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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
2015
Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

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 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) \$ 8,844,795	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,238			
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	16	16	16	
4	Dividends and interest from securities				
5a	Gross rents	46,640		46,640	
b	Net rental income or (loss) <u>46,640</u>				
6a	Net gain or (loss) from sale of assets not on line 10	2,487,589			
b	Gross sales price for all assets on line 6a <u>9,220,538</u>				
7	Capital gain net income (from Part IV, line 2)		2,487,589		
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)	38,343	0	38,343	
12	Total. Add lines 1 through 11	2,573,826	2,487,605	84,999	
13	Compensation of officers, directors, trustees, etc	235,056	163,408	16,692	54,955
14	Other employee salaries and wages	109,845	354	20,808	88,682
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule).	212,237	176,587	8,306	27,344
b	Accounting fees (attach schedule).	5,115	0	972	4,143
c	Other professional fees (attach schedule)	5,150	150	950	4,050
17	Interest	31	0	6	25
18	Taxes (attach schedule) (see instructions)	98,410	52,823	8,664	36,924
19	Depreciation (attach schedule) and depletion	65,488	68,165	2,840	
20	Occupancy	67,358	0	12,801	54,557
21	Travel, conferences, and meetings	2,409	0	458	1,951
22	Printing and publications	84	0	16	68
23	Other expenses (attach schedule).	65,693	0	12,486	53,207
24	Total operating and administrative expenses. Add lines 13 through 23	866,876	461,487	84,999	325,906
25	Contributions, gifts, grants paid	92,405			92,405
26	Total expenses and disbursements. Add lines 24 and 25	959,281	461,487	84,999	418,311
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,614,545			
b	Net investment income (if negative, enter -0-)		2,026,118		
c	Adjusted net income (if negative, enter -0-)			0	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	162,588	78,499	78,499
	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	4,656		
	9 Prepaid expenses and deferred charges		23,822	23,822
	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 ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____	5,000		
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	6,494,852	6,494,852
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____	2,349,739	0	0
15 Other assets (describe ▶ _____)	5,079,640	2,247,622	2,247,622	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,601,623	8,844,795	8,844,795	
Liabilities	17 Accounts payable and accrued expenses	12,324	5,813	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)	166,368	0	
	23 Total liabilities (add lines 17 through 22)	178,692	5,813	
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	2,874,682	4,290,733		
30 Total net assets or fund balances (see instructions)	7,422,931	8,838,982		
31 Total liabilities and net assets/fund balances (see instructions)	7,601,623	8,844,795		

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	7,422,931
2	Enter amount from Part I, line 27a	2	1,614,545
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	9,037,476
5	Decreases not included in line 2 (itemize) ▶ _____	5	198,494
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,838,982

Part IV Capital Gains and Losses for Tax on Investment Income

Table with 4 columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold. Rows include 1a 16889 CHESTERFIELD AIRPORT ROAD - BUILDING, 1b FIXTURES & EQUIPMENT, 1c DISPOSAL OF PARTIAL COLLECTION, 1d DISPOSAL OF KEMP MUSEUM SERVICES, 1e UBS 10341.

Table with 4 columns: (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis plus expense of sale, (h) Gain or (loss). Rows a-e corresponding to the items above.

Table with 4 columns: (i) FMV as of 12/31/69, (j) Adjusted basis, (k) Excess of col (i) over col (j), (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)). Rows a-e.

Summary rows 2 and 3. Row 2: Capital gain net income or (net capital loss) 2,487,589. Row 3: Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) -23,603.

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 [x] 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

Table with 4 columns: (a) Base period years Calendar year, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio. Rows for years 2014, 2013, 2012, 2011, 2010.

Summary rows 2-8. Row 2: Total of line 1, column (d) 32,516,954. Row 3: Average distribution ratio for the 5-year base period 6,503,391. Row 4: Net value of noncharitable-use assets for 2015 2,033,453. Row 5: Multiply line 4 by line 3 13,224,340. Row 6: Enter 1% of net investment income 20,261. Row 7: Add lines 5 and 6 13,244,601. Row 8: Enter qualifying distributions from Part XII, line 4 418,311.

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)

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 40,628.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include 'Did the foundation attempt to influence any national, state, or local legislation?' and 'Did the foundation have unrelated business gross income?'. Includes Yes/No columns.

