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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
2014
Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation THE FRED M KEMP FOUNDATION		A Employer identification number 77-0590359
Number and street (or P O box number if mail is not delivered to street address) 1320 GEDERS LANE	Room/suite	B Telephone number (see instructions) (636) 537-1718
City or town, state or province, country, and ZIP or foreign postal code ST LOUIS, MO 63122		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 8,612,506	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	11,072			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8	8	8	
	4 Dividends and interest from securities				
	5a Gross rents	125,276		125,276	
	b Net rental income or (loss) <u>125,276</u>				
	6a Net gain or (loss) from sale of assets not on line 10	219,558			
	b Gross sales price for all assets on line 6a <u>1,221,000</u>				
	7 Capital gain net income (from Part IV, line 2)		219,558		
	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) (attach schedule)					
11 Other income (attach schedule)	94,968	0	94,968		
12 Total. Add lines 1 through 11	450,882	219,566	220,252		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000	600	7,774	21,626
	14 Other employee salaries and wages	85,084	275	22,427	62,383
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	77,835	0	20,582	57,253
	b Accounting fees (attach schedule).	3,271	0	865	2,406
	c Other professional fees (attach schedule)				
	17 Interest	7,742	0	2,047	5,695
	18 Taxes (attach schedule) (see instructions)	113,782	0	32,566	81,215
	19 Depreciation (attach schedule) and depletion	85,790	0	92,686	
	20 Occupancy	97,952	0	25,902	72,050
	21 Travel, conferences, and meetings.	804	0	213	591
	22 Printing and publications	25	0	7	18
	23 Other expenses (attach schedule).	56,787	0	15,017	41,770
	24 Total operating and administrative expenses. Add lines 13 through 23	559,072	875	220,086	345,007
	25 Contributions, gifts, grants paid	10,000			10,000
26 Total expenses and disbursements. Add lines 24 and 25	569,072	875	220,086	355,007	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-118,190				
b Net investment income (if negative, enter -0-)		218,691			
c Adjusted net income (if negative, enter -0-)			166		

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	228,125	162,588	162,588
	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	4,692	4,656	4,656
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ 5,000 Less accumulated depreciation (attach schedule) ▶ _____	632,189	5,000	5,000
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ _____ 3,360,622 Less accumulated depreciation (attach schedule) ▶ _____ 1,010,883	2,435,529	2,349,739	3,360,622
15 Other assets (describe ▶ _____)	5,266,177	5,079,640	5,079,640	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,566,712	7,601,623	8,612,506	
Liabilities	17 Accounts payable and accrued expenses	14,645	12,324	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)	508,062		
	22 Other liabilities (describe ▶ _____)	502,884	166,368	
	23 Total liabilities (add lines 17 through 22)	1,025,591	178,692	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,548,249	4,548,249	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
29 Retained earnings, accumulated income, endowment, or other funds	2,992,872	2,874,682		
30 Total net assets or fund balances (see instructions)	7,541,121	7,422,931		
31 Total liabilities and net assets/fund balances (see instructions)	8,566,712	7,601,623		

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	7,541,121
2	Enter amount from Part I, line 27a	2	-118,190
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	7,422,931
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	7,422,931

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a 16889 CHESTERFIELD AIRPORT ROAD - LAND	P	2008-05-06	2014-05-23
b 1931 MERCEDES BENZ MANNHEIM	D	2003-12-31	2014-03-08
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 550,000	0	659,153	-109,153
b 671,000		342,289	328,711
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			-109,153
b			328,711
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	219,558
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	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 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))
2013	372,143	114,347	3 254506
2012	349,590	131,795	2 652529
2011	267,423	10,904	24 525220
2010	360,595	452,618	0 796687
2009	762,426	67,028	11 374739

2 Total of line 1, column (d).	2	42 603681
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	8 520736
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	275,624
5 Multiply line 4 by line 3	5	2,348,519
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,187
7 Add lines 5 and 6	7	2,350,706
8 Enter qualifying distributions from Part XII, line 4.	8	355,007

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,374
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	4,374
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	4,374
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
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	0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	1
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed .	9	4,375
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 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
1c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MO _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	Yes	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW KEMPAUTOMUSEUM ORG
14 The books are in care of THE FOUNDATION Telephone no (636) 537-1718 Located at 1320 GEDERS LANE ST LOUIS MO ZIP+4 63122
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 2014, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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).
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.
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 2014?
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?
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).
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?
b If "Yes," did it have excess business holdings in 2014 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 2014).
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2014?

