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Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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 Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning AUG 1, 2013, and ending JUL 31, 2014

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		B Telephone number (312) 332-3114
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60606		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) \$ 38,226,295.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received				
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	704,419.	704,419.	704,419.	STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,551,253.			
b	Gross sales price for all assets on line 6a 14,746,000.				
7	Capital gain net income (from Part IV, line 2)		2,551,253.		
8	Net short-term capital gain			0.	
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	3,255,672.	3,255,672.	704,419.	
13	Compensation of officers, directors, trustees, etc.	364,351.	0.	0.	352,768.
14	Other employee salaries and wages	81,468.	0.	0.	80,435.
15	Pension plans, employee benefits	29,991.	0.	0.	29,807.
16a	Legal fees				
b	Accounting fees STMT 2	58,156.	6,441.	0.	48,845.
c	Other professional fees STMT 3	215,407.	215,407.	0.	0.
17	Interest				
18	Taxes STMT 4	58,685.	0.	0.	26,164.
19	Depreciation and depletion	645.	0.	0.	
20	Occupancy	33,554.	0.	0.	38,038.
21	Travel, conferences, and meetings	10,426.	0.	0.	10,426.
22	Printing and publications				
23	Other expenses STMT 5	115,218.	0.	0.	116,181.
24	Total operating and administrative expenses. Add lines 13 through 23	967,901.	221,848.	0.	702,664.
25	Contributions, gifts, grants paid	1,138,101.			1,150,120.
26	Total expenses and disbursements. Add lines 24 and 25	2,106,002.	221,848.	0.	1,852,784.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,149,670.			
b	Net investment income (if negative, enter -0-)		3,033,824.		
c	Adjusted net income (if negative, enter -0-)			704,419.	

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	678,532.	4,265,260.	4,265,260.
	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	5,627.	6,024.	6,024.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	36,541,157.	32,736,716.	32,736,716.
	14	Land, buildings, and equipment: basis ▶ 20,450.			
		Less: accumulated depreciation ▶ 19,528.	1,567.	922.	922.
	15	Other assets (describe STATEMENT 7)	50,485.	1,217,373.	1,217,373.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	37,277,368.	38,226,295.	38,226,295.
	17	Accounts payable and accrued expenses	39,561.	54,084.	
	18	Grants payable	1,217,653.	1,205,637.	
Net Assets or Fund Balances	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)	1,092,612.	39,317.	
	23	Total liabilities (add lines 17 through 22)	2,349,826.	1,299,038.	
		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	34,927,542.	36,927,257.	
	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	34,927,542.	36,927,257.	
	31	Total liabilities and net assets/fund balances	37,277,368.	38,226,295.	

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	34,927,542.
2	Enter amount from Part I, line 27a	2	1,149,670.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	850,045.
4	Add lines 1, 2, and 3	4	36,927,257.
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	36,927,257.

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 14,746,000.		12,194,747.	2,551,253.	
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			2,551,253.	
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		2,551,253.
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		If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 3		0.

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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	1,720,965.	35,332,873.	.048707
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
2 Total of line 1, column (d)			2 .241962
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 .048392
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 36,701,457.
5 Multiply line 4 by line 3			5 1,776,057.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 30,338.
7 Add lines 5 and 6			7 1,806,395.
8 Enter qualifying distributions from Part XII, line 4			8 1,852,784.

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	30,338.
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	30,338.
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	30,338.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	22,700.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	13,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	36,200.	
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	5,862.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 5,862. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		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? Website address ► WWW.JSKEMPER.ORG	13	X	
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	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	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 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 ►		
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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) 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 2013?	4b	X

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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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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

6b

X

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

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		352,768.	18,031.	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	80,435.	4,826.	0.

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

1

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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. 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	499,041.
2 GRANT ADMINISTRATION	
	253,453.
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.

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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	36,807,268.
b	Average of monthly cash balances	1b	453,094.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	37,260,362.
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	37,260,362.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	558,905.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,701,457.
6	Minimum investment return. Enter 5% of line 5	6	1,835,073.

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

Part XII**Qualifying Distributions** (see 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	1,852,784.
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	1,852,784.
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	30,338.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,822,446.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years:				
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				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below.				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

- 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 2013, enter the date of the ruling

04/24/14

- b Check box to indicate whether the foundation is a private operating foundation described in section

☒ 4942(j)(3) or ☐ 4942(j)(5)

- 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

Tax year	Prior 3 years				
(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total	
704,419.	736,304.	859,715.	788,357.	3,088,795.	
598,756.	625,858.	730,758.	670,103.	2,625,476.	
1,852,784.	1,720,965.	1,639,009.	1,696,930.	6,909,688.	
538,500.	478,073.	367,522.	481,375.	1,865,470.	
1,314,284.	1,242,892.	1,271,487.	1,215,555.	5,044,218.	
1,223,382.	1,177,763.	1,133,964.	1,159,559.	4,694,668.	

