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Form 990-PF

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

OMB No 1545-0052

2010

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning 01-01-2010, and ending 12-31-2010

G Check all that apply: Initial return, Amended return, Initial return of a former public charity, Address change, Final return, Name change

Name of foundation: THE FRED M KEMP FOUNDATION. A Employer identification number: 77-0590359. B Telephone number: (636) 537-1718. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$9,117,531. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (lines 1-12), Operating and Administrative Expenses (lines 13-26), and Summary (lines 27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2,886	11,432	11,432
	2 Savings and temporary cash investments			
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____	6,712		
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____			
	8 Inventories for sale or use	1,108	4,844	4,844
	9 Prepaid expenses and deferred charges	2,317	3,122	3,122
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ 632,189 Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____	632,189 <input type="checkbox"/>	632,189	632,189
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	559,367 <input type="checkbox"/>	341,292	341,292
	14 Land, buildings, and equipment basis <input type="checkbox"/> _____ 3,358,316 Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____ 646,752	2,851,995 <input type="checkbox"/>	2,711,564	2,711,564
15 Other assets (describe <input type="checkbox"/> _____)	<input type="checkbox"/> 5,448,906 <input type="checkbox"/>	<input type="checkbox"/> 5,413,088 <input type="checkbox"/>	<input type="checkbox"/> 5,413,088	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,505,480	9,117,531	9,117,531	
Liabilities	17 Accounts payable and accrued expenses	43,735	23,455	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	570,562 <input type="checkbox"/>	548,708	
	22 Other liabilities (describe <input type="checkbox"/> _____)	<input type="checkbox"/> 156,851 <input type="checkbox"/>	152,868	
23 Total liabilities (add lines 17 through 22)	771,148	725,031		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,548,249	4,548,249	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	4,186,083	3,844,251		
30 Total net assets or fund balances (see page 17 of the instructions)	8,734,332	8,392,500		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,505,480	9,117,531		

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	8,734,332
2	Enter amount from Part I, line 27a	2	-360,233
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	19,171
4	Add lines 1, 2, and 3	4	8,393,270
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	770
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,392,500

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a 1952 MGTD MARK 2 (MERCEDES)	D	2004-12-31	2010-09-21
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 26,000		30,000	-4,000
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-4,000
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-4,000
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2009	762,426	67,028	11 374739
2008	888,722	111,272	7 986933
2007	529,703	14,756	35 897465
2006	590,035	29,513	19 992376
2005	523,013	23,606	22 155935

2 Total of line 1, column (d).	2	97 407448
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	19 481490
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	452,618
5 Multiply line 4 by line 3.	5	8,817,673
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	889
7 Add lines 5 and 6.	7	8,818,562
8 Enter qualifying distributions from Part XII, line 4.	8	360,595

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	1,778
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	1,778
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	1,778
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	911
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	911
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	22
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	889
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MO _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) <input checked="" type="checkbox"/>	11	Yes	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW KEMPAUTOMUSEUM ORG	13	Yes	
14	The books are in care of FRED KEMP Telephone no (636) 537-1718 Located at 16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD MO ZIP+4 63005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2010, 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?	16		No

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes", enter the name of the foreign country

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		
1b	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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
1c	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 2010?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__		
2b	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 page 20 of the instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 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		
3b	If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
4b	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 2010?	4b	No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. **5b**

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. **6b** **No**

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 **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
FRED M KEMP III 16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	PRESIDENT/DIRECTOR 2 00	0	0	0
RODGER VAN NESS 16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	VICE-PRESIDENT/DIRECTOR 5 00	38,050	0	0
FRANK KEEFE 16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	SECRETARY/DIRECTOR 1 00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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. **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 (see page 23 of the 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.	0	

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 EXPENSES REQUIRED TO MAINTAIN AND OPERATE A MUSEUM FOR ANTIQUE AUTOMOBILES	718,221
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	0
Total. Add lines 1 through 3.	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	0
b	Average of monthly cash balances.	1b	17,462
c	Fair market value of all other assets (see page 24 of the instructions).	1c	442,049
d	Total (add lines 1a, b, and c).	1d	459,511
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	459,511
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	6,893
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	452,618
6	Minimum investment return. Enter 5% of line 5.	6	22,631

Part XI Distributable Amount (see page 25 of the 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	
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see page 25 of the 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	360,595
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	360,595
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 page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	360,595

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				
b From 2006.				
c From 2007.				
d From 2008.				
e From 2009.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ _____				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).				
d Applied to 2010 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2006.				
b Excess from 2007.				
c Excess from 2008.				
d Excess from 2009.				
e Excess from 2010.				

