Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning AUG 1, 2012 , and ending JUL 31, 2013

Name of foundation: JAMES S. KEMPER FOUNDATION

A Employer identification number: 36-6007812

Number and street (or P O box number if mail is not delivered to street address): 20 N. WACKER DRIVE | Room/suite: 1823

B Telephone number: (312)332-3114

City or town, state, and ZIP code: CHICAGO, IL 60606

C If exemption application is pending, check here ☐

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 37,277,368.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	736,304.	736,304.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	514,011.			
	b Gross sales price for all assets on line 6a 7,797,344.				
	7 Capital gain net income (from Part IV, line 2)		514,011.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,250,315.	1,250,315.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	289,582.	0.	0.	294,165.
	14 Other employee salaries and wages	74,093.	0.	0.	74,560.
	15 Pension plans, employee benefits	132,605.	0.	0.	132,605.
	16a Legal fees				
	b Accounting fees STMT 2	42,116.	5,714.	0.	36,402.
	c Other professional fees STMT 3	196,262.	196,262.	0.	0.
	17 Interest				
	18 Taxes STMT 4	43,249.	0.	0.	22,282.
	19 Depreciation and depletion	1,274.	0.	0.	
	20 Occupancy	32,116.	0.	0.	34,957.
	21 Travel, conferences, and meetings	10,204.	0.	0.	10,204.
	22 Printing and publications				
	23 Other expenses STMT 5	97,179.	0.	0.	98,316.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	918,680.	201,976.	0.	703,491.
	25 Contributions, gifts, grants paid	1,169,150.			1,017,474.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,087,830.	201,976.	0.	1,720,965.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-837,515.			
	b **Net investment income** (if negative, enter -0-)		1,048,339.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

RECEIVED FEB 0 6 2014 OGDEN, UT IRS-OSC 882

SCANNED FEB 1 8 2014

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	196,978.	678,532.	678,532.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,430.	5,627.	5,627.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	34,386,190.	36,541,157.	36,541,157.
	14 Land, buildings, and equipment: basis ▶ 35,272.			
	Less accumulated depreciation ▶ 33,705.	2,841.	1,567.	1,567.
	15 Other assets (describe ▶ STATEMENT 7)	44,476.	50,485.	50,485.
	16 Total assets (to be completed by all filers)	34,635,915.	37,277,368.	37,277,368.
Liabilities	17 Accounts payable and accrued expenses	45,135.	39,561.	
	18 Grants payable	1,065,977.	1,217,653.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 8)	71,853.	1,092,612.	
	23 Total liabilities (add lines 17 through 22)	1,182,965.	2,349,826.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	33,452,950.	34,927,542.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	33,452,950.	34,927,542.	
	31 **Total liabilities and net assets/fund balances**	34,635,915.	37,277,368.	

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	33,452,950.
2	Enter amount from Part I, line 27a	2	-837,515.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	2,312,107.
4	Add lines 1, 2, and 3	4	34,927,542.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,927,542.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	VARIOUS SECURITIES	P		
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	7,797,344.		7,283,333.	514,011.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				514,011.
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	514,011.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,639,009.	34,018,915.	.048179
2010	1,679,829.	34,786,761.	.048289
2009	1,705,677.	32,659,110.	.052227
2008	1,341,917.	30,114,843.	.044560
2007	2,522,046.	43,236,211.	.058332

2	Total of line 1, column (d)	2	.251587
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	.050317
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	35,332,873.
5	Multiply line 4 by line 3	5	1,777,844.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,483.
7	Add lines 5 and 6	7	1,788,327.
8	Enter qualifying distributions from Part XII, line 4	8	1,720,965.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b		1	20,967.
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	20,967.
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	20,967.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 26,822.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	26,822.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	5,855.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 5,855. **Refunded** ▶		11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.JSKEMPER.ORG

14 The books are in care of ▶ RYAN LAHURD, EXECUTIVE DIRECTOR Telephone no. ▶ 312-320-3114
Located at ▶ 20 N. WACKER DR., STE 1823, CHICAGO, IL ZIP+4 ▶ 60606

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2012, 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		X
	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.

			Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
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 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	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. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

(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)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** No: X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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? **6b** No: X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		294,165.	14,918.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DIANE M. MATTISON - 20 N. WACKER DR., #1823, CHICAGO, IL 60606	PROGRAM ASSOCIATE 40.00	74,560.	4,473.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
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 SEE STATEMENT 10	495,642.
2 GRANT ADMINISTRATION	226,776.
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	35,560,381.
b	Average of monthly cash balances		1b	310,556.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	35,870,937.
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	35,870,937.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	538,064.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	35,332,873.
6	**Minimum investment return.** Enter 5% of line 5		6	1,766,644.

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

1	Minimum investment return from Part X, line 6		1	1,766,644.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 20,967.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	20,967.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,745,677.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,745,677.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,745,677.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,720,965.
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	1,720,965.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,720,965.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,745,677.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			37,699.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,720,965.				
a Applied to 2011, but not more than line 2a			37,699.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,683,266.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				62,411.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT PROVIDED				
Total			▶ 3a	0.
b *Approved for future payment*				
SEE ATTACHMENT PROVIDED				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	531390	1,550.	14	734,754.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	514,011.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,550.		1,248,765.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,250,315.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 1/22/14 Title: EXECUTIVE DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGORY S. ADAMS	[signature]	1/17/14		P00095597

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 1301 W. 22ND ST, STE 1100 OAK BROOK, IL 60523 — Phone no. (630) 573-8600

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS INVESTMENTS	736,304.	0.	736,304.
TOTAL TO FM 990-PF, PART I, LN 4	736,304.	0.	736,304.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	42,116.	5,714.	0.	36,402.
TO FORM 990-PF, PG 1, LN 16B	42,116.	5,714.	0.	36,402.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	196,262.	196,262.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	196,262.	196,262.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	22,282.	0.	0.	22,282.
FEDERAL TAXES	20,967.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	43,249.	0.	0.	22,282.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STUDENT EXPENSE	51,651.	0.	0.	53,047.
TELEPHONE	8,429.	0.	0.	7,963.
EQUIPMENT AND REPAIRS	5,830.	0.	0.	4,862.
MISCELLANEOUS	875.	0.	0.	1,798.
POSTAGE	725.	0.	0.	725.
DUES AND SUBSCRIPTIONS	770.	0.	0.	770.
PUBLIC RELATIONS	1,889.	0.	0.	2,157.
BOARD MEETINGS	4,104.	0.	0.	4,104.
BOOKS & PERIODICALS	137.	0.	0.	137.
INSURANCE	20,718.	0.	0.	20,860.
OFFICE SUPPLIES & EXPENSE	2,051.	0.	0.	1,893.
TO FORM 990-PF, PG 1, LN 23	97,179.	0.	0.	98,316.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUND	FMV	4,008,574.	4,008,574.
FIXED INCOME FUND	FMV	10,076,379.	10,076,379.
S&P 500 EQUITY FUND	FMV	4,311,922.	4,311,922.
400 MIDCAP EQUITY FUND	FMV	506,899.	506,899.
NTCC INT'L SEC FUND	FMV	2,526,199.	2,526,199.
NTCC SMALL CAP FUND	FMV	395,726.	395,726.
COMMODITY FUNDS	FMV	800,755.	800,755.
NTCC LARGE CAP FUND	FMV	2,046,194.	2,046,194.
NTCC MID CAP FUND	FMV	250,623.	250,623.
NTGI-GM ALL CTRY WORLD EQUITY INDEX	FMV	2,537,965.	2,537,965.
EMERGING MARKETS	FMV	2,726,462.	2,726,462.
PRIVATE EQUITY FUNDS	FMV	3,712,501.	3,712,501.
NTGI-DAILY RUSSELL 2000 EQUITY	FMV	380,748.	380,748.
NO GLOBAL LISTED INFRASTRUCTURE FUND	FMV	700,000.	700,000.
MFC FLEXSHARES MORNINGSTAR GLOBAL	FMV	680,838.	680,838.
REAL ESTATE	FMV	879,372.	879,372.
TOTAL TO FORM 990-PF, PART II, LINE 13		36,541,157.	36,541,157.