- 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

0.

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

0.

- 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)

0.

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

0.

- (3) Largest amount of support from an exempt organization

0.

- (4) Gross investment income

0.

Part XV Supplementary Information (Complete this part only if the 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 address 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)
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3. Grants and Contributions Paid During the Year or Approved for Future Payment

c. 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>				
SEE ATTACHMENT PROVIDED				
Total			► 3a	0.
b <i>Approved for future payment</i>				
SEE ATTACHMENT PROVIDED				
Total			► 3b	

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. | | |

[illegible]

- 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		

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.

Sign Here   

Signature of officer or trustee _____ Date 6/2/15 Title DIRECTOR PRESIDENT

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	<i>Gregory S. Adams</i>	5/27/15		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
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS INVESTMENTS	704,419.	0.	704,419.	704,419.	704,419.
TO PART I, LINE 4	704,419.	0.	704,419.	704,419.	704,419.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND LEGAL FEES	58,156.	6,441.	0.	48,845.
TO FORM 990-PF, PG 1, LN 16B	58,156.	6,441.	0.	48,845.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	215,407.	215,407.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	215,407.	215,407.	0.	0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	26,164.	0.	0.	26,164.
FEDERAL TAXES	32,521.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	58,685.	0.	0.	26,164.

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	63,546.	0.	0.	64,776.
TELEPHONE	11,162.	0.	0.	11,278.
EQUIPMENT AND REPAIRS	5,338.	0.	0.	4,436.
MISCELLANEOUS	1,720.	0.	0.	2,130.
POSTAGE	1,283.	0.	0.	1,028.
DUES AND SUBSCRIPTIONS	151.	0.	0.	151.
PUBLIC RELATIONS	1,894.	0.	0.	1,971.
BOARD MEETINGS	6,034.	0.	0.	6,034.
BOOKS & PERIODICALS	116.	0.	0.	116.
INSURANCE	21,814.	0.	0.	21,931.
OFFICE SUPPLIES & EXPENSE	2,160.	0.	0.	2,330.
TO FORM 990-PF, PG 1, LN 23	115,218.	0.	0.	116,181.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT

6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HEDGE FUND	FMV	4,333,210.	4,333,210.
FIXED INCOME FUND	FMV	10,587,817.	10,587,817.
400 MIDCAP EQUITY FUND	FMV	457,234.	457,234.
NTCC INT'L SEC FUND	FMV	3,318,301.	3,318,301.
NTCC SMALL CAP FUND	FMV	439,618.	439,618.
COMMODITY FUNDS	FMV	693,976.	693,976.
NTCC LARGE CAP FUND	FMV	2,135,674.	2,135,674.
NTGI-GM ALL CTRY WORLD EQUITY INDEX	FMV	2,482,712.	2,482,712.
EMERGING MARKETS	FMV	1,793,026.	1,793,026.
PRIVATE EQUITY FUNDS	FMV	4,087,355.	4,087,355.
NTGI-DAILY RUSSELL 2000 EQUITY	FMV	293,233.	293,233.
NO GLOBAL LISTED INFRASTRUCTURE FUND	FMV	1,133,465.	1,133,465.
REAL ESTATE	FMV	981,095.	981,095.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,736,716.	32,736,716.

FORM 990-PF	OTHER ASSETS	STATEMENT	7
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST AND DIVIDENDS	40,212.	33,035.	33,035.
DEPOSIT	4,440.	4,440.	4,440.
FEDERAL EXCISE TAX RECEIVABLE	5,833.	0.	0.
RECEIVABLE FOR INVESTMENTS SOLD, NET	0.	1,179,898.	1,179,898.
TO FORM 990-PF, PART II, LINE 15	50,485.	1,217,373.	1,217,373.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	8
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYABLE FOR INVESTMENTS PURCHASED, NET	1,064,848.	0.
DEFERRED RENT OBLIGATION	27,764.	23,857.
FEDERAL EXCISE TAX PAYABLE	0.	15,460.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,092,612.	39,317.

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

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.
JAMES E ANNABLE 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	226,995.	10,485.	0.

E B SMITH
20 N. WACKER DRIVE, # 1823
CHICAGO, IL 60606

ASSOC EXEC DIRECTOR/TREASU
30.00 125,773.