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 4945(d)(4)(A)? (see instructions). Yes No

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **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? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRED M KEMP III 16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	PRESIDENT/DIRECTOR 2 00	30,000	0	0
FRANK KEEFE 16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	SECRETARY/DIRECTOR 1 00	0	0	0
CHARLES J BAINE 16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	DIRECTOR 1 00	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. Yes No **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 MAINTAIN AND OPERATE A MUSEUM TO PRESERVE, MAINTAIN AND DISPLAY VINTAGE ANTIQUE, CLASS AND CONTEMPORARY AUTOMOBILES FOR THE PUBLIC AND PROVIDE EDUCATIONAL TOURS AND PROGRAMS	568,197
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	
2	
All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3 **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	0
b	Average of monthly cash balances.	1b	279,821
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	279,821
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	279,821
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,197
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	275,624
6	Minimum investment return. Enter 5% of line 5.	6	13,781

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 2014 from Part VI, line 5.	2a	
b	Income tax for 2014 (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	355,007
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	355,007
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	355,007

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____				
a Applied to 2013, 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 2014 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 <i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

Part XIV Private 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 2014, enter the date of the ruling. 2002-11-25

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

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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
166	166	0	0	0	166
b 85% of line 2a	141	0	0	0	141
c Qualifying distributions from Part XII, line 4 for each year listed	355,007	372,143	349,590	267,856	1,344,596
d Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0	0	0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	355,007	372,143	349,590	267,856	1,344,596

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets	7,601,623	8,566,715	8,540,382	8,809,339	33,518,059
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	7,601,623	8,566,715	8,540,382	8,809,339	33,518,059

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. 0

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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 or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> PIANOS FOR PEOPLE 3138 CHEROKEE ST LOUIS, MO 63118	N/A	501(C)(3)	ENHANCING LIVES THROUGH MUSIC APPRECIATION, PROVIDING PIANOS FOR PEOPLE	5,000
ST LOUIS UNIVERSITY HIGH SCHOOL 4970 OAKLAND AVE ST LOUIS, MO 63110	N/A	PRIVATE RELIGIOUS SC	CATHOLIC EDUCATION	5,000
Total ▶ 3a				10,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

TY 2014 Accounting Fees Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,271	0	865	2,406

