

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052
2016
Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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 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) ▶ \$ 8,280,751	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	38	38	38	
	4 Dividends and interest from securities	147,906	147,906	147,906	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-247,617			
	b Gross sales price for all assets on line 6a	17,162,548			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	101				
12 Total. Add lines 1 through 11	-99,572	147,944	147,944		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	88,033	62,681		25,352
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	41,454	33,163		8,291
	16a Legal fees (attach schedule)	163,643	32,729		130,914
	b Accounting fees (attach schedule)	24,804	19,843		4,961
	c Other professional fees (attach schedule)	9,091			9,091
	17 Interest	143	143	143	
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	33,066	6,015	5,019	27,055
	24 Total operating and administrative expenses. Add lines 13 through 23	360,234	154,574	5,162	205,664
	25 Contributions, gifts, grants paid	95,858			0
26 Total expenses and disbursements. Add lines 24 and 25	456,092	154,574	5,162	205,664	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-555,664				
b Net investment income (if negative, enter -0-)		0			
c Adjusted net income (if negative, enter -0-)			142,782		

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	78,499	1,472,193	1,472,193
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	23,822	12,296	12,296
	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) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	6,678,495	4,900,946	4,754,026
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)	2,247,622	2,042,236	2,042,236	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,028,438	8,427,671	8,280,751	
Liabilities	17 Accounts payable and accrued expenses	10,858	15,096	
	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 ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	10,858	15,096	
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			
29 Retained earnings, accumulated income, endowment, or other funds	4,469,331	3,864,326		
30 Total net assets or fund balances (see instructions)	9,017,580	8,412,575		
31 Total liabilities and net assets/fund balances (see instructions) .	9,028,438	8,427,671		

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	9,017,580
2 Enter amount from Part I, line 27a	2	-555,664
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	8,461,916
5 Decreases not included in line 2 (itemize) ▶ _____	5	49,341
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	8,412,575

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)		
1a See Additional Data Table						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a See Additional Data Table						
b						
c						
d						
e						
(i) F M V as of 12/31/69			(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a See Additional Data Table						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)					2	-247,617
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	-172,169

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))
2015	423,356	2,033,609	0.20818
2014	355,007	275,624	1.28801
2013	372,143	114,347	3.25451
2012	349,590	131,795	2.65253
2011	267,423	10,904	24.52522
2 Total of line 1, column (d)			2 31.928447
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 6.385689
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 6,301,503
5 Multiply line 4 by line 3			5 40,239,438
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 40,239,438
8 Enter qualifying distributions from Part XII, line 4			8 205,664

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

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

Table with 11 rows for excise tax calculations. Includes instructions for exempt foundations, domestic foundations, and tax due/overpayment. Includes sub-tables 6a-6d for 2016 estimated tax payments.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about political campaigns, political expenditures, and foundation requirements. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection requirements, and books in care.

Located at 1320 GEDERS LAND 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.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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

Organizations relying on a current notice regarding disaster assistance check here. Yes No

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

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

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/Dir 40 00	65,625		
KEN HARRINGTON 4 BON HILLS DRIVE ST LOUIS, MO 63132	Director 0 00	1,308		
CHARLES J BAINE 1320 GEDERS LANE ST LOUIS, MO 63122	Director 1 00	19,850		
MARY E UXA 1320 GEDERS LANE ST LOUIS, MO 63122	Secretary/Dir 5 00	1,250		

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. Yes No

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
BLITZ BARDGETT & DEUTSCH 120 S CENTRAL AVE 1500 ST LOUIS, MO 63105	LEGAL FEES	111,334
Total number of others receiving over \$50,000 for professional services. ▶		

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, MAINTAN AND DISPLAY VINTAGE ANTIQUE, CLASSIC, AND CONTEMPORARY AUTOMOBILES FOR THE PUBLIC AND PROVIDE EDUCATIONAL TOURS AND PROGRAMS	301,522
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 ▶	

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	6,348,226
b	Average of monthly cash balances.	1b	49,239
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,397,465
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	
3	Subtract line 2 from line 1d.	3	6,397,465
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	95,962
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,301,503
6	Minimum investment return. Enter 5% of line 5.	6	315,075

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 2016 from Part VI, line 5.	2a	
b	Income tax for 2016 (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	205,664
b	Program-related investments—total from Part IX-B.	1b	
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	205,664
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	205,664

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ _____				
a Applied to 2015, 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 2016 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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 2015 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 2017				
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 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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)

	Tax year				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	142,782		166		142,948
b 85% of line 2a	121,365		141		121,506
c Qualifying distributions from Part XII, line 4 for each year listed	205,664	423,356	355,007	372,143	1,356,170
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	205,664	423,356	355,007	372,143	1,356,170
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets	8,519,874	8,677,899	8,468,385	10,283,177	35,949,335
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	2,121,390	6,508,391	8,000,123	10,017,454	26,647,358
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	95,858
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
37500 DEUTSCHE BANK AG L/O TPAOS SPS RTY	P	2015-11-25	2016-08-29
2000000 UNITED STATES TREASURY BILL DUE2/25/2016	P	2016-02-10	2016-02-25
1000000 UNITED STATES TREASURY BILL DUE3/10/2016	P	2016-02-24	2016-03-10
1000000 UNITED STATES TREASURY BILL DUE3/24/2016	P	2016-03-10	2016-03-24
2000000 UNITED STATES TREASURY BILL DUE5/5/2016	P	2016-04-18	2016-05-05
968456 GBP	P	2015-11-11	2016-02-09
1245642 80 GBP	P	2015-11-11	2016-05-10
719144 43 GBP	P	2016-02-24	2016-05-10
5154840 NOK	P	2015-11-11	2016-02-11
8648023 50 NOK	P	2015-11-11	2016-04-13