FORM 990-PF	OTHER ASSETS		STATEMENT 7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS	40,036.	40,212.	40,212.
DEPOSIT	4,440.	4,440.	4,440.
FEDERAL EXCISE TAX RECEIVABLE	0.	5,833.	5,833.
TO FORM 990-PF, PART II, LINE 15	44,476.	50,485.	50,485.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYABLE FOR INVESTMENTS PURCHASED, NET	31,332.	1,064,848.
ACCRUED FEDERAL EXCISE TAX	9,500.	0.
DEFERRED RENT OBLIGATION	31,021.	27,764.
TOTAL TO FORM 990-PF, PART II, LINE 22	71,853.	1,092,612.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DAVID B. MATHIS 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	CHAIRMAN 5.00	0.	0.	0.
JOHN K. CONWAY 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	SECRETARY 5.00	0.	0.	0.
JOHN T. CHAIN, JR. 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	TRUSTEE 5.00	0.	0.	0.
J. REED COLEMAN 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	TRUSTEE/CHAIR OF ADM & F/C 5.00	0.	0.	0.
PETER B. HAMILTON 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	TRUSTEE, CHAIR INVEST COM 5.00	0.	0.	0.
GEORGE R. LEWIS 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	TRUSTEE, CHAIR AUDIT COM 5.00	0.	0.	0.
JOHN E. PORTER 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	TRUSTEE 5.00	0.	0.	0.
DONALD G. SOUTHWELL 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	TRUSTEE 5.00	0.	0.	0.
RICHARD C. VIE 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	TRUSTEE 5.00	0.	0.	0.
RYAN LAHURD 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	EXEC DIR & PRESIDENT 50.00	201,733.	9,372.	0.
E B SMITH 20 N. WACKER DRIVE, # 1823 CHICAGO, IL 60606	ASSOC EXEC DIRECTOR/TREASU 30.00	92,432.	5,546.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		294,165.	14,918.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY ONE

SCHOLARSHIP PROGRAM - A MAJOR ACTIVITY OF THE FOUNDATION IS TO CONDUCT AN EDUCATION AND SCHOLARSHIP PROGRAM FOR COLLEGE UNDERGRADUATES, SELECTED THROUGH PARTICIPATING COLLEGES AND UNIVERSITIES ON A NATIONAL BASIS, TO PREPARE THEM FOR CAREERS IN BUSINESS. THE PROGRAM COVERS THE LAST THREE YEARS OF UNDERGRADUATE LIFE, AND INCLUDES INDIVIDUALIZED ACADEMIC AND CAREER ADVISING, EDUCATIONAL SUPPORTING MATERIALS DURING THE ACADEMIC YEAR, AND ASSIGNMENTS TO EDUCATIONALLY RELEVANT SUMMER INTERNSHIPS IN BUSINESS AND NOT-FOR-PROFIT INSTITUTIONS. IT IS PROVIDED FOR ALL RECIPIENTS OF THE KEMPER SCHOLARSHIPS AS DESCRIBED IN THE ATTACHMENT TO PART XV, LINE 3A - UP TO ABOUT 60 INDIVIDUALS ANNUALLY. FOUNDATION PROGRAM-RELATED EXPENSES ARE COMMITTED TO ALL ASPECTS OF THE SCHOLARSHIP/EDUCATION PROGRAM.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	495,642.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SEE ATTACHMENT

TELEPHONE NUMBER

SEE ATTACHMENT

FORM AND CONTENT OF APPLICATIONS

APPLICANT PROFILE IS ATTACHED. CONTACT INSTITUTION FOR SPECIFIC SUBMISSION INFORMATION.

ANY SUBMISSION DEADLINES

DEADLINE VARIES AT EACH INSTITUTION

RESTRICTIONS AND LIMITATIONS ON AWARDS

APPLICANTS FOR SCHOLARSHIP 1) MUST BE INTERESTED IN A CAREER IN BUSINESS, 2) HAVE SOLID ACADEMIC POTENTIAL AND ABILITY, AND 3) HAVE THE MATURITY, PERSPECTIVE AND MOTIVATION TO COPE WITH AND LEARN FROM SUMMERS OF WORK EXPERIENCE IN A RIGOROUS PROFESSIONAL ENVIRONMENT

Attachment Part XV, Line 2a

Applications for the Foundation's Kemper scholarships are administered through 16 (sixteen specific institutions). Addresses and contact information are as follows:

KEMPER SCHOLARS PROGRAM
COORDINATORS
2013-2014 Academic Year

David M. Williams
Coordinator of Internships
Instructor of Economics
Agnes Scott College
141 E. College Avenue
Decatur, GA 30030
Phone: 404-471-6872
dmwilliams@agnesscott.edu
Fax: 404-471-6083

Diane Pike, Ph.D.
Professor of Sociology
Augsburg College
2211 Riverside Avenue South
Campus Box 132
Minneapolis, MN 55454
Phone: 612-330-1228
pike@augsburg.edu
Fax: n/a

Jennifer Droege
Coordinator, Liberal Arts in Practice Center
Beloit College
700 College Street
Beloit, WI 53511
Phone: 608-363-2665
droegej@beloit.edu
Fax: 608-363-2109

John A. Spittell III
Professor of Business and Management
Executive in Residence
Program in Business and Management Chair
Knox College
2 E. South Street, Box 9
Galesburg, IL 61401
Phone: 309-341-7309
jspittel@knox.edu
Fax: 309-342-5918

Kathleen S. McNichol, MBA, CPCU, ARM
Assistant Professor
Coordinator, Risk Management/Ins Program
La Salle University
1900 W. Olney Avenue
Philadelphia, PA 19141
Phone: 215-951-1824
mcnichol@lasalle.edu
Fax: 215-951-1483

W. Rand Smith, Ph.D.
Irvin L. and Fern D. Young Presidential
Professor of Politics
Associate Dean of Faculty
Lake Forest College
555 North Sheridan Road
Lake Forest, IL 60045
Phone: 847-735-5124
rsmith@lakeforest.edu
Fax: 847-735-6193

Thomas Mertes
Competitive Scholarships Advisor
Linfield College
900 SE Baker Street, Unit A593
McMinnville, OR 97128-6894
Phone: 503-883-2759
tmertes@linfield.edu
Fax: 503-883-2635

Kathryn (Kate) Rogers
Professor of Organizational Studies
Pitzer College
1050 North Mills Avenue
Claremont, CA 91711
Phone: 909-607-3067
Kate_rogers@pitzer.edu
Fax: 909-621-8481

Kimberly Murphy
Assistant Dean for Academic Success
and Advising
Southwestern University
1001 E. University Avenue
Georgetown, TX 78626
Phone: 512-863-1286
murphyk@southwestern.edu
Fax: 512-863-1744

Emily Clark, Ph.D.
Associate Professor of English
University of the Incarnate Word
Box #350
4301 Broadway
San Antonio, TX 78209-6097
Phone: 210-283-5061
ejclark@uiwtx.edu
Fax: 210-829-3880

Carla Mollins Rinde
Director of Career Services
Ursinus College
601 East Main Street
Collegeville, PA 19426
Phone: 610-409-3599
crinde@ursinus.edu
Fax: 610-409-3631

Cindy K. Harris
Co-coordinator of Kemper Scholars Program
Associate Professor
Business & Economics Department
Ursinus College
Bomberger 320
601 East Main Street
Collegeville, PA 19426
Phone: 610-409-3583
charris@ursinus.edu
Fax: n/a

Margaret Franson
Associate Dean of Christ College/
Academic Advisor
Valparaiso University
Christ College - Mueller Hall
1300 Chapel Drive
Valparaiso, IN 46383-6493
Phone: 219-464-5755
Margaret.Franson@valpo.edu
Fax: 219-464-5159

Holly H. Brower, Ph.D.
Associate Professor
Faculty Advisor for Internship Program
Business and Enterprise Management Program
Wake Forest University
Schools of Business
Box 7285 Reynolda Station
216 Kirby Hall
Winston-Salem, NC 27109-7285
Phone: 336-758-6174
browerhh@wfu.edu
Fax: 336-758-6133

John Jensen III
Assistant Dean
Williams School of Commerce,
Economics and Politics
Washington and Lee University
Huntley Hall 205A
Lexington, VA 24450
Phone: 540-458-8604
jensenj@wlu.edu
Fax: 540-458-8639

Monique Bourque, Ph.D.
Director, Student Academic Grants and Awards
Adjunct Professor, Department of Earth and
Environmental Sciences
Willamette University
206 Collins Science Center
900 State Street
Salem, OR 97301
Phone: 503-370-6607
mbourque@willamette.edu
Fax: 503-370-6773

