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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

2011

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 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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: \$ 8,809,335. 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 (1-12), Operating and Administrative Expenses (13-26), and Summary (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	11,432	48,674	48,674	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use	4,844	4,771	4,771	
	9 Prepaid expenses and deferred charges	3,122	2,097	2,097	
	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 ▶ _____ 632,189 Less accumulated depreciation (attach schedule) ▶ _____	632,189	632,189	632,189	
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	341,292	0	0	
	14 Land, buildings, and equipment basis ▶ _____ 3,358,745 Less accumulated depreciation (attach schedule) ▶ _____ 744,360	2,711,564	2,614,385	2,614,381	
15 Other assets (describe ▶ _____)	5,413,088	5,507,223	5,507,223		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,117,531	8,809,339	8,809,335		
Liabilities	17 Accounts payable and accrued expenses	23,455	42,651		
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons		117,000		
	21 Mortgages and other notes payable (attach schedule)	548,708	542,772		
	22 Other liabilities (describe ▶ _____)	152,868	152,868		
23 Total liabilities (add lines 17 through 22)	725,031	855,291			
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	3,844,251	3,405,799			
30 Total net assets or fund balances (see page 17 of the instructions)	8,392,500	7,954,048			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,117,531	8,809,339			

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	8,392,500
2	Enter amount from Part I, line 27a	2	-234,570
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	8,157,930
5	Decreases not included in line 2 (itemize) ▶ _____	5	203,882
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,954,048

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	1986 MERCEDESE 190E AMG SEDAN	D	2004-12-31	2011-06-10
b	1955 PORSCHE 550 REPLICA	P	2004-02-06	2011-12-12
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	8,500		10,500	-2,000
b	21,000		16,750	4,250
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			-2,000
b			4,250
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	2,250
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

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))
2010	360,595	452,618	0.796687
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

2	Total of line 1, column (d).	2	76.048200
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	15.209640
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	10,904
5	Multiply line 4 by line 3.	5	165,846
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	433
7	Add lines 5 and 6.	7	166,279
8	Enter qualifying distributions from Part XII, line 4.	8	267,856

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)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, Add lines 1 and 2, Subtitle A (income) tax, Tax based on investment income, Credits/Payments, Total credits and payments, Tax due, and Overpayment.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, reimbursement, IRS reporting, and state requirements.

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 THE FOUNDATION 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 2011, 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	Yes	No
See 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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/>	1b	Yes	
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 2011?	1c	Yes	
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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 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			
b If "Yes," did it have excess business holdings in 2011 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 2011.</i>)	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b	
	6b	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	41,750	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 MAINTAIN AND OPERATE A MUSEUM TO PRESERVE, MAINTAIN AND DISPLAY VINTAGE ANTIQUE, CLASS AND CONTEMPORARY AUTOMOBILES FOR THE PUBLIC AND PROVIDE EDUCATIONAL TOURS AND PROGRAMS	581,846
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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	
3 All other program-related investments See page 24 of the instructions	

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	11,070
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,070
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	11,070
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	166
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,904
6	Minimum investment return. Enter 5% of line 5.	6	545

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 2011 from Part VI, line 5.	2a	
b	Income tax for 2011 (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	267,856
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	267,856
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	433
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	267,423

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ _____				
a Applied to 2010, 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 2011 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 <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 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2011 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 2006 not applied on line 5 or line 7 (see page 27 of the instructions).				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				
e Excess from 2011.				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	
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	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	267,856	360,595	762,426	888,722	2,279,599
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	267,856	360,595	762,426	888,722	2,279,599
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	28,917,102
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)		9,117,531	9,505,480	10,294,091	28,917,102
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	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Total				▶ 3a 0
b <i>Approved for future payment</i>				
Total				▶ 3b 0

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

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2011

Department of the Treasury
Internal Revenue Service

Name of organization
THE FRED M KEMP FOUNDATION

Employer identification number
77-0590359

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule—

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An Organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE FRED M KEMP FOUNDATION

Employer identification number

77-0590359

Part I

Contributors (see Instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FRED M KEMP III 16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	\$ 22,500	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE FRED M KEMP FOUNDATION	Employer identification number 77-0590359
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Part II **Noncash Property** (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	1958 170D	\$ <u>22,500</u>	<u>2011-12-15</u>
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____
—	_____ _____ _____	\$ _____	_____

Name of organization THE FRED M KEMP FOUNDATION	Employer identification number 77-0590359
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$
Use duplicate copies of Part III if additional space is needed

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

Form **4562**

**Depreciation and Amortization
(Including Information on Listed Property)**

OMB No 1545-0172
2011
Attachment
Sequence No **179**

Department of the Treasury
Internal Revenue Service (99)

▶ 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
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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.