7,546. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

352,768. 18,031. 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

499,041.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

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:

Dawn Killenberg

Director of Internships

Agnes Scott College

141 E College Avenue

Decatur, GA 30030

Phone 404-471-5562

dkillenberg@agnesscott.edu

Fax: n/a

Diane Pike, Ph.D.

Professor of Sociology

Augsburg College

2211 Riverside Avenue South

Campus Box 132

Minneapolis, MN 55454

Phone: 612-330-1228

pike@augsb.org

Fax: n/a

Emily Sager

Interim, Coordinator, Liberal Arts in

Practice Center

Beloit College

700 College Street

Beloit, WI 53511

Phone: 608-363-2675

sagere@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

jspittell@knox.edu

Fax: 309-341-7166

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

Davis Schneiderman

Associate Dean of the Faculty

Director of the Center for Chicago Programs

Professor of English

Lake Forest College

555 North Sheridan Road

Lake Forest, IL 60045

Phone: 847-735-5282

dschneid@mx.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

Matthew Donato

Director of Career Services

Associate Dean of Students

Pitzer College

1050 North Mills Avenue

Claremont, CA 91711

Phone: 909-607-2796

matthew.donato@pitzer.edu

Fax: 909-607-7058

David Gaines

Associate Professor of English and

Director of National Fellowships and

Scholarships

Southwestern University

1001 E. University Avenue

Georgetown, TX 78626

Phone: 512-863-1494

gainesd@southwestern.edu

Fax: n/a

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 and
Professional Development

Ursinus College

601 E. 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 and Economics Department

Ursinus College

Bomberger 320
601 E. Main Street
Collegeville, PA 19426
Phone: 610-409-3583
charris@ursinus.edu
Fax: n/a

Margaret Franson

Associate Dean
Christ College—The Honors 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
316 Farrell Hall
Winston-Salem, NC 27109-7285
Phone: 336-758-6174
browerhh@wfu.edu
Fax: 336-758-6133

John Jensen III

Director of Career Development/
Associate Dean of Students

Washington and Lee University

Elrod Commons
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

100 Matthews Hall
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

2014 Tax

Attachment: Part XV, Line 3a and 3b

Grant Recipient	Street	City	State	Zip Code	Purpose/Comment (provide funds to.....)	Line 3a Current Yr	Line 3b Futr Yrs
COLLEGES							
Agnes Scott College	141 E College Avenue	Decatur	GA	30030	Student Stipend	\$22,023	\$53,000
					Summer Student Stipend	\$12,400	\$16,900
					Unrestricted	\$1,800	\$1,800
Augsburg College	2211 Riverside Avenue South	Minneapolis	MN	55454	Student Stipend	\$13,000	\$46,000
					Summer Student Stipend	\$10,700	\$16,900
					Unrestricted	\$1,200	\$1,800
Beloit College	700 College Street	Beloit	WI	53511	Student Stipend	\$22,536	\$60,000
					Summer Student Stipend	\$12,200	\$21,900
					Unrestricted	\$2,100	\$1,800
Knox College	2 East South Street	Galesburg	IL	61401	Student Stipend	\$18,300	\$39,000
					Summer Student Stipend	\$15,800	\$21,900
					Unrestricted	\$3,000	\$2,400
La Salle University	1900 W Olney Avenue	Philadelphia	PA	19141	Student Stipend	\$9,000	\$18,000
					Summer Student Stipend	\$8,400	\$16,900
					Unrestricted	\$1,800	\$1,800
Lake Forest College	555 North Sheridan Road	Lake Forest	IL	60045	Student Stipend	\$30,000	\$60,000
					Summer Student Stipend	\$12,200	\$16,900
					Unrestricted	\$1,800	\$1,800
Linfield College	900 SE Baker Street, Unit A593	McMinnville	OR	97128	Student Stipend	\$31,000	\$56,000
					Summer Student Stipend	\$15,400	\$16,900
					Unrestricted	\$2,700	\$2,100
Pitzer College	1050 N Mills Avenue	Claremont	CA	91711	Student Stipend	\$35,791	\$90,000
					Summer Student Stipend	\$12,400	\$16,900
					Unrestricted	\$2,100	\$2,700
Southwestern University	P O Box 770	Georgetown	TX	78627	Student Stipend	\$29,680	\$32,000
					Summer Student Stipend	\$8,400	\$16,900
					Unrestricted	\$2,100	\$1,800

