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Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

2008

Department of the Treasury
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning Nov 1, 2008, and ending Oct 31, 2009

G Check all that apply. Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation William T. Kemper Foundation		A Employer identification number 43-6345116
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (816) 234-2568
	City or town Kansas City	State ZIP code MO 64112	C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 214,562,797.	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)			
2 Ck ☒ if the foundn is not req to att Sch B			
3 Interest on savings and temporary cash investments	2,980,705.	3,000,476.	
4 Dividends and interest from securities	1,892,229.	3,250,709.	
5a Gross rents	965.	965.	
b Net rental income or (loss) 784.			
6a Net gain/(loss) from sale of assets not on line 10	-23,729,690.		
b Gross sales price for all assets on line 6a 55,379,242.			
7 Capital gain net income (from Part IV, line 2)	0.		
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/(loss) (att sch)			
11 Other income (attach schedule) See Line 11 Stmt	54,004.	96,200.	
12 Total. Add lines 1 through 11	-18,801,787.	6,348,350.	
13 Compensation of officers, directors, trustees, etc	807,578.	397,119.	410,459.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)			
b Accounting fees (attach sch)			
c Other professional fees (attach sch) 16c Stmt	130,003.	90,003.	40,000.
17 Interest			
18 Taxes (attach schedule) See Line 18 Stmt	20.	154,571.	
19 Depreciation (attach sch) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) See Line 23 Stmt	13,429.	40,979.	13,268.
24 Total operating and administrative expenses. Add lines 13 through 23	951,030.	682,672.	463,727.
25 Contributions, gifts, grants paid	13,569,389.		13,569,389.
26 Total expenses and disbursements. Add lines 24 and 25	14,520,419.	682,672.	14,033,116.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-33,322,206.		
b Net investment income (if negative, enter -0-)		5,665,678.	
c Adjusted net income (if negative, enter -0-)			

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ADMINISTRATIVE EXPENSES

9-14 10

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
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	21,873,921.	2,424,738.	2,424,738.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule) L-10a Stmt	34,856,004.	37,220,615.	39,112,056.
	b Investments — corporate stock (attach schedule) L-10b Stmt	145,163,170.	147,314,307.	139,163,785.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	18,434,302.	25,048,290.	25,713,609.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)	0.			
12 Investments — mortgage loans				
13 Investments — other (attach schedule) L-13 Stmt	34,139,285.	9,136,527.	8,060,727.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)	OFFICE EQ 1.	1.	1.	
15 Other assets (describe L-15 Stmt)	129,094.	129,093.	87,881.	
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	254,595,777.	221,273,571.	214,562,797.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
F U N D A S S E T A N C E O F S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	254,595,777.	221,273,571.	
	30 Total net assets or fund balances (see the instructions)	254,595,777.	221,273,571.	
	31 Total liabilities and net assets/fund balances (see the instructions)	254,595,777.	221,273,571.	

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	254,595,777.
2 Enter amount from Part I, line 27a	2	-33,322,206.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	221,273,571.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	221,273,571.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a STATEMENT 2	P	Various	Various
b BERNSTEIN PTRSHP LOSSES 12/31/08	P	Various	Various
c BERNSTEIN GLOBAL STRATEGIC VALUE	P	Various	04/02/09
d 1200 SH IMS HEALTH INC	P	Various	10/29/09
e See Columns (a) thru (d)			

(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 40,755,961.		54,040,383.	-13,284,422.
b 0.		12,322,240.	-12,322,240.
c 14,577,462.		14,577,462.	0.
d 20,200.		32,463.	-12,263.
e See Columns (e) thru (h)		7,613,304.	-7,366,254.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-13,284,422.
b			-12,322,240.
c			0.
d			-12,263.
e See Columns (i) thru (l)	0.	0.	-7,366,254.

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	-32,985,179.
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 the instructions). If (loss), enter -0- in Part I, line 8.				
			3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	13,780,550.	283,053,930.	0.048685
2006	11,209,525.	296,504,685.	0.037806
2005	10,958,991.	268,359,988.	0.040837
2004	11,070,921.	252,835,739.	0.043787
2003	12,070,279.	243,936,727.	0.049481

2 Total of line 1, column (d)	2	0.220596
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044119
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	200,341,454.
5 Multiply line 4 by line 3	5	8,838,865.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	56,657.
7 Add lines 5 and 6	7	8,895,522.
8 Enter qualifying distributions from Part XII, line 4	8	14,033,116.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions)		1	56,657.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	56,657.
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	56,657.
6 Credits/Payments			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008		6a	195,979.
b Exempt foreign organizations – tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	0.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	195,979.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	139,322.
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax ☒ 139,322. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
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>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>MO - Missouri</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>NONE</u>	13	X	
14	The books are in care of <u>COMMERCE BANK</u> Telephone no <u>(816) 234-2568</u> Located at <u>118 WEST 47TH ST, KANSAS CITY, MO</u> ZIP + 4 <u>64112-1601</u>			
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 <u>15</u>			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? ☐	1b	X
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 2008? ☐	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☒ No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the 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. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If 'Yes,' did it have excess business holdings in 2008 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 2008.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****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 you answered 'Yes' to 6b, also file Form 8870

6b**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
COMMERCE BANK, NA-INV. MGMT 118 WEST 47TH ST KANSAS CITY MO 64112	CORP TRUSTEE > 40.00	397,119.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY MO 64112	CORP TRUSTEE > 10.00	44,124.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY MO 64112	CORP TRUSTEE > 40.00	366,335.	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

None

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
ALLIANCE CAPITAL MANAGEMENT LP 1345 AVE OF AMERICAS, NY NY 10105	INVESTMENT MGT	90,003.

Total number of others receiving over \$50,000 for professional services None

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 NONE	
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 NONE	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	167,023,924.
b	Average of monthly cash balances	1b	21,111,292.
c	Fair market value of all other assets (see instructions)	1c	15,257,123.
d	Total (add lines 1a, b, and c).	1d	203,392,339.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	203,392,339.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,050,885.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	200,341,454.
6	Minimum investment return. Enter 5% of line 5	6	10,017,073.

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

1	Minimum investment return from Part X, line 6	1	10,017,073.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	56,657.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	56,657.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,960,416.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	9,960,416.
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	9,960,416.

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	14,033,116.
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	14,033,116.
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	56,657.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,976,459.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				9,960,416.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			13,907,128.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2008				
a From 2003	0.			
b From 2004	0.			
c From 2005	0.			
d From 2006	0.			
e From 2007	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 14,033,116.				
a Applied to 2007, but not more than line 2a			13,907,128.	
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 2008 distributable amount				125,988.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				9,834,428.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004	0.			
b Excess from 2005	0.			
c Excess from 2006	0.			
d Excess from 2007	0.			
e Excess from 2008	0.			

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

N/A

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

- b**
- Check box to indicate whether the foundation 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:

- b 85% of line 2a**

- c Qualifying distributions from Part XII,
line 4 for each year listed

- d**
- Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities
Subtract line 2d from line 2c

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

- a 'Assets' alternative test – enter

- (1) Value of all assets

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

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

- c 'Support' alternative test – enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) .

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

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

- (4) Gross investment income**

Part 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).)

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a** The name, address, and telephone number of the person to whom applications should be addressed:

EXECUTIVE DIRECTOR, WILLIAM T. KEMPER FOUNDATION

COMMERCE BANK, TRUSTEE, 922 WALNUT, SUITE 200

KANSAS CITY MO 64106-1809 (816) 234-2112

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

SEE STATEMENT A

- c Any submission deadlines:

SEE STATEMENT A

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

SEE STATEMENT A

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 Paid during the year SEE STATEMENT 3	N/A	PUBLIC	SEE STATEMENT	13,569,389.
Total			3a	13,569,389.
b Approved for future payment SEE STATEMENT 4	N/A	PUBLIC	SEE STATEMENT	8,205,430.
Total			3b	8,205,430.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	2,980,705.	
4	Dividends and interest from securities			14	1,892,229.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16	784.	
6	Net rental income or (loss) from personal property					
7	Other investment income			15	40,321.	
8	Gain or (loss) from sales of assets other than inventory			18	-23,729,690.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	TAX REFUNDS					13,683.
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				-18,815,651.	13,683.
13	Total. Add line 12, columns (b), (d), and (e)				13	-18,801,968.

(See worksheet in the instructions for line 13 to verify calculations.)

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

[illegible]

Supporting Statement of:

Form 990-PF, p1/Line 3(b)

Description	Amount
INTEREST	2,980,705.
BERNSTEIN PTRSHP (12/31/08)	19,687.
BERNSTEIN PTRSHP (FINAL)	84.
Total	<u>3,000,476.</u>

Supporting Statement of:

Form 990-PF, p1/Line 4(b)

Description	Amount
DIVIDENDS	1,892,229.
BERNSTEIN PTRSHP (12/31/08)	1,208,759.
BERNSTEIN PTRSHP (FINAL)	149,721.
Total	<u>3,250,709.</u>

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
MINERAL INCOME	40,321.	36,857.	
FOREIGN TAX REFUND	555.	555.	
NM STATE W/H REFUNDS	13,128.	13,128.	
BERNSTEIN PFIC INCOME 12/31/08		8,259.	
BERNSTEIN PFIC INCOME (FINAL)		37,401.	
Total	54,004.	96,200.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES-PTSHP		138,129.		
FOREIGN TAXES-PTSHP (FINAL)		16,422.		
RE TAXES	20.	20.		
Total	20.	154,571.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE EXPENSE	13,268.			13,268.
BERNSTEIN PTSHP 12/31/08		33,193.		
INSURANCE PREMIUM	47.	47.		
RE EXPENSE	114.	114.		
BERNSTEIN PTSHP FINAL		7,625.		
Total	13,429.	40,979.		13,268.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
300 EXPEDITORS INTL WASH	P	Various	10/29/09
800 MGM MIRAGE	P	Various	10/29/09
600 SHAW	P	Various	10/29/09
3300 MICROCHIP TECHNOLOGY	P	Various	10/29/09
1400 BRINKER INTERNATIONAL INC	P	Various	10/29/09
1200 AGCO CORP	P	Various	10/29/09
1100 BRINKS HOME SECURITY HOLDINGS	P	Various	10/29/09
500 ENERGIZER HOLDINGS INC	P	Various	10/29/09
500 DENDREON CORP	P	Various	10/29/09
BERNSTEIN FINAL K-1 LOSSES	P	Various	10/31/09

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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)
9,941.		10,251.	-310.
7,784.		5,823.	1,961.
16,621.		45,045.	-28,424.
81,534.		104,548.	-23,014.
18,423.		25,118.	-6,695.
34,843.		57,137.	-22,294.
34,099.		30,889.	3,210.
30,652.		45,504.	-14,852.
13,153.		11,539.	1,614.
0.		7,277,450.	-7,277,450.
Total		<u>7,613,304.</u>	<u>-7,366,254.</u>

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			-310.
0.	0.	0.	1,961.
			-28,424.
			-23,014.
			-6,695.
			-22,294.
0.	0.	0.	3,210.
			-14,852.
0.	0.	0.	1,614.
			-7,277,450.
Total	<u>0.</u>	<u>0.</u>	<u>-7,366,254.</u>

Form 990-PF, Page 1, Part I, Line 16c
L-16c Stmt

Line 16c - Other Professional Fees:	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Name of Provider	Type of Service Provided			
ROBERT STORR	ART CONSULTANT	40,000.		40,000.
ALLIANCE CAPITAL MGT	INVESTMENT MANAGEMENT	90,003.	90,003.	
Total		<u>130,003.</u>	<u>90,003.</u>	<u>40,000.</u>

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US STATEMENT 1 p 24			33,559,963.	35,318,797.
STATE & LOCAL STATEMENT 1 p 27	3,660,652.	3,793,259.		
Total	<u>3,660,652.</u>	<u>3,793,259.</u>	<u>33,559,963.</u>	<u>35,318,797.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
STATEMENT 1 p 16	147,314,307.	139,163,785.
Total	<u>147,314,307.</u>	<u>139,163,785.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
STATEMENT 1 p 35	25,048,290.	25,713,609.
Total	<u>25,048,290.</u>	<u>25,713,609.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MINERAL INTERESTS, RE, CULP & NYMEYER	5,678.	178,439.
BRIDGEWATER ALL WEATHER	9,130,849.	7,882,288.
Total	<u>9,136,527.</u>	<u>8,060,727.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
ARTWORK	129,094.	129,093.	87,881.
Total	<u>129,094.</u>	<u>129,093.</u>	<u>87,881.</u>

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2009**

43-6345116

**PART XV, LINE 2 – INFORMATION REGARDING CONTRIBUTION,
GRANT GIFT, LOAN SCHOLARSHIP, ETC. PROGRAMS:**

WILLIAM T. KEMPER FOUNDATION – COMMERCE BANK TRUSTEE

PROPOSAL GUIDELINES

We seek to support proposals which fall in the following categories:

Education
Health and Human Services
Civic Improvements
The Arts

Following are the key elements we require as a prerequisite for funding consideration:

- Brief description of the organization
- Summary of the project
- Goals and plan for implementation
- Other sources of support, including corporate/foundation names and amounts committed
- Budget for project and future funding plans
- Timetable with specific, measurable objectives
- Method of evaluation
- Organization's most recent audited financial statement and a budget for the current year
- List of the board of directors, including identification of the President/Chair
- IRS determination letter

The following are reasons or subject areas which will constitute rejection of proposal:

- Inability to produce a 501(c)(3) tax determination letter
- The recipient is defined as a "private foundation" in Section 509(a) of the IRS code
- Organizations operating outside of the Foundation's geographic area of interest
- Aid to an individual
- Politically partisan purposes
- Tickets for dinners, benefits, exhibits, conferences, sports events or other event activities
- Advertisements
- Underwriting of deficits or post-event funding
- Research unrelated to the Foundation's current projects or priorities
- Endowment funds

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2009**

43-6345116

The Terms

Grant recipients are required to submit a written narrative report and an accounting of all disbursements from the proceeds of the grant on an annual basis. Any grant that extends for more than one year will be conditional on further review and evaluation of the program or project as may be determined by the staff and Contributions Committee.

The recipient is responsible to ensure that the grant is used for the purposes indicated in the grant request. Variations will be made only at the discretion of the Foundation, and must be requested in writing. If the grant is used for other than the stated purposes without explicit permission, the Foundation reserves the right to withdraw funding.

Address Application To:

Executive Director
William T. Kemper Foundation
Commerce Bank, Trustee
922 Walnut, Suite 200
Kansas City, Missouri 64106-1809
(816) 234-2112

William T Kemper Foundation Main A/C - FORM 990PF PART II

October 1, 2009 - October 31, 2009

Account Number: 46-0001-00-1

TAX ID # 43-6345116

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Principal Cash		9,681,485.31	9,681,485.31	4.52%	0.00	0.00%
Total Cash and Cash Equivalents		\$ 2,424,738.38	\$ 2,424,738.38	1.13%	\$ 215.00	0.01%

Equity Investments

Common Stocks

Abbott Labs	5,000	245,969.50 49.19	252,850.00 50.57	0.12%	8,000.00	3.16%
Adobe System Inc	8,800	373,804.14 42.48	289,872.00 32.94	0.14%	0.00	0.00%
AES Corp	3,000	25,740.00 8.58	39,210.00 13.07	0.02%	0.00	0.00%
Agco Corp	1,200	57,137.28 47.61	33,732.00 28.11	0.02%	0.00	0.00%
Akamai Technologies Inc	1,300	25,944.10 19.96	28,600.00 22.00	0.01%	0.00	0.00%
Allergan Inc	4,760	252,150.50 52.97	267,750.00 56.25	0.12%	952.00	0.36%
Amazon Com Inc	4,800	431,137.84 89.82	570,288.00 118.81	0.27%	0.00	0.00%
Amencredit Corp Common Stock	2,000	33,715.20 16.86	35,300.00 17.65	0.02%	0.00	0.00%
Apollo Group Inc Cl A	500	33,577.60 67.16	28,550.00 57.10	0.01%	0.00	0.00%
Apple Inc	4,300	507,424.94 118.01	810,550.00 188.50	0.38%	0.00	0.00%

STATEMENT I

William T Kemper Foundation Main A/C

October 1, 2009 - October 31, 2009

Account Number: 46-0001-00-1

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List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Arrow Electrs Inc	1,200	30,223.56 25.19	30,408.00 25.34	0.01%	0.00	0.00%
Autodesk Inc	1,040	34,883.06 33.54	25,927.20 24.93	0.01%	0.00	0.00%
Autonation Incorporated	3,100	51,394.28 16.58	53,444.00 17.24	0.02%	0.00	0.00%
Autozone Inc	1,000	154,407.00 154.41	135,310.00 135.31	0.06%	0.00	0.00%
Avery Dennison Corp	1,100	30,757.10 27.96	39,215.00 35.65	0.02%	880.00	2.24%
Avnet Inc	1,200	26,696.16 22.25	29,736.00 24.78	0.01%	0.00	0.00%
Bard C R Inc	7,165	657,776.22 91.80	537,876.55 75.07	0.25%	4,872.00	0.91%
Becton Dickinson & Company	6,600	291,560.94 44.18	451,176.00 68.36	0.21%	8,712.00	1.93%
Best Buy Inc	6,200	243,336.36 39.25	236,716.00 38.18	0.11%	3,472.00	1.47%
Blackrock Inc	1,800	386,891.20 214.94	389,682.00 216.49	0.18%	5,616.00	1.44%
BMC Software Inc	9,500	286,632.07 30.17	353,020.00 37.16	0.16%	0.00	0.00%
Brinker International Inc	1,400	25,118.38 17.94	17,696.00 12.64	0.01%	616.00	3.48%
Brinks Home Security Holdings Inc	1,100	30,889.19 28.08	34,078.00 30.98	0.02%	0.00	0.00%
Bucyrus International Inc	1,200	28,372.32 23.64	53,304.00 44.42	0.02%	120.00	0.23%
CA Inc	2,500	56,578.25 22.63	52,300.00 20.92	0.02%	400.00	0.76%