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	Yes	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.KEMPAUTOMUSEUM.ORG	13	Yes	
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 2015, 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 ►	16	Yes	No

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	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 2015? 1c	1c		No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20___, 20___, 20___, 20___ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). 2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20___, 20___, 20___, 20___			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>). 3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
FRED M KEMP III 1320 GEDERS LANE ST LOUIS, MO 63122	PRESIDENT/DIRECTOR 40 00	170,653	0	0
FRANK KEEFE TERM EXP 11-12-15 1320 GEDERS LANE ST LOUIS, MO 63122	SECRETARY/DIRECTOR 1 00	56,903	0	0
CHARLES J BAINE 1320 GEDERS LANE ST LOUIS, MO 63122	DIRECTOR 5 00	7,500	0	0
MARY E UXA TERM BEGAN 10-24-15 1320 GEDERS LANE ST LOUIS, MO 63122	SECRETARY/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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000. **0**

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

Part VIII

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
<p>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. IN FOURTH QUARTER 2015 THE MUSEUM PROPERTY WAS SOLD. THE FOUNDATION WRAPPED UP OPERATIONAL ASPECTS OF THE MUSEUM OPERATIONS AND WILL BEGIN A GRANT PROGRAM FOR EXISTING NONPROFIT ORGANIZATIONS AS NOTED IN THE AMENDMENT TO THE FOUNDATION ARTICLES OF INCORPORATION FILED IN 2014.</p>	418,311
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	828,952
b	Average of monthly cash balances.	1b	1,235,467
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,064,419
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	2,064,419
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	30,966
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,033,453
6	Minimum investment return. Enter 5% of line 5.	6	101,673

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 2015 from Part VI, line 5.	2a	
b	Income tax for 2015 (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	418,311
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	418,311
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	418,311

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ _____				
a Applied to 2014, 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 2015 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.				

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 2015, 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	Prior 3 years				(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012		
0	166	0	0	166	
0	141	0	0	141	
418,311	355,007	372,143	349,590	1,495,051	
0	0	0	0	0	
418,311	355,007	372,143	349,590	1,495,051	

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 8,844,795 7,601,623 8,566,715 8,540,382 33,553,515

(2) Value of assets qualifying under section 4942(j)(3)(B)(i) 7,002,129 7,601,623 8,566,715 8,540,382 31,710,849

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	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)				
<p>a <i>Paid during the year</i> See Additional Data Table</p>				
<p>Total</p>				92,405
<p>b <i>Approved for future payment</i></p>				
<p>Total</p>				0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BIBLE STUDY FELLOWSHIP 19001 HUEBNER RD SAN ANTONIO, TX 78258	N/A	501(C)(3)	INTERDENOMINATIONAL BIBLE STUDY, HELPS PEOPLE KNOW GOD AND EFFECTIVELY SERVE	1,000
BOYS & GIRLS MISSIONARY CRUSADE CO PEOPLE'S CHURCH 1770 MISSOURI STATE RD ARNOLD, MO 63012	N/A	501(C)(3)	CHILDRENS MISSION PROGRAM, INSTILL COMPASSION, REACH OTHERS THROUGH PRAYER	3,000
CENTRAL CHRISTIAN SCHOOLSSWEET CELEBRATIONS 101 S HANLEY RD CLAYTON, MO 63105	N/A	501(C)(3)	PREPARE CHILDREN BY INSTILLING A PASSION FOR GOD, A LOVE OF TRUTH, AND A ZEAL TO SERVE	1,500
GOODWILL 17355 EDISON AVE CHESTERFIELD, MO 63005	N/A	501(C)(3)	CHANGING LIVES THROUGH THE POWER OF WORK	565
MUSEUM OF TRANSPORTATION 3015 BARRETT STATION RD ST LOUIS, MO 63122	N/A	501(C)(3)	TO ENHANCE THE MUSEUM'S AUTOMOBILE AND LITERARY COLLECTIONS	59,340
PIANOS FOR PEOPLE 3138 CHEROKEE ST LOUIS, MO 63118	N/A	501(C)(3)	ENHANCING LIVES THROUGH MUSIC APPRECIATION, PROVIDING PIANOS FOR PEOPLE	6,000
RANKEN JORDAN 11365 DORSETT RD MARYLAND HEIGHTS, MO 63043	N/A	501(C)(3)	PEDIATRIC BRIDGE HOSPITAL	1,000
RANKEN TECHNICAL COLLEGE 4431 FINNEY AVE ST LOUIS, MO 63113	N/A	501(C)(3)	INSTITUTION OF HIGHER LEARNING, PROVIDE COMPREHENSIVE ED IN TECHNICAL FIELDS	1,000
ST LOUIS UNIVERSITY HIGH SCHOOL 4970 OAKLAND AVE ST LOUIS, MO 63110	N/A	PRIVATE RELIGIOUS SC	CATHOLIC EDUCATION	11,500
TRAIL TO THE CROSSTHE AMY CONNELL MEMORIAL FUND PO BOX 853 SALEM, MO 65560	N/A	501(C)(3)	IMPACTING LIVES THROUGH THE GOSPEL OF JESUS CHRIST	1,500
YMCA TROUT LODGE & CAMP LAKEWOOD 135285 STATE HWY AA POTOSI, MO 63664	N/A	501(C)(3)	PUTTING CHRISTIAN PRINCIPLES INTO PRACTICE, BUILD A HEALTHY SPIRIT, MIND AND BODY	6,000
Total			▶ 3a	92,405