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

TY 2014 Depreciation Schedule

Name: THE FRED M KEMP FOUNDATION

EIN: 77-0590359

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LINKSYS WIRELESS ROUTER -G ACCESS POINT	2005-05-03	75	75	200DB	5 000000000000	0	0	0	
LINKSYS VPN ROUTER & SALES TAX	2005-05-03	133	133	200DB	5 000000000000	0	0	0	
LINKSYS VPN ROUTER	2005-06-27	75	75	200DB	5 000000000000	0	0	0	
ACT SOFTWARE	2005-11-14	670	670	SL	3 000000000000	0	0	0	
FRAMING FOR OPENING	2005-04-01	794	794	200DB	7 000000000000	0	0	0	
GALLERY ROPING AND CHROME STANDS	2005-05-13	7,839	7,839	200DB	7 000000000000	0	0	0	
RECEPTION CHAIR	2005-04-15	108	108	200DB	7 000000000000	0	0	0	
SAM'S CLUB -CHAIR	2005-04-15	100	100	200DB	7 000000000000	0	0	0	
ACRLIC DISPLAY STANDS 9" W/CUSTOM LOGO 4@100 EA + 64	2005-03-01	464	464	200DB	7 000000000000	0	0	0	
DISPLAY STANDS	2005-03-08	3,816	3,816	200DB	7 000000000000	0	0	0	
FROSTED ETCHINGS FOR STANDS & INSTALLATION	2005-04-13	405	405	200DB	7 000000000000	0	0	0	
ACT SOFTWARE VERSION 6	2005-12-30	660	660	SL	3 000000000000	0	0	0	
ACRYLIC DISPLAY STANDS 9" WIDE 3@95 + 48 SHIPPING	2005-04-14	333	333	200DB	7 000000000000	0	0	0	
8" X 1" FROSTED ETCH VINYL FOR BROCHURE STANDS	2005-04-19	59	59	200DB	7 000000000000	0	0	0	
LADDERS	2005-03-03	288	288	200DB	7 000000000000	0	0	0	
TORNADO UPRIGHT VACUUM CLEANER & OTHER SUPPUES	2005-03-14	299	299	200DB	7 000000000000	0	0	0	
MCMMASTER-CARR SUPPLY CO -77	2005-03-16	68	68	200DB	7 000000000000	0	0	0	
FREIGHT SKID 10 ROPE STANDS	2005-03-28	54	54	200DB	7 000000000000	0	0	0	
MINNIMAG CARD READER KBD	2005-03-29	125	125	200DB	7 000000000000	0	0	0	
2000 SCISSOR LIFT, SKYJACK 3219	2005-12-05	3,800	3,800	200DB	7 000000000000	0	0	0	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
POWER WASHER	2005-12-14	1,009	1,009	200DB	7 000000000000	0	0	0	
CADDIES FOR ROUND & RECT TABLES & CHAIRS	2005-12-29	1,607	1,607	200DB	7 000000000000	0	0	0	
CASH DRAWER	2005-03-29	215	215	200DB	7 000000000000	0	0	0	
METROLOGIC SCANNER W/TRIGGER USB	2005-03-29	322	322	200DB	7 000000000000	0	0	0	
THERMAL STAR 600 RECEIPT PRINTER	2005-03-29	429	429	200DB	7 000000000000	0	0	0	
6 DISPLAY STANDS	2006-06-01	55	55	200DB	7 000000000000	0	0	0	
PODIUM	2006-06-01	818	818	200DB	7 000000000000	0	0	0	
ABOVEGROUND LIFT INSTALL OF AUTO LIFT, LESS ELECTRIC	2006-02-07	3,745	756	SL	39 000000000000	96	0	96	
DATA ANALYSIS FOR SOUNDPROOFING THE BENZ GALLERY & ENTRY HALL	2006-03-23	2,320	462	SL	39 000000000000	59	0	59	
SOUNDPROOFING WALL PANELS & BANNERS IN CEILING	2006-10-30	59,816	11,057	SL	39 000000000000	1,534	0	1,534	
AVAYA TELEPHONE SYSTEM	2007-02-15	2,767	2,644	200DB	7 000000000000	123	0	33	
INSTALLATION FO 2 ADDITIONAL VOICE CABLES	2007-02-27	448	428	200DB	7 000000000000	20	0	11	