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost
7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12	13	

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) (See instructions)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	430
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

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

Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2011	17	97,173
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2011 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
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	97,603
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

27 Property used 50% or less in a qualified business use

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 columns (a) through (f) for Vehicle 1 through Vehicle 6. Rows include 30-33 (miles driven) and 34-36 (availability and use questions).

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: Yes, No. Rows include 37-41 (policy and use questions).

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 Amortization of costs that begins during your 2011 tax year (see instructions)

43 Amortization of costs that began before your 2011 tax year **43**

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

TY 2011 Accounting Fees Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,900	0	1,248	1,652

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

TY 2011 Depreciation Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

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
LINKSYS WIRELESS ROUTER -G ACCESS POINT	2005-05-03	75	75	200DB	5 000000000000	0	0	0	
LINKSYS VPN ROUTER & SALES TAX	2005-05-03	133	133	200DB	5 000000000000	0	0	0	
LINKSYS VPN ROUTER	2005-06-27	75	75	200DB	5 000000000000	0	0	0	
ACT SOFTWARE	2005-11-14	670	670	SL	3 000000000000	0	0	0	
FRAMING FOR OPENING	2005-04-01	794	688	200DB	7 000000000000	71	0	106	
GALLERY ROPING AND CHROME STANDS	2005-05-13	7,839	6,790	200DB	7 000000000000	699	0	1,049	
RECEPTION CHAIR	2005-04-15	108	94	200DB	7 000000000000	9	0	14	
SAM'S CLUB -CHAIR	2005-04-15	100	87	200DB	7 000000000000	9	0	13	
ACRLIC DISPLAY STANDS 9" W/CUSTOM LOGO 4@100 EA + 64	2005-03-01	464	402	200DB	7 000000000000	41	0	62	
DISPLAY STANDS	2005-03-08	3,816	3,305	200DB	7 000000000000	341	0	511	
FROSTED ETCHINGS FOR STANDS & INSTALLATION	2005-04-13	405	350	200DB	7 000000000000	37	0	55	
ACT SOFTWARE VERSION 6	2005-12-30	660	660	SL	3 000000000000	0	0	0	
ACRYLIC DISPLAY STANDS 9" WIDE 3@95 + 48 SHIPPING	2005-04-14	333	289	200DB	7 000000000000	29	0	44	
8" X 1" FROSTED ETCH VINYL FOR BROCHURE STANDS	2005-04-19	59	51	200DB	7 000000000000	5	0	8	
LADDERS	2005-03-03	288	250	200DB	7 000000000000	25	0	38	
TORNADO UPRIGHT VACUUM CLEANER & OTHER SUPPUES	2005-03-14	299	259	200DB	7 000000000000	27	0	40	
MCMMASTER-CARR SUPPLY CO -77	2005-03-16	68	59	200DB	7 000000000000	6	0	9	
FREIGHT SKID 10 ROPE STANDS	2005-03-28	54	47	200DB	7 000000000000	7	0	7	
MINNIMAG CARD READER KBD	2005-03-29	125	108	200DB	7 000000000000	11	0	17	
2000 SCISSOR LIFT, SKYJACK 3219	2005-12-05	3,800	3,291	200DB	7 000000000000	339	0	509	
POWER WASHER	2005-12-14	1,009	874	200DB	7 000000000000	90	0	135	
CADDIES FOR ROUND & RECT TABLES & CHAIRS	2005-12-29	1,607	1,392	200DB	7 000000000000	143	0	215	
CASH DRAWER	2005-03-29	215	186	200DB	7 000000000000	19	0	29	
METROLOGIC SCANNER W/TRIGGER USB	2005-03-29	322	279	200DB	7 000000000000	29	0	43	
THERMAL STAR 600 RECEIPT PRINTER	2005-03-29	429	371	200DB	7 000000000000	39	0	58	
6 DISPLAY STANDS	2006-06-01	55	43	200DB	7 000000000000	5	0	8	
PODIUM	2006-06-01	818	635	200DB	7 000000000000	73	0	117	
ABOVEGROUND LIFT INSTALL OF AUTO LIFT, LESS ELECTRIC	2006-02-07	3,745	468	SL	39 000000000000	96	0	96	
DATA ANALYSIS FOR SOUNDPROOFING THE BENZ GALLERY & ENTRY HALL	2006-03-23	2,320	285	SL	39 000000000000	59	0	59	
SOUNDPROOFING WALL PANELS & BANNERS IN CEILING	2006-10-30	59,816	6,455	SL	39 000000000000	1,534	0	1,534	