Part XIV Private Operating Foundations (see page 27 of the 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 2010, enter the date of the ruling. 2002-11-25

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	738	738
b 85% of line 2a	0	0	0	627	627
c Qualifying distributions from Part XII, line 4 for each year listed	360,595	762,426	888,722	530,538	2,542,281
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	360,595	762,426	888,722	530,538	2,542,281
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	9,117,531	9,505,480	10,294,091	10,608,119	39,525,221
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	9,117,531	9,505,480	10,294,091	10,608,119	39,525,221
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

FRED M KEMP III

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

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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 <i>Paid during the year</i>				
Total ▶ 3a				0
b <i>Approved for future payment</i>				
Total ▶ 3b				0

Form 4562

Depreciation and Amortization (Including Information on Listed Property)

OMB No 1545-0172

2010

Attachment Sequence No 67

See separate instructions. Attach to your tax return.

Name(s) shown on return THE FRED M KEMP FOUNDATION

Business or activity to which this form relates FORM 990-PF PAGE 1

Identifying number 77-0590359

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

Table with 5 rows for Section 179 election details, including maximum amount, total cost, and dollar limitation.

Table with 13 rows for property details, including description, cost, and elected cost.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

Table with 3 rows for special depreciation allowance and other depreciation.

Part III MACRS Depreciation (Do not include listed property.)

Section A

Table with 2 rows for MACRS deductions for assets placed in service before 2010.

Section B—Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

Table with 7 columns (a-g) for general depreciation system assets, including classification, month placed in service, basis, recovery period, convention, method, and deduction.

Section C—Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

Table with 3 rows for alternative depreciation system assets, including class life, recovery period, and method.

Part IV Summary (see instructions)

Table with 3 rows for summary of depreciation, including listed property, total, and section 263A costs.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25

26 Property used more than 50% in a qualified business use. Table with 9 columns for percentage.

27 Property used 50% or less in a qualified business use. Table with 9 columns for percentage and S/L.

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1. 28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1. 29

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with 6 main columns (a-f) and sub-columns for Yes/No for each vehicle.

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

Table for Section C with 2 columns: Question and Yes/No.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

Table for Section VI with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 A amortization of costs that begins during your 2010 tax year (see instructions).

43 A amortization of costs that began before your 2010 tax year. 43

44 Total. Add amounts in column (f). See the instructions for where to report. 44

Additional Data**Software ID:****Software Version:****EIN:** 77-0590359**Name:** THE FRED M KEMP FOUNDATION**Form 4562, Part III, Line 19, Section B—Assets Placed in Service During 2010 Tax Year Using the General Depreciation System:**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
b 5-year property		427	5 0	HY	200 DB	85
b 5-year property		175	5 0	HY	200 DB	35

TY 2010 Accounting Fees Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MPPC - TAX RETURN PREPARATION AND TAX CONSULTING	3,389	0	1,267	2,122

**TY 2010 All Other Program
Related Investments Schedule**

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Category	Amount
NONE	0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Depreciation Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