Grant Recipient	Street	City	State	Zip Code	Purpose/Comment (provide funds to.....)	Line 3a Current Yr	Line 3b Futr Yrs
University of the Incarnate Word	4301 Broadway, Box 301	San Antonio	TX	78209	Student Stipend	\$21,932	\$20,000
					Summer Student Stipend	\$12,400	\$16,900
					Unrestricted	\$1,800	\$1,800
Ursinus College	601 E. Main St., P.O. Box 100	Collegeville	PA	19426	Student Stipend	\$28,000	\$73,000
					Summer Student Stipend	\$16,800	\$28,800
					Unrestricted	\$2,100	\$2,400
Valparaiso University	Kretzmann Hall	Valparaiso	IN	46383	Student Stipend	\$12,426	\$49,000
					Summer Student Stipend	\$6,000	\$23,800
					Unrestricted	\$1,800	\$2,100
Wake Forest University	P.O. Box 7226	Winston-Salem	NC	27109	Student Stipend	\$36,528	\$62,000
					Summer Student Stipend	\$14,800	\$21,900
					Unrestricted	\$3,600	\$2,400
Washington and Lee University	Hunley Hall 213	Lexington	VA	24450	Student Stipend	\$20,628	\$30,000
					Summer Student Stipend	\$10,400	\$28,800
					Unrestricted	\$3,300	\$3,000
Willamette University	900 State Street	Salem	OR	97301	Student Stipend	\$21,000	\$83,000
					Summer Student Stipend	\$12,400	\$28,800
					Unrestricted	\$2,100	\$2,700
Xavier University of Louisiana	1 Drexel Drive	New Orleans	LA	70125	Student Stipend	\$31,276	\$62,137
					Summer Student Stipend	\$12,400	\$16,900
					Unrestricted	\$2,100	\$2,100
Worcester Polytechnic Institute	100 Institute Road	Worcester	MA	01609	Gerald L. Matiman Fellowship in Fire Protection	\$0	\$10,000
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						\$716,620	\$1,205,637

GRANTS							Purpose	Line 3a Current 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	
Chicago Architectural Foundation	224 South Michigan Avenue	Chicago	IL	60604			support the new year-round community engagement component of Open House Chicago, launching in 2014	\$20,000	
Chicago High School for the Arts	521 E 35th Street	Chicago	IL	60616			Unrestricted Trustee Recommended Grant	\$5,000	
Cystic Fibrosis Foundation	150 N Michigan Avenue, Ste 400	Chicago	IL	60601			Unrestricted Trustee Recommended Grant	\$5,000	
Evanston Historical Society	225 Greenwood Street	Evanston	IL	60201			Unrestricted Trustee Recommended Grant	\$1,000	
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	
Harwick College	P O Box 4020	Oneonta	NY	13820			to support the the project, Experience New York the Liberal Arts in Practice	\$25,000	
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	\$250	
Iona College	715 North Avenue	New Rochelle	NY	10801			Unrestricted Trustee Recommended Grant	\$5,000	
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	
Lambda Chi Alpha Educational Fund	11711 N Pennsylvania Street, Suite 250	Carmel	IN	46032			to support a one-year pilot program beginning in the fall of 2014 to provide stipends for eight internships for the development of ethical leaders in the business world	\$25,000	
Lasalle University	1900 W Olney Avenue	Philadelphia	PA	19141			provide grants to students who secure an internship in an insurance company	\$35,000	
Lookingglass Theatre Company	875 N Michigan Ave, Suite 2200	Chicago	IL	60611			Support the Summer Arts Administration Internship	\$7,500	
Loon Preservation Committee	P O Box 604	Lee's Mill Road	NH	03254			Unrestricted Trustee Recommended Grant	\$5,000	
Metropolitan Planning Council	140 S Dearborn, Suite 1400	Chicago	IL	60603			enrich the professional development curriculum it offers to its research assistants	\$15,000	
Military Outreach USA	700 Florsherm Drive, Suite 11	Libertyville	IL	60048			Unrestricted Trustee Recommended Grant	\$5,000	
National Osteoporosis Foundation	1150 17th Street, NW, Ste 850	Washington	DC	20036			Unrestricted Trustee Recommended Grant	\$1,000	
Pacific Garden Mission	1458 S Canal Street	Chicago	IL	60607			Unrestricted Trustee Recommended Grant	\$5,000	
PBS Foundation	2100 Crystal Drive	Arlington	VA	22202			Unrestricted Trustee Recommended Grant	\$1,000	
Ravinia Festival Association	418 Sheridan Road	Highland Park	IL	60035			Support three interns at the Ravinia Festival	\$12,000	
Ripon College	P O Box 248	Ripon	WI	54971			support development of a student-operated retail establishment to be located in historic downtown Ripon, WI	\$25,000	
Salvation Army	2626 Pennsylvania Avenue NW	Washington, DC		20037			Unrestricted Trustee Recommended Grant	\$1,000	