Pearl Algere-Lonian
Assistant Vice President
Xavier University of Louisiana
1 Drexel Drive, Box 94
New Orleans, LA 70125
Phone: 504-520-7525
palgere@xula.edu
Fax: 504-520-7912

Bonnie Noonan, Ph.D.
Co-coordinator of Kemper Scholars Program
Associate Professor
Department of English
Xavier University of Louisiana
1 Drexel Drive, Box 89
New Orleans, LA 70125
Phone: 504-520-7355
bnoonan@xula.edu
Fax: 504-520-7944

Attachment: Part XV, Line 2a

The Kemper Foundation offers one fellowship.

- Gerald L. Maatman Fellowship Fire Protection Engineering
  Center for Firesafety Studies
  Worcester Polytechnic Institute
  100 Institute Road
  Worcester, MA 01609

Who is the Ideal Kemper Scholars Candidate?

Like the Foundation's founder, the Trustees of the James S. Kemper Foundation believe that a liberal arts education is the best preparation for life and a career, including careers in organizational leadership and business. Too often, students prematurely select a vocational major thinking it the best road to a professional career. Others study the liberal arts but believe that having a position of leadership in a corporation or not-for-profit organization is not feasible for them or not worthwhile. The Kemper Scholars Program encourages students to major in the liberal arts, while providing them experiential education, mentoring, contacts, and training to position them for careers helping to lead organizations.

Kemper Scholars Profile

Academic Achievement and Potential. While a 3.00 grade point average is the minimum requirement, most Kemper Scholars will have a 3.50 or better, both in high school and in college. Students who achieve less than a semester or cumulative GPA of at least 3.0 for two consecutive semesters will be dropped from the program.

Academic Major. Scholars may major in any liberal arts field or in business-related fields like business or accounting, but students from other professionally-oriented majors such as nursing, social work, or education will not be selected. In any case, successful candidates will be broadly interested and intellectually curious. Students in majors requiring that they use their summers for research or major-related internships should not apply. Kemper Scholars Program internships are intended to be in organizational management broadly. The Kemper Scholars Program does not support internships related to developing specific career skills (e.g., psychological counseling, acting, instrumental performance).

Leadership in School and Community. Kemper Scholars will demonstrate a capacity for leadership, both in high school and in college. This capacity is best demonstrated through past involvements.

Commitment to Citizenship and Service. Service is an underlying principle of leadership. Prospective candidates must display a commitment to helping others and serving society. A record of community service activity in high school or college is important.

Interest in Organizational Leadership and Business. The program aims to prepare broadly-educated leaders for corporate and not-for-profit organizations. Because all Kemper Scholars will have internship placements in administrative areas of both not-for-profit and for-profit organizations, they must have a genuine interest in exploring such a career. The Kemper

Scholars Program will not be a good choice for students who are convinced that they want careers in fields like laboratory science, acting, or teaching.

Intellectual Curiosity and Independence. The program will be most satisfying to students who are eager to learn new things and can relate their experiences to academic preparation or career aspirations.

Unusual Maturity, Openness and Flexibility. In the summer, Kemper Scholars will live and work as independent adults. They will need to relate well to adults in the workplace, to adjust to unexpected events, and to make wise decisions about life away from work. Kemper Scholars will become part of a very diverse group and must be open to and accepting of fellow Kemper Scholars with differences in politics, religion, ethnicity, culture, interests, and sexual orientation.

Need and Opportunity. For many, the Kemper Scholars Program has provided the first chance to work alongside adult professionals, to live independently away from home, and to test out a professional career. For such students the program often has the greatest value and makes the greatest impact. While they are not the primary criteria, personal background and financial need may be considered in the selection process.

Diversity. The Kemper Foundation seeks to recruit Scholars from diverse academic majors and economic, ethnic and geographical backgrounds. We seek also to achieve a group balanced between male and female participants.

Parental Support. Kemper Scholars must have parental support for their participation and parental willingness to have students travel to Chicago for meetings and for the summer internship. Prospective Kemper Scholars are responsible to ensure before applying that their parent(s) or guardian(s) will be comfortable with their living and working in Chicago for the summer. The Chicago summer experience is an indispensable part of the Kemper Scholars Program. Parents or guardians should understand that the Kemper Scholars Program is designed so that staff members deal directly with students and not parents or guardians in matters related to the program except in unusual circumstances.