William T Kemper Foundation Main A/C
October 1, 2009 - October 31, 2009

Account Number: 46-0001-00-1

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List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Centerpoint Energy Inc	4,100	62,257.68 15.19	51,660.00 12.60	0.02%	3,116.00	6.03%
Centurytel Incorporated	2,740	80,685.20 29.45	88,940.40 32.46	0.04%	7,672.00	8.63%
Cephalon Inc	1,030	48,432.24 47.02	56,217.40 54.58	0.03%	0.00	0.00%
Cerner Corp	1,160	50,414.97 43.46	88,206.40 76.04	0.04%	0.00	0.00%
Charles River Laboratories	800	24,619.76 30.78	29,216.00 36.52	0.01%	0.00	0.00%
Chico's Fas Inc	2,600	32,673.68 12.57	31,070.00 11.95	0.01%	0.00	0.00%
Chipotle Mexican Grill Inc Class A	5,000	360,427.82 72.09	407,450.00 81.49	0.19%	0.00	0.00%
Church & Dwight Co. Incorporated	265	8,513.55 32.13	15,073.20 56.88	0.01%	148.00	0.98%
Cisco System Inc	45,500	739,582.49 16.26	1,037,855.00 22.81	0.48%	0.00	0.00%
Clorox Co	500	28,487.90 56.98	29,615.00 59.23	0.01%	1,000.00	3.38%
Coach Inc	1,700	37,290.36 21.94	56,049.00 32.97	0.03%	510.00	0.91%
Coca Cola	5,800	262,494.28 45.26	309,198.00 53.31	0.14%	9,512.00	3.08%
Coca Cola Enterprises	20,700	406,401.40 19.63	394,749.00 19.07	0.18%	6,624.00	1.68%
Cognizant Technology Solutions Corp	1,400	26,025.86 18.59	54,110.00 38.65	0.03%	0.00	0.00%
Colgate Palmolive	4,800	366,555.36 76.37	377,424.00 78.63	0.18%	8,448.00	2.24%

William T Kemper Foundation Main A/C
October 1, 2009 - October 31, 2009

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Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Total Market</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Commscope Inc	13,700	254,255.48 18.56	370,174.00 27.02	0.17%	0.00	0.00%
Con-Way Incorporated	1,300	53,626.62 41.25	42,887.00 32.99	0.02%	520.00	1.21%
Consol Energy Inc	9,600	577,405.75 60.15	410,976.00 42.81	0.19%	3,840.00	0.93%
Constellation Energy Group Inc	1,000	28,535.10 28.54	30,920.00 30.92	0.01%	960.00	3.10%
Corning Inc	23,600	636,123.84 26.95	344,796.00 14.61	0.16%	4,720.00	1.37%
Crown Holdings Inc	10,700	294,796.91 27.55	285,155.00 26.65	0.13%	0.00	0.00%
CSX Corp	5,100	287,505.87 56.37	215,118.00 42.18	0.10%	4,488.00	2.09%
Cummins Engine Inc	900	25,877.92 28.75	38,754.00 43.06	0.02%	630.00	1.63%
Darden Restaurants Inc		0.00 0.00	0.00 30.31	0.00%	0.00	0.00%
Dendreon Corp	1,100	25,385.36 23.08	27,797.00 25.27	0.01%	0.00	0.00%
Dentsply International Inc	1,900	62,402.27 32.84	62,624.00 32.96	0.03%	380.00	0.61%
Dish Network Corp-A	12,000	176,742.72 14.73	208,800.00 17.40	0.10%	0.00	0.00%
Disney Walt Co	14,200	470,564.13 33.14	388,654.00 27.37	0.18%	4,970.00	1.28%
Dollar Tree Inc	9,500	337,951.35 35.57	428,735.00 45.13	0.20%	0.00	0.00%
Dover Corp	700	23,937.62 34.20	26,376.00 37.68	0.01%	728.00	2.76%

William T Kemper Foundation Main A/C
October 1, 2009 - October 31, 2009

Account Number: 46-0001-00-1

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List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Total Market</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Dresser-Rand Group Inc	2,500	78,769.75 31.51	73,675.00 29.47	0.03%	0.00	0.00%
Du Pont (E I) De Nemours & Co	13,700	425,824.77 31.08	435,934.00 31.82	0.20%	22,468.00	5.15%
Dun & Bradstreet Corp	2,100	182,009.01 86.67	160,776.00 76.56	0.07%	2,856.00	1.78%
Eaton Vance Corporation Non Voting	1,030	26,729.58 25.95	29,241.70 28.39	0.01%	659.00	2.25%
Energizer Holdings Inc	1,200	109,208.16 91.01	73,044.00 60.87	0.03%	0.00	0.00%
Enesco International Inc	900	69,802.83 77.56	41,211.00 45.79	0.02%	90.00	0.22%
Expedia Inc	1,900	40,578.49 21.36	43,073.00 22.67	0.02%	0.00	0.00%
Expeditors International Wash Inc	700	23,919.00 34.17	22,554.00 32.22	0.01%	266.00	1.18%
Exxon Mobil Corporation	7,000	598,067.56 85.44	501,690.00 71.67	0.23%	11,760.00	2.34%
Fidelity National Information Services	2,025	27,914.85 13.79	44,064.00 21.76	0.02%	405.00	0.92%
Fluor Corp	600	32,022.84 53.37	26,652.00 44.42	0.01%	300.00	1.13%
FMC Technologies Inc	600	33,719.28 56.20	31,560.00 52.60	0.01%	0.00	0.00%
Foot Locker Inc	2,600	29,087.76 11.19	27,248.00 10.48	0.01%	1,560.00	5.73%
Forest Labs Inc	2,200	115,308.18 52.41	60,874.00 27.67	0.03%	0.00	0.00%
Franklin Resources Inc	4,500	308,898.45 68.64	470,835.00 104.63	0.22%	3,780.00	0.80%

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Freeport-McMoran Copper & Gold	6,700	518,343.99 77.37	491,512.00 73.36	0.23%	0.00	0.00%
Frontier Communications Corp	5,700	89,122.35 15.64	40,869.00 7.17	0.02%	5,700.00	13.95%
Gap Inc	11,700	175,332.69 14.99	249,678.00 21.34	0.12%	3,978.00	1.59%
Gilead Sciences Inc	15,300	636,922.94 41.63	651,015.00 42.55	0.30%	0.00	0.00%
Google Inc Cl A	1,300	434,831.28 334.49	696,956.00 536.12	0.33%	0.00	0.00%
Grainger W W Inc	4,700	290,507.00 61.81	440,531.00 93.73	0.21%	8,648.00	1.96%
Guess Inc	1,400	34,189.68 24.42	51,170.00 36.55	0.02%	700.00	1.37%
Hansen Natural Corp	400	11,224.56 28.06	14,460.00 36.15	0.01%	0.00	0.00%
Harris Stratex Networks Inc Cl A	98	523.32 5.34	617.40 6.30	0.00%	0.00	0.00%
Harsco Corp	10,600	333,254.46 31.44	333,794.00 31.49	0.16%	8,480.00	2.54%
Health Care REIT Inc	800	38,368.48 47.96	35,496.00 44.37	0.02%	2,176.00	6.13%
Hewitt Associates Inc-A	16,800	680,996.83 40.54	596,736.00 35.52	0.28%	0.00	0.00%
Hewlett Packard Co	19,900	933,210.02 46.90	944,454.00 47.46	0.44%	6,368.00	0.67%
Illinois Tool Works Inc	10,400	570,225.82 54.83	477,568.00 45.92	0.22%	12,896.00	2.70%
IMS Health Inc	17,915	479,516.27 26.77	293,626.85 16.39	0.14%	2,149.00	0.73%

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Intel Corp	10,100	222,991.25 22.08	193,011.00 19.11	0.09%	5,656.00	2.93%
Intercontinentalexchange Inc	500	41,900.95 83.80	50,095.00 100.19	0.02%	0.00	0.00%
International Business Machines	11,500	1,017,749.45 88.50	1,387,015.00 120.61	0.65%	25,300.00	1.82%
International Game Technology	2,100	27,027.63 12.87	37,464.00 17.84	0.02%	504.00	1.35%
ITT Corp	1,240	75,054.99 60.53	62,868.00 50.70	0.03%	1,054.00	1.68%
ITT Edl Svcs Inc	2,900	236,776.88 81.65	262,015.00 90.35	0.12%	0.00	0.00%
Jabil Circuit Inc	3,300	26,675.88 8.08	44,154.00 13.38	0.02%	924.00	2.09%
Jacobs Engineering Group Inc	980	19,232.66 19.63	41,444.20 42.29	0.02%	0.00	0.00%
Jefferies Group Inc	1,400	26,805.94 19.15	36,540.00 26.10	0.02%	0.00	0.00%
Johnson and Johnson	9,100	536,257.57 58.93	537,355.00 59.05	0.25%	17,836.00	3.32%
Joy Global Inc	1,000	24,900.00 24.90	50,410.00 50.41	0.02%	700.00	1.39%
Juniper Networks Inc	19,500	497,921.49 25.53	497,445.00 25.51	0.23%	0.00	0.00%
Kimberly Clark Corp	2,800	130,855.76 46.73	171,248.00 61.16	0.08%	6,720.00	3.92%
L-3 Communications Hldgs Inc	605	43,724.74 72.27	43,735.45 72.29	0.02%	847.00	1.94%
Laboratory Crp of Amer Hldgs	500	32,954.90 65.91	34,445.00 68.89	0.02%	0.00	0.00%

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Lilly Eh & Co	14,900	788,813.78 52.94	506,749.00 34.01	0.24%	29,204.00	5.76%
Lincoln Elec Hldgs Inc	700	47,496.68 67.85	33,208.00 47.44	0.02%	756.00	2.28%
Lincoln National Corp	1,200	31,527.12 26.27	28,596.00 23.83	0.01%	48.00	0.17%
Linear Technology Corp	19,500	678,141.27 34.78	504,660.00 25.88	0.24%	17,160.00	3.40%
Lockheed Martin Corp	4,800	490,567.68 102.20	330,192.00 68.79	0.15%	12,096.00	3.66%
Lubrizol Corp	6,900	457,283.66 66.27	459,264.00 66.56	0.21%	8,556.00	1.86%
Manpower Inc	1,500	75,982.35 50.66	71,115.00 47.41	0.03%	1,110.00	1.56%
Marvell Technology Group LTD	32,900	424,897.07 12.92	451,717.00 13.73	0.21%	0.00	0.00%
Masco Corp	2,100	27,906.48 13.29	24,675.00 11.75	0.01%	630.00	2.55%
McAfee Inc	1,700	62,248.05 36.62	71,196.00 41.88	0.03%	0.00	0.00%
McDonalds Corp	1,500	85,549.65 57.03	87,915.00 58.61	0.04%	3,300.00	3.75%
McGraw-Hill Companies Inc	1,000	32,472.10 32.47	28,780.00 28.78	0.01%	900.00	3.13%
Mead Johnson Nutrition Company A	11,100	366,474.54 33.02	466,644.00 42.04	0.22%	8,880.00	1.90%
Medco Health Solutions Inc	10,800	473,874.84 43.88	606,096.00 56.12	0.28%	0.00	0.00%
MGM Mirage	4,100	29,843.08 7.28	38,007.00 9.27	0.02%	0.00	0.00%

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Microchip Technology Inc	3,320	105,169.53 31.68	79,547.20 23.96	0.04%	4,501.00	5.66%
Microsoft Corp	60,900	1,201,825.79 19.73	1,688,757.00 27.73	0.79%	31,668.00	1.88%
Milant Corp	22,800	330,378.15 14.49	318,744.00 13.98	0.15%	0.00	0.00%
Monsanto Co	1,000	61,019.30 61.02	67,180.00 67.18	0.03%	1,060.00	1.58%
Morgan Stanley Dean Witter & Co	14,300	394,721.47 27.60	459,316.00 32.12	0.21%	2,860.00	0.62%
Murphy Oil Corp	600	49,531.32 82.55	36,684.00 61.14	0.02%	600.00	1.64%
Nalco Holding Co	1,600	30,415.20 19.01	33,840.00 21.15	0.02%	224.00	0.66%
Netflix.Com Inc	900	39,204.81 43.56	48,105.00 53.45	0.02%	0.00	0.00%
Newell Rubbermaid Incorporated	4,900	66,737.33 13.62	71,099.00 14.51	0.03%	980.00	1.38%
Nordstrom Inc	2,200	69,627.36 31.65	69,916.00 31.78	0.03%	1,408.00	2.01%
Northern Trust Corp	6,700	502,219.27 74.96	336,675.00 50.25	0.16%	7,504.00	2.23%
Nvidia Corp	2,300	26,984.29 11.73	27,508.00 11.96	0.01%	0.00	0.00%
Occidental Petroleum Corp	7,100	622,740.25 87.71	538,748.00 75.88	0.25%	9,372.00	1.74%
on Semiconductor Corporation	3,800	30,420.90 8.01	25,422.00 6.69	0.01%	0.00	0.00%
Oracle Corporation	47,500	631,067.56 13.29	1,002,250.00 21.10	0.47%	9,500.00	0.95%

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P P G Inds Inc	1,200	86,273.28 71.89	67,716.00 56.43	0.03%	2,592.00	3.83%
Panera Bread Company Class A	6,500	296,872.80 45.67	389,870.00 59.98	0.18%	0.00	0.00%
Parker-Hannifin CP	1,300	65,854.76 50.66	68,848.00 52.96	0.03%	1,300.00	1.89%
Penske Auto Group Inc	2,100	32,427.36 15.44	32,886.00 15.66	0.02%	0.00	0.00%
Pepsico Inc	6,100	433,823.64 71.12	369,355.00 60.55	0.17%	10,980.00	2.97%
Petsmart Inc	1,400	29,866.34 21.33	32,942.00 23.53	0.02%	560.00	1.70%
Philip Morris International	3,600	165,606.19 46.00	170,496.00 47.36	0.08%	8,352.00	4.90%
Phillips Van Heusen Corp	4,100	179,233.55 43.72	164,615.00 40.15	0.08%	615.00	0.37%
Polo Ralph Lauren Corp Cl A	6,000	298,247.25 49.71	446,520.00 74.42	0.21%	1,200.00	0.27%
Precision Castparts Corp	500	73,196.51 146.39	47,765.00 95.53	0.02%	60.00	0.13%
Priceline.Com Inc	200	30,680.38 153.40	31,558.00 157.79	0.01%	0.00	0.00%
Principal Financial Group	1,200	33,973.44 28.31	30,048.00 25.04	0.01%	600.00	2.00%
Procter & Gamble Co	6,100	378,020.58 61.97	353,800.00 58.00	0.17%	10,736.00	3.03%
Prudential Financial Inc	8,300	396,190.54 47.73	375,409.00 45.23	0.18%	4,814.00	1.28%
Qualcomm Inc	3,400	147,613.04 43.42	140,522.00 41.33	0.07%	2,312.00	1.65%

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Red Hat Inc	1,500	25,710.45 17.14	38,715.00 25.81	0.02%	0.00	0.00%
Rockwell Collins	25	798.64 31.95	1,259.50 50.38	0.00%	24.00	1.91%
Ross Stores Inc	700	30,531.48 43.62	30,807.00 44.01	0.01%	308.00	1.00%
Sandisk Corp	3,000	63,272.40 21.09	61,440.00 20.48	0.03%	0.00	0.00%
Schlumberger LTD	7,500	648,922.14 86.52	466,500.00 62.20	0.22%	6,300.00	1.35%
Schwab Charles Corp	16,200	357,316.53 22.06	280,908.00 17.34	0.13%	3,888.00	1.38%
Scotts Miracle-Gro Company	800	24,129.12 30.16	32,496.00 40.62	0.02%	400.00	1.23%
Seagate Technology	2,100	33,278.49 15.85	29,295.00 13.95	0.01%	0.00	0.00%
Shaw Group Inc	600	45,045.36 75.08	15,396.00 25.66	0.01%	0.00	0.00%
Sigma Aldrich Corp	1,700	47,474.29 27.93	88,281.00 51.93	0.04%	986.00	1.12%
Smithfield Foods Inc	3,200	42,907.20 13.41	42,688.00 13.34	0.02%	0.00	0.00%
Sohu.Com Inc	6,600	302,824.98 45.88	366,960.00 55.60	0.17%	0.00	0.00%
St Mary Ld & Expl Co	1,300	72,645.95 55.88	44,330.00 34.10	0.02%	130.00	0.29%
Stanley Works	1,200	71,253.00 59.38	54,276.00 45.23	0.03%	1,584.00	2.92%
Steel Dynamics Incorporated	2,300	25,595.55 11.13	30,797.00 13.39	0.01%	690.00	2.24%

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Stencycle Inc	6,540	266,592.49 40.76	342,499.80 52.37	0.16%	0.00	0.00%
Stryker Corp	12,300	831,565.94 67.61	565,800.00 46.00	0.26%	4,920.00	0.87%
T Rowe Price Group Inc	1,800	86,520.96 48.07	87,714.00 48.73	0.04%	1,800.00	2.05%
TD Ameritrade Holding Corp	1,700	31,396.11 18.47	32,810.00 19.30	0.02%	0.00	0.00%
Teradata Corp	1,200	32,071.20 26.73	33,456.00 27.88	0.02%	0.00	0.00%
Texas Instruments Inc	29,500	883,074.45 29.94	691,775.00 23.45	0.32%	14,160.00	2.05%
The Brinks Company	1,100	37,983.02 34.53	26,103.00 23.73	0.01%	440.00	1.69%
Tiffany & Co	1,200	48,650.82 40.54	47,148.00 39.29	0.02%	816.00	1.73%
TJX Cos Inc	13,900	456,761.61 32.86	519,165.00 37.35	0.24%	6,672.00	1.29%
TRW Automotive Holdings Corporation	1,800	30,830.04 17.13	28,170.00 15.65	0.01%	0.00	0.00%
United Technologies Corp	13,800	919,801.51 66.65	848,010.00 61.45	0.40%	21,252.00	2.51%
Valeant Pharmaceuticals Inte	5,900	177,225.97 30.04	173,460.00 29.40	0.08%	0.00	0.00%
Vanant Medical System Incorporated	1,300	59,002.32 45.39	53,274.00 40.98	0.02%	0.00	0.00%
Wal-Mart Stores Inc	6,700	332,496.38 49.63	332,856.00 49.68	0.16%	7,303.00	2.19%
Watson Pharmaceuticals Inc	800	23,134.56 28.92	27,536.00 34.42	0.01%	0.00	0.00%

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Weight Watchers Intl Inc	11,100	306,797.19 27.64	294,261.00 26.51	0.14%	7,770.00	2.64%
Western Digital Corp	13,600	337,641.52 24.83	458,048.00 33.68	0.21%	0.00	0.00%
Wyndham Worldwide Corporation	4,800	69,678.72 14.52	81,840.00 17.05	0.04%	768.00	0.94%
Xilinx Inc	3,300	87,136.56 26.41	71,775.00 21.75	0.03%	2,112.00	2.94%
Total Common Stocks		\$ 38,094,438.46	\$ 39,050,154.25	18.21%	\$ 525,447.00	1.35%