TY 2015 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	5,115	0	972	4,143

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

TY 2015 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	852	SL	39 000000000000	76	0	76	
DATA ANALYSIS FOR SOUNDPROOFING THE BENZ GALLERY & ENTRY HALL	2006-03-23	2,320	521	SL	39 000000000000	47	0	47	
SOUNDPROOFING WALL PANELS & BANNERS IN CEILING	2006-10-30	59,816	12,591	SL	39 000000000000	1,214	0	1,214	
AVAYA TELEPHONE SYSTEM	2007-02-15	2,767	2,767	200DB	7 000000000000	0	0	0	
INSTALLATION FO 2 ADDITIONAL VOICE CABLES	2007-02-27	448	448	200DB	7 000000000000	0	0	0	
REMAINING BALANCE FOR TELEPHONES	2007-03-16	2,819	2,819	200DB	7 000000000000	0	0	0	
ENGENIUS DURAFON 1X	2007-04-12	657	657	200DB	7 000000000000	0	0	0	
EXTRA HEADSET	2007-04-13	295	295	200DB	7 000000000000	0	0	0	
EXPANSION MODULE	2007-05-09	872	872	200DB	7 000000000000	0	0	0	
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	64	200DB	7 000000000000	0	0	0	
OFFICE FURNITURE/DESK, CHAIR, ETC	2007-10-25	315	315	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
FOLDING BANQUET TABLES	2007-11-16	460	460	200DB	7 000000000000	0	0	0	
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	244	SL	39 000000000000	27	0	27	
PARKING LOT RESURFACE	2007-08-22	1,133	632	150DB	15 000000000000	34	0	57	
UNDER DRAIN CONSTRUCTION & OVERLAY	2007-09-18	33,199	6,206	SL	39 000000000000	674	0	674	
SEAL & STRIPE PARKING LOT	2007-09-19	5,550	3,092	150DB	15 000000000000	164	0	278	
ELECTRICAL SIGN ON BUILDING	2007-05-11	1,166	1,166	200DB	7 000000000000	0	0	0	
CHANNEL LETIERS ON NORTH SIDE OF BUILDING "KEMP AUTO MUSEUM"	2007-06-13	7,785	7,785	200DB	7 000000000000	0	0	0	
16" DIAMETER BASE -96 UPRIGHT -(8) 14" CLOTHS & C-PRINT GRAPHICS	2007-06-13	1,311	1,311	200DB	7 000000000000	0	0	0	
SIGNAGE -INSTALL ON EXISTING BRACKETS PER FRED	2007-10-03	2,355	2,355	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
SOUNDPROOFING 1 - MTL C-1 ADD FOR BLACK FABRIC OVER BANNER	2007-01-31	19,018	3,883	SL	39 000000000000	386	0	386	
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	501	200DB	7 000000000000	23	0	12	
DONOR WALL	2008-11-01	4,277	2,138	200DB	5 000000000000	0	0	0	
CUBICLE WALLS	2008-04-24	1,665	796	200DB	7 000000000000	37	0	79	
CREDENZA AND DESK IN EXPRESSO FINISH (LIBRARY OFFICE)	2008-11-21	2,200	1,051	200DB	7 000000000000	49	0	131	
LAND	2012-08-15	5,000		L		0	0	0	
KIDS REDO - AUDIO	2008-03-19	3,500	872	150DB	15 000000000000	52	0	175	
PERMIT FOR OFFICE REMODEL	2008-05-27	1,000	249	150DB	15 000000000000	15	0	50	
FRONT OFFICE/LIBRARY REMODEL	2008-08-06	22,088	5,500	150DB	15 000000000000	326	0	1,104	
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	393	200DB	7 000000000000	18	0	49	