Social Security Number. Applicants must possess a valid United States Government Social Security number which can be shared with Foundation staff. Like all other personal information, the number will be kept secure and confidential.

James S. Kemper Foundation
2013 Tax
Attachment: Part XV, Line 3a and 3b

Grant Recipient	Street	City	State	Zip Code	Purpose/Comment (provide funds to..............)	Line 3a Curent Yr	Line 3b Futr Yrs
COLLEGES.							
Agnes Scott College	141 E College Avenue	Decatur	GA	30030	Student Stipend	$22,692	$45,023
					Summer Student Stipend	$10,900	$16,900
					Unrestricted	$0	$2,700
Augsburg College	2211 Riverside Avenue South	Minneapolis	MN	55454	Student Stipend	$15,500	$34,500
					Summer Student Stipend	$9,900	$16,900
					Unrestricted	$0	$2,400
Beloit College	700 College Street	Beloit	WI	53511	Student Stipend	$32,703	$51,608
					Summer Student Stipend	$11,900	$16,900
					Unrestricted	$0	$3,000
Knox College	2 East South Street	Galesburg	IL	61401	Student Stipend	$32,000	$39,900
					Summer Student Stipend	$18,900	$28,800
					Unrestricted	$0	$4,500
La Salle University	1900 W Olney Avenue	Philadelphia	PA	19141	Student Stipend	$16,000	$18,000
					Summer Student Stipend	$12,900	$16,900
					Unrestricted	$0	$2,700
Lake Forest College	555 North Sheridan Road	Lake Forest	IL	60045	Student Stipend	$25,033	$60,000
					Summer Student Stipend	$9,900	$16,900
					Unrestricted	$0	$2,700
Linfield College	900 SE Baker Street, Unit A593	McMinnville	OR	97128	Student Stipend	$33,000	$62,000
					Summer Student Stipend	$25,800	$21,900
					Unrestricted	$0	$3,900
Pitzer College	1050 N Mills Avenue	Claremont	CA	91711	Student Stipend	$23,000	$90,000
					Summer Student Stipend	$12,700	$28,800
					Unrestricted	$0	$3,600
Southwestern University	P O Box 770	Georgetown	TX	78627	Student Stipend	$19,500	$52,680
					Summer Student Stipend	$12,900	$16,900
					Unrestricted	$0	$3,000

James S. Kemper Foundation
2013 Tax
Attachment: Part XV, Line 3a and 3b

Grant Recipient	Street	City	State	Zip Code	Purpose/Comment (provide funds to..........)	Line 3a Curent Yr	Line 3b Futr Yrs
University of the Incarnate Word	4301 Broadway, Box 301	San Antonio	TX	78209	Student Stipend	$17,104	$37,932
					Summer Student Stipend	$12,900	$16,900
					Unrestricted	$0	$2,700
Ursinus College	601 E Main St, P O Box 100	Collegeville	PA	19426	Student Stipend	$20,540	$76,000
					Summer Student Stipend	$8,900	$28,800
					Unrestricted	$0	$3,600
Valparaiso University	Kretzmann Hall	Valparaiso	IN	46383	Student Stipend	$21,024	$24,850
					Summer Student Stipend	$9,700	$16,900
					Unrestricted	$0	$2,700
Wake Forest University	P O Box 7226	Winston-Salem	NC	27109	Student Stipend	$22,862	$94,528
					Summer Student Stipend	$18,800	$33,800
					Unrestricted	$0	$5,400
Washington and Lee University	Huntley Hall 213	Lexington	VA	24450	Student Stipend	$27,716	$32,627
					Summer Student Stipend	$17,800	$21,900
					Unrestricted	$0	$4,500
Willamette University	900 State Street	Salem	OR	97301	Student Stipend	$15,250	$39,000
					Summer Student Stipend	$12,900	$16,900
					Unrestricted	$0	$2,700
Xavier University of Louisiana	1 Drexel Drive	New Orleans	LA	70125	Student Stipend	$10,238	$62,605
					Summer Student Stipend	$19,800	$21,900
					Unrestricted	$0	$3,300
Worchester Polytechnic Institute	100 Institute Road	Worchester	MA	01609	Gerald L Mattman Fellowship in Fire Protection	$5,000	$5,000
Chicago Chamber Musicians	180 N Stetson Ave, #1330	Chicago	IL	60601	Kemper Fellows Program	$17,500	$0
Court Theatre	5535 S Ellis Ave	Chicago	IL	60637	Kemper Fellows Program	$17,500	$0
Hubbard Street Dance Company	1147 W Jackson Blvd	Chicago	IL	60607	Kemper Fellows Program	$17,500	$0
The Ragdale Foundation	1260 N Green Bay Rd	Lake Forest	IL	60045	Kemper Fellows Program	$17,500	$0
Rush Hour Concerts at St James Cathedral	65 East Huron Street	Chicago	IL	60611	Kemper Fellows Program	$17,500	$0
Silk Road Theatre Project	680 South Federal St Suite 301	Chicago	IL	60605	Kemper Fellows Program	$17,500	$0
Total Scholarships						$690,762	$1,217,653

