>	<p>Preparer's signature</p>	<p>Date</p>	<p>Check <input type="checkbox"/> if self-employed</p>	<p>PTIN</p>
--------------------------------------	--	-----------------------------	-------------	--	-------------



Annual Investment Statement January 1 to December 31, 2017

USAA Investment
Management Company
P.O. Box 659453
San Antonio, TX 78265

www.usaa.com
1-800-531-8722 (USAA)

RUTH H KEMP MEMORIAL
FOUNDATION INC
302 EDWARDS FERRY RD NE
LEESBURG VA 20176-2306

RUTH H KEMP MEMORIAL FOUNDATIO
Member number 027521204

You asked, we listened!

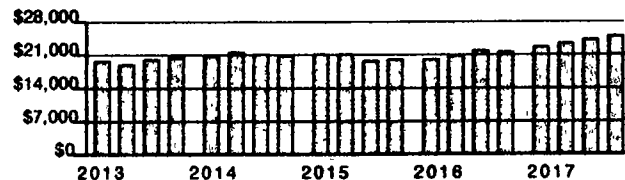
We now offer Deposit@Home and Deposit@Mobile for investments. Eligible non-retirement investment account types include brokerage, mutual funds, and managed money portfolios. You must qualify for this service; for eligibility requirements visit usaa.com.

Portfolio Summary

Total portfolio value

Portfolio value December 31, 2016	\$21,701.33
Earnings	860.51
Change in market value	2,725.28
Total portfolio value December 31, 2017	\$25,287.12

Portfolio performance

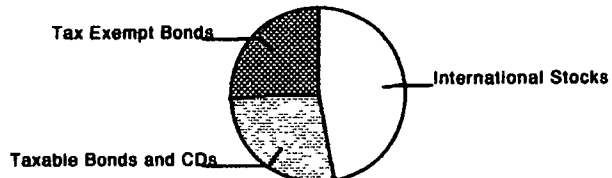


Annualized total portfolio return 16.52%

The total return is the annualized percentage change in the value of your mutual fund portfolio over the past 12 months.

Portfolio allocation

	Value on December 31, 2017	% of portfolio
International Stocks	\$11,949.66	47.26
Taxable Bonds and CDs	6,867.36	27.16
Tax Exempt Bonds	6,470.10	25.58
Total portfolio value	\$25,287.12	100.00%



Please review this statement and notify us of any inaccuracies within 10 days. Oral communications should be re-confirmed in writing to protect your rights. For details on the information in this statement, see "About Your Account".

Wells Fargo Business Choice Checking

Account number: 2000032716247 ■ December 1, 2017 - December 31, 2017 ■ Page 1 of 3

WELLS
FARGO

028300 1 AV 0 373 1196986

THE RUTH H KEMP MEMORIAL FOUNDATION INC
302 EDWARDS FERRY RD NE
LEESBURG VA 20176-2306

Questions?

Available by phone 24 hours a day, 7 days a week:
Telecommunications Relay Services calls accepted
1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833

En español: 1-877-337-7454

Online: wellsfargo.com/biz

Write: Wells Fargo Bank, N.A. (377)
P.O. Box 6995
Portland, OR 97228-6995

Your Business and Wells Fargo

Cash flow is a key indicator of the financial health of your business. Find tips and strategies for effective cash flow management at wellsfargoworks.com.

Account options

A check mark in the box indicates you have these convenient services with your account(s). Go to wellsfargo.com/biz or call the number above if you have questions or if you would like to add new services.

Business Online Banking ☒

Online Statements ☐

Business Bill Pay ☐

Business Spending Report ☒

Overdraft Protection ☐

Activity summary

Beginning balance on 12/1	\$3,746.48
Deposits/Credits	0.00
Withdrawals/Debits	- 0.00
Ending balance on 12/31	\$3,746.48
Average ledger balance this period	\$3,746.48

Account number: 2000032716247

THE RUTH H KEMP MEMORIAL FOUNDATION INC

Virginia account terms and conditions apply

For Direct Deposit use

Routing Number (RTN): 051400549

For Wire Transfers use

Routing Number (RTN): 121000248

Overdraft Protection

This account is not currently covered by Overdraft Protection. If you would like more information regarding Overdraft Protection and eligibility requirements please call the number listed on your statement or visit your Wells Fargo store.

Monthly service fee summary

For a complete list of fees and detailed account information, see the Wells Fargo Account Fee and Information Schedule and Account Agreement applicable to your account (EasyPay Card Terms and Conditions for prepaid cards) or talk to a banker. Go to wellsfargo.com/feefaq for a link to these documents, and answers to common monthly service fee questions.

DCDN21UT1A 028300 NNNNNNNNN NNN NNN 001 002-377 138447 20648241 2

Business Market Rate Savings

Account number: 3816077950701 ■ October 1, 2017 - December 31, 2017 ■ Page 1 of 4

WELLS
FARGO

DCRL11DTBV 025485



THE RUTH H KEMP
MEMORIAL FOUNDATION INC
302 EDWARDS FERRY RD NE
LEESBURG VA 20176-2306

Questions?

Available by phone 24 hours a day, 7 days a week:
Telecommunications Relay Services calls accepted

1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833

En español: 1-877-337-7454

Online: wellsfargo.com/biz

Write: Wells Fargo Bank, N.A. (287)
P.O. Box 6995
Portland, OR 97228-6995

Your Business and Wells Fargo

Cash flow is a key indicator of the financial health of your business. Find tips and strategies for effective cash flow management at wellsfargoworks.com.

Activity summary

Beginning balance on 10/1	\$9,858.15
Deposits/Credits	872.43
Withdrawals/Debits	- 0.00
Ending balance on 12/31	\$10,730.58
Average ledger balance this period	\$10,730.31

Account number: 3816077950701

THE RUTH H KEMP
MEMORIAL FOUNDATION INC

Florida account terms and conditions apply

For Direct Deposit use
Routing Number (RTN): 063107513

For Wire Transfers use
Routing Number (RTN): 121000248

Interest summary

Interest paid this statement	\$0.78
Average collected balance	\$10,407.95
Annual percentage yield earned	0.03%
Interest earned this statement period	\$0.78
Interest paid this year	\$2.73

Transaction history

Date	Description	Deposits/ Credits	Withdrawals/ Debits	Ending daily balance
10/5	Edeposit IN Branch/Store 10/05/17 01:38:12 Pm 400 Blanding Blvd Orange Park FL	290.55		10,148.70
10/31	Interest Payment	0.25		10,148.95

DCRL11DTBV 025485 NNNNNNNNNN NNN NNN 001 002 287 115728 20848857.1