Equity Mutual Funds

Blackrock Small Cap Growth Equity Portfolio Inst	108,683.27	2,338,788.00 21.52	1,896,523.06 17.45	0.88%	0.00	0.00%
iShares MSCI All Country Asia Ex-Japan Index Fund	41,300	1,842,002.36 44.60	2,102,996.00 50.92	0.98%	16,107.00	0.77%
iShares MSCI EAFE Growth Index Fund	109,900	6,491,780.81 59.07	5,808,215.00 52.85	2.71%	168,256.00	2.90%
iShares MSCI EAFE Value Index Fund	92,500	4,125,502.09 44.60	4,562,655.00 49.33	2.13%	166,222.00	3.64%
iShares Russell 1000 Value Index Fund	765,800	44,610,457.14 58.25	41,131,118.00 53.71	19.19%	803,324.00	1.95%
iShares Russell 2000 Growth Index Fund	36,900	2,183,890.31 59.18	2,254,959.00 61.11	1.05%	10,258.00	0.45%
iShares Russell 2000 Value Index Fund	49,600	3,613,809.30 72.86	2,622,352.00 52.87	1.22%	38,836.00	1.48%
iShares S&P Latin America 40 Index Fund	66,500	2,269,979.17 34.14	2,864,155.00 43.07	1.34%	40,897.00	1.43%
Janus Forty Fund-I	733,461.44	25,273,024.00 34.46	21,857,150.91 29.80	10.20%	0.00	0.00%

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Morgan Stanley Institutional Fund Trust	236,629.501	8,022,762.00	6,109,773.72	2.85%	0.00	0.00%
Mid Cap Growth Portfolio		33.90	25.82			
Target Small Capitalization Value Portfolio	420,124.62	6,006,978.00	6,516,132.86	3.04%	96,208.00	1.48%
		14.30	15.51			
Vanguard Emerging Markets Vipers-Etf	63,500	2,440,895.44	2,387,600.00	1.11%	74,803.00	3.13%
		38.44	37.60			
Total Equity Mutual Funds		\$ 109,219,868.62	\$ 100,113,630.55	46.70%	\$ 1,414,911.00	1.41%
Total Equity Investments		\$ 147,314,307.08	\$ 139,163,784.80	64.91%	\$ 1,940,358.00	1.39%

Fixed Income Investments**Federal Government Obligations**

Federal Home Loan Mortgage Corp Note 4.125% Due 7/12/10 Dated 6/21/05 Non Callable	1,500,000	1,487,404.50	1,539,607.50	0.72%	61,875.00	4.02%
		99.16	102.64			
Federal National Mortgage Assoc Note 4.25% Due 8/15/10 Dated 7/22/05 Non Callable	535,000	524,524.17	551,218.53	0.26%	22,737.00	4.12%
		98.04	103.03			
United States Treasury Inflationary Note 2.375% Due 4/15/11 Dated 4/28/06	1,359,150	1,392,901.01	1,407,250.32	0.66%	32,279.00	2.29%
		102.48	103.54			
Federal National Mortgage Assoc Note 6% Due 5/15/11 Dated 5/25/01 Non Callable	250,000	280,867.50	269,727.50	0.13%	15,000.00	5.56%
		112.35	107.89			
Federal Home Loan Mortgage Corp Note 6% Due 6/15/11 Dated 6/15/01 Non Callable	400,000	408,396.00	433,438.00	0.20%	24,000.00	5.54%
		102.10	108.36			

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United States Treasury Inflationary Index Note	1,531,590	1,512,103.41 98.73	1,546,905.90 101.00	0.72%	9,572.00	0.62%
6.25% Due 4/15/13 Dated 4/15/08						
Federal Home Loan Mortgage Corp Gold Pool # C90036	15,557.27	14,793.99 95.09	16,648.30 107.01	0.01%	933.00	5.61%
6% Due 10/1/13 Dated 10/1/93						
Federal National Mortgage Assoc Pool # 50847	31,688.61	30,708.24 96.91	32,854.75 103.68	0.02%	1,901.00	5.79%
6% Due 12/1/13 Dated 12/1/93						
Federal Farm Credit Bank Note 5.3% Due 5/27/14 Dated 5/27/04	840,000	856,472.40 101.96	941,850.00 112.13	0.44%	44,520.00	4.73%
Non Callable						
Federal Home Loan Bank Note 5.25% Due 6/18/14 Dated 5/27/04	400,000	412,707.60 103.18	450,376.00 112.59	0.21%	21,000.00	4.66%
Non Callable						
United States Treasury Inflationary IX Notes	1,808,416	1,810,110.42 100.09	1,872,126.50 103.52	0.87%	29,386.00	1.57%
1.625% Due 1/15/15 Dated 1/15/05						
Federal National Mortgage Assoc Note 5% Due 4/15/15 Dated 3/30/05	500,000	508,149.00 101.63	555,392.50 111.08	0.26%	25,000.00	4.50%
Non Callable						
Federal National Mortgage Assoc Pool # 589395	45,941.597	45,970.31 100.06	49,630.71 108.03	0.02%	2,756.00	5.55%
6% Due 7/1/16 Dated 7/1/01						
United States Treasury Inflationary Index Note	1,872,832.50	1,964,367.52 104.89	2,021,928.70 107.96	0.94%	44,479.00	2.20%
2.375% Due 1/15/17 Dated 1/15/07						
Federal National Mortgage Assoc REMIC Series 2002-18 Class PC	563,806.82	567,506.81 100.66	595,486.11 105.62	0.28%	31,009.00	5.21%
5.5% Due 4/25/17 Dated 3/1/02						

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Federal Home Loan Mortgage Corp REMIC Series 2508 Class Oy 4.5% Due 10/15/17 Dated 10/1/02	1,000,000	927,812.50 92.78	1,053,233.10 105.32	0.49%	45,000.00	4.27%
Federal Home Loan Bank Note 5% Due 11/17/17 Dated 10/19/07 Non Callable	590,000	609,769.13 103.35	646,052.95 109.50	0.30%	29,500.00	4.57%
Federal National Mortgage Assoc REMIC Series 2002-82 Class Xe 5% Due 12/25/17 Dated 11/1/02	550,000	525,164.06 95.48	584,597.37 106.29	0.27%	27,500.00	4.70%
Federal Home Loan Mortgage Corp REMIC Series 2672 Class NH 4% Due 9/15/18 Dated 9/1/03	850,000	749,593.75 88.19	869,202.35 102.26	0.41%	34,000.00	3.91%
United States Treasury Notes Inflationary IX 2.125% Due 1/15/19 Dated 1/15/09	1,507,815	1,561,144.23 103.54	1,607,353.41 106.60	0.75%	32,041.00	1.99%
Federal Home Loan Mortgage Corp Note 3.75% Due 3/27/19 Dated 3/27/09 Non Callable	500,000	481,737.00 96.35	501,252.50 100.25	0.23%	18,750.00	3.74%
United States Treasury Bonds 7.875% Due 2/15/21 Dated 2/15/91	700,000	969,199.22 138.46	971,358.50 138.77	0.45%	55,125.00	5.68%
Federal Home Loan Mortgage Corp Gold Pool # G13098 5.5% Due 9/1/21 Dated 3/1/08	328,536.746	334,953.48 101.95	350,913.38 106.81	0.16%	18,069.00	5.15%
Federal Home Loan Mortgage Corp REMIC Series 2829 Class AK 5% Due 4/15/22 Dated 7/1/04	914,460.89	916,461.27 100.22	950,551.00 103.95	0.44%	45,723.00	4.81%
Federal National Mortgage Assoc REMIC Series 2000-M2 Class C 7.0345% Due 7/17/22 Dated 10/1/00	5,008.34	5,574.13 111.30	5,006.71 99.97	0.00%	356.00	7.12%

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Government National Mortgage Assoc REMIC Series 2004-9 Class A 3.36% Due 8/16/22 Dated 2/1/04	130,581.39	130,499.77 99.94	131,503.27 100.71	0.06%	4,387.00	3.34%
Federal Home Loan Mortgage Corp Multiclass Mortgage Participation Certificate Guaranteed Series 1579 Class Pm 6.7% Due 9/15/23 Dated 9/1/93	95,139.32	94,990.64 99.84	99,178.20 104.25	0.05%	6,374.00	6.43%
Federal Home Loan Mortgage Corp REMIC Series 2790 Class TN 4% Due 5/15/24 Dated 5/1/04	800,000	711,750.00 88.97	799,111.12 99.89	0.37%	32,000.00	4.00%
Federal National Mortgage Assoc REMIC Trust Series 1994-G6 Class Pj 8% Due 5/17/24 Dated 5/1/94	79,612.11	84,065.42 105.59	87,772.35 110.25	0.04%	6,368.00	7.26%
Federal National Mortgage Assoc REMIC Series 2004-53 Class NC 5.5% Due 7/25/24 Dated 6/1/04	375,000	373,054.69 99.48	396,685.61 105.78	0.19%	20,625.00	5.20%
Federal Home Loan Bank Note 5.375% Due 8/15/24 Dated 8/20/04 Non Callable	360,000	369,586.80 102.66	383,344.20 106.48	0.18%	19,350.00	5.05%
Federal National Mortgage Assoc Pool # 295895 6.5% Due 1/1/25 Dated 1/1/95	28,016.39	28,222.15 100.73	30,312.61 108.20	0.01%	1,821.00	6.01%
Federal National Mortgage Assoc Pool # 350204 9% Due 2/1/25 Dated 8/1/96	18,276.49	19,327.39 105.75	20,750.40 113.54	0.01%	1,644.00	7.93%
Government National Mortgage Assoc REMIC Series 2003-5 Class B 4.486% Due 10/16/25 Dated 1/1/03	461,060.166	469,993.20 101.94	477,964.11 103.67	0.22%	20,683.00	4.33%

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Tennessee Valley Authority Note 6.75% Due 11/1/25 Dated 11/1/95 Non Callable	230,000	276,604.90 120.26	277,598.50 120.70	0.13%	15,525.00	5.59%
Federal National Mortgage Assoc REMIC Series 2003-74 Class PR 4% Due 11/25/25 Dated 7/1/03	233,669.70	222,679.92 95.30	234,873.36 100.52	0.11%	9,346.00	3.98%
Federal National Mortgage Assoc Pool # 346283 6.5% Due 3/1/26 Dated 5/1/96	2,014.41	1,951.01 96.85	2,184.10 108.42	0.00%	130.00	5.99%
Federal National Mortgage Assoc Pool # 345063 7.5% Due 4/1/26 Dated 4/1/96	89,285.85	91,810.96 102.83	100,847.47 112.95	0.05%	6,696.00	6.64%
Federal Home Loan Mortgage Corp Gold Pool #C00456 7% Due 5/1/26 Dated 5/1/96	52,528.28	50,213.76 95.59	58,024.31 110.46	0.03%	3,676.00	6.34%
Government National Mortgage Assoc II Pool # 002248 7.5% Due 7/20/26 Dated 7/1/96	29,906.85	29,233.92 97.75	33,768.12 112.91	0.02%	2,243.00	6.64%
Federal Home Loan Mortgage Corp REMIC Series 2907 Class Hc 5% Due 6/15/27 Dated 12/1/04	489,746.51	493,955.27 100.86	510,208.95 104.18	0.24%	24,487.00	4.80%
United States Treasury Inflationary Index Note 1.75% Due 1/15/28 Dated 1/15/08	1,833,720.40	1,721,781.31 93.90	1,769,255.96 96.48	0.83%	32,090.00	1.81%
Government National Mortgage Assoc Series 1998-12 Class EB 6.5% Due 5/20/28 Dated 5/1/98	54,297.96	57,165.58 105.28	57,543.24 105.98	0.03%	3,529.00	6.13%
United States Treasury Bonds 5.5% Due 8/15/28 Dated 8/17/98	375,000	402,714.84 107.39	438,633.75 116.97	0.20%	20,625.00	4.70%

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Federal National Mortgage Assoc Pool # 323380 6.5 Due 10/1/28 Dated 10/1/98	25,447.14	25,335.80 99.56	27,654.42 108.67	0.01%	1,654.00	5.98%
United States Treasury Bonds 5.25% Due 11/15/28 Dated 11/15/98	400,000	450,484.38 112.62	455,188.00 113.80	0.21%	21,000.00	4.61%
Federal National Mortgage Assoc Pool # 507042 7.5% Due 9/1/29 Dated 8/1/99	25,030.53	25,492.05 101.84	28,338.82 113.22	0.01%	1,877.00	6.62%
Government National Mortgage Assoc REMIC Series 2005-32 Class B 4.385% Due 8/16/30 Dated 4/1/05	145,507.86	140,915.25 96.84	148,682.97 102.18	0.07%	6,380.00	4.29%
Federal Home Loan Mortgage Corp Gold Pool # C43561 7% Due 10/1/30 Dated 10/1/00	12,599.49	12,680.21 100.64	13,894.34 110.28	0.01%	881.00	6.35%
Federal Home Loan Mortgage Corp Gold Pool # C01103 7.5% Due 12/1/30 Dated 12/1/00	29,850.32	30,382.03 101.78	33,647.28 112.72	0.02%	2,238.00	6.65%
Federal Home Loan Mortgage Corp Gold Pool # C55996 7% Due 1/1/31 Dated 7/1/01	42,852.52	43,810.01 102.23	47,256.47 110.28	0.02%	2,999.00	6.35%
Federal National Mortgage Assoc Pool # 579215 7% Due 3/1/31 Dated 4/1/01	28,545.26	28,792.81 100.87	31,587.33 110.66	0.01%	1,998.00	6.33%
Government National Mortgage Assoc II Pool # 003133 6.5% Due 9/20/31 Dated 9/1/01	68,507.86	70,777.17 103.31	74,164.55 108.26	0.03%	4,453.00	6.00%
Federal National Mortgage Assoc REMIC Series 2003-1 Class PG 5.5% Due 9/25/31 Dated 1/1/03	398,316.84	391,657.48 98.33	415,335.17 104.27	0.19%	21,907.00	5.27%

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Federal National Mortgage Assoc REMIC Tr 2001-45 Class Wg 6.5% Due 9/25/31 Dated 8/1/01	317,837.09	308,699.27 97.13	346,298.70 108.95	0.16%	20,659.00	5.97%
Federal National Mortgage Assoc Pool # 613340 7% Due 11/1/31 Dated 11/1/01	73,028.03	74,876.54 102.53	80,838.38 110.70	0.04%	5,111.00	6.32%
Federal National Mortgage Assoc Pool # 625186 7% Due 1/1/32 Dated 1/1/02	33,721.30	34,432.62 102.11	37,327.79 110.70	0.02%	2,360.00	6.32%
Federal National Mortgage Assoc REMIC Series 2003-84 Class PG 5% Due 3/25/32 Dated 8/1/03	900,000	846,210.94 94.02	955,634.58 106.18	0.45%	45,000.00	4.71%
Federal Home Loan Mortgage Corp Note 6.25% Due 7/15/32 Dated 2/20/02 Non Callable	560,000	661,862.88 118.19	683,550.00 122.06	0.32%	35,000.00	5.12%
Federal National Mortgage Assoc Pool # 675570 6% Due 12/1/32 Dated 12/1/02	174,577.24	179,487.22 102.81	187,406.92 107.35	0.09%	10,474.00	5.59%
Government National Mortgage Assoc REMIC Series 2004-108 Class C 5.039% Due 12/16/32 Dated 12/1/04	385,000	363,223.44 94.34	400,425.99 104.01	0.19%	19,400.00	4.84%
Federal National Mortgage Assoc Pool # 659517 5.5% Due 3/1/33 Dated 2/1/03	345,885.95	353,776.48 102.28	365,943.88 105.80	0.17%	19,023.00	5.20%
Federal Home Loan Mortgage Corp REMIC Series 2579 Class Kj 5.5% Due 3/15/33 Dated 3/1/03	167,072.016	169,003.77 101.16	172,036.19 102.97	0.08%	9,188.00	5.34%
Government National Mortgage Assoc Pool # 603566 5.5% Due 4/15/33 Dated 4/1/03	272,355.60	276,717.54 101.60	289,415.95 106.26	0.13%	14,979.00	5.18%

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Federal National Mortgage Assoc Pool # 696434 5% Due 5/1/33 Dated 5/1/03	244,703.93	248,795.10 101.67	254,678.06 104.08	0.12%	12,235.00	4.80%
Government National Mortgage Assoc Pool # 622123 5.5% Due 10/15/33 Dated 10/1/03	90,795.574	94,072.73 103.61	96,483.01 106.26	0.05%	4,993.00	5.18%
Federal National Mortgage Assoc REMIC Series 2003-117 Class Kb 6% Due 12/25/33 Dated 11/1/03	450,000	466,601.56 103.69	485,362.22 107.86	0.23%	27,000.00	5.56%
Federal National Mortgage Assoc Pool # 735648 Variable Rate Due 2/1/34 Dated 6/1/05	283,092.04	282,384.29 99.75	292,167.97 103.21	0.14%	12,181.00	4.17%
Federal National Mortgage Assoc REMIC Series 2004-60 Class PA 5.5% Due 4/25/34 Dated 7/1/04	370,467.868	366,589.53 98.95	392,588.47 105.97	0.18%	20,375.00	5.19%
Federal Home Loan Mortgage Corp Pool # 781530 Variable Rate Due 5/1/34 Dated 4/1/04	111,792.601	107,967.21 96.58	112,833.39 100.93	0.05%	3,105.00	2.75%
Federal National Mortgage Assoc Pool # 802650 5.109% Due 10/1/34 Dated 10/1/04	103,321.403	105,145.65 101.77	108,294.26 104.81	0.05%	5,261.00	4.86%
Federal National Mortgage Assoc Pool # 808051 4.5% Due 2/1/35 Dated 2/1/05	811,787.766	763,207.34 94.02	825,880.40 101.74	0.39%	36,530.00	4.42%
Federal National Mortgage Assoc Pool # 816308 Variable Rate Due 2/1/35 Dated 2/1/05	305,103.209	305,103.21 100.00	318,091.45 104.26	0.15%	14,693.00	4.62%
Federal Home Loan Mortgage Corp Pool # 1B3915 Variable Rate Due 9/1/35 Dated 9/1/05	855,873.73	833,941.97 97.44	886,359.95 103.56	0.41%	38,137.00	4.30%