REMAINING BALANCE FOR TELEPHONES	2007-03-16	2,819	2,693	200DB	7 000000000000	126	0	101	
ENGENIUS DURAFON 1X	2007-04-12	657	628	200DB	7 000000000000	29	0	23	
EXTRA HEADSET	2007-04-13	295	282	200DB	7 000000000000	13	0	13	
EXPANSION MODULE	2007-05-09	872	833	200DB	7 000000000000	39	0	39	
NEW MUSEUM OFFICE COMPUTER -KEVIN LEE THOMPSON	2007-11-05	988	988	200DB	5 000000000000	0	0	0	
WIDESCREEN MONITOR, WIRELESS ADAPTER, PRINTER -KEVIN'S DESK	2007-11-27	330	330	200DB	5 000000000000	0	0	0	
TRASH CONTAINER	2007-12-07	64	61	200DB	7 000000000000	3	0	3	
OFFICE FURNITURE/DESK, CHAIR, ETC	2007-10-25	315	301	200DB	7 000000000000	14	0	14	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FOLDING BANQUET TABLES	2007-11-16	460	439	200DB	7 000000000000	21	0	21	
TOY ENGINE FOR THE EDUCATION PROGRAMS	2007-11-27	73	73	200DB	5 000000000000	0	0	0	
COMPANY MAGNETIC NAME TAGS	2007-12-19	130	130	200DB	5 000000000000	0	0	0	
AV SOUND AND SYSTEM	2007-08-08	16,557	16,557	200DB	5 000000000000	0	0	0	
CHANGE SCREEN ORDER/MOVIE PROJECTOR	2007-08-20	10,858	10,858	200DB	5 000000000000	0	0	0	
SOUND SYSTEM	2007-09-14	750	750	200DB	5 000000000000	0	0	0	
EQUIPMENT AND PRODUCTION FEE FOR ANTENNA AUDIO	2007-06-27	23,500	23,500	200DB	5 000000000000	0	0	0	
AUDIO TOUR EQUIPMENT -MP3 PLAYERS	2007-10-03	501	501	200DB	5 000000000000	0	0	0	
AUDIO TOUR EQUIPMENT/HEAD PHONES	2007-10-04	284	284	200DB	5 000000000000	0	0	0	
AUDIO TOUR EQUIPMENT - CORD, ADAPTER, XLR TO TM	2007-10-18	101	101	200DB	5 000000000000	0	0	0	
GENERAL OFFICE SUPPLIES	2007-12-18	35	35	200DB	5 000000000000	0	0	0	
WATER HEATER FOR DISHWASHER	2007-06-20	268	268	200DB	5 000000000000	0	0	0	
GROUND LIGHTS	2007-10-08	1,313	210	SL	39 000000000000	34	0	34	
PARKING LOT RESURFACE	2007-08-22	1,133	565	150DB	15 000000000000	67	0	76	
UNDER DRAIN CONSTRUCTION & OVERLAY	2007-09-18	33,199	5,355	SL	39 000000000000	851	0	851	
SEAL & STRIPE PARKING LOT	2007-09-19	5,550	2,764	150DB	15 000000000000	328	0	370	
ELECTRICAL SIGN ON BUILDING	2007-05-11	1,166	1,114	200DB	7 000000000000	52	0	52	
CHANNEL LETIERS ON NORTH SIDE OF BUILDING "KEMP AUTO MUSEUM"	2007-06-13	7,785	7,438	200DB	7 000000000000	347	0	347	
16" DIAMETER BASE -96 UPRIGHT -(8) 14" CLOTHS & C-PRINT GRAPHICS	2007-06-13	1,311	1,253	200DB	7 000000000000	58	0	58	
SIGNAGE -INSTALL ON EXISTING BRACKETS PER FRED	2007-10-03	2,355	2,250	200DB	7 000000000000	105	0	105	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SOUNDPROOFING 1 - MTL C-1 ADD FOR BLACK FABRIC OVER BANNER	2007-01-31	19,018	3,395	SL	39 000000000000	488	0	488	
TABLE MOVER	2006-06-01	30	30	200DB	7 000000000000	0	0	0	
ICE MAKER & ICE SCOOP	2006-06-01	609	609	200DB	7 000000000000	0	0	0	
PIANO STAND	2006-06-01	619	619	200DB	7 000000000000	0	0	0	
SONY VIAO COM PUTER	2008-02-29	500	250	200DB	5 000000000000	0	0	0	