TY 2010 Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING (20% OF TOTAL)	2005-01-01	597,539	75,969	SL	39 000000000000	15,318	0	15,318	
2005 LEASEHOLD IMPROVEMENTS (80%)	2005-01-01	2,371,968	301,564	SL	39 000000000000	60,820	0	60,820	
MAIN AV COMPUTER (1/31/05)	2005-02-14	1,611	1,518	200DB	5 000000000000	93	0	93	
MEMORY UPGRADE FOR COMPUTER	2005-02-14	585	551	200DB	5 000000000000	34	0	34	
COMPUTER, FAX AND OTHER HARDWARE (3/10/05)	2005-03-15	1,008	950	200DB	5 000000000000	58	0	58	
MODEM	2005-04-22	67	63	200DB	5 000000000000	4	0	4	
LINKSYS WIRELESS ROUTER - G ACCESS POINT	2005-05-03	75	70	200DB	5 000000000000	4	0	5	
LINKSYS VPN ROUTER & SALES TAX	2005-05-03	133	125	200DB	5 000000000000	8	0	8	
KINKSYS VPN ROUTER	2005-06-27	75	70	200DB	5 000000000000	4	0	5	
ACT SOFTWARE	2005-11-14	670	670	SL	3 000000000000	0	0	0	
ACT SOFTWARE VERSION 6	2005-12-30	660	660	SL	3 000000000000	0	0	0	
FRAMING FOR OPENING	2005-04-01	794	617	200DB	7 000000000000	71	0	71	
GALLERY ROPING AND CHROME STANDS	2005-05-13	7,839	6,090	200DB	7 000000000000	700	0	700	
RECEPTION CHAIR	2005-04-15	108	84	200DB	7 000000000000	10	0	10	
SAM'S CLUB - CHAIR?	2005-04-15	100	78	200DB	7 000000000000	9	0	9	
ACRYLIC DISPLAY STANDS 9" W/CUSTOM LOGO 4@100 EA + 64	2005-03-01	464	360	200DB	7 000000000000	41	0	41	
DISPLAY STANDS	2005-03-08	3,816	2,965	200DB	7 000000000000	341	0	341	
FROSTED ETCHINGS FOR STANDS & INSTALLATION	2005-04-13	405	314	200DB	7 000000000000	36	0	36	
ACRYLIC DISPLAY STANDS 9" WIDE 3@95 + 48 SHIPPING	2005-04-14	333	259	200DB	7 000000000000	30	0	30	
8" X 1" FROSTED ETCH VINYL FOR BROCHURE STANDS	2005-04-19	59	46	200DB	7 000000000000	5	0	5	

TY 2010 Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LADDERS	2005-03-03	288	224	200DB	7 000000000000	26	0	26	
TORNADO UPRIGHT VACUUM CLEANER & OTHER SUPPLIES	2005-03-14	299	232	200DB	7 000000000000	27	0	27	
MCMASTER-CARR SUPPLY CO - ??	2005-03-16	68	53	200DB	7 000000000000	6	0	6	
FREIGHT SKID 10 ROPE STANDS	2005-03-28	54	42	200DB	7 000000000000	5	0	5	
MINNIMAG CARD READER KBD	2005-03-29	125	97	200DB	7 000000000000	11	0	11	
2000 SCISSOR LIFT, SKYJACK 3219	2005-12-05	3,800	2,952	200DB	7 000000000000	339	0	339	
POWER WASHER	2005-12-14	1,009	784	200DB	7 000000000000	90	0	90	
CADDIES FOR ROUND & RECT TABLES & CHAIRS	2005-12-29	1,607	1,248	200DB	7 000000000000	143	0	143	
CASH DRAWER	2005-03-29	215	167	200DB	7 000000000000	19	0	19	
METROLOGIC SCANNER W/TRIGGER USB	2005-03-29	322	250	200DB	7 000000000000	29	0	29	
THERMAL STAR 600 RECEIPT PRINTER	2005-03-29	429	333	200DB	7 000000000000	38	0	38	
6 DISPLAY STANDS	2006-06-01	55	38	200DB	7 000000000000	5	0	5	
PODIUM	2006-06-01	818	562	200DB	7 000000000000	73	0	73	
ABOVEGROUND LIFT INSTALL OF AUTO LIFT, LESS ELECTRIC	2006-02-07	3,745	372	SL	39 000000000000	96	0	96	
DATA ANALYSIS FOR SOUNDPROOFING THE BENZ GALLERY & ENTRY HALL	2006-03-23	2,320	226	SL	39 000000000000	60	0	60	
SOUNDPROOFING WALL PANELS & BANNERS IN CEILING	2006-10-30	59,816	4,921	SL	39 000000000000	1,534	0	1,534	
AVAYA TELEPHONE SYSTEM	2007-02-15	2,767	1,557	200DB	7 000000000000	346	0	346	
INSTALLATION FO 2 ADDITIONAL VOICE CABLES	2007-02-27	448	252	200DB	7 000000000000	56	0	56	
REMAINING BALANCE FOR TELEPHONES	2007-03-16	2,819	1,586	200DB	7 000000000000	352	0	352	
ENGENIUS DURAFON 1X	2007-04-12	657	370	200DB	7 000000000000	82	0	82	