James S. Kemper Foundation
2013 Tax
Attachment: Part XV, Line 3a and 3b

GRANTS					Purpose	Line 3a Curent Yr	Line 3b Futr Yrs
The Associated Colleges of Illinois	70 E Lake Street, Suite 1418	Chicago	IL	60601	support ACI's Career Services Initiative	$100,000	
Augsburg College	2211 Riverside Avenue South	Minneapolis	MN	55454	to develop a pilot internship program in the fields of insurance and risk management	$18,000	
Cystic Fibrosis Foundation	150 N Michigan Avenue, Ste 400	Chicago	IL	60601	Unrestricted Trustee Recommended Grant	$5,000	
Donors Forum of Chicago	208 S Lasalle Street	Chicago	IL	60604	Membership support	$1,512	
Evanston Historical Society	225 Greenwood Street	Evanston	IL	60201	Unrestricted Trustee Recommended Grant	$500	
Field Museum	1400 S Lake Shore Dr	Chicago	IL	60605	Support the internship program at the Museum in 2013	$15,000	
Fork Union Military Academy	P O Box 486	Fork Union	VA	23055	Unrestricted Trustee Recommended Grant	$5,000	
Hampton University	100 E Queen Street	Hampton	VA	23668	Unrestricted Trustee Recommended Grant	$5,000	
Inter-American Dialogue	1211 Connecticut Avenue NW, Suite 510	Washington	DC	20036	Unrestricted Trustee Recommended Grant	$250	
International Senior Lawyer's Project	31 W 52nd Street, 4th Floor	New York	NY	10019	Unrestricted Trustee Recommended Grant	$500	
Joffrey Ballet of Chicago	10 East Randolph Street	Chicago	IL	60601	Support the arts management internship program from summer 2013 through spring 2014	$15,000	
Lake Forest College	555 N Sheridan Road	Lake Forest	IL	60045	Unrestricted Trustee Recommended Grant	$30,000	
Linfield College	900 SE Baker Street, Unit A593	McMinnville	OR	97128	to launch a Wine Internship Program.	$48,000	
Lookingglass Theatre Company	875 N Michigan Ave, Suite 2200	Chicago	IL	60611	Support the Summer Arts Administration Internship.	$3,200	
Loon Preservation Committee	P O Box 604 Lee's Mill Road	Moultonborough	NH	03254	Unrestricted Trustee Recommended Grant	$5,000	
Lyric Opera	20 N Wacker Drive	Chicago	IL	60606	Unrestricted Trustee Recommended Grant	$5,000	
National Osteoporosis Foundation	1150 17th Street, NW , Ste 850	Washington	DC	20036	Unrestricted Trustee Recommended Grant	$1,000	
PBS Foundation	2100 Crystal Drive	Arlington	VA	22202	Unrestricted Trustee Recommended Grant	$1,000	
Project Hope	255 Carter Hall Lane	Millwood	VA	22646	Unrestricted Trustee Recommended Grant	$250	
Ravinia Festival Assocation	418 Sheridan Road	Highland Park	IL	60035	Support three interns at the Ravinia Festival	$12,000	
Salvation Army	2626 Pennsylvania Avenue NW	Washington, DC		20037	Unrestricted Trustee Recommended Grant	$1,000	
Seeing Things Whole	411 West Ontario Street, Unit 615	Chicago	IL	60654	establish a local chapter in the Chicagoland area	$15,000	
Steppenwolf Theatre Company	758 W North Ave	Chicago	IL	60610	learning opportunities for undergraduate students and recent graduates	$15,000	
The Bridge Fund	2018 R Street NW, Floor 3	Washington, DC		20009	Unrestricted Trustee Recommended Grant	$250	
U S Capitol Historical Society	200 Maryland Avenue, N E	Washington	DC	20002	Unrestricted Trustee Recommended Grant	$250	
Victory Gardens Theatre	2433 N Lincoln Avenue	Chicago	IL	60614	to support the Arts Management Internship Program (AMIP)	$15,000	
WTTW & WFMT	5400 N St Louis Ave	Chicago	IL	60625	Support an internship for one college student in the Development Department during the summer of 2013	$9,000	
Total Grants						$326,712	$0