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
AVAYA TELEPHONE SYSTEM	2007-02-15	2,767	1,903	200DB	7 000000000000	247	0	395	
INSTALLATION FO 2 ADDITIONAL VOICE CABLES	2007-02-27	448	308	200DB	7 000000000000	40	0	64	
REMAINING BALANCE FOR TELEPHONES	2007-03-16	2,819	1,938	200DB	7 000000000000	252	0	403	
ENGENIUS DURAFON 1X	2007-04-12	657	452	200DB	7 000000000000	59	0	94	
EXTRA HEADSET	2007-04-13	295	203	200DB	7 000000000000	26	0	42	
EXPANSION MODULE	2007-05-09	872	600	200DB	7 000000000000	78	0	125	
NEW MUSEUM OFFICE COMPUTER -KEVIN LEE THOMPSON	2007-11-05	988	818	200DB	5 000000000000	113	0	170	
WIDESCREEN MONITOR, WIRELESS ADAPTER, PRINTER -KEVIN'S DESK	2007-11-27	330	273	200DB	5 000000000000	38	0	57	
TRASH CONTAINER	2007-12-07	64	44	200DB	7 000000000000	6	0	9	
OFFICE FURNITURE/DESK, CHAIR, ETC	2007-10-25	315	216	200DB	7 000000000000	28	0	45	
FOLDING BANQUET TABLES	2007-11-16	460	316	200DB	7 000000000000	41	0	66	
TOY ENGINE FOR THE EDUCATION PROGRAMS	2007-11-27	73	60	200DB	5 000000000000	9	0	13	
COMPANY MAGNETIC NAME TAGS	2007-12-19	130	107	200DB	5 000000000000	15	0	23	
AV SOUND AND SYSTEM	2007-08-08	16,557	13,696	200DB	5 000000000000	1,907	0	2,861	
CHANGE SCREEN ORDER/MOVIE PROJECTOR	2007-08-20	10,858	8,982	200DB	5 000000000000	1,251	0	1,876	
SOUND SYSTEM	2007-09-14	750	620	200DB	5 000000000000	87	0	130	
EQUIPMENT AND PRODUCTION FEE FOR ANTENNA AUDIO	2007-06-27	23,500	19,439	200DB	5 000000000000	2,707	0	4,061	
AUDIO TOUR EQUIPMENT -MP3 PLAYERS	2007-10-03	501	415	200DB	5 000000000000	57	0	86	
AUDIO TOUR EQUIPMENT/HEAD PHONES	2007-10-04	284	235	200DB	5 000000000000	33	0	49	
AUDIO TOUR EQUIPMENT -CORD, ADAPTER, XLR TO TM	2007-10-18	101	84	200DB	5 000000000000	11	0	17	
GENERAL OFFICE SUPPLIES	2007-12-18	35	29	200DB	5 000000000000	6	0	6	
WATER HEATER FOR DISHWASHER	2007-06-20	268	222	200DB	5 000000000000	31	0	46	
GROUND LIGHTS	2007-10-08	1,313	108	SL	39 000000000000	34	0	34	
PARKING LOT RESURFACE	2007-08-22	1,133	348	150DB	15 000000000000	79	0	76	
UNDER DRAIN CONSTRUCTION & OVERLAY	2007-09-18	33,199	2,802	SL	39 000000000000	851	0	851	
SEAL & STRIPE PARKING LOT	2007-09-19	5,550	1,706	150DB	15 000000000000	384	0	370	
ELECTRICAL SIGN ON BUILDING	2007-05-11	1,166	802	200DB	7 000000000000	104	0	167	
CHANNEL LETIERS ON NORTH SIDE OF BULDING "KEMP AUTO MUSEUM"	2007-06-13	7,785	5,353	200DB	7 000000000000	695	0	1,112	
16" DIAMETER BASE -96 UPRIGHT -(8) 14" CLOTHS & C-PRINT GRAPHICS	2007-06-13	1,311	902	200DB	7 000000000000	117	0	187	
SIGNAGE -INSTALL ON EXISTING BRACKETS PER FRED	2007-10-03	2,355	1,619	200DB	7 000000000000	210	0	336	