TY 2010 Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
EXTRA HEADSET	2007-04-13	295	166	200DB	7 000000000000	37	0	37	
EXPANSION MODULE	2007-05-09	872	491	200DB	7 000000000000	109	0	109	
NEW MUSEUM OFFICE COMPUTER - KEVIN LEE THOMPSON	2007-11-05	988	704	200DB	5 000000000000	114	0	114	
WIDESCREEN MONITOR, WIRELESS ADAPTER, PRINTER - KEVIN'S DESK	2007-11-27	330	235	200DB	5 000000000000	38	0	38	
TRASH CONTAINER	2007-12-07	64	36	200DB	7 000000000000	8	0	8	
OFFICE FURNITURE/DESK, CHAIR, ETC	2007-10-25	315	177	200DB	7 000000000000	39	0	39	
FOLDING BANQUET TABLES	2007-11-16	460	259	200DB	7 000000000000	57	0	57	
TOY ENGINE FOR THE EDUCATION PROGRAMS	2007-11-27	73	52	200DB	5 000000000000	8	0	8	
COMPANY MAGNETIC NAME TAGS	2007-12-19	130	92	200DB	5 000000000000	15	0	15	
AV SOUND AND SYSTEM	2007-08-08	16,557	11,788	200DB	5 000000000000	1,907	0	1,907	
CHANGE SCREEN ORDER/MOVIE PROJECTOR	2007-08-20	10,858	7,731	200DB	5 000000000000	1,251	0	1,251	
SOUND SYSTEM	2007-09-14	750	534	200DB	5 000000000000	86	0	86	
EQUIPMENT AND PRODUCTION FEE FOR ANTENNA AUDIO	2007-06-27	23,500	16,732	200DB	5 000000000000	2,707	0	2,707	
AUDIO TOUR EQUIPMENT - MP3 PLAYERS	2007-10-03	501	357	200DB	5 000000000000	58	0	58	
AUDIO TOUR EQUIPMENT/HEAD PHONES	2007-10-04	284	202	200DB	5 000000000000	33	0	33	
AUDIO TOUR EQUIPMENT - CORD, ADAPTER, XLR TO TA4	2007-10-18	101	72	200DB	5 000000000000	12	0	12	
GENERAL OFFICE SUPPLIES	2007-12-18	35	25	200DB	5 000000000000	4	0	4	
WATER HEATER FOR DISHWASHER	2007-06-20	268	191	200DB	5 000000000000	31	0	31	
GROUND LIGHTS	2007-10-08	1,313	74	SL	39 000000000000	34	0	34	
PARKING LOT RESURFACE	2007-08-22	1,133	261	150DB	15 000000000000	87	0	87	

