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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THOMAS L KEMPNER JR FOUNDATION		A Employer identification number 13-3407819	
Number and street (or P O box number if mail is not delivered to street address) 65 EAST 55TH STREET		B Telephone number (see instructions) (212) 446-4000	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10022		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☒ Amended return ☐ 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 ☒ 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) ☒ \$ 60,642,797		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	2,166,762			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	78,460	78,460		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,264,344			
	b Gross sales price for all assets on line 6a 4,600,457				
	7 Capital gain net income (from Part IV, line 2) . . .		3,266,900		
	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) (attach schedule)				
Operating and Administrative Expenses	11 Other income (attach schedule)	342,436	350,465	0	
	12 Total. Add lines 1 through 11	5,852,002	3,695,825	0	
	13 Compensation of officers, directors, trustees, etc	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	260	0	0	260
	b Accounting fees (attach schedule)	14,250	7,125	0	7,125
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	80,000	0	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	39,765	39,015	0	750
	24 Total operating and administrative expenses. Add lines 13 through 23	134,275	46,140	0	8,135
	25 Contributions, gifts, grants paid	2,761,950			2,761,950
	26 Total expenses and disbursements. Add lines 24 and 25	2,896,225	46,140	0	2,770,085
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,955,777			
	b Net investment income (if negative, enter -0-)		3,649,685		
	c Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	756,764	392,598	392,598
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,806,895	2,002,779	2,829,751
	c	Investments—corporate bonds (attach schedule).	51,274	51,274	0
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	43,382,480	52,293,144	53,420,448
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	3,511,180	3,646,303	4,000,000
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	49,508,593	58,386,098	60,642,797
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	6,060	7,050	
	23	Total liabilities (add lines 17 through 22)	6,060	7,050	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	49,502,533	58,379,048	
	30	Total net assets or fund balances (see page 17 of the instructions)	49,502,533	58,379,048	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	49,508,593	58,386,098	

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	49,502,533
2	Enter amount from Part I, line 27a	2	2,955,777
3	Other increases not included in line 2 (itemize) ▶ _____	3	6,175,450
4	Add lines 1, 2, and 3	4	58,633,760
5	Decreases not included in line 2 (itemize) ▶ _____	5	254,712
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	58,379,048

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)
1a	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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 See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,266,900
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

If "Yes," the foundation 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))
2012	1,977,548	46,826,583	0 042231
2011	1,862,109	40,582,654	0 045884
2010	1,275,324	34,387,200	0 037087
2009	1,139,516	24,211,327	0 047065
2008	921,221	24,989,071	0 036865

2	Total of line 1, column (d).	2	0 209132
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	0 041826
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	53,933,236
5	Multiply line 4 by line 3.	5	2,255,812
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	36,497
7	Add lines 5 and 6.	7	2,292,309
8	Enter qualifying distributions from Part XII, line 4. 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	8	2,770,085

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 36,497
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 36,497
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 36,497
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 90,339	
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 36,497
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 0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐		11

Part VII-A Statements Regarding Activities			
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?		Yes	No
	1a		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			No
	1b		No
c Did the foundation file Form 1120-POL for this year?	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions): ☒ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ WWW GUIDESTAR ORG				
14	The books are in care of ▶ THOMAS KEMPNER JR Telephone no ▶ (212) 446-4000			
	Located at ▶ 65 EAST 55TH STREET 19TH FLOOR NEW YORK NY ZIP +4 ▶ 10022			
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		
16	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ OC		Yes	

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? ☐ 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.</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 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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 instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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

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?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 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
THOMAS KEMPNER JR 65 EAST 55TH STREET 19TH FLOOR NEW YORK, NY 10022	PRESIDENT 2 00	0	0	0
KATHERYN C PATTERSON 65 EAST 55TH STREET 19TH FLOOR NEW YORK, NY 10022	SECRETARY 0 50	0	0	0
TREVOR KEMPNER 65 EAST 55TH STREET 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 0 50	0	0	0
THOMAS N KEMPNER 65 EAST 55TH STREET 19TH FLOOR NEW YORK, NY 10022	DIRECTOR 0 50	0	0	0

2

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

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

Total

number of other employees paid over \$50,000.

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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 NOT APPLICABLE	0
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	0
2	
All other program-related investments. See page 24 of the 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	448,935
b	Average of monthly cash balances.	1b	2,520,466
c	Fair market value of all other assets (see instructions).	1c	51,785,153
d	Total (add lines 1a, b, and c).	1d	54,754,554
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	54,754,554
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	821,318
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,933,236
6	Minimum investment return. Enter 5% of line 5.	6	2,696,662

Part XI

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

1	Minimum investment return from Part X, line 6.	1	2,696,662
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	36,497
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	36,497
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,660,165
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,660,165
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,660,165

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,770,085
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	2,770,085
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	36,497
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,733,588
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,660,165
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,956,554	
b Total for prior years 20__, 20__, 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,770,085				
a Applied to 2012, but not more than line 2a			1,956,554	
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 2013 distributable amount.				813,531
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,846,634
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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))