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Federal Home Loan Mortgage Corp Pool # 847512 Variable Rate Due 1/1/36 Dated 1/1/06	289,537.644	287,547.05 99.31	302,697.13 104.55	0.14%	15,290.00	5.05%
Tennessee Valley Authority Note 5.88% Due 4/1/36 Dated 7/23/97 Puttable	280,000	309,540.00 110.55	310,870.00 111.03	0.15%	16,464.00	5.30%
United States Treasury Bonds 4.75% Due 2/15/37 Dated 2/15/07	285,000	278,576.37 97.75	309,136.65 108.47	0.14%	13,537.00	4.38%
Government National Mortgage Assoc REMIC Series 2003-38 Class Jc 7.0377% Due 8/16/42 Dated 5/1/03	84,671.245	93,879.58 110.88	95,203.83 112.44	0.04%	5,929.00	6.23%
Total Federal Government Obligations		\$ 33,559,962.66	\$ 35,318,796.74	16.47%	\$ 1,376,421.00	3.90%

Taxable Municipal Obligations

University MA Building Authority Revenue Refunding Taxable Senior Series 2 Ambac Insured 5.32% Due 5/1/10 Dated 4/20/06 Non Callable	330,000	330,000.00 100.00	335,676.00 101.72	0.16%	17,556.00	5.23%
Industry CA Sales Tax Revenue Taxable MBIA Insured 5% Due 1/1/11 Dated 4/20/05 Non Callable	385,000	397,824.35 103.33	390,909.75 101.54	0.18%	19,250.00	4.92%
In Bond Bank Revenue Taxable School Severance Funding 11 5.53% Due 1/15/11 Dated 6/15/06 Non Callable	325,000	325,000.00 100.00	339,641.25 104.51	0.16%	17,972.00	5.29%

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University MA Building Authority Revenue Refunding Taxable Senior Series 2 Ambac Insured 5.36% Due 5/1/11 Dated 4/20/06 Non Callable	300,000	302,940.00 100.98	315,057.00 105.02	0.15%	16,080.00	5.10%
Multnomah County Or School District # 1j Portland Refunding Taxable General Obligation Limited 5.165% Due 6/15/11 Dated 5/13/04 Non Callable	75,000	75,000.00 100.00	78,590.25 104.79	0.04%	3,873.00	4.93%
Or School Boards Association Taxable -Pension General Obligation Limited Ambac Insured 4.256% Due 6/30/11 Dated 6/21/05 Callable	240,000	240,000.00 100.00	249,847.20 104.10	0.12%	10,214.00	4.09%
Solano County CA Taxable Revenue 5.08% Due 1/15/12 Dated 11/23/05 Non Callable	135,000	135,000.00 100.00	136,077.30 100.80	0.06%	6,858.00	5.04%
Indianapolis In Local Public Improvement Bond Bank Taxable Series G Ambac Insured 5.59% Due 1/1/13 Dated 6/20/06 Non Callable	375,000	375,000.00 100.00	395,122.50 105.37	0.18%	20,962.00	5.31%
University IL Certificates of Participation Taxable Uic College of Medicine 4.61% Due 2/15/13 Dated 2/24/05 Non Callable	10,000	10,000.00 100.00	10,460.80 104.61	0.00%	461.00	4.41%

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NY State Housing Finance Agency State Personal Income Tax Revenue Taxable Economic Development & Housing Series B 5.21% Due 9/15/13 Dated 3/16/06 Non Callable	370,000	370,000.00 100.00	399,329.90 107.93	0.19%	19,277.00	4.83%
MO Joint Municipal Electric Utility Commission Power Project Revenue Taxable Series B Ambac Insured 5.25% Due 1/1/14 Dated 9/26/07 Non Callable	450,000	450,000.00 100.00	471,231.00 104.72	0.22%	23,625.00	5.01%
University IL Certificates of Participation Taxable Uic College of Medicine 4.74% Due 2/15/14 Dated 2/24/05 Non Callable	10,000	10,000.00 100.00	10,425.90 104.26	0.00%	474.00	4.55%
Convention Center Authority RI Revenue Taxable Civic Center Series A 5.77% Due 5/15/14 Dated 6/8/06 Callable	225,000	225,000.00 100.00	247,212.00 109.87	0.12%	12,982.00	5.25%
College Park GA Revenue Taxable Atlanta International Airport-A Fgic Insured 5.758% Due 1/1/15 Dated 6/21/06 Non Callable	185,000	184,916.75 99.96	191,447.25 103.49	0.09%	10,652.00	5.56%
University IL Certificates of Participation Taxable Uic College of Medicine 4.8% Due 2/15/15 Dated 2/24/05 Non Callable	10,000	10,000.00 100.00	10,386.20 103.86	0.00%	480.00	4.62%

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W1 Housing & Economic Development Authority Home Ownership Revenue Taxable Series F	220,000	219,971.20	211,844.60	0.10%	12,599.00	5.95%
5.727% Due 9/1/37 Dated 10/25/06 Sinkable Callable 3/1/16 @ 100		99.99	96.29			
Total Taxable Municipal Obligations		\$ 3,660,652.30	\$ 3,793,258.90	1.77%	\$ 193,315.00	5.10%

Corporate Bonds

Stanley Works Note 5% Due 3/15/10 Dated 3/20/07 Non Callable	65,000	67,531.75	65,723.45	0.03%	3,250.00	4.94%
		103.90	101.11			
Consolidated Edison Inc Note 8.125% Due 5/01/10 Dated 5/08/00 Non Callable	310,000	347,330.20	321,296.40	0.15%	25,187.00	7.84%
		112.04	103.64			
Bear Stearns Co Inc Note 4.5% Due 10/28/10 Dated 10/28/03 Non Callable	155,000	154,992.25	160,510.25	0.07%	6,975.00	4.35%
		100.00	103.56			
Southern California Gas Company 1st Mortgage Note 4.375% Due 1/15/11 Dated 12/15/03 Non Callable	315,000	314,908.65	326,651.85	0.15%	13,781.00	4.22%
		99.97	103.70			
South Carolina Electric & Gas Note 6.7% Due 2/1/11 Dated 1/24/01 Callable	375,000	411,641.25	397,923.75	0.19%	25,125.00	6.31%
		109.77	106.11			
Hertz Vehicle Financing LLC Series 2005-1a Class A5 5.08% Due 11/25/11 Dated 12/21/05	475,000	474,922.76	485,409.20	0.23%	24,130.00	4.97%
		99.98	102.19			
Huntington Auto Trust Series 2008-1a Class A3a 4.81% Due 4/16/12 Dated 6/11/08	355,000	352,150.43	365,219.10	0.17%	17,075.00	4.68%
		99.20	102.88			

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Hershey Inc Note 6.95% Due 8/15/12 Dated 8/15/97 Non Callable	400,000	468,548.00 117.14	451,780.00 112.95	0.21%	27,800.00	6.15%
Merrill Lynch & Company Senior Unsecured Note 6.05% Due 8/15/12 Dated 8/15/07 Non Callable	295,000	282,639.50 95.81	316,113.15 107.16	0.15%	17,847.00	5.65%
Wells Fargo & Company Senior Unsecured Note 5.25% Due 10/23/12 Dated 10/23/07 Non Callable	520,000	507,000.00 97.50	556,285.60 106.98	0.26%	27,300.00	4.91%
AT&T Incorporated Notes 4.95% Due 1/15/13 Dated 12/6/07 Callable	400,000	401,792.00 100.45	426,880.00 106.72	0.20%	19,800.00	4.64%
Allstate Life Global Finance Trust Note 5.375% Due 4/30/13 Dated 4/30/08 Non Callable	400,000	426,491.06 106.62	429,464.00 107.37	0.20%	21,500.00	5.01%
Bank of America Corp Note 4.9% Due 5/1/13 Dated 5/2/08 Non Callable	140,000	139,613.60 99.72	145,772.20 104.12	0.07%	6,860.00	4.71%
GE Capital Credit Card Master Note Trust Series 2007-3 Class A2 5.4% Due 6/15/13 Dated 6/28/07	630,000	638,071.88 101.28	645,555.58 102.47	0.30%	34,020.00	5.27%
Bank of New York Mellon Note 5.125% Due 8/27/13 Dated 8/27/08 Non Callable	270,000	269,046.90 99.65	292,636.80 108.38	0.14%	13,837.00	4.73%
John Deere Capital Corp Note 4.9% Due 9/9/13 Dated 9/8/08 Non Callable	270,000	269,419.50 99.79	290,741.40 107.68	0.14%	13,230.00	4.55%

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IBM Corp Note 6.5% Due 10/15/13 Dated 10/15/08 Callable	300,000	298,941.00 99.65	343,203.00 114.40	0.16%	19,500.00	5.68%
Wisconsin Public Service Secured Note 4.8% Due 12/1/13 Dated 12/1/03 Callable	350,000	348,761.00 99.65	372,757.00 106.50	0.17%	16,800.00	4.51%
Goldman Sachs Group Inc Senior Notes 6% Due 5/1/14 Dated 5/6/09 Non Callable	355,000	387,500.25 109.16	390,272.80 109.94	0.18%	21,300.00	5.46%
Microsoft Corp Senior Unsecured Note 2.95% Due 6/1/14 Dated 5/18/09 Non Callable	280,000	279,725.60 99.90	284,076.80 101.46	0.13%	8,260.00	2.91%
Conocophillips Note 4.6% Due 1/15/15 Dated 5/21/09 Callable	240,000	239,786.40 99.91	257,452.80 107.27	0.12%	11,040.00	4.29%
Pfizer Inc Senior Unsecured Note 5.35% Due 3/15/15 Dated 3/24/09 Callable	400,000	399,500.00 99.88	441,648.00 110.41	0.21%	21,400.00	4.85%
GE Capital Credit Card Master Note Trust Series 2009-2 Class A 3.69% Due 7/15/15 Dated 8/13/09	560,000	559,915.66 99.99	574,414.57 102.57	0.27%	20,664.00	3.60%
Duke Energy Corporation Note 5.3% Due 10/1/15 Dated 9/23/03 Callable	300,000	301,197.00 100.40	332,148.00 110.72	0.15%	15,900.00	4.79%

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List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Total Market</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Metropolitan Life Insurances Co Surplus Note 144a 7.7% Due 11/1/15 Dated 11/1/95 Non Callable	700,000	709,840.50 101.41	785,589.00 112.23	0.37%	53,900.00	6.86%
Equitable Life Assur Soc Surplus Note 144a 7.7% Due 12/1/15 Dated 12/1/95 Non Callable	675,000	733,702.21 108.70	708,459.75 104.96	0.33%	51,975.00	7.34%
Bhp Billiton Finance Note 5.25% Due 12/15/15 Dated 12/12/05 Non Callable	290,000	287,732.50 99.23	316,456.70 109.12	0.15%	15,225.00	4.81%
Citigroup Inc Senior Note 5.3% Due 1/7/16 Dated 12/8/05 Non Callable	275,000	246,441.25 89.62	271,944.75 98.89	0.13%	14,575.00	5.36%
Verizon Communications Senior Note 5.55% Due 2/15/16 Dated 2/15/06 Callable	465,000	441,619.80 94.97	503,520.60 108.28	0.23%	25,807.00	5.13%
Citibank Credit Card Issuance Trust Series 2004-A8 Class A8 4.9% Due 12/12/16 Dated 12/9/04	400,000	399,404.00 99.85	430,716.20 107.68	0.20%	19,600.00	4.55%
Receipts on Corporate Securities Trust Amortizing Series Nsc 1998-1 6.375% Due 5/15/17 Dated 11/15/97 Callable-Sinking Fund	447,342.87	438,565.99 98.04	456,942.85 102.15	0.21%	28,518.00	6.24%
Georgia Power Company Note 5.7% Due 6/1/17 Dated 6/12/07 Callable	240,000	239,481.60 99.78	263,272.80 109.70	0.12%	13,680.00	5.20%



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List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Swiss Bank Corp New York Subordinated Note 7.375% Due 6/15/17 Dated 6/13/97 Non Callable	500,000	536,215.00 107.24	499,725.00 99.95	0.23%	36,875.00	7.38%
General Electric Capital Corp Senior Unsecured Note 5.625% Due 9/15/17 Dated 9/24/07 Non Callable	260,000	259,123.80 99.66	268,616.40 103.31	0.13%	14,625.00	5.44%
Emerson Electric Co Note 5.375% Due 10/15/17 Dated 5/18/07 Callable	325,000	321,499.75 98.92	351,152.75 108.05	0.16%	17,468.00	4.97%
Hewlett Packard Co Note 5.5% Due 3/1/18 Dated 3/3/08 Callable	305,000	311,060.35 101.99	330,144.20 108.24	0.15%	16,775.00	5.08%
Morgan Stanley Senior Unsecured Note 6.625% Due 4/1/18 Dated 4/1/08 Callable	270,000	275,383.80 101.99	289,396.80 107.18	0.13%	17,887.00	6.18%
Residential Funding Mortgage Security I Series 2003-S8 Class A1 5% Due 5/25/18 Dated 5/1/03	93,265.391	94,518.66 101.34	94,518.64 101.34	0.04%	4,663.00	4.93%
Wells Fargo Mortgage Backed Securities Trust Series 2003-6 Class 1A1 5% Due 6/25/18 Dated 5/1/03	152,311.967	156,072.17 102.47	154,638.53 101.53	0.07%	7,615.00	4.92%
Dupont Et Nemour Senior Note 6% Due 7/15/18 Dated 7/28/08 Callable	290,000	289,878.20 99.96	325,661.30 112.30	0.15%	17,400.00	5.34%
Cs First Boston Mortgage Securities Corp Series 2003-29 Class 8A1 6% Due 11/25/18 Dated 12/1/03	309,269.329	273,123.47 88.31	300,281.19 97.09	0.14%	18,556.00	6.18%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Capital One Multi-Asset Execution Trust Series 2006-A3 Class A3 5.05% Due 12/17/18 Dated 3/1/06	485,000	483,790.51 99.75	510,444.94 105.25	0.24%	24,492.00	4.80%
Honeywell International Senior Unsecured Note 5% Due 2/15/19 Dated 2/20/09 Callable	275,000	272,893.50 99.23	289,800.50 105.38	0.14%	13,750.00	4.74%
Banc One Corp Note 8.53% Due 3/1/19 Dated 3/1/98 Non Callable	100,000	132,418.00 132.42	108,254.00 108.25	0.05%	8,530.00	7.88%
Coca Cola Co Senior Note 4.875% Due 3/15/19 Dated 3/6/09 Callable	475,000	470,615.75 99.08	503,742.25 106.05	0.23%	23,156.00	4.60%
Countrywide Alternative Loan Trust Series 2004-18cb Class 3A1 5.25% Due 9/25/19 Dated 7/1/04	175,482.18	177,346.68 101.06	170,711.26 97.28	0.08%	9,212.00	5.40%
Washington Mutual Mortgage Pass Through Series 2005-4 Class 4A1 5.5% Due 6/25/20 Dated 5/1/05	479,685.107	474,478.00 98.91	449,722.78 93.75	0.21%	26,382.00	5.87%
J.P. Morgan Alternative Loan Trust Series 2006-S1 Class 2A4 5.5% Due 2/25/21 Dated 2/1/06	300,098.509	294,518.56 98.14	248,319.63 82.75	0.12%	16,376.00	6.59%
Hydro Quebec Note 8.05% Due 7/7/24 Dated 7/7/94 Putable 7/7/06 @ 100	40,000	53,907.60 134.77	50,474.80 126.19	0.02%	3,220.00	6.38%
Residential Funding Mortgage Securities I Series 2000-HI2 Class AI5 Variable Rate Due 3/25/25 Dated 3/1/00	56,353.69	62,092.52 110.18	54,807.15 97.26	0.03%	4,987.00	9.10%



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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Residential Funding Mortgage Securities Series 2004-H11 Class A5 5.18% Due 4/25/29 Dated 3/1/04	846,641.882	550,317.22 65.00	711,204.92 84.00	0.33%	43,856.00	6.17%
Continmortgage Home Equity Loan Trust Series 1999-3 Class A6 Variable Rate Due 12/25/29 Dated 6/1/99	6,311.74	6,110.55 96.81	6,279.69 99.49	0.00%	516.00	8.22%
Tosco Corporation Note 8.125% Due 2/15/30 Dated 2/15/00 Callable	225,000	292,225.50 129.88	284,037.75 126.24	0.13%	18,281.00	6.44%
Master Asset Securitization Trust Series 2004-3 Class 5A1 6.25% Due 1/25/32 Dated 2/1/04	26,034.98	26,628.85 102.28	25,994.30 99.84	0.01%	1,627.00	6.26%
Residential Funding Securities Corporation Series 2003-RM2 Class A111 6% Due 5/25/33 Dated 5/1/03	248,932.319	250,387.18 100.58	226,667.49 91.06	0.11%	14,935.00	6.59%
Cs First Boston Mortgage Securities Corp Series 2003-19 Class 1A4 5.25% Due 7/25/33 Dated 7/1/03	534,324.072	468,869.38 87.75	480,024.99 89.84	0.22%	28,052.00	5.84%
Structured Asset Securities Corp Series 2003-31a Class 2A7 Variable Rate Due 10/25/33 Dated 9/1/03	603,643.498	478,387.47 79.25	495,920.36 82.15	0.23%	19,123.00	3.86%
Chase Mortgage Finance Corporation Series 2003-S13 Class A1 5.5% Due 11/25/33 Dated 11/1/03	452,233.904	392,312.92 86.75	386,716.43 85.51	0.18%	24,872.00	6.43%
Residential Accredit Loans Inc Series 2004-QS2 Class Cb 5.75% Due 2/25/34 Dated 2/1/04	292,417.09	236,492.32 80.88	252,118.36 86.22	0.12%	16,813.00	6.67%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Citicorp Mortgage Securities Inc Series 2004-3 Class A11 5.25% Due 5/25/34 Dated 5/1/04	300,000	290,625.00 96.88	296,073.51 98.69	0.14%	15,750.00	5.32%
Structured Asset Securities Corp Series 2004-13 Class 1A2 5.5% Due 7/25/34 Dated 6/1/04	547,971.816	504,134.08 92.00	480,889.54 87.76	0.22%	30,138.00	6.27%
Citicorp Mortgage Securities Inc Series 2004-5 Class 2A3 4.75% Due 8/25/34 Dated 8/1/04	204,250.458	198,122.97 97.00	187,957.30 92.02	0.09%	9,701.00	5.16%
Gsr Mortgage Loan Trust Series 2005-5f Class 2A8 5.5% Due 6/25/35 Dated 5/1/05	505,000	492,217.19 97.47	397,744.41 78.76	0.19%	27,775.00	6.98%
Merrill Lynch Mortgage Investors Tr Series 2005-A7 Class 2A1 5.4005% Due 9/25/35 Dated 9/1/05	432,534.258	422,261.56 97.63	366,993.38 84.85	0.17%	23,231.00	6.33%
Wells Fargo Mortgage Backed Securities Trust Series 2006-AR6 Class 5A1 5.1095% Due 3/25/36 Dated 3/1/06	372,676.302	364,989.87 97.94	340,171.77 91.28	0.16%	19,043.00	5.60%
Suntrust Capital VIII Note 6.1% Due 12/15/36 Dated 12/6/06 Callable 12/15/36 @ 100	174,000	157,764.06 90.67	123,105.00 70.75	0.06%	10,614.00	8.62%
Abbott Laboratories Note 6.15% Due 11/30/37 Dated 11/9/07 Callable	135,000	134,460.00 99.60	150,805.80 111.71	0.07%	8,302.00	5.51%
Oracle Corp Senior Unsecured Note 6.125% Due 7/8/39 Dated 7/8/09 Callable	500,000	496,670.00 99.33	550,110.00 110.02	0.26%	30,625.00	5.57%