SERVER	2008-02-29	1,250	625	200DB	5 000000000000	0	0	0	
NEW WORKSTATION FOR RECEPTION DESK/INSTALLATION OF SOFTWARE & TRANSFER	2008-03-04	1,352	676	200DB	5 000000000000	0	0	0	
DESKTOP COM PUTER	2008-04-24	1,174	587	200DB	5 000000000000	0	0	0	
HP LAPTOP	2008-04-30	1,935	967	200DB	5 000000000000	0	0	0	
BLACK FOLDING CHAIRS	2008-01-28	1,047	454	200DB	7 000000000000	47	0	150	
DONOR WALL	2008-11-01	4,277	2,138	200DB	5 000000000000	0	0	0	
CUBICLE WALLS	2008-04-24	1,665	721	200DB	7 000000000000	75	0	238	
CREDENZA AND DESK IN EXPRESSO FINISH (LIBRARY OFFICE)	2008-11-21	2,200	952	200DB	7 000000000000	99	0	314	
LAND	2012-08-15	5,000		L		0	0	0	
KIDS REDO - AUDIO	2008-03-19	3,500	769	150DB	15 000000000000	103	0	233	
PERMIT FOR OFFICE REMODEL	2008-05-27	1,000	220	150DB	15 000000000000	29	0	67	
FRONT OFFICE/LIBRARY REMODEL	2008-08-06	22,088	4,848	150DB	15 000000000000	652	0	1,473	
3 NEW VIDEO CAMERAS	2008-01-16	1,015	507	200DB	5 000000000000	0	0	0	
SECURITY -WIRELESS RADIO	2008-03-06	1,318	659	200DB	5 000000000000	0	0	0	
10 CHROME STANCHIONS	2008-07-01	822	356	200DB	7 000000000000	37	0	117	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
POPCORN MACHINE & CART	2008-09-12	253	127	200DB	5 000000000000	0	0	0	
6 FRAMES MANED WITH MERCEDES PRINTS	2009-04-17	828	325	200DB	7 000000000000	36	0	118	
CANVAS PRINTS & POSTERS	2009-05-14	3,670	1,443	200DB	7 000000000000	157	0	524	
CANVAS PRINTS	2009-06-10	4,200	1,651	200DB	7 000000000000	180	0	600	
60 MB SCANS OF ARTWORK	2009-08-21	487	187	200DB	7 000000000000	22	0	70	
DONOR WALL	2009-12-01	6,772	2,536	200DB	7 000000000000	340	0	967	
6 LEATHER SWNEL CHAIRS	2009-04-13	594	233	200DB	7 000000000000	26	0	85	
8' BOAT SHAPED CONFERENCE TABLE	2009-04-13	1,499	589	200DB	7 000000000000	64	0	214	
LABOR CHARGES TO INSTALL WALL GRAPHICS	2009-04-07	707	277	200DB	7 000000000000	30	0	101	
ELECTRIC WORK - INSTALLING 2 OUTLETS	2009-04-07	541	83	SL	15 000000000000	18	0	36	
RECEPTION WALL ART 160" X 93" LAMDA PRINT LAMINATED	2009-03-18	1,050	171	SL	15 000000000000	35	0	70	
SECURITY SYSTEM	2009-12-18	2,946	404	SL	15 000000000000	98	0	196	
ECP COMPUTER 4GB 1066MH CPU WINDOWS 7	2010-06-09	855	353	200DB	5 000000000000	49	0	171	
SECURITY SYSTEM - ASSET TRANSFER UPON CAP LEASE FINAL PAYMENT	2010-03-31	86,977	10,147	SL	15 000000000000	2,899	0	5,798	
LAPTOP FOR EXECUTIVE DIRECTOR OFFICE	2010-09-07	350	145	200DB	5 000000000000	20	0	70	
BENEDEK TOTH IMAGE #19 BLACK W 196 TOP VIEW	2010-01-15	1,000	344	200DB	7 000000000000	45	0	143	
BUILDING (20% OF TOTAL)	2005-01-01	597,543	137,257	SL	39 000000000000	15,322	0	15,322	
2005 LEASEHOLD IMPROVEMENTS	2005-01-01	2,371,968	544,844	SL	39 000000000000	60,820	0	60,820	
MAIN AV COMPUTER	2005-02-14	1,611	1,611	200DB	5 000000000000	0	0	0	
MEMORY UPGRADE FOR COMPUTER	2005-02-14	585	585	200DB	5 000000000000	0	0	0	