TY 2010 Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
UNDER DRAIN CONSTRUCTION & OVERLAY	2007-09-18	33,199	1,951	SL	39 0000000000000	851	0	851	
SEAL & STRIPE PARKING LOT	2007-09-19	5,550	1,279	150DB	15 0000000000000	427	0	427	
ELECTRICAL SIGN ON BUILDING	2007-05-11	1,166	656	200DB	7 0000000000000	146	0	146	
CHANNEL LETTERS ON NORTH SIDE OF BULDING "KEMP AUTO MUSEUM"	2007-06-13	7,785	4,380	200DB	7 0000000000000	973	0	973	
16" DIAMETER BASE - 96 UPRIGHT - (8) 14" CLOTHS & C-PRINT GRAPHICS	2007-06-13	1,311	738	200DB	7 0000000000000	164	0	164	
SIGNAGE - INSTALL ON EXISTING BRACKETS PER FRED	2007-10-03	2,355	1,325	200DB	7 0000000000000	294	0	294	
SOUNDPROOFING 1 - MTL C-1 ADD FOR BLACK FABRIC OVER BANNER	2007-01-31	19,018	1,443	SL	39 0000000000000	488	0	488	
TABLE MOVER	2006-06-01	30	21	200DB	7 0000000000000	3	0	3	
ICE MAKER & ICE SCOOP	2006-06-01	609	418	200DB	7 0000000000000	54	0	54	
PIANO STAND	2006-06-01	619	425	200DB	7 0000000000000	55	0	55	
SONY VIAO COMPUTER	2008-02-29	500	130	200DB	5 0000000000000	48	0	48	
SERVER	2008-02-29	1,250	325	200DB	5 0000000000000	120	0	120	
NEW WORKSTATION FOR RECEPTION DESK/INSTALLATION OF SOFTWARE & TRANSFER	2008-03-04	1,352	352	200DB	5 0000000000000	130	0	130	
DESKTOP COMPUTER	2008-04-24	1,174	305	200DB	5 0000000000000	113	0	113	
HP LAPTOP	2008-04-30	1,935	503	200DB	5 0000000000000	186	0	186	
BLACK FOLDING CHAIRS	2008-01-28	1,047	203	200DB	7 0000000000000	92	0	92	
DONOR WALL	2008-11-01	4,277	1,112	200DB	5 0000000000000	411	0	411	
CUBICLE WALLS	2008-04-24	1,665	323	200DB	7 0000000000000	146	0	146	
CREDENZA AND DESK IN EXPRESSO FINISH (LIBRARY OFFICE)	2008-11-21	2,200	427	200DB	7 0000000000000	192	0	192	
LAND	2008-05-31	632,189		L	0 %	0	0	0	

TY 2010 Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
KIDS REDO - AUDIO	2008-03-19	3,500	254	150DB	15 000000000000	150	0	150	
PERMIT FOR OFFICE REMODEL	2008-05-27	1,000	73	150DB	15 000000000000	43	0	43	
FRONT OFFICE/LIBRARY REMODEL	2008-08-06	22,088	1,601	150DB	15 000000000000	944	0	944	
3 NEW VIDEO CAMERAS	2008-01-16	1,015	264	200DB	5 000000000000	97	0	97	
SECURITY - WIRELESS RADIO	2008-03-06	1,318	342	200DB	5 000000000000	127	0	127	
10 CHROME STANCHIONS	2008-07-01	822	159	200DB	7 000000000000	72	0	72	
POPCORN MACHINE & CART	2008-09-12	253	66	200DB	5 000000000000	24	0	24	
6 FRAMES MATTED WITH MERCEDES PRINTS	2009-04-17	828	74	200DB	7 000000000000	97	0	97	
CANVAS PRINTS & POSTERS	2009-05-14	3,670	328	200DB	7 000000000000	431	0	431	
CANVAS PRINTS	2009-06-10	4,200	375	200DB	7 000000000000	493	0	493	
60 MB SCANS OF ARTWORK	2009-08-21	487	26	200DB	7 000000000000	62	0	62	
DONOR WALL	2009-12-01	6,772	121	200DB	7 000000000000	933	0	933	
6 LEATHER SWIVEL CHAIRS	2009-04-13	594	53	200DB	7 000000000000	70	0	70	
8' BOAT SHAPED CONFERENCE TABLE	2009-04-13	1,499	133	200DB	7 000000000000	176	0	176	
LABOR CHARGES TO INSTALL WALL GRAPHICS	2009-04-07	707	63	200DB	7 000000000000	83	0	83	
ELECTRIC WORK - INSTALLING 2 OUTLETS	2009-04-07	541	11	SL	15 000000000000	18	0	18	
RECEPTION WALL ART 160" X 93" LAMDA PRINT LAMINATED	2009-03-18	1,050	31	SL	15 000000000000	35	0	35	
SECURITY SYSTEM	2009-12-18	2,946	12	SL	15 000000000000	98	0	98	
ECP COMPUTER 4GB 1066MH CPU WINDOWS 7	2010-06-09	855		200DB	5 000000000000	513	0	513	
SECURITY SYSTEM - ASSET TRANSFER UPON CAP LEASE FINAL PAYMENT	2010-03-31	86,977		SL	15 000000000000	44,938	0	44,938	