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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Brazos Higher Education Authority Inc Series 2005-4 Class A5 4.91% Due 12/1/40 Dated 12/15/05	180,480.49	180,436.16 99.98	143,481.99 79.50	0.07%	2,382.00	1.66%
Northstar Education Finance Inc Series 2005-1 Class A5 4.74% Due 10/28/45 Dated 10/25/05	287,000	286,968.35 99.99	287,000.00 100.00	0.13%	3,673.00	1.28%
General Electric Capital Corp Subordinated Note 6.375% Due 11/15/67 Dated 11/15/07 Callable 11/15/17 @ 100	270,000	270,000.00 100.00	234,225.00 86.75	0.11%	17,212.00	7.35%
Total Corporate Bonds		\$ 23,277,551.44 (1)	\$ 23,838,772.46 (2)	11.12%	\$ 1,304,351.00	5.47%

Foreign Bonds

Credit Suisse New York Senior Note 5% Due 5/15/13 Dated 5/6/08 Non Callable	200,000	199,558.00 99.78	213,486.00 106.74	0.10%	10,000.00	4.68%
BP Capital Markets PLC Senior Unsecured Note 5.25% Due 11/7/13 Dated 11/7/08 Non Callable	460,000	466,099.60 101.33	507,679.00 110.37	0.24%	24,150.00	4.76%
Shell International Finance Senior Unsecured Note 4% Due 3/21/14 Dated 3/23/09 Callable	550,000	549,851.50 99.97	577,967.50 105.09	0.27%	22,000.00	3.81%
Canadian National Railway Note 5.55% Due 3/1/19 Dated 2/25/09 Callable	525,000	555,229.50 105.76	575,704.50 109.66	0.27%	29,137.00	5.06%
Total Foreign Bonds		\$ 1,770,738.60 (1)	\$ 1,874,837.00 (2)	0.87%	\$ 85,287.00	4.55%

Σ(1) = 25,048,290.04

Σ(2) = 25,713,609.46

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List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Total Market</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Total Fixed Income Investments		\$ 62,268,905.00	\$ 64,825,665.10	30.24%	\$ 2,959,374.00	4.57%
Real Estate and Minerals						
Real Estate						
Culp Properties Lea Co NM	0.028	5,640.08 201,431.43	55.10 1,968.00	0.00%	0.00	0.00%
2560a Nymeyer Property Lea Co NM	0.028	1.00 35.71	255.36 9,120.00	0.00%	0.00	0.00%
Total Real Estate		\$ 5,641.08	\$ 310.46	0.00%	\$ 0.00	0.00%
Oil and Gas Minerals						
Various Mineral Assets	37	37.00 1.00	37.00 1.00	0.00%	0.00	0.00%
Total Oil and Gas Minerals		\$ 37.00	\$ 37.00	0.00%	\$ 0.00	0.00%
Total Real Estate		\$ 5,678.08	\$ 347.46	0.00%	\$ 0.00	0.00%
Closely Held						
Bridgewater All Weather Limited Partnership Class B	9,130.849	9,130,849.00 1,000.00	7,882,288.49 863.26	3.68%	0.00	0.00%
Total Closely Held		\$ 9,130,849.00	\$ 7,882,288.49	3.68%	\$ 0.00	0.00%

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October 1, 2009 - October 31, 2009

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Miscellaneous						
AIG - Pwc Securities Litigation	4	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
American Towers Corp Securities Litigation	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Assisted Living Concepts Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Biovail Corporation Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Citizens Utilities Company Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Delphi Corp Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Delphi Corporation 2nd Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Enron Victim Trust Litigation 1/20/98-11/7/01 Due 4/6/09	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Forest Laboratories Inc 8/15/02-10/2/04 Due 4/7/09	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
General Motors Litigation 4/13/00-3/30/06 Due 3/6/09	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Homestore.Com Inc Securities Litigation 1/1/00-12/21/01 Due 4/2/09	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Homestore.Com Inc Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Homestore.Com Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Kla Tencor Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Medical Staffing Network Holdings Inc Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Mercury Interactive Securities Litigation	3	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Merrill Lynch & Company Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Merrill Lynch & Company Inc Securities Litigation	1	0.00 0.00	1.00 1.00	0.00%	0.00	0.00%
10/17/06-12/31/08 Due 9/9/09						
Miscellaneous Office Equipment	1	1.00 1.00	1.00 1.00	0.00%	0.00	0.00%
Peregine Systems Inc 7/22/99-5/3/02 Due 10/9/09	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Second Filing						
Peregine Systems Inc Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Royal Dutch Shell Transport Securities Litigation	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Sonus Networks Inc Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
12/11/00-1/16/02 Due 7/5/09						
St Pauls Travelers Securities Litigation II	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
United Rentals Inc Securities Litigation 2/28/01-8/30/04 Due 5/18/09	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Ustarcom Inc Securities Litigation 9/4/02-7/24/07 Due 10/26/09	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%

William T Kemper Foundation Main A/C
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List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Total Market</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Various Art Pieces	16	129,092.50 8,068.28	87,878.50 5,492.41	0.04%	0.00	0.00%
Ventas Software Corporation Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Wireless Facilities Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Wireless Facilities I Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Xerox Corp 11/25/08 Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Xerox Corporation Securities Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Total Miscellaneous		\$ 129,093.50	\$ 87,880.50	0.04%	\$ 0.00	0.00%
Total Assets		\$ 221,273,571.04	\$ 214,384,704.73	100.00%	\$ 4,899,947.00	2.29%

Income and Receipts

<i>Date</i>	<i>Description</i>	<i>Income Cash</i>	<i>Principal Cash</i>
Interest			
	Bear Stearns Co Inc Note 4.5% Due 10/28/10 Dated 10/28/03 Non Callable		
10/28/09	Received Interest Due 10/28/09 on 155,000	3,487.50	0.00

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
151	ALTRIA GROUP INC	1/14/2008	11/24/2008	55,701 05	72,676 10	(16,975 05)
		9/4/2008	3/26/2009	61,451 65	71,510 38	(10,058 73)
	EMERSON ELECTRIC CO	8/8/2008	7/9/2009	266,574 22	471,062 56	(204,488 34)
	PROCTER & GAMBLE CO	4/3/2008	10/9/2009	264,429 26	323,593 14	(59,163 88)
	WYETH	8/28/2008	3/26/2009	30,368 82	30,168 95	199 87
	INTEL CORP	1/14/2008	9/3/2009	104,426 29	120,126 85	(15,700 56)
	WELLS FARGO & COMPANY	2/9/2009	3/11/2009	7,193 16	11,517 72	(4,324 56)
	CONOCOPHILLIPS	8/6/2007	11/24/2008	4,779 97	7,720 55	(2,940 58)
			11/21/2008	31,104 08	54,043 85	(22,939 77)
		11/13/2006	3/26/2009	48,043 77	75,451 20	(27,407 43)
		1/23/2008	2/3/2009	36,975 76	55,066 23	(18,090 47)
	PFIZER INC	8/28/2007	3/26/2009	113,666 14	189,706 37	(76,040 23)
	DELL INC	1/27/2009	2/20/2009	13,825 59	17,297 67	(3,472 08)
	MICROSOFT CORP	8/30/2006	11/24/2008	50,959 46	64,642 50	(13,683 04)
	EXXON MOBIL CORPORATION	1/14/2008	2/6/2009	246,948 64	274,319 14	(27,370 50)
		1/9/2006	3/26/2009	100,518 65	84,728 93	15,789 72
		7/26/2007	11/24/2008	268,181 99	299,352 66	(31,170 67)
		3/3/2008	5/5/2009	330,435 25	430,790 31	(100,355 06)
	CHEVRON CORPORATION	5/23/2007	11/20/2008	6,934 34	8,188 18	(1,253 84)
			11/21/2008	11,527 62	11,833 16	(305 54)
		7/12/2006	12/15/2008	7,989 05	6,524 08	1,464 97
			3/26/2009	87,169 51	81,551 00	5,618 51
		6/28/2007	11/17/2008	27,119 51	31,465 94	(4,346 43)
	AMERICAN INTERNATIONAL GROUP INC	5/12/2008	3/26/2009	4,203 39	216,357 60	(212,154 21)
	BECTON DICKINSON & COMPANY	1/14/2008	7/9/2009	74,855 83	67,531 13	7,324 70
	LOWES COMPANIES INC	3/2/2009	3/26/2009	20,998 88	18,851 68	2,147 20
	ORACLE CORPORATION	3/2/2006	11/24/2008	168,639 92	132,973 00	35,666 92
	GENERAL ELECTRIC CO	8/18/2006	1/7/2009	24,638 70	50,878 95	(26,240 25)
	JP MORGAN CHASE & CO	4/7/2006	2/20/2009	19,838 57	42,971 28	(23,132 71)
		1/18/2008	3/26/2009	50,652 79	72,893 06	(22,240 27)
	MORGAN STANLEY DEAN WITTER & CO	8/19/2008	3/26/2009	54,566 72	106,565 95	(51,999 23)
		10/5/2007	2/9/2009	18,780 08	54,747 92	(35,967 84)
	LINCOLN NATIONAL CORP	1/26/2009	3/26/2009	10,317 94	17,398 81	(7,080 87)
	VERIZON COMMUNICATIONS	4/1/2008	3/26/2009	32,878 81	40,067 23	(7,188 42)
	AMGEN INC	7/7/2008	3/26/2009	15,122 94	15,086 10	36 84
	BANK OF AMERICA CORPORATION	10/7/2008	2/20/2009	12,318 25	124,171 84	(111,853 59)
	PENNEY J C CO INC	11/20/2008	3/26/2009	25,871 64	18,672 12	7,199 52
			1/29/2009	14,811 52	34,268 87	(19,457 35)
		2/8/2008	1/29/2009	462 86	1,201 42	(738 56)
	IMS HEALTH INC	1/26/2007	1/2/2009	13,921 30	25,178 51	(11,257 21)
	CATERPILLAR INC	1/18/2008	3/12/2009	7,145 90	17,336 61	(10,190 71)
	APACHE CORP	5/20/2008	1/26/2009	7,691 45	14,652 00	(6,960 55)
		7/23/2008	1/28/2009	15,342 38	25,824 79	(10,482 41)
		8/15/2008	3/26/2009	41,046 78	64,549 61	(23,502 83)
	CITIGROUP INC	2/8/2008	1/15/2009	9,523 75	79,649 95	(70,126 20)
		9/22/2008	2/6/2009	10,205 52	64,168 56	(53,963 04)
	ISHARES RUSSELL 1000 VALUE INDEX	12/29/2006	2/26/2009	1,314,280 36	2,764,267 87	(1,449,987 51)
			3/9/2009	635,364 14	1,535,054 15	(899,690 01)
			3/4/2009	1,246,332 51	2,904,156 50	(1,657,823 99)
		12/27/2006	2/25/2009	2,359,089 96	5,021,045 96	(2,661,956 00)
	MCDONALDS CORP	7/15/2009	9/3/2009	210,008 44	216,725 78	(6,717 34)
	SCHLUMBERGER LTD	8/8/2007	3/18/2009	57,245 68	131,067 44	(73,821 76)
	PAYCHEX INC	9/6/2005	9/2/2009	46,712 76	57,961 50	(11,248 74)
			8/27/2009	33,799 03	40,914 00	(7,114 97)
		1/26/2007	5/1/2009	21,436 96	29,629 96	(8,193 00)
	ILLINOIS TOOL WORKS INC	11/13/2007	7/15/2009	166,602 59	242,880 88	(76,278 29)
	WISCONSIN ENERGY CORP	9/4/2008	3/26/2009	16,964 88	19,310 26	(2,345 38)
	NORTHERN TRUST CORP	4/4/2008	7/13/2009	32,827 97	42,375 54	(9,547 57)
		10/14/2008	8/17/2009	77,918 04	90,074 18	(12,156 14)
	AT&T INC	10/29/2007	3/26/2009	103,519 41	165,128 00	(61,608 59)
	JOHNSON AND JOHNSON	1/14/2008	5/5/2009	91,308 05	108,139 94	(16,831 89)
	MERCK AND CO INC	9/4/2008	3/26/2009	106,365 27	154,051 13	(47,685 86)
	ISHARES RUSSELL MIDCAP GROWTH	10/1/2008	10/26/2009	416,961 37	478,070 59	(61,109 22)
		4/9/2007	4/15/2009	25,877 17	43,774 96	(17,897 79)
			7/14/2009	24,842 43	38,303 09	(13,460 66)
	SYMANTEC CORP	3/13/2009	3/26/2009	34,959 80	31,889 71	3,070 09
	CAPITAL ONE FINL CORP	1/20/2009	3/26/2009	18,969 88	30,587 57	(11,617 69)

STATEMENT 2

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
	DENTSPLY INTERNATIONAL INC	9/5/2006	5/1/2009	24,083 11	29,558 97	(5,475 86)
	NEWS CORP INC-CL A	2/19/2009	3/26/2009	47,195 73	51,699 87	(4,504 14)
	FRANKLIN RESOURCES INC	8/30/2006	9/2/2009	91,037 36	80,273 30	10,764 06
		1/14/2008	7/9/2009	53,082 31	79,490 29	(26,407 98)
	CBS CORP-CL B	1/20/2009	3/26/2009	16,068 05	70,143 23	(54,075 18)
	DUN & BRADSTREET CORP	2/16/2007	9/2/2009	255,315 98	314,020 35	(58,704 37)
			4/14/2009	126,346 51	143,552 16	(17,205 65)
		1/16/2007	1/2/2009	30,817 47	33,990 72	(3,173 25)
			4/15/2009	31,144 16	33,990 72	(2,846 56)
	CLOROX CO	4/4/2008	4/14/2009	31,800 38	34 185 48	(2,385 10)
	ABBOTT LABS	3/18/2009	10/26/2009	51,599 97	49,193 90	2,406 07
			10/9/2009	175,075 65	198,949 91	(23,874 26)
	FEDERAL NATIONAL MORTGAGE ASSOC	1/16/2004	1/27/2009	290,093 43	282,672 12	7,421 31
		3/14/2003	2/5/2009	370,560 70	362,895 08	7,665 62
	AMERICAN TOWER CORP CLASS A	8/30/2006	7/10/2009	116,434 32	120,411 48	(3,977 16)
		1/26/2007	1/2/2009	37,679 25	48,599 03	(10,919 78)
	HANESBRANDS INC	12/31/2008	3/18/2009	221,288 76	514,949 72	(293,660 96)
	CERNER CORP	7/23/2008	10/12/2009	42,390 81	23,332 60	19,058 21
	FIFTH THIRD BANCORP	12/22/2008	3/26/2009	5,591 96	18,333 60	(12,741 64)
	TEXTRON INC	4/14/2009	7/10/2009	18,566 67	24,230 43	(5,663 76)
	W&T OFFSHORE INC	4/4/2008	3/17/2009	5,647 27	36,053 90	(30,406 63)
	TYSON FOODS INC	1/13/2009	3/26/2009	21,625 87	27,659 72	(6,033 85)
	GANNETT INC	6/25/2008	3/26/2009	4,283 97	43,620 21	(39,336 24)
	ALLERGAN INC	1/26/2007	7/13/2009	22,513 47	25,386 25	(2,872 78)
	ALTERA CORP	3/17/2009	10/12/2009	17,101 40	13,763 28	3,338 12
			8/27/2009	35,830 61	32,687 79	3,142 82
	CORNING INC	1/21/2009	3/26/2009	36,679 81	22,955 49	13,724 32
	UNITED STATES STEEL CORP	4/14/2009	7/15/2009	145,594 29	110,664 12	34,930 17
	MOTOROLA INC	9/24/2008	3/26/2009	22,315 94	44,322 39	(22,006 45)
	MACYS INC	5/7/2007	1/22/2009	14,406 60	68,280 39	(53,873 79)
		7/17/2008	3/26/2009	18,053 88	60,990 19	(42,936 31)
	HARTFORD FINL SVCS GROUP INC	7/28/2008	2/4/2009	6,833 34	28,630 62	(21,797 28)
		6/9/2008	12/16/2008	11,393 76	49,072 55	(37,678 79)
		10/31/2008	3/26/2009	7,035 04	10,086 89	(3,051 85)
	AMETEK AEROSPACE PRODS INC	9/23/2008	10/12/2009	27,879 12	33,811 84	(5,932 72)
			7/9/2009	318,479 66	409,968 56	(91,488 90)
	APPLIED MATERIALS INC	1/14/2008	3/18/2009	387,932 38	684,507 01	(296,574 63)
	KB HOME	7/30/2007	12/17/2008	16,898 31	42,797 30	(25,898 99)
	TIME WARNER INCORPORATED	3/12/2009	3/26/2009	63,116 90	98,172 03	(35,055 13)
	SCHERING PLOUGH CORP	2/6/2009	4/14/2009	289,383 75	245,572 08	43,811 67
		4/28/2008	3/26/2009	33,711 81	26,226 20	7,485 61
			3/5/2009	6,678 72	7,493 20	(814 48)
		7/14/2008	1/7/2009	30,464 51	36,328 98	(5,864 47)
	STEEL DYNAMICS INCORPORATED	4/15/2009	7/24/2009	17,767 40	12,241 35	5,526 05
	ASHLAND INC	3/13/2008	12/10/2008	4,654 85	23,287 80	(18,632 95)
	STAPLES INC	6/18/2008	9/3/2009	379,885 50	440,322 10	(60,436 60)
	SAFeway INC	8/14/2008	3/26/2009	19,014 91	25,096 23	(6,081 32)
	GAP INC	3/6/2009	3/26/2009	16,870 91	12,665 64	4,205 27
	CHURCH & DWIGHT CO INCORPORATED	11/24/2008	5/5/2009	145,714 81	150,535 84	(4,821 03)
		12/13/2004	5/1/2009	32,505 90	19,275 96	13,229 94
	CONSOL ENERGY INC	8/16/2007	8/27/2009	26,345 29	24,954 86	1,390 43
		7/11/2008	10/26/2009	53,830 30	106,938 37	(53,108 07)
	TERRA INDUSTRIES INC	8/12/2008	2/26/2009	24,666 16	44,092 70	(19,426 54)
	TJX COS INC	12/23/2008	3/26/2009	32,535 77	23,484 60	9,051 17
		1/29/2008	7/24/2009	31,998 67	27,555 93	4,442 74
	XILINX INC	12/1/2006	8/27/2009	32,850 65	40,080 30	(7,229 65)
	CARDINAL HEALTH INC	5/28/2008	3/26/2009	39,344 77	63,635 96	(24,291 19)
	ARCHER DANIELS MIDLAND	1/28/2009	3/26/2009	60,773 65	55,493 34	5,280 31
	FIDELITY NATIONAL FINANCIAL INC	4/25/2007	1/7/2009	16,621 70	26,061 70	(9,440 00)
	LIMITED INC	12/22/2008	3/26/2009	21,849 87	21,381 72	468 15
	DEVON ENERGY CORPORATION	3/3/2009	3/26/2009	48,397 72	72 740 88	(24,343 16)
	TIFFANY & CO	5/5/2008	8/27/2009	23,344 05	30,251 62	(6,907 57)
	SUPERVALU INCORPORATED	10/31/2007	11/3/2008	14,502 20	38,355 20	(23,853 00)
		4/10/2008	3/26/2009	12,112 01	24,646 80	(12,534 79)
	CUMMINS ENGINE INC	9/5/2006	8/27/2009	13,542 76	8,625 98	4,916 78
	NOBLE ENERGY INC	6/23/2008	7/13/2009	42,486 83	64,033 90	(21,547 07)
		11/21/2007	8/27/2009	30,329 07	36,742 75	(6,413 68)