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER FAX AND OTHER HARDWARE	2005-03-15	1,008	1,008	200DB	5 000000000000	0	0	0	
MODEM	2005-04-22	67	67	200DB	5 000000000000	0	0	0	
POS EQUIPMENT	2011-04-08	430		200DB	5 000000000000	0	0	86	
PEARL COMPUTER - RECEPTION	2012-04-26	1,187	309	200DB	5 000000000000	114	0	237	
PEARL COMPUTER - RESTORATION OFFICE	2012-12-13	690	179	200DB	5 000000000000	66	0	138	
LAND	2008-05-31	627,189		L		0	0	0	

TY 2014 General Explanation Attachment**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Identifier	Return Reference	Explanation
AMENDED RETURN	FORM 990-PF, SECTION G, PAGE 1	FORM 990-PF WAS AMENDED AS FOLLOWS FOR THE YEAR ENDED 12/31/2014 PART I, LINE 1A - CHARITABLE CONTRIBUTIONS RECEIVED WERE REDUCED BY \$13,500PART I, LINE 7 COLUMN B - NET GAIN/LOSS ON SALE OF ASSETS INCREASED FROM ZERO TO \$219,558 AS A RESULT OF THE CHANGE REPORTED ON PAGE 3, PART IV LINE 1B NOTED BELOW PART II, LINE 15 COLUMN B/C - BOOK VALUE OF OTHER ASSETS INCREASED BY \$1,748,111 AS A RESULT OF THE CHANGE REPORTED ON PAGE 3, PART IV LINE 1B NOTED BELOW PART IV, LINE 1B - THE GAIN/LOSS CALCULATED ON THE SALE OF AN ASSET INCREASED \$1,748,111 DUE TO THE REDUCTION OF COST BASIS REPORTED THIS CHANGE RESULTED IN NET POSITIVE CAPITAL GAIN AND POSITIVE NET INVESTMENT INCOME PART VI LINE 9 - TAX IS NOW DUE BY THE FOUNDATION BASED UPON THE POSITIVE NET INVESTMENT INCOME CALCULATED AS NOTED ABOVE.SCHEDULE B - REMOVED AN ASSET THAT WAS NOT IRREVOCABLY GIFTED TO THE FOUNDATION DURING 2014

TY 2014 Investments - Land Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	5,000	0	5,000	5,000

TY 2014 Land, Etc. Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LEASEHOLD IMPROVEMENTS	3,282,466	0	3,282,466	3,282,466
FURNITURE AND EQUIPMENT	78,156	0	78,156	78,156

TY 2014 Legal Fees Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	77,835	0	20,582	57,253

TY 2014 Other Assets Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MUSEUM COLLECTION	5,094,684	4,866,395	4,866,395
OTHER RECEIVABLES	171,493	213,245	213,245

TY 2014 Other Expenses Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	48,677	0	12,872	35,805
PERSONNEL EXPENSE	544	0	144	400
OFFICE EXPENSE	5,683	0	1,503	4,180
CAR SHOW	1,883	0	498	1,385

TY 2014 Other Income Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ADMISSIONS	26,308		26,308
MUSEUM PROGRAMS	68,660		68,660

TY 2014 Other Liabilities Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Description	Beginning of Year - Book Value	End of Year - Book Value
INVESTMENT IN SUBSIDIARY	152,868	152,868
PAYROLL LIABILITIES	16	0
ADVANCE - RM AUCTIONS	350,000	0
DEPOSITS ON AUTOMOBILES	0	13,500

TY 2014 Taxes Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	11,718	0	3,099	8,619
REAL ESTATE TAXES	69,979	0	18,504	51,474
PERSONAL PROPERTY TAXES	28,716	0	7,594	21,122
EXCISE TAXES	3,369	0	3,369	0

TY 2014**TransfersToControlledEntities****Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Name	US / Foreign Address	EIN	Description	Amount
KEMP MUSEUM SERVICES INC	16955 CHESTERFIELD AIRPORT ROAD CHESTERFIELD, MO 63005	26-1100236	REIMBURSEMENT OF EXPENSES INCLUDING SHARED SALARIES	20,159
Total				20,159

Schedule B

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

Department of the Treasury Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2014

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

Name of the organization THE FRED M KEMP FOUNDATION

Employer identification number 77-0590359

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
4947(a)(1) nonexempt charitable trust not treated as a private foundation
527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
4947(a)(1) nonexempt charitable trust treated as a private foundation
501(c)(3) taxable private foundation

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

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

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test...
For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor...
For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor...

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
THE FRED M KEMP FOUNDATION

Employer identification number
77-0590359

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM B FURMAN 220 GRAY AVE WEBSTER GROVES, MO 63119	\$ _____ 10,100	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1972 MERCEDES 280	\$ 10,100	2014-05-15
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
THE FRED M KEMP FOUNDATION

Employer identification number
77-0590359

Part III *Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.* Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year. (Enter this information once. See instructions.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____	_____ _____ _____