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
375,000		375,000	
2,000,000		2,000,005	-5
1,000,000		999,914	86
1,000,000		999,926	74
2,000,000		1,999,899	101
1,396,504		1,475,193	-78,689
1,790,212		1,897,415	-107,203
1,033,539		1,002,406	31,133
599,500		600,168	-668
1,046,261		1,006,872	39,389

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-5
			86
			74
			101
			-78,689
			-107,203
			31,133
			-668
			39,389

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

List and describe the kind(s) of property sold (e.g., real estate, (a) 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.)
6078389 38 NOK	P	2016-05-10	2016-10-06
17133000 NOK	P	2016-05-10	2016-12-09
10803000 FIDUCIARY CALL NOK 25%	P	2016-12-09	2016-12-12
5948 SPDR GOLD SHARES EFT GLD	P	2016-09-29	2016-11-04
1958 BENTLEY S1 W/FREESTONE & WEBB BODY	P	2011-12-09	2016-02-16
1965 MERCEDES 190 D 4 DOOR SEDAN	P	2003-12-31	2016-03-17
1983 PORSCHE 944	P	2012-12-01	2016-03-02
1972 MERCEDES 600	P	2003-12-31	2016-08-31

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
753,000		739,436	13,564
2,015,183		2,084,229	-69,046
1,280,871		1,270,649	10,222
738,478		749,605	-11,127
65,000		135,286	-70,286
15,000		14,150	850
9,000		9,652	-652
45,000		50,360	-5,360

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			13,564
			-69,046
			10,222
			-11,127
			-70,286
			850
			-652
			-5,360

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>				
THE COLLEGE CHURCH 3628 LINDELL BLVD ST LOUIS, MO 63108	NONE	501(c)(3)	Unrestricted	3,000
THRIVE ST LOUIS INC 4331 LINDELL BLVD ST LOUIS, MO 63108	NONE	501(c)(3)	Unrestricted	63,000
ST JOSEPH'S ACADEMY 2307 S LINDBERGH BLVD ST LOUIS, MO 63131	NONE	501(c)(3)	Unrestricted	6,608
INVENTORS ASSOCIATION OF ST LOUIS 9666 OLIVE BLVD ST LOUIS, MO 63132	NONE	501(c)(3)	Unrestricted	1,000
ST LOUIS UNIVERISTY HIGH SCHOOL 4970 OAKLAND AVE ST LOUIS, MO 63110	NONE	501(c)(3)	Unrestricted	10,000
Total ▶ 3a				95,858

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	NONE	501(c)(3)	Unrestricted	4,000
FRIENDS OF THE SLU LIVER CENTER 14323 S OUTER FORTY RD CHESTERFIELD, MO 63017	NONE	501(c)(3)	Unrestricted	2,250
HANLEY ROAD EDUCATION FOUNDATION 700 S HANLEY RD ST LOUIS, MO 63105	NONE	501(c)(3)	Unrestricted	4,000
ONESIGHT 4000 LUXOTTICA PLACE MASON, OH 45040	NONE	501(c)(3)	Unrestricted	1,000
GATEWAY HOMELESS DBSA GATEWAY 180 1000 19TH ST ST LOUIS, MO 63106	NONE	501(c)(3)	Unrestricted	1,000
Total 3a				95,858

TY 2016 Accounting Fees Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	24,804	19,843	0	4,961

TY 2016 Investments - Other Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359**Software ID:** 16000303**Software Version:** 2016v3.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
UBS 10341 - FX BROKERAGE	AT COST	239	204
UBS 11802162	AT COST	2,764,280	2,678,091
CHARLES SCHWAB	AT COST	1,300,000	1,239,304
KAYNE ANDERSON R/E DEBT FUND II	AT COST	86,427	86,427
SEALY STRATEGIC EQUITY PARTNERS LP	AT COST	750,000	750,000
UBS 10341 - US BROKERAGE	AT COST		

TY 2016 Legal Fees Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	163,643	32,729	0	130,914

TY 2016 Other Assets Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359**Software ID:** 16000303**Software Version:** 2016v3.0**Other Assets Schedule**

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MUSEUM COLLECTION	2,247,622	2,042,236	2,042,236

TY 2016 Other Decreases Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359**Software ID:** 16000303**Software Version:** 2016v3.0

Description	Amount
INCOME/EXCISE TAX	48,757
KAYNE ANDERSON R/E DEBT II-EXPENSES NOT RECORDED ON RETURN	584

TY 2016 Other Expenses Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359**Software ID:** 16000303**Software Version:** 2016v3.0**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CAR PROGRAM EXPENSE	19,775			19,776
INSURANCE	3,194	996		2,198
INVESTMENT FEES	5,019	5,019	5,019	
MEETING EXPENSE	443			444
OFFICE EXPENSE	1,390			1,391
OTHER PROGRAMS - PIANO RELATED	365			365
WEB SITE DESIGN/MAINTENANCE	2,880			2,881

TY 2016 Other Income Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359**Software ID:** 16000303**Software Version:** 2016v3.0**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	101		

TY 2016 Other Professional Fees Schedule**Name:** THE FRED M KEMP FOUNDATION**EIN:** 77-0590359**Software ID:** 16000303**Software Version:** 2016v3.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MARKETING & PROMOTIONAL FEES	7,753	0	0	7,753
PAYROLL PROCESSING	1,338	0	0	1,338