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number

46-0001-00-1

Taxpayer Identification Number

43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
	FACTSET RESEARCH SYSTEMS INC	1/14/2008	3/18/2009	252,188 78	350,172 42	(97,983 64)
	YUM! BRANDS INC	10/1/2008	7/10/2009	69,738 20	73,608 60	(3,870 40)
	BUNGE LIMITED	2/9/2009	3/26/2009	65,895 68	52,077 18	13,818 50
	REPUBLIC SERVICES INC	4/30/2008	1/7/2009	22,709 79	24,875 40	(2,165 61)
	MSC INDUSTRIAL DIRECT CO-A	10/1/2008	4/15/2009	50,245 13	59,550 54	(9,305 41)
	HARRIS CORP	11/15/2004	10/13/2009	44,785 00	39,571 68	5,213 32
	ALLSTATE CORP	2/6/2009	3/26/2009	41,759 73	97,629 77	(55,870 04)
	AUTOLIV INC	4/19/2007	3/26/2009	7,046 46	25,381 81	(18,335 35)
	CSX CORP	9/23/2008	10/9/2009	97,010 02	124,022 14	(27,012 12)
	HOME DEPOT INC	2/25/2009	3/26/2009	38,634 82	32,626 76	6,008 06
	FEDERATED INVESTMENT INCORPORATED	1/8/2004	12/17/2008	34,573 12	54,767 06	(20,193 94)
	ROCKWELL COLLINS	1/14/2008	7/9/2009	209,311 04	354,152 15	(144,841 11)
		1/26/2007	10/13/2009	92,335 64	64,881 78	27,453 86
	MONSANTO CO	5/15/2007	4/14/2009	295,471 40	219,669 48	75,801 92
			9/3/2009	276,923 22	207,465 62	69,457 60
	MURPHY OIL CORP	6/23/2008	7/24/2009	58,423 80	93,619 70	(35,195 90)
	PARKER-HANNIFIN CP	1/26/2007	1/2/2009	13,159 52	16,317 36	(3,157 84)
		3/1/2006	7/24/2009	28,624 06	32,169 00	(3,544 94)
	TECHNE CORP	11/24/2008	5/5/2009	207,399 30	227,574 00	(20,174 70)
	DARDEN RESTAURANTS INC	4/14/2009	7/9/2009	67,953 83	77,573 58	(9,619 75)
			10/23/2009	168,513 46	199,474 92	(30,961 46)
	WASTE MANGEMENT INC DEL	1/14/2008	9/2/2009	455,713 07	588,036 35	(132,323 28)
	DPL INC	5/6/2008	10/12/2009	41,630 61	45,654 24	(4,023 63)
	HONEYWELL INTL INC	1/14/2008	7/9/2009	254,242 99	516,053 19	(261,810 20)
	L-3 COMMUNICATIONS HLDGS INC	1/14/2008	9/3/2009	416,741 28	225,392 05	191,349 23
	TRAVELERS COS INC	4/1/2008	3/26/2009	51,533 66	52,378 08	(844 42)
		8/12/2003	11/18/2008	27,644 15	24,415 50	3,228 65
	OCCIDENTAL PETROLEUM CORP	1/30/2009	3/26/2009	20,373 38	19,090 33	1,283 05
		6/16/2008	7/9/2009	324,848 25	477,484 95	(152,636 70)
	GOLDMAN SACHS GROUP INCORPORATED	9/12/2008	3/26/2009	50,458 21	74,493 38	(24,035 17)
	GRAINGER W W INC	1/14/2008	7/9/2009	156,094 19	129,888 36	26,205 83
	DU PONT (E I) DE NEMOURS & CO	1/14/2008	2/6/2009	328,862 21	670,288 60	(341,426 39)
	HEINZ H J CO	2/6/2009	4/14/2009	171,895 62	193,385 92	(21,490 30)
	BLACK AND DECKER CORP	9/29/2006	2/3/2009	35,731 08	95,427 36	(59,696 28)
	EASTMAN CHEM CO	11/10/2008	3/26/2009	8,774 95	13,191 04	(4,416 09)
	P P G INDS INC	4/9/2007	7/24/2009	46,920 38	64,704 96	(17,784 58)
	PHILIP MORRIS INTERNATIONAL	9/21/2007	1/7/2009	51,200 52	56,638 42	(5,437 90)
		10/2/2006	3/26/2009	22,817 93	19,636 84	3,181 09
	METLIFE INC	1/13/2009	3/26/2009	62,251 65	117,440 84	(55,189 19)
	BLACKROCK INC	4/3/2008	9/3/2009	77,880 84	89,202 88	(11,322 04)
	BP PLC ADR	2/11/2008	3/26/2009	20,764 88	32,489 57	(11,724 69)
		10/16/2007	12/2/2008	27,641 70	45,917 82	(18,276 12)
			2/2/2009	33,209 12	55,178 84	(21,969 72)
	XL CAPITAL LIMITED CLASS A	8/18/2008	3/26/2009	6,287 01	22,124 85	(15,837 84)
	HERBALIFE LTD	11/4/2008	10/9/2009	472,010 99	395,288 61	76,722 38
	TYCO INTERNATIONAL LTD	5/3/2007	1/7/2009	14,024 70	29,808 92	(15,784 22)
	TOYOTA MOTOR CORPORATION ADR 2	6/2/2008	1/26/2009	10,880 77	17,937 31	(7,056 54)
			3/26/2009	18,067 39	28,187 20	(10,119 81)
	ROYAL DUTCH SHELL PLC-ADR A	1/26/2009	3/26/2009	46,569 73	66,406 20	(19,836 47)
	ISHARES RUSSELL 1000 GROWTH INDEX	5/1/2008	3/9/2009	311,607 22	594,049 02	(282,441 80)
		7/15/2009	10/26/2009	446,118 82	373,419 75	72,699 07
			10/23/2009	95,479 94	82,640 00	12,839 94
	ISHARES MSCI ALL COUNTRY ASIA	7/24/2009	8/13/2009	478,658 09	464,573 76	14,084 33
	ISHARES MSCI EAFE GROWTH INDEX FUND	4/30/2008	2/26/2009	365,077 60	765,855 73	(400,778 13)
			3/4/2009	858,665 42	1,859,838 48	(1,001,173 06)
	VANGUARD EMERGING MARKETS VIPERS-ETF	1/22/2008	2/26/2009	401,897 90	890,259 84	(488,361 94)
			3/4/2009	472,633 18	1,080,367 41	(607,734 23)
	FEDERAL NATIONAL MORTGAGE ASSOC NOT	8/21/2008	1/27/2009	524,876 63	476,544 37	48,332 26
			12/30/2008	564,216 38	476,544 38	87,672 00
	FEDERAL HOME LOAN MORTGAGE CORP NOT	7/28/2005	3/24/2009	1,912,851 50	1,756,699 00	156,152 50
		8/30/2005	10/27/2009	513,416 00	495,801 50	17,614 50
	ERAC USA FINANCE COMPANY NOTE	3/18/2009	3/25/2009	1,375,701 07	1,375,000 00	701 07
	FEDERAL AGRICULTURAL MORTGAGE CORP	7/13/2006	5/21/2009	1,129,065 00	1,046,041 50	83,023 50
	WALT DISNEY COMPANY	8/22/2008	10/7/2009	400,513 90	376,634 10	23,879 80
	CITIGROUP INC SENIOR NOTES	5/5/2008	12/9/2008	256,800 50	274,023 75	(17,223 25)
	SUNTRUST CAPITAL VIII NOTE	6/14/2007	6/30/2009	63,700 00	82,508 79	(18,808 79)
	UNITED STATES TREASURY BONDS	7/28/2005	10/27/2009	412,744 89	415,371 09	(2,626 20)

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
	ENERGY NORTHWEST WA ELECTRIC REVENUE	3/29/2005	1/27/2009	380,037.86	322,171.88	57,865.98
	DEUTSCHE BANK AG - REG	6/17/2005	1/14/2009	238,050.00	230,000.00	8,050.00
	LIFE TECHNOLOGIES CORP	3/20/2008	3/26/2009	34,567.80	93,702.92	(59,135.12)
		1/14/2008	3/18/2009	103,034.85	97,723.07	5,311.78
		9/20/2007	3/17/2009	73,320.26	95,327.10	(22,006.84)
	TRANSCOCEAN LTD		1/2/2009	21,098.13	37,279.13	(16,181.00)
	FOSTER WHEELER AG	8/17/2007	2/6/2009	182,156.84	309,435.05	(127,278.21)
	NOBLE CORP	8/6/2008	3/17/2009	38,329.40	135,712.37	(97,382.97)
	ERICSSON LM TEL SP ADR	1/29/2008	4/14/2009	35,416.55	59,985.77	(24,569.22)
		12/18/2008	2/27/2009	2,688.17	2,573.02	115.15
		12/22/2008	2/27/2009	23,986.77	21,452.69	2,534.08
		11/10/2008	3/26/2009	20,885.91	17,226.99	3,658.92
	JUNIPER NETWORKS INC	7/6/2007	7/13/2009	23,075.00	26,753.10	(3,678.10)
			1/2/2009	8,891.70	13,376.55	(4,484.85)
	COPART INC	10/1/2008	10/12/2009	33,666.63	38,037.20	(4,370.57)
	GAMESTOP CORP CL A	5/6/2008	10/12/2009	26,877.80	53,986.60	(27,108.80)
			8/27/2009	11,500.30	26,993.30	(15,493.00)
	VIACOM INC-CLASS B	12/19/2008	3/26/2009	20,134.83	19,723.55	411.28
	CROWN HOLDINGS INC	4/9/2007	5/1/2009	24,870.69	27,755.97	(2,885.28)
			3/17/2009	8,509.79	10,093.08	(1,583.29)
	INVESTMENT TECHNOLOGY GROUP INC	4/14/2009	7/10/2009	20,008.04	24,124.54	(4,116.50)
	DRESSER-RAND GROUP INC	4/4/2008	1/2/2009	21,636.36	46,637.78	(25,001.42)
	IDEXX LABS INC	9/16/2004	1/2/2009	7,142.46	4,986.91	2,155.55
			10/13/2009	59,347.71	29,921.46	29,426.25
	CENTEX CORP	5/28/2008	12/16/2008	14,256.48	23,265.72	(9,009.24)
	ADOBE SYSTEM INC	1/26/2007	5/1/2009	35,774.56	40,396.93	(4,622.37)
		7/5/2005	8/17/2009	54,278.42	36,143.94	18,134.48
	CENTRAL EURO DISTRIBUTION CP	4/15/2009	7/13/2009	29,044.37	24,782.81	4,261.56
	OIL STATES INTERNATIONAL INC	7/23/2008	8/17/2009	35,760.78	68,197.35	(32,436.57)
	MEMC ELECTR MATLS INC	11/3/2006	10/13/2009	20,706.90	46,173.01	(25,466.11)
	SANMINA-SCI CORP	8/7/2003	3/12/2009	2,895.10	100,344.83	(97,449.73)
	DOW CHEMICAL	1/18/2008	11/18/2008	28,090.80	52,948.36	(24,857.56)
	INGRAM MICRO INC	5/1/2008	3/26/2009	18,031.89	24,611.16	(6,579.27)
	PRUDENTIAL FINANCIAL INC	3/5/2009	3/26/2009	32,043.87	18,611.85	13,432.02
	AMAZON COM INC	9/21/2007	4/14/2009	172,960.21	198,904.42	(25,944.21)
			10/23/2009	171,952.43	135,616.65	36,335.78
	NVIDIA CORP	9/8/2008	3/26/2009	16,479.90	17,940.48	(1,460.58)
	GENWORTH FINANCIAL INC CLASS A	2/1/2007	3/26/2009	3,635.97	63,134.10	(59,498.13)
	CHIPOTLE MEXICAN GRILL INC CLASS A	8/7/2008	7/15/2009	155,705.37	136,897.85	18,807.52
		7/24/2008	1/2/2009	25,246.82	29,607.00	(4,360.18)
	HARRIS STRATEX NETWORKS INC CL A	5/27/2009	10/13/2009	1,389.90	1,068.00	321.90
	WESTERN DIGITAL CORP	8/28/2008	3/26/2009	40,322.71	64,309.54	(23,986.83)
	MEDCO HEALTH SOLUTIONS INC	9/21/2007	11/24/2008	91,238.88	100,917.79	(9,678.91)
	SPRINT NEXTEL CORPORATION	9/25/2006	2/20/2009	8,476.65	46,438.38	(37,961.73)
			1/30/2009	6,310.25	42,998.50	(36,688.25)
		9/22/2008	3/26/2009	24,124.61	49,970.44	(25,845.83)
	GILEAD SCIENCES INC	4/25/2007	3/18/2009	117,918.96	108,235.27	9,683.69
	FOREST LABS INC	4/9/2007	1/2/2009	7,618.70	16,282.08	(8,663.38)
	PANERA BREAD COMPANY CLASS A	3/17/2009	10/13/2009	16,484.94	15,226.02	1,258.92
	DENBURY RESOURCES INC	8/6/2008	8/27/2009	46,884.12	73,514.02	(26,629.90)
	EOG RESOURCES INCORPORATED	2/4/2009	3/26/2009	22,194.42	24,096.10	(1,901.68)
	RYDER SYSTEM INC	5/7/2008	11/3/2008	13,952.65	24,929.80	(10,977.15)
	EXPRESS SCRIPTS INC CL-A	1/2/2009	8/17/2009	27,106.94	22,161.76	4,945.18
	AGCO CORP	9/20/2007	10/12/2009	13,544.90	23,807.20	(10,262.30)
	HANSEN NATURAL CORP	7/13/2009	10/13/2009	18,451.27	14,030.70	4,420.57
		7/9/2009	10/9/2009	307,199.42	242,130.00	65,069.42
	NOKIA CORP SPONSORED ADR CL-A	2/20/2009	3/26/2009	59,887.16	61,878.01	(1,990.85)
	DOLLAR TREE INC	1/29/2008	5/1/2009	29,046.73	18,591.86	10,454.87
			4/15/2009	25,380.66	15,935.88	9,444.78
	ALCOA INCORPORATED	12/28/2007	11/4/2008	7,413.48	22,095.12	(14,681.64)
	ARCELORMITTAL NY REGISTERED	11/2/2006	11/24/2008	12,314.28	25,210.20	(12,895.92)
	MCDERMOTT INTERNATIONAL INC	4/29/2008	3/18/2009	86,799.51	356,778.88	(269,979.37)
	JACOBS ENGINEERING GROUP INC	1/15/2004	1/2/2009	33,909.07	15,901.17	18,007.90
	APPLE INC	1/14/2008	10/26/2009	143,679.63	117,636.65	26,042.98
	SANOFI-AVENTIS	12/18/2008	3/26/2009	22,775.87	26,298.80	(3,522.93)
	NATIONAL-OILWELL VARCO INC	7/6/2007	7/13/2009	23,482.35	44,015.56	(20,533.21)
	AUTONATION INCORPORATED	7/10/2009	8/27/2009	15,500.88	13,263.04	2,237.84