THOMAS KEMPNER JR

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 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 Paid during the year See Additional Data Table				
Total			3a	2,761,950
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
19032 SHS GABRIEL RESOURCES LTD	P	2012-01-01	2013-12-31
197 SHS WILLIAMS PARTNERS LP	P	2012-01-01	2013-12-31
32275 SHS SPIRIT REALTY CAPITAL INC	P	2012-01-01	2013-12-31
STCG(L) - THROUGH K-1S	P	2012-01-01	2013-12-31
LTCG(L) - THROUGH K-1S	P	2012-01-01	2013-12-31
SECTION 1231 - THROUGH K-1S	P	2012-01-01	2013-12-31
SECTION 1256 - THROUGH K-1S	P	2012-01-01	2013-12-31
GAIN/LOSS PICKED UP ON 990T	P	2012-01-01	2013-12-31
PUBLICLY TRADED SECURITIES	P	2012-01-01	2013-12-31
PUBLICLY TRADED SECURITIES	P	2012-01-01	2013-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,011		57,333	-11,322
9,499		855	8,644
627,197		370,951	256,246
		214,965	-214,965
2,619,551			2,619,551
291,540			291,540
		5,325	-5,325
2,556			2,556
169,822		155,837	13,985
834,281		528,291	305,990

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-11,322
			8,644
			256,246
			-214,965
			2,619,551
			291,540
			-5,325
			2,556
			13,985
			305,990

Form 990PF Part XV Line 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>				
CENTRAL PARK CONSERVANCY 14 E 60TH ST NEW YORK, NY 10022	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	600,000
COLUMBIA UNIVERSITY 630 WEST 168TH STREET NEW YORK, NY 10032	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	450,000
GRAMEEN AMERICA 135 POST AVENUE NEW YORK, NY 10034	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	50,000
HARLEM VILLAGE ACADEMIES 74 WEST 124TH STREET NEW YORK, NY 10027	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	500,000
STANFORD UNIVERSITY 295 GALVEZ STREET STANFORD, CA 94305	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	250,000
UNIVERSITY SETTLEMENT 189 ALLEN ST 1 NEW YORK, NY 10002	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	20,000
WILDLIFE CONSERVATION 602 SURF AVENUE NEW YORK, NY 11224	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	41,950
YALE UNIVERSITY 38 HILLHOUSE AVENUE NEW HAVEN, CT 06511	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	100,000
PHE - PLEDGE 1460 BROADWAY SUITE 5-24 NEW YORK, NY 10036	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	200,000
PHE - NY CHAPTER 1460 BROADWAY SUITE 5-24 NEW YORK, NY 10036	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	50,000
HARVARD BUSINESS SCHOOL SOLDIERS FIELD BOSTON, MA 02163	NONE	501(C)(3)	UNRESTRICTED GRANT FOR EXEMPT PURPOSES	500,000
Total  3a				2,761,950

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2013

Name of the organization THOMAS L KEMPNER JR FOUNDATION	Employer identification number 13-3407819
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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, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For 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 total 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 on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THOMAS L KEMPNER JR FOUNDATION	Employer identification number 13-3407819
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS L KEMPNER 65 EAST 55TH STREET 19TH FLOOR NEW YORK, NY 10022	\$ 1,550,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	THOMAS L KEMPNER 65 EAST 55TH STREET 19TH FLOOR NEW YORK, NY 10022	\$ 616,762	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THOMAS L KEMPNER JR FOUNDATION	Employer identification number 13-3407819
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4Relationship of transferor to transferee		

TY 2013 Accounting Fees Schedule

Name: THOMAS L KEMPNER JR FOUNDATION

EIN: 13-3407819

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	14,250	7,125	0	7,125

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THOMAS L KEMPNER JR FOUNDATION

EIN: 13-3407819

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VARIOUS BONDS - JPM	51,274	0

**TY 2013 Investments Corporate
Stock Schedule****Name:** THOMAS L KEMPNER JR FOUNDATION**EIN:** 13-3407819

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS COMMON STOCK - JPM	475,871	410,204
VARIOUS STOCKS - BRAVE WARRIOR	1,526,908	2,419,547