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
SOUNDPROOFING 1 - MTL C-1 ADD FOR BLACK FABRIC OVER BANNER	2007-01-31	19,018	1,931	SL	39 000000000000	488	0	488	
TABLE MOVER	2006-06-01	30	24	200DB	7 000000000000	2	0	6	
ICE MAKER & ICE SCOOP	2006-06-01	609	473	200DB	7 000000000000	54	0	87	
PIANO STAND	2006-06-01	619	480	200DB	7 000000000000	56	0	88	
SONY VIAO COM PUTER	2008-02-29	500	178	200DB	5 000000000000	29	0	100	
SERVER	2008-02-29	1,250	445	200DB	5 000000000000	72	0	250	
NEW WORKSTATION FOR RECEPTION DESK/INSTALLATION OF SOFTWARE & TRANSFER	2008-03-04	1,352	482	200DB	5 000000000000	78	0	270	
DESKTOP COM PUTER	2008-04-24	1,174	418	200DB	5 000000000000	68	0	235	
HP LAPTOP	2008-04-30	1,935	689	200DB	5 000000000000	111	0	387	
BLACK FOLDING CHAIRS	2008-01-28	1,047	295	200DB	7 000000000000	65	0	150	
DONOR WALL	2008-11-01	4,277	1,522	200DB	5 000000000000	246	0	855	
CUBICLE WALLS	2008-04-24	1,665	469	200DB	7 000000000000	104	0	238	
CREDENZA AND DESK IN EXPRESSO FINISH (LIBRARY OFFICE)	2008-11-21	2,200	619	200DB	7 000000000000	137	0	314	
LAND	2008-05-31	632,189		L		0	0	0	
KIDS REDO - AUDIO	2008-03-19	3,500	404	150DB	15 000000000000	135	0	233	
PERMIT FOR OFFICE REMODEL	2008-05-27	1,000	116	150DB	15 000000000000	38	0	67	
FRONT OFFICE/LIBRARY REMODEL	2008-08-06	22,088	2,545	150DB	15 000000000000	850	0	1,473	
3 NEW VIDEO CAMERAS	2008-01-16	1,015	361	200DB	5 000000000000	58	0	203	
SECURITY -WIRELESS RADIO	2008-03-06	1,318	469	200DB	5 000000000000	76	0	264	
10 CHROME STANCHIONS	2008-07-01	822	231	200DB	7 000000000000	51	0	117	
POPCORN MACHINE & CART	2008-09-12	253	90	200DB	5 000000000000	15	0	51	
6 FRAMES MANED WITH MERCEDES PRINTS	2009-04-17	828	171	200DB	7 000000000000	69	0	118	
CANVAS PRINTS & POSTERS	2009-05-14	3,670	759	200DB	7 000000000000	307	0	524	
CANVAS PRINTS	2009-06-10	4,200	868	200DB	7 000000000000	352	0	600	
60 MB SCANS OF ARTWORK	2009-08-21	487	88	200DB	7 000000000000	44	0	70	
DONOR WALL	2009-12-01	6,772	1,054	200DB	7 000000000000	666	0	967	
6 LEATHER SWNEL CHAIRS	2009-04-13	594	123	200DB	7 000000000000	50	0	85	
8' BOAT SHAPED CONFERENCE TABLE	2009-04-13	1,499	309	200DB	7 000000000000	126	0	214	
LABOR CHARGES TO INSTALL WALL GRAPHICS	2009-04-07	707	146	200DB	7 000000000000	59	0	101	
ELECTRIC WORK - INSTALLING 2 OUTLETS	2009-04-07	541	29	SL	15 000000000000	18	0	36	