TY 2010 Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOP FOR EXECUTIVE DIRECTOR OFFICE	2010-09-07	350		200DB	5 000000000000	210	0	210	
BENEDEK TOTH IMAGE # 19 "BLACK W 196 TOP VIEW"	2010-01-15	1,000		200DB	7 000000000000	571	0	571	

TY 2010 Investments - Land Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	632,189	0	632,189	632,189

TY 2010 Investments - Other Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
INVESTMENT IN GOLD	FMV	341,292	341,292

TY 2010 Land, Etc. Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LEASEHOLD IMPROVEMENTS	3,282,466	586,158	2,696,308	2,696,308
FURNITURE AND EQUIPMENT	75,850	60,594	15,256	15,256

TY 2010 Legal Fees Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	11,766	0	4,400	7,366

TY 2010 Mortgages and Notes Payable Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Total Mortgage Amount: 548708

TY 2010 Other Assets Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSITS & ESCROWS	250	465	465
MUSEUM COLLECTION	5,406,466	5,376,466	5,376,466
OTHER RECEIVABLES	42,190	36,157	36,157

TY 2010 Other Decreases Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Description	Amount
NONDEDUCTIBLE PENALTIES	23
PRIOR YEAR FEDERAL TAX	747

TY 2010 Other Expenses Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SUPPLIES	1,896	0	709	1,187
INSURANCE	50,710	0	18,962	31,748
MISCELLANEOUS	5,950	0	2,225	3,725
REPAIRS AND MAINTENANCE	65,353	0	24,437	40,916
ADVERTISING	11,237	0	4,202	7,035
PROMOTIONAL EXPENSE	7,072	0	2,644	4,428
COST OF GOODS SOLD	3,462	0	1,295	2,167
MEMBERSHIP DUES	1,885	0	705	1,180
BANK FEES	523	0	196	327
APPRAISAL EXPENSE	45	2	16	27
COMPUTER AND SOFTWARE EXPENSE	6,595	0	2,466	4,129
LICENSES AND FEES	2,339	0	875	1,464
GIFTS/FLOWERS	636	0	0	636
POSTAGE & SHIPPING	4,455	0	1,666	2,789
EQUIPMENT RENTAL	168	0	63	105
CAR SHOW	4,350	0	1,627	2,723

TY 2010 Other Income Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GAIN ON INVESTED FUNDS	90,210	90,210	90,210
ADMISSIONS	12,936		12,936
INCOME FROM INTERNAL EVENTS	92,870		92,870

TY 2010 Other Increases Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	19,171

TY 2010 Other Liabilities Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Description	Beginning of Year - Book Value	End of Year - Book Value
CAPITALIZED LEASE OBLIGATION	3,983	0
INVESTMENT IN SUBSIDIARY	152,868	152,868

TY 2010 Taxes Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	16,099	120	5,975	10,004
REAL ESTATE TAXES	68,260	0	25,524	42,736
PERSONAL PROPERTY TAXES	30,295	0	11,328	18,967

TY 2010

TransfersFrmControlledEntities

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Name	US / Foreign Address	EIN	Description	Amount
KEMP MUSEUM SERVICES INC	8269 BRENTWOOD INDUSTRIAL DR ST LOUIS, MO 63144	26-1100236	REIMBURSEMENT OF EXPENSES INCLUDING SHARED SALARIES	29,467
Total				29,467