TY 2013 Investments - Other Schedule

Name: THOMAS L KEMPNER JR FOUNDATION
 EIN: 13-3407819

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MHD MANAGEMENT COMPANY	AT COST	8,127,303	8,127,303
M H DAVIDSON & CO.	AT COST	17,427,864	17,427,864
AMERICAN REAL ESTATE PART(PREF	AT COST	0	0
SKYLINE VENTURE PARTNERS	AT COST	16,550	16,550
SKYLINE VENTURE PARTNERS II	AT COST	16,202	16,202
ARBITER PARTNERS	AT COST	5,793,490	5,971,189
SKYLINE VENTURE FUND III - PFD	AT COST	0	0
DRAWBRIDGE SPECIAL FUND	AT COST	88,365	88,365
SKYLINE VENTURE FUND III	AT COST	41,262	19,665
HEARTLAND PARTNERS LP	AT COST	72,523	72,523
FOREIGN CORP.-VAR. HEDGE FUNDS	AT COST	1,126,182	1,329,784
SKYLINE VENTURE FUND IV	AT COST	242,282	245,002
AQUILINE FINANCIAL	AT COST	980,355	980,560
NEW CENTURY HOLDINGS XI	AT COST	52,350	38,673
FOREIGN CURRENCY CONTRACTS	AT COST	63,692	49,731
AQUILINE DRAGON FUND OFFSHORE	AT COST	58,988	59,000
AQUILINE REAL ESTATE FUND LP	AT COST	743,421	743,721
ABRAMS CAPITAL PARTNERS II	AT COST	1,503,651	1,503,651
SKYLINE VENTURE PARTNERS V LP	AT COST	289,475	288,392
MKW	AT COST	364,352	193,918
AMERICAN SECURITIES PARTNERS	AT COST	1,949,380	1,949,380
NCH AGRIBUSINESS PARTNERS	AT COST	457,010	464,554
JCF III AIV I LP	AT COST	160,599	160,599
ASP V ALTERNATE INVESTMENTS LP	AT COST	35,999	35,998
HAWKEYE CAPITAL INSTITUTIONAL LP	AT COST	1,388,278	1,388,278
JCF III AIV SRV	AT COST	479	403
ASP FML CO-INVEST I	AT COST	259,460	259,460
JCF III AIV II LP	AT COST	749,632	749,632
MKW VENTURES LIMITED	AT COST	12,978	111,483
DK GROUP	AT COST	1,907,671	1,907,671

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FINE CAPITAL	AT COST	1,194,436	1,194,436
ROBOTTI GLOBAL FUND	AT COST	539,490	539,490
AMERICAN SECURITIES PARTNERS VI	AT COST	631,598	631,598
CROSSHARBOR INSTITUTIONAL PARTNERS II	AT COST	816,088	1,243,519
HIGHBROOK INCOME PROPERTY FUND	AT COST	946,370	1,025,023
HOLT DISTRESSED PROPERTY FUND 2010	AT COST	685,457	685,457
HOLT DISTRESSED PROPERTY FUND (PARALLEL 1) 2010	AT COST	191,543	191,543
CIP II OHIO HOTELS	AT COST	239,912	239,912
HARBOR LITIGATION TRUST	AT COST	351,120	402,142
PENNYBACKER REAL ESTATE FUND	AT COST	1,012,270	1,206,865
HOLT OPPORTUNITY FUND 2013	AT COST	213,026	213,026
HOLT OPPORTUNITY FUND (PARALLEL 1) 2013	AT COST	83,506	83,506
AMPLIFY PARTNERS	AT COST	166,652	270,197
NAVITAS FUND	AT COST	1,143,241	1,143,241
WHITE DEER ENERGY LP	AT COST	146,053	146,052
JC FLOWERS	AT COST	2,589	4,890

TY 2013 Legal Fees Schedule

Name: THOMAS L KEMPNER JR FOUNDATION

EIN: 13-3407819

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	260	0	0	260

TY 2013 Other Assets Schedule

Name: THOMAS L KEMPNER JR FOUNDATION

EIN: 13-3407819

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM PARTNERSHIPS	-988,820	-353,697	0
LOAN TO HVA	4,500,000	4,000,000	4,000,000

TY 2013 Other Decreases Schedule

Name: THOMAS L KEMPNER JR FOUNDATION

EIN: 13-3407819

Description	Amount
UNREALIZED APPRECIATION OF CONTRIBUTED SECURITIES	254,712

TY 2013 Other Expenses Schedule**Name:** THOMAS L KEMPNER JR FOUNDATION**EIN:** 13-3407819

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARGIN INTEREST	2,455	2,455	0	0
NY DEPT OF LAW	750	0	0	750
INVESTMENT MANAGEMENT FEES	36,560	36,560	0	0

TY 2013 Other Income Schedule

Name: THOMAS L KEMPNER JR FOUNDATION

EIN: 13-3407819

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UBTI TAXES ON 990T	-8,029	0	
OTHER INCOME THROUGH K-1'S	350,465	350,465	

TY 2013 Other Increases Schedule**Name:** THOMAS L KEMPNER JR FOUNDATION**EIN:** 13-3407819

Description	Amount
UNREALIZED GAIN/LOSS & BOOK ADJ FROM K-1S	6,175,450

TY 2013 Other Liabilities Schedule**Name:** THOMAS L KEMPNER JR FOUNDATION**EIN:** 13-3407819

Description	Beginning of Year - Book Value	End of Year - Book Value
JC FLOWERS - NEGATIVE BASIS	5,626	0
DK PRESIDIO	434	434
SKYLINE VENTURES PARTNERS III	0	6,616

TY 2013 Taxes Schedule**Name:** THOMAS L KEMPNER JR FOUNDATION**EIN:** 13-3407819

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES - 2012 EXTENSION PAYMENT	80,000	0	0	0