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	361	200DB	7 000000000000	18	0	49	
CANVAS PRINTS & POSTERS	2009-05-14	3,670	1,600	200DB	7 000000000000	79	0	218	
CANVAS PRINTS	2009-06-10	4,200	1,831	200DB	7 000000000000	90	0	250	
60 MB SCANS OF ARTWORK	2009-08-21	487	209	200DB	7 000000000000	12	0	29	
DONOR WALL	2009-12-01	6,772	2,876	200DB	7 000000000000	170	0	726	
6 LEATHER SWNEL CHAIRS	2009-04-13	594	259	200DB	7 000000000000	13	0	35	
8' BOAT SHAPED CONFERENCE TABLE	2009-04-13	1,499	653	200DB	7 000000000000	32	0	89	
LABOR CHARGES TO INSTALL WALL GRAPHICS	2009-04-07	707	307	200DB	7 000000000000	16	0	42	
ELECTRIC WORK - INSTALLING 2 OUTLETS	2009-04-07	541	101	SL	15 000000000000	9	0	27	
RECEPTION WALL ART 160" X 93" LAMDA PRINT LAMINATED	2009-03-18	1,050	206	SL	15 000000000000	18	0	53	
SECURITY SYSTEM	2009-12-18	2,946	502	SL	15 000000000000	49	0	147	
ECP COMPUTER 4GB 1066MH CPU WINDOWS 7	2010-06-09	855	402	200DB	5 000000000000	25	0	71	
SECURITY SYSTEM - ASSET TRANSFER UPON CAP LEASE FINAL PAYMENT	2010-03-31	86,977	13,046	SL	15 000000000000	1,450	0	4,349	
LAPTOP FOR EXECUTIVE DIRECTOR OFFICE	2010-09-07	350	165	200DB	5 000000000000	10	0	29	
BENEDEK TOTH IMAGE #19 BLACK W 196 TOP VIEW	2010-01-15	1,000	389	200DB	7 000000000000	22	0	60	
BUILDING (20% OF TOTAL)	2005-01-01	597,543	152,579	SL	39 000000000000	12,130	0	12,130	
2005 LEASEHOLD IMPROVEMENTS	2005-01-01	2,371,968	605,664	SL	39 000000000000	48,149	0	48,149	
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	36	
PEARL COMPUTER - RECEPTION	2012-04-26	1,187	423	200DB	5 000000000000	34	0	99	
PEARL COMPUTER - RESTORATION OFFICE	2012-12-13	690	245	200DB	5 000000000000	20	0	58	

TY 2015 Investments - Other Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS 10341 - FX	FMV	1,504,569	1,504,569
UBS 10341 - BROKERAGE	FMV	4,990,283	4,990,283

TY 2015 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	212,237	176,587	8,306	27,344

TY 2015 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	4,866,395	2,247,622	2,247,622
OTHER RECEIVABLES	213,245	0	0

TY 2015 Other Decreases Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Description	Amount
FMV ADJ - CHARITABLE DISBURSEMENTS	17,114
UNREALIZED GAIN/LOSS ON INVESTMENTS	181,380

TY 2015 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	50,194	0	9,539	40,655
PERSONNEL EXPENSE	2,692	0	512	2,180
OFFICE EXPENSE	12,157	0	2,311	9,846
CAR SHOW	650	0	124	526

TY 2015 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	13,021		13,021
MUSEUM PROGRAMS	25,322		25,322

TY 2015 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	0
DEPOSITS ON AUTOMOBILES	13,500	0

TY 2015 Other Professional Fees Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING	5,150	150	950	4,050

TY 2015 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	13,598	0	2,584	11,014
REAL ESTATE TAXES	55,024	52,823	419	1,783
PERSONAL PROPERTY TAXES	29,788	0	5,661	24,127