James S. Kemper Foundation
2013 Tax
Attachment: Part XV, Line 3a and 3b

Total Grants and Scholarships						$1,017,474	$1,217,653

The James S Kemper Foundation
Fixed Asset Listing
For the year ended July 31, 2013
Form 990 PF, Part II, Balance Sheet, Line 14, Column B

Asset	Property Description	Date in Service	Cost	Salvage Value	Acc Depr at 7/31/12	Current Deprec	Acc Dep at 7/31/13	Net Book Value	Method	Period
LEASEHOLD IMPROVEMENTS										
	Office Space Build Out	12/01/03	1,780	-	1,780	-	1,780	-	S/L	5
OFFICE EQUIPMENT										
	Fax Machine	9/10/2003	50	-	50	-	50	-	200DB	5
	Office Furn-LMC	9/19/2003	7,160	-	7,160	-	7,160	-	200DB	5
	Phone system	10/15/2003	1,708	-	1,708	-	1,708	-	200DB	5
	Phone system	11/13/2003	1,881	-	1,881	-	1,881	-	200DB	5
	Dell Monitor stands	12/12/2003	438	-	438	-	438	-	200DB	5
	Tape backup	12/19/2003	2,700	-	2,700	-	2,700	-	200DB	5
	Backup for server	5/3/2004	588	-	588	-	588	-	200DB	5
	Cell Phone	6/7/2005	598	-	598	-	598	-	200DB	5
	Projector	4/7/2006	567	-	567	-	567	-	200DB	5
	Dell Laptops	12/28/2006	6,515	-	6,515	-	6,515	-	200DB	5
	Server	3/7/2008	1,289	-	1,216	73	1,289	-	200DB	5
	Server Install	3/13/2008	1,999	-	1,884	115	1,999	-	200DB	5
	Scanner	10/7/2008	524	-	433	60	493	31	200DB	5
	Dell Laptops	1/18/2011	5,336	-	2,775	1,026	3,801	1,535	200DB	5
			31,354	-	28,513	1,274	29,787	1,567		
TECHNOLOGY										
	Software-Server/NAV	9/18/2003	1,401	-	1,401	-	1,401	-	200DB	3
	Software-Quickbooks	10/3/2003	329	-	329	-	329	-	200DB	3
	Software-Adobe	3/10/2008	204	-	204	-	204	-	200DB	3
	Software-Adobe	6/6/2008	204	-	204	-	204	-	200DB	3
			2,138	-	2,138	-	2,138	-		
Total			35,272	-	32,431	1,274	33,705	1,567		

Form **8868** (Rev. January 2013)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [ ]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [X]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	JAMES S. KEMPER FOUNDATION	36-6007812
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 20 N. WACKER DRIVE, NO. 1823	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. CHICAGO, IL 60606	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 7

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RYAN LAHURD, EXECUTIVE DIRECTOR 20 N. WACKER DR., STE 1823 - CHICAGO, IL 60606
  Telephone No ▶ 312-320-3114 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until JUNE 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
▶ [ ] calendar year ______ or
▶ [X] tax year beginning AUG 1, 2012, and ending JUL 31, 2013.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841 01-21-13

14050117 099375 027-05118500 2012.05020 JAMES S. KEMPER FOUNDATION 027-1QY1