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

				Data		
TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Sales Price	Tax Cost	Gain (Loss)
	FOSTER WHEELER LTD	8/7/2008	2/6/2009	179,229 19	518,531 53	(339,302 34)
	BIG LOTS INC	1/16/2008	10/9/2009	217,157 27	107,696 85	109,460 42
151 Total				34,431,215 56	48,766,770 62	(14,335,555 06)
155	BANKAMERICA CORP SUBORDINATED NOTE	1/27/2003	3/1/2009	300,000 00	342,153 00	(42,153 00)
	FEDERAL NATIONAL MORTGAGE ASSOC NOT	10/16/2003	4/16/2009	122,133 73	117,343 75	4,789 98
		6/9/2004	3/16/2009	330,285 16	330,285 16	-
	BRAZOS HIGHER EDUCATION AUTHORITY	12/13/2005	3/16/2009	75,000 00	74,981 58	18 42
		3/16/2009	3/16/2009	(75,000 00)	(74,981 58)	(18 42)
	TX STATE REFUNDING TAXABLE WATER	1/26/2007	8/1/2009	165,507 49	165,507 49	-
	ENERGY ACQUISITION CORPORATION II	6/23/2005	2/15/2009	320,000 00	323,756 80	(3,756 80)
	WI HOUSING & ECONOMIC DEVELOPMENT	10/12/2006	3/1/2009	20,000 00	20,000 00	-
			9/1/2009	25,000 00	25,000 00	-
155 Total				1,282,926 38	1,324,046 20	(41,119 82)
156	LIFE TECHNOLOGIES CORP	9/20/2007	12/10/2008	10 47	21 12	(10 65)
		8/15/2006	12/10/2008	16 22	22 83	(6 61)
	HARRIS STRATEX NETWORKS INC CL A	5/27/2009	6/5/2009	0 46	0 54	(0 08)
156 Total				27 15	44 49	(17 34)
170	APPLIED BIOSYSTEMS INC	/ /	12/1/2008	167,937 39	167,937 39	-
170 Total				167,937 39	167,937 39	-
190	FEDERAL NATIONAL MORTGAGE ASSOC	11/16/2004	11/25/2008	46 27	47 09	(0 82)
			4/27/2009	98 97	100 72	(1 75)
			1/26/2009	16,767 50	17,063 55	(296 05)
			10/26/2009	6,321 72	6,433 34	(111 62)
			3/25/2009	8 83	8 99	(0 16)
			2/25/2009	8 79	8 95	(0 16)
			6/25/2009	51 63	52 54	(0 91)
			5/26/2009	5,231 83	5,324 20	(92 37)
			9/25/2009	5,553 26	5,651 31	(98 05)
			8/25/2009	5,851 47	5,954 78	(103 31)
			12/26/2008	8 74	8 89	(0 15)
			7/27/2009	35 19	35 81	(0 62)
		1/16/2004	11/25/2008	853 99	853 86	0 13
			1/26/2009	540 76	540 68	0 08
			3/25/2009	0 01	0 01	-
			5/26/2009	0 01	0 01	-
			12/26/2008	512 47	512 39	0 08
		3/14/2003	11/25/2008	881 33	880 09	1 24
			1/26/2009	19,418 52	19,391 21	27 31
			2/25/2009	1,091 47	1,089 94	1 53
			12/26/2008	849 24	848 05	1 19
		9/26/2005	11/25/2008	9,989 36	9,989 36	-
			4/27/2009	17,990 76	17,990 76	-
			1/26/2009	478 02	478 02	-
			10/26/2009	461 14	461 14	-
			3/25/2009	505 25	505 25	-
			2/25/2009	480 36	480 36	-
			6/25/2009	467 50	467 50	-
			5/26/2009	466 13	466 13	-
			9/25/2009	525 00	525 00	-
			8/25/2009	456 93	456 93	-
			12/26/2008	475 93	475 93	-
			7/27/2009	11,264 26	11,264 26	-
		1/25/2001	11/25/2008	50 12	51 04	(0 92)
			4/27/2009	79 40	80 86	(1 46)
			1/26/2009	48 44	49 33	(0 89)
			10/26/2009	103 76	105 67	(1 91)
			3/25/2009	49 06	49 96	(0 90)
			2/25/2009	49 38	50 29	(0 91)
			6/25/2009	54 82	55 83	(1 01)
			5/26/2009	49 02	49 92	(0 90)
			9/25/2009	91 48	93 17	(1 69)
			8/25/2009	93 00	94 71	(1 71)
			12/26/2008	47 08	47 95	(0 87)
			7/27/2009	49 58	50 49	(0 91)
		9/22/1997	3/17/2009	879 33	928 52	(49 19)
			12/17/2008	1,399 67	1,477 96	(78 29)
			8/17/2009	2,486 95	2,626 06	(139 11)

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			11/17/2008	1,259 80	1,330 27	(70 47)
			4/17/2009	1,229 07	1,297 82	(68 75)
			1/17/2009	1,526 21	1,611 58	(85 37)
			2/17/2009	1,265 42	1,336 20	(70 78)
			5/17/2009	940 55	993 16	(52 61)
			6/17/2009	1,201 03	1,268 21	(67 18)
			7/17/2009	1,810 90	1,912 20	(101 30)
			9/17/2009	1,039 99	1,098 16	(58 17)
			10/17/2009	1,574 15	1,662 20	(88 05)
		4/22/2004	3/17/2009	7,659 66	8,524 96	(865 30)
			12/17/2008	7,547 93	8,400 61	(852 68)
			8/17/2009	7,890 94	8,782 37	(891 43)
			11/17/2008	7,503 35	8,350 99	(847 64)
			4/17/2009	7,685 85	8,554 11	(868 26)
			1/17/2009	47,861 49	53,268 34	(5,406 85)
			2/17/2009	7,614 22	8,474 39	(860 17)
			5/17/2009	7,770 85	8,648 71	(877 86)
			6/17/2009	7,797 60	8,678 49	(880 89)
			7/17/2009	7,844 13	8,730 27	(886 14)
			9/17/2009	7,938 03	8,834 78	(896 75)
			10/17/2009	7,985 39	8,887 49	(902 10)
		9/23/1997	11/25/2008	751 90	728 64	23 26
			4/27/2009	790 44	765 99	24 45
			1/26/2009	759 63	736 13	23 50
			10/26/2009	677 55	656 59	20 96
			3/25/2009	784 51	760 24	24 27
			2/25/2009	769 89	746 07	23 82
			6/25/2009	1,335 29	1,293 98	41 31
			5/26/2009	727 64	705 13	22 51
			9/25/2009	772 19	748 30	23 89
			8/25/2009	760 91	737 37	23 54
			12/26/2008	710 05	688 08	21 97
			7/27/2009	1,704 30	1,651 57	52 73
		7/25/1997	11/25/2008	685 61	659 36	26 25
			1/26/2009	164 56	158 26	6 30
			12/26/2008	472 39	454 31	18 08
		7/12/1996	11/25/2008	1,427 20	1,408 02	19 18
			4/27/2009	560 97	553 43	7 54
			1/26/2009	843 62	832 28	11 34
			3/25/2009	670 18	661 17	9 01
			2/25/2009	612 48	604 25	8 23
			6/25/2009	548 71	541 34	7 37
			5/26/2009	530 40	523 27	7 13
			12/26/2008	967 03	954 04	12 99
			7/27/2009	87 25	86 08	1 17
		1/8/1999	11/25/2008	305 03	311 65	(6 62)
			4/27/2009	314 76	321 59	(6 83)
			1/26/2009	308 87	315 57	(6 70)
			10/26/2009	326 82	333 91	(7 09)
			3/25/2009	312 77	319 55	(6 78)
			2/25/2009	310 83	317 57	(6 74)
			6/25/2009	318 71	325 63	(6 92)
			5/26/2009	316 71	323 58	(6 87)
			9/25/2009	324 78	331 83	(7 05)
			8/25/2009	322 75	329 75	(7 00)
			12/26/2008	306 93	313 59	(6 66)
			7/27/2009	320 74	327 70	(6 96)
		5/3/2001	11/25/2008	416 45	414 63	1 82
			4/27/2009	400 16	398 41	1 75
			1/26/2009	217 96	217 01	0 95
			10/26/2009	449 10	447 14	1 96
			3/25/2009	362 79	361 20	1 59
			2/25/2009	264 09	262 93	1 16
			6/25/2009	438 77	436 85	1 92
			5/26/2009	904 66	900 70	3 96
			9/25/2009	559 61	557 16	2 45
			8/25/2009	663 54	660 64	2 90

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			12/26/2008	360 72	359 14	1 58
			7/27/2009	551 86	549 45	2 41
		7/9/1997	11/25/2008	5 94	5 75	0 19
			4/27/2009	6 13	5 94	0 19
			1/26/2009	6 02	5 83	0 19
			10/26/2009	6 35	6 15	0 20
			3/25/2009	6 08	5 89	0 19
			2/25/2009	6 05	5 86	0 19
			6/25/2009	6 20	6 00	0 20
			5/26/2009	6 16	5 97	0 19
			9/25/2009	6 31	6 11	0 20
			8/25/2009	6 27	6 07	0 20
			12/26/2008	5 97	5 78	0 19
			7/27/2009	6 23	6 03	0 20
		2/21/1997	11/25/2008	171 99	181 88	(9 89)
			4/27/2009	147 58	156 07	(8 49)
			1/26/2009	144 10	152 39	(8 29)
			10/26/2009	154 76	163 66	(8 90)
			3/25/2009	146 42	154 84	(8 42)
			2/25/2009	145 25	153 60	(8 35)
			6/25/2009	149 92	158 54	(8 62)
			5/26/2009	148 75	157 30	(8 55)
			9/25/2009	153 53	162 36	(8 83)
			8/25/2009	152 32	161 08	(8 76)
			12/26/2008	142 97	151 19	(8 22)
			7/27/2009	151 11	159 80	(8 69)
		5/17/2001	11/25/2008	411 06	414 62	(3 56)
			4/27/2009	184 38	185 98	(1 60)
			1/26/2009	214 47	216 33	(1 86)
			10/26/2009	145 35	146 61	(1 26)
			3/25/2009	183 75	185 34	(1 59)
			2/25/2009	6,115 86	6,168 90	(53 04)
			6/25/2009	141 78	143 01	(1 23)
			5/26/2009	96 63	97 47	(0 84)
			9/25/2009	144 42	145 67	(1 25)
			8/25/2009	143 58	144 83	(1 25)
			12/26/2008	573 66	578 63	(4 97)
			7/27/2009	142 68	143 92	(1 24)
		8/15/2001	11/25/2008	629 17	629 56	(0 39)
			4/27/2009	1,867 46	1,868 63	(1 17)
			1/26/2009	627 07	627 46	(0 39)
			10/26/2009	1,379 15	1,380 01	(0 86)
			3/25/2009	1,677 86	1,678 91	(1 05)
			2/25/2009	630 74	631 13	(0 39)
			6/25/2009	725 13	725 58	(0 45)
			5/26/2009	1,520 08	1,521 03	(0 95)
			9/25/2009	569 16	569 52	(0 36)
			8/25/2009	1,898 33	1,899 52	(1 19)
			12/26/2008	723 27	723 72	(0 45)
			7/27/2009	1,855 01	1,856 17	(1 16)
		2/19/2002	11/25/2008	1,308 94	1,342 07	(33 13)
			4/27/2009	179 27	183 81	(4 54)
			1/26/2009	162 97	167 10	(4 13)
			10/26/2009	184 63	189 30	(4 67)
			3/25/2009	180 09	184 65	(4 56)
			2/25/2009	175 10	179 53	(4 43)
			6/25/2009	181 45	186 04	(4 59)
			5/26/2009	238 81	244 85	(6 04)
			9/25/2009	185 68	190 38	(4 70)
			8/25/2009	184 43	189 10	(4 67)
			12/26/2008	217 67	223 18	(5 51)
			7/27/2009	183 97	188 63	(4 66)
		1/17/2002	11/25/2008	56 59	57 78	(1 19)
			4/27/2009	58 54	59 77	(1 23)
			1/26/2009	55 84	57 02	(1 18)
			10/26/2009	70 97	72 47	(1 50)
			3/25/2009	56 53	57 72	(1 19)

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			2/25/2009	57 01	58 21	(1 20)
			6/25/2009	71 88	73 40	(1 52)
			5/26/2009	58 75	59 99	(1 24)
			9/25/2009	70 53	72 02	(1 49)
			8/25/2009	79 98	81 67	(1 69)
			12/26/2008	55 48	56 65	(1 17)
			7/27/2009	69 66	71 13	(1 47)
		2/28/2003	11/25/2008	780 50	798 31	(17 81)
			4/27/2009	6,250 73	6,393 32	(142 59)
			1/26/2009	25,848 85	26,438 53	(589 68)
			10/26/2009	687 94	703 63	(15 69)
			3/25/2009	936 92	958 29	(21 37)
			2/25/2009	753 35	770 54	(17 19)
			6/25/2009	20,124 20	20,583 28	(459 08)
			5/26/2009	28,865 80	29,524 30	(658 50)
			9/25/2009	6,330 10	6,474 51	(144 41)
			8/25/2009	719 09	735 49	(16 40)
			12/26/2008	849 70	869 08	(19 38)
			7/27/2009	714 52	730 82	(16 30)
		7/8/2004	11/25/2008	448 19	460 80	(12 61)
			4/27/2009	12,063 72	12,403 01	(339 29)
			1/26/2009	428 01	440 05	(12 04)
			10/26/2009	709 24	729 19	(19 95)
			3/25/2009	1,972 91	2,028 40	(55 49)
			2/25/2009	412 63	424 24	(11 61)
			6/25/2009	432 96	445 14	(12 18)
			5/26/2009	7,838 27	8,058 72	(220 45)
			9/25/2009	4,795 65	4,930 53	(134 88)
			8/25/2009	382 47	393 23	(10 76)
			12/26/2008	4,545 16	4,672 99	(127 83)
			7/27/2009	570 23	586 27	(16 04)
		12/6/2001	11/25/2008	20,910 29	20,329 54	580 75
			3/25/2009	21,541 63	20,943 35	598 28
			2/25/2009	13,813 47	13,429 82	383 65
			6/25/2009	22,481 62	21,857 23	624 39
			12/25/2008	19,076 37	18,546 55	529 82
			1/25/2009	16,974 01	16,502 58	471 43
			4/25/2009	27,877 22	27,102 98	774 24
			5/25/2009	25,029 29	24,334 14	695 15
			7/25/2009	25,960 13	25,239 13	721 00
		3/5/2003	11/25/2008	3,731 14	3,747 75	(16 61)
		3/27/2002	11/25/2008	861 28	836 52	24 76
			3/25/2009	7,754 54	7,531 60	222 94
			2/25/2009	24,254 65	23,557 33	697 32
			6/25/2009	11,550 56	11,218 48	332 08
			9/25/2009	11,810 28	11,470 73	339 55
			8/25/2009	13,785 54	13,389 21	396 33
			12/25/2008	853 68	829 14	24 54
			1/25/2009	6,801 74	6,606 19	195 55
			4/25/2009	27,945 21	27,141 79	803 42
			5/25/2009	16,979 88	16,491 71	488 17
			7/25/2009	9,983 54	9,696 51	287 03
			10/25/2009	13,614 27	13,222 86	391 41
		6/5/2007	11/25/2008	7,491 17	7,412 75	78 42
			3/25/2009	3,440 84	3,404 82	36 02
			2/25/2009	2,494 68	2,468 56	26 12
			6/25/2009	8,629 15	8,538 81	90 34
			9/25/2009	4 154 34	4,110 85	43 49
			8/25/2009	8,743 71	8,652 17	91 54
			12/25/2008	3,426 59	3,390 72	35 87
			1/25/2009	2,569 34	2,542 44	26 90
			4/25/2009	5,637 36	5,578 34	59 02
			5/25/2009	6,873 18	6,801 23	71 95
			7/25/2009	7,795 17	7,713 56	81 61
			10/25/2009	6,246 63	6,181 24	65 39
		5/7/2003	11/25/2008	578 69	588 36	(9 67)
			4/27/2009	2,097 34	2,132 40	(35 06)

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			1/26/2009	652 08	662 98	(10 90)
			10/26/2009	5,100 82	5,186 10	(85 28)
			3/25/2009	5,305 29	5,393 99	(88 70)
			2/25/2009	6,419 84	6,527 17	(107 33)
			6/25/2009	607 34	617 49	(10 15)
			5/26/2009	664 43	675 54	(11 11)
			9/25/2009	4,862 46	4,943 75	(81 29)
			8/25/2009	1,424 36	1,448 17	(23 81)
			12/26/2008	602 31	612 38	(10 07)
			7/27/2009	628 19	638 69	(10 50)
		2/23/2006	11/25/2008	2,758 06	2,593 01	165 05
			4/27/2009	11,677 07	10,978 27	698 80
			1/26/2009	1,663 34	1,563 80	99 54
			10/26/2009	6,119 03	5,752 84	366 19
			3/25/2009	5,762 21	5,417 38	344 83
			2/25/2009	5,483 94	5,155 76	328 18
			6/25/2009	11,688 35	10,988 88	699 47
			5/26/2009	18,993 06	17,856 44	1,136 62
			9/25/2009	9,987 59	9,389 90	597 69
			8/25/2009	7,120 52	6,694 40	426 12
			12/26/2008	6,812 22	6,404 55	407 67
			7/27/2009	15,275 41	14,361 27	914 14
		6/8/2005	11/25/2008	11,737 03	11,707 69	29 34
			4/27/2009	542 20	540 84	1 36
			1/26/2009	1,374 43	1,370 99	3 44
			10/26/2009	9,003 33	8,980 82	22 51
			3/25/2009	525 56	524 25	1 31
			2/25/2009	5,300 90	5,287 65	13 25
			6/25/2009	532 92	531 59	1 33
			5/26/2009	539 36	538 01	1 35
			9/25/2009	569 88	568 46	1 42
			8/25/2009	560 56	559 16	1 40
			12/26/2008	751 17	749 29	1 88
			7/27/2009	541 08	539 73	1 35
		11/15/2005	3/25/2009	26,375 50	25,135 03	1,240 47
			2/25/2009	14,482 06	13,800 95	681 11
			6/25/2009	18,728 53	17,847 70	880 83
			9/25/2009	24,345 38	23,200 39	1,144 99
			8/25/2009	31,615 69	30,128 76	1,486 93
			1/25/2009	17,460 77	16,639 57	821 20
			4/25/2009	21,866 93	20,838 50	1,028 43
			5/25/2009	32,950 81	31,401 09	1,549 72
			7/25/2009	30,178 88	28,759 53	1,419 35
			10/25/2009	18,325 75	17,463 87	861 88
		5/4/2007	3/25/2009	24,445 12	24,605 54	(160 42)
			6/25/2009	23,514 07	23,668 38	(154 31)
			9/25/2009	20,086 03	20,217 84	(131 81)
			8/25/2009	22,871 89	23,021 99	(150 10)
			4/25/2009	25,471 00	25,638 15	(167 15)
			5/25/2009	24,555 82	24,716 97	(161 15)
			7/25/2009	24,737 44	24,899 78	(162 34)
			10/25/2009	20,511 81	20,646 42	(134 61)
		1/31/2007	10/25/2009	1,683 16	1,655 02	28 14
	FEDERAL HOME LOAN MORTGAGE CORP	4/1/2008	10/15/2009	8,819 58	8,991 84	(172 26)
			12/15/2008	6,010 86	6,128 26	(117 40)
			4/15/2009	19,436 90	19,816 53	(379 63)
			7/15/2009	19,502 80	19,883 71	(380 91)
			1/15/2009	7,049 92	7,187 61	(137 69)
			2/15/2009	11,372 45	11,594 57	(222 12)
			6/15/2009	16,848 06	17,177 12	(329 06)
			5/15/2009	18,067 28	18,420 16	(352 88)
			9/15/2009	11,433 78	11,657 10	(223 32)
			11/15/2008	8,460 93	8,626 18	(165 25)
			3/15/2009	18,242 73	18,599 03	(356 30)
			8/15/2009	11,221 87	11,441 05	(219 18)
		6/9/2004	10/15/2009	358 75	346 47	12 28
			12/15/2008	2,301 05	2,222 31	78 74