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
RECEPTION WALL ART 160" X 93" LAMDA PRINT LAMINATED	2009-03-18	1,050	66	SL	15 0000000000000	35	0	70	
SECURITY SYSTEM	2009-12-18	2,946	110	SL	15 0000000000000	98	0	196	
ECP COMPUTER 4GB 1066MH CPU WINDOWS 7	2010-06-09	855	85	200DB	5 0000000000000	137	0	171	
SECURITY SYSTEM - ASSET TRANSFER UPON CAP LEASE FINAL PAYMENT	2010-03-31	86,977	1,450	SL	15 0000000000000	2,899	0	5,798	
LAPTOP FOR EXECUTIVE DIRECTOR OFFICE	2010-09-07	350	35	200DB	5 0000000000000	56	0	70	
BENEDEK TOTH IMAGE #19 BLACK W 196 TOP VIEW	2010-01-15	1,000	71	200DB	7 0000000000000	123	0	143	
BUILDING (20% OF TOTAL)	2005-01-01	597,543	91,291	SL	39 0000000000000	15,322	0	15,322	
2005 LEASEHOLD IMPROVEMENTS	2005-01-01	2,371,968	362,384	SL	39 0000000000000	60,820	0	60,820	
MAIN AV COMPUTER	2005-02-14	1,611	1,611	200DB	5 0000000000000	0	0	0	
MEMORY UPGRADE FOR COMPUTER	2005-02-14	585	585	200DB	5 0000000000000	0	0	0	
COMPUTER FAX AND OTHER HARDWARE	2005-03-15	1,008	1,008	200DB	5 0000000000000	0	0	0	
MODEM	2005-04-22	67	67	200DB	5 0000000000000	0	0	0	
POS EQUIPMENT	2011-04-08	430		200DB	5 0000000000000	430	0	65	

TY 2011 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 2011 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	0	0

TY 2011 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	3,282,465	677,941	2,604,524	2,604,520
FURNITURE AND EQUIPMENT	76,280	66,419	9,861	9,861

TY 2011 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	6,550	0	2,819	3,731

TY 2011 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 AND ESCROW	465	0	0
MUSEUM COLLECTION	5,376,466	5,445,216	5,445,216
OTHER RECEIVABLES	36,157	62,007	62,007

TY 2011 Other Decreases Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Description	Amount
PRIOR PERIOD ADJUSTMENT	203,882

TY 2011 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
SUBCONTRACTOR	1,738	0	748	990
INSURANCE	39,672	0	17,071	22,601
MISCELLANEOUS	9,000	0	3,873	5,127
PERSONNEL EXPENSE	2,029	0	873	1,156
OFFICE EXPENSE	12,298	0	5,292	7,006
CAR SHOW	5,372	0	2,312	3,060

TY 2011 Other Income Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER MUSEUM INVESTMENTS	44,009	44,009	44,009
ADMISSIONS	20,548		20,548
MUSEUM PROGRAMS	86,726		86,726

TY 2011 Other Liabilities Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Description	Beginning of Year - Book Value	End of Year - Book Value
INVESTMENT IN SUBSIDIARY	152,868	152,868

TY 2011 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	18,699	0	8,046	10,653
REAL ESTATE TAXES	10,859	0	4,673	6,186
EXCISE TAXES	1,800	1,800	0	0

TY 2011

TransfersToControlledEntities

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Name	US / Foreign Address	EIN	Description	Amount
KEMP MUSEUM SERVICES INC	16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	26-1100236	REIMBURSEMENT OF EXPENSES INCLUDING SHARED SALARIES	34,505
Total				34,505