Sandy County Foundation	16 North Carroll Street, Ste 450	Madison	WI	53703	Unrestricted Trustee Recommended Grant	\$5,000	
Steppenwolf Theatre Company	758 W North Ave	Chicago	IL	60610	Support for programming that offers valuable experiential 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) sponsor a two-month paid summer internship program for six (6) current undergraduates in for-profit companies known for innovative solutions to environmental and sustainability challenges	\$15,000	
Willamette University	100 Matthews Hall, 900 State St	Salem	OR	97301		\$25,000	
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						\$433,500	\$0

The James S Kemper Foundation
Fixed Asset Listing
For the year ended July 31, 2014

Asset	Property Description	Date in Service	Cost	Salvage Value	Acc Depr at 7/31/13	Current Deprec	Acc Dep at 7/31/14	Net Book Value	Method	Period
LEASEHOLD IMPROVEMENTS										
	Office Space Build Out	12/01/03	1,780	0	1,780	0	1,780	0	S/L	5
OFFICE EQUIPMENT										
	Fax Machine	9/10/2003	50	0	50	0	50	0	200DB	5
	Office Furn-LMC	9/19/2003	7,160	0	7,160	0	7,160	0	200DB	5
	Phone system	10/15/2003	1,708	0	1,708	0	1,708	0	200DB	5
	Phone system	11/13/2003	1,881	0	1,881	0	1,881	0	200DB	5
	Dell Monitor stands	12/12/2003	438	0	438	0	438	(0)	200DB	5
	A Tape backup	12/19/2003	2,700	0	2,700	0	2,700	0	200DB	5
	A Backup for server	5/3/2004	588	0	588	0	588	0	200DB	5
	Cell Phone	6/7/2005	598	0	598	0	598	0	200DB	5
	Projector	4/7/2006	567	0	567	0	567	0	200DB	5
	A Dell Laptops	12/28/2006	6,515	0	6,515	0	6,515	0	200DB	5
	A Server	3/7/2008	1,289	0	1,289	0	1,289	0	200DB	5
	A Server Install	3/13/2008	1,999	0	1,999	0	1,999	0	200DB	5
	Scanner	10/7/2008	524	0	494	30	524	0	200DB	5
	Dell Laptops	1/18/2011	5,336	0	3,799	615	4,414	922	200DB	5
			31,354	0	29,787	645	30,432	922		
		A	(13,092)			A	(13,092)			
			18,262	0	29,787	645	17,340	922		
TECHNOLOGY										
	A Software-Server/NAV	9/18/2003	1,402	0	1,402	0	1,402	0	200DB	3
	A Software-Quickbooks	10/3/2003	329	0	329	0	329	0	200DB	3
	Software-Adobe	3/10/2008	204	0	204	0	204	0	200DB	3
	Software-Adobe	6/6/2008	204	0	204	0	204	0	200DB	3
			2,139	0	2,139	0	2,139	0		
		A	(1,731)			A	(1,731)			
			408	0	2,139	0	408	0		
			20,450	0	33,706	645	19,528	922		
Total										

A - Disposals

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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

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.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. JAMES S. KEMPER FOUNDATION	Employer identification number (EIN) or 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)

04

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 (other than individual)	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

RYAN LAHURD, EXECUTIVE DIRECTOR

- The books are in the care of ► **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 **MARCH 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☐ calendar year _____ or

► ☒ tax year beginning **AUG 1, 2013**, and ending **JUL 31, 2014**

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	30,345.
b If this application is for Forms 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	\$	16,845.
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	\$	13,500.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	JAMES S. KEMPER FOUNDATION	36-6007812
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	20 N. WACKER DRIVE, NO. 1823	
	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 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

RYAN LAHURD, EXECUTIVE DIRECTOR

- The books are in the care of ☒ 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

- 4 I request an additional 3-month extension of time until JUNE 15, 2015
- 5 For calendar year 2013, or other tax year beginning AUG 1, 2013, and ending JUL 31, 2014
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

- 7 State in detail why you need the extension

INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE FORM 990-PF RETURN IS NOT YET AVAILABLE. AN ADDITIONAL EXTENSION OF TIME IS REQUESTD.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	30,345.
b If this application is for Forms 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 and any amount paid previously with Form 8868	8b	\$	30,345.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒

Title ☒ CPA

Date ☒

Form 8868 (Rev 1-2014)