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			8/17/2009	2,766 34	2,671 68	94 66
			4/15/2009	1,014 20	979 50	34 70
			7/15/2009	1,440 89	1,391 58	49 31
			1/15/2009	1,439 28	1,390 03	49 25
			11/17/2008	1,838 78	1,775 86	62 92
			2/15/2009	2,491 95	2,406 68	85 27
			3/16/2009	1,147 49	1,108 22	39 27
			6/15/2009	988 69	954 86	33 83
			5/15/2009	1,758 61	1,698 43	60 18
			9/15/2009	726 05	701 21	24 84
		8/6/2004	11/25/2008	4,604 99	4,621 18	(16 19)
			3/25/2009	554 87	556 82	(1 95)
			2/25/2009	4,381 10	4,396 50	(15 40)
			5/26/2009	3,746 71	3,759 88	(13 17)
			12/25/2008	2,736 16	2,745 78	(9 62)
			1/25/2009	4,389 08	4,404 51	(15 43)
			4/25/2009	6,474 56	6,497 33	(22 77)
		3/5/1998	10/15/2009	1,170 81	1,168 98	1 83
			12/15/2008	1,465 17	1,462 88	2 29
			4/15/2009	1,356 54	1,354 42	2 12
			7/15/2009	1,401 06	1,398 87	2 19
			1/15/2009	1,480 79	1,478 48	2 31
			2/15/2009	1,252 96	1,251 00	1 96
			6/15/2009	1,578 48	1,576 01	2 47
			5/15/2009	2,683 87	2,679 68	4 19
			9/15/2009	3,777 44	3,771 54	5 90
			11/15/2008	2,772 69	2,768 36	4 33
			3/15/2009	1,343 02	1,340 92	2 10
			8/15/2009	3,439 46	3,434 08	5 38
		10/26/2005	10/15/2009	7,725 14	7,814 46	(89 32)
			12/15/2008	3,820 07	3,864 24	(44 17)
			4/15/2009	8,178 95	8,273 52	(94 57)
			7/15/2009	14,943 63	15,116 42	(172 79)
			1/15/2009	7,144 52	7,227 13	(82 61)
			2/15/2009	6,203 93	6,275 66	(71 73)
			6/15/2009	14,152 83	14,316 47	(163 64)
			5/15/2009	11,238 30	11,368 24	(129 94)
			9/15/2009	2,622 14	2,652 46	(30 32)
			11/15/2008	2,336 83	2,363 85	(27 02)
			3/15/2009	11,195 67	11,325 12	(129 45)
			8/15/2009	15,044 00	15,217 95	(173 95)
		9/26/2005	10/15/2009	1,455 12	1,417 83	37 29
			12/15/2008	1,491 01	1,452 80	38 21
			4/15/2009	13,844 11	13,489 35	354 76
			7/15/2009	17,552 98	17,103 19	449 79
			1/15/2009	1,467 48	1,429 88	37 60
			11/17/2008	52,238 48	50,899 87	1,338 61
			2/15/2009	1,567 50	1,527 33	40 17
			6/15/2009	16,595 53	16,170 27	425 26
			5/15/2009	1,278 80	1,246 03	32 77
			9/15/2009	1,411 23	1,375 07	36 16
			3/15/2009	1,399 84	1,363 97	35 87
			8/15/2009	1,256 30	1,224 11	32 19
		2/22/2006	10/15/2009	5,201 31	5,165 55	35 76
			12/15/2008	1,258 14	1,249 49	8 65
			4/15/2009	726 11	721 12	4 99
			7/15/2009	42,126 60	41,836 98	289 62
			1/15/2009	898 07	891 90	6 17
			11/17/2008	971 24	964 56	6 68
			2/15/2009	907 78	901 54	6 24
			3/16/2009	13,149 41	13,059 01	90 40
			6/15/2009	9,346 92	9,282 66	64 26
			5/15/2009	24,910 18	24,738 92	171 26
			9/15/2009	509 12	505 62	3 50
			8/15/2009	11,385 04	11,306 77	78 27
		7/15/1996	10/15/2009	192 46	183 98	8 48
			12/15/2008	204 58	195 57	9 01

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			4/15/2009	253 64	242 46	11 18
			7/15/2009	948 64	906 84	41 80
			1/15/2009	405 04	387 19	17 85
			2/15/2009	1,085 70	1,037 86	47 84
			6/15/2009	191 76	183 31	8 45
			5/15/2009	1,907 70	1,823 64	84 06
			9/15/2009	186 30	178 09	8 21
			11/15/2008	196 30	187 65	8 65
			3/15/2009	202 52	193 60	8 92
			8/15/2009	1,226 00	1,171 98	54 02
		1/25/2001	10/15/2009	459 00	467 18	(8 18)
			12/15/2008	209 48	213 21	(3 73)
			4/15/2009	517 00	526 21	(9 21)
			7/15/2009	76 92	78 29	(1 37)
			1/15/2009	679 32	691 42	(12 10)
			2/15/2009	73 24	74 54	(1 30)
			6/15/2009	448 84	456 84	(8 00)
			5/15/2009	387 66	394 57	(6 91)
			9/15/2009	726 78	739 73	(12 95)
			11/15/2008	76 24	77 60	(1 36)
			3/15/2009	1,012 10	1,030 13	(18 03)
			8/15/2009	76 62	77 98	(1 36)
		1/17/2001	10/15/2009	39 40	39 65	(0 25)
			12/15/2008	45 08	45 37	(0 29)
			4/15/2009	46 34	46 64	(0 30)
			7/15/2009	38 48	38 73	(0 25)
			1/15/2009	45 44	45 73	(0 29)
			2/15/2009	46 02	46 31	(0 29)
			6/15/2009	5,732 31	5,769 03	(36 72)
			5/15/2009	46 50	46 80	(0 30)
			9/15/2009	39 00	39 25	(0 25)
			11/15/2008	45 26	45 55	(0 29)
			3/15/2009	46 02	46 31	(0 29)
			8/15/2009	38 92	39 17	(0 25)
		1/25/2002	10/15/2009	135 42	138 45	(3 03)
			12/15/2008	111 84	114 34	(2 50)
			4/15/2009	116 88	119 49	(2 61)
			7/15/2009	2,753 34	2,814 86	(61 52)
			1/15/2009	112 32	114 83	(2 51)
			2/15/2009	138 30	141 39	(3 09)
			6/15/2009	5,168 88	5,284 37	(115 49)
			5/15/2009	99 00	101 21	(2 21)
			9/15/2009	88 47	90 45	(1 98)
			11/15/2008	111 06	113 54	(2 48)
			3/15/2009	313 83	320 84	(7 01)
			8/15/2009	95 46	97 59	(2 13)
		1/3/1997	10/15/2009	840 14	798 92	41 22
			12/15/2008	818 24	778 10	40 14
			4/15/2009	1,213 38	1,153 85	59 53
			7/15/2009	969 85	922 27	47 58
			1/15/2009	422 67	401 93	20 74
			2/15/2009	414 12	393 80	20 32
			6/15/2009	431 50	410 33	21 17
			5/15/2009	459 95	437 38	22 57
			9/15/2009	659 26	626 91	32 35
			11/15/2008	1,067 13	1,014 77	52 36
			3/15/2009	418 32	397 80	20 52
			8/15/2009	405 22	385 34	19 88
		9/1/2004	10/15/2009	23,506 45	23,557 87	(51 42)
			7/15/2009	7,342 60	7,358 66	(16 06)
			9/15/2009	24,597 52	24,651 33	(53 81)
			8/15/2009	30,092 54	30,158 37	(65 83)
		8/5/2008	10/15/2009	17,489 64	17,639 94	(150 30)
			9/15/2009	12,763 85	12,873 54	(109 69)
	GOVERNMENT NATIONAL MORTGAGE ASSOC	3/10/2004	10/15/2009	3,101 72	3,213 67	(111 95)
			12/15/2008	182 24	188 82	(6 58)
			8/17/2009	848 48	879 10	(30 62)

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Data			
			Date Sold	Sales Price	Tax Cost	Gain (Loss)
			4/15/2009	1,868 11	1,935 54	(67 43)
			7/15/2009	3,719 33	3,853 57	(134 24)
			1/15/2009	181 11	187 65	(6 54)
			11/17/2008	1,352 29	1,401 10	(48 81)
			3/16/2009	1,480 16	1,533 58	(53 42)
			6/15/2009	1,613 28	1,671 51	(58 23)
			5/15/2009	2,911 91	3,017 01	(105 10)
			9/15/2009	169 36	175 47	(6 11)
			2/17/2009	743 80	770 65	(26 85)
		3/3/2005	10/15/2009	594 02	603 53	(9 51)
			12/15/2008	3,632 63	3,690 81	(58 18)
			8/17/2009	5,051 03	5,131 93	(80 90)
			4/15/2009	4,961 74	5,041 21	(79 47)
			7/15/2009	6,729 37	6,837 15	(107 78)
			1/15/2009	3,108 53	3,158 32	(49 79)
			11/17/2008	3,488 84	3,544 72	(55 88)
			3/16/2009	539 67	548 31	(8 64)
			6/15/2009	5,263 29	5,347 58	(84 29)
			5/15/2009	2,386 08	2,424 29	(38 21)
			9/15/2009	3,161 39	3,212 02	(50 63)
			2/17/2009	777 19	789 64	(12 45)
		11/30/2007	12/16/2008	62 39	69 17	(6 78)
			4/16/2009	63 89	70 84	(6 95)
			3/16/2009	63 51	70 42	(6 91)
			1/16/2009	62 76	69 59	(6 83)
			9/16/2009	65 82	72 98	(7 16)
			10/16/2009	66 22	73 42	(7 20)
			7/16/2009	65 04	72 11	(7 07)
			6/16/2009	64 66	71 69	(7 03)
			11/16/2008	62 02	68 76	(6 74)
			2/16/2009	63 14	70 01	(6 87)
			5/16/2009	64 27	71 26	(6 99)
			8/16/2009	65 43	72 55	(7 12)
		6/14/2006	12/16/2008	647 45	627 01	20 44
			4/16/2009	38,263 25	37,055 57	1,207 68
			3/16/2009	8,391 47	8,126 61	264 86
			1/16/2009	650 44	629 91	20 53
			9/16/2009	616 31	596 86	19 45
			10/16/2009	1,234 14	1,195 19	38 95
			7/16/2009	610 60	591 33	19 27
			6/16/2009	607 77	588 59	19 18
			11/16/2008	638 21	618 07	20 14
			2/16/2009	653 45	632 83	20 62
			5/16/2009	1,176 70	1,139 56	37 14
			8/16/2009	613 45	594 09	19 36
		1/29/2004	12/16/2008	1,617 29	1,616 28	1 01
			4/16/2009	51,614 20	51,581 94	32 26
			3/16/2009	1,616 24	1,615 23	1 01
			1/16/2009	1,624 97	1,623 95	1 02
			9/16/2009	1,607 19	1,606 19	1 00
			10/16/2009	1,614 85	1,613 84	1 01
			7/16/2009	1,591 97	1,590 98	0 99
			6/16/2009	1,584 42	1,583 43	0 99
			11/16/2008	12,581 33	12,573 47	7 86
			2/16/2009	2,506 90	2,505 33	1 57
			5/16/2009	1,576 90	1,575 91	0 99
			8/16/2009	1,599 56	1,598 56	1 00
		7/31/1996	11/20/2008	243 60	238 12	5 48
			2/20/2009	377 82	369 32	8 50
			10/20/2009	793 38	775 53	17 85
			3/20/2009	89 38	87 37	2 01
			5/20/2009	343 64	335 91	7 73
			7/20/2009	267 18	261 17	6 01
			4/20/2009	705 22	689 35	15 87
			1/20/2009	92 84	90 75	2 09
			12/20/2008	259 68	253 84	5 84
			6/20/2009	93 10	91 01	2 09

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			8/20/2009	379 56	371 02	8 54
			9/20/2009	1,070 82	1,046 73	24 09
		8/8/2002	11/20/2008	1,139 26	1,177 00	(37 74)
			2/20/2009	877 44	906 51	(29 07)
			10/20/2009	1,358 10	1,403 09	(44 99)
			3/20/2009	1,238 90	1,279 94	(41 04)
			5/20/2009	1,107 78	1,144 48	(36 70)
			7/20/2009	1,224 86	1,265 43	(40 57)
			4/20/2009	1,678 70	1,734 31	(55 61)
			1/20/2009	865 94	894 62	(28 68)
			12/20/2008	889 52	918 99	(29 47)
			6/20/2009	1,021 66	1,055 50	(33 84)
			8/20/2009	1,648 84	1,703 46	(54 62)
			9/20/2009	1,393 14	1,439 29	(46 15)
		10/31/2002	11/20/2008	840 19	884 56	(44 37)
			2/20/2009	788 25	829 88	(41 63)
			10/20/2009	647 83	682 04	(34 21)
			3/20/2009	1,291 54	1,359 75	(68 21)
			5/20/2009	983 19	1,035 11	(51 92)
			7/20/2009	1,318 55	1,388 19	(69 64)
			4/20/2009	1,213 35	1,277 43	(64 08)
			1/20/2009	567 58	597 56	(29 98)
			12/20/2008	786 59	828 13	(41 54)
			6/20/2009	897 91	945 33	(47 42)
			8/20/2009	964 77	1,015 72	(50 95)
			9/20/2009	875 68	921 93	(46 25)
		4/8/2009	9/16/2009	2,932 26	2,989 07	(56 81)
			10/16/2009	2,946 59	3,003 68	(57 09)
			7/16/2009	2,903 80	2,960 06	(56 26)
			6/16/2009	26,329 60	26,839 74	(510 14)
			5/16/2009	2,894 23	2,950 31	(56 08)
			8/16/2009	2,917 99	2,974 53	(56 54)
RECEIPTS ON CORPORATE SECURITIES		5/19/1998	5/15/2009	21,191 26	20,775 49	415 77
			11/15/2008	20,536 68	20,133 75	402 93
CITICORP MORTGAGE SECURITIES INC		10/26/2007	11/25/2008	3,944 53	3,826 20	118 33
			3/25/2009	4,406 16	4,273 98	132 18
			2/25/2009	2,854 37	2,768 74	85 63
			6/25/2009	5,290 25	5,131 54	158 71
			9/25/2009	4,687 60	4,546 97	140 63
			8/25/2009	3,448 84	3,345 38	103 46
			12/25/2008	2,313 01	2,243 62	69 39
			1/25/2009	4,442 64	4,309 36	133 28
			4/25/2009	3,819 88	3,705 29	114 59
			5/25/2009	3,791 41	3,677 67	113 74
			7/25/2009	5,337 60	5,177 47	160 13
			10/25/2009	3,009 77	2,919 47	90 30
COUNTRYWIDE ALTERNATIVE LOAN TRUST		7/13/2004	11/25/2008	1,388 51	1,403 26	(14 75)
			3/25/2009	4,372 65	4,419 11	(46 46)
			2/25/2009	2,216 15	2,239 70	(23 55)
			6/25/2009	6,186 63	6,252 36	(65 73)
			9/25/2009	2,049 09	2,070 86	(21 77)
			8/25/2009	3,271 38	3,306 14	(34 76)
			12/25/2008	2,459 53	2,485 66	(26 13)
			1/25/2009	1,888 76	1,908 83	(20 07)
			4/25/2009	2,939 71	2,970 94	(31 23)
			5/25/2009	3,163 49	3,197 10	(33 61)
			7/25/2009	2,186 41	2,209 64	(23 23)
			10/25/2009	2,272 45	2,296 59	(24 14)
J P MORGAN ALTERNATIVE LOAN TRUST		7/7/2006	11/25/2008	3,936 78	3,863 58	73 20
			3/25/2009	7,197 95	7,064 11	133 84
			2/25/2009	9,529 83	9,352 63	177 20
			6/25/2009	3,066 00	3,008 99	57 01
			9/25/2009	18,933 80	18,581 75	352 05
			8/25/2009	6,190 77	6,075 66	115 11
			12/25/2008	12,761 74	12,524 45	237 29
			1/25/2009	9,235 60	9,063 88	171 72
			4/25/2009	3,376 80	3,314 01	62 79

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			5/25/2009	6,182 40	6,067 45	114 95
			7/25/2009	7,392 17	7,254 72	137 45
			10/25/2009	15,303 78	15,019 23	284 55
	WASHINGTON MUTUAL MORTGAGE PASS	1/28/2008	11/25/2008	14,253 25	14,098 53	154 72
			2/25/2009	6,650 65	6,578 46	72 19
			6/25/2009	3,255 05	3,219 71	35 34
			9/25/2009	14,103 40	13,950 30	153 10
			8/25/2009	12,846 71	12,707 25	139 46
			12/25/2008	3,250 93	3,215 64	35 29
			1/25/2009	13,525 51	13,378 69	146 82
			4/25/2009	13,442 94	13,297 02	145 92
			5/25/2009	3,213 98	3,179 09	34 89
			7/25/2009	13,272 02	13,127 95	144 07
			10/25/2009	3,177 20	3,142 71	34 49
	RESIDENTIAL FUNDING SECURITIES	7/7/2006	11/25/2008	5,012 40	5,041 69	(29 29)
			3/25/2009	42,213 47	42,460 19	(246 72)
			2/25/2009	2,201 24	2,214 11	(12 87)
			6/25/2009	38,130 11	38,352 96	(222 85)
			9/25/2009	10,199 44	10,259 05	(59 61)
			8/25/2009	4,290 32	4,315 39	(25 07)
			12/25/2008	940 43	945 92	(5 49)
			1/25/2009	763 99	768 45	(4 46)
			4/25/2009	33,166 49	33,360 33	(193 84)
			5/25/2009	17,945 56	18,050 44	(104 88)
			7/25/2009	13,755 87	13,836 27	(80 40)
			10/25/2009	5,844 86	5,879 02	(34 16)
	RESIDENTIAL FUNDING MORTGAGE	8/7/2002	11/25/2008	2,810 75	3,096 99	(286 24)
			3/25/2009	2,329 04	2,566 22	(237 18)
			2/25/2009	1,448 68	1,596 21	(147 53)
			6/25/2009	2,319 14	2,555 31	(236 17)
			9/25/2009	773 68	852 47	(78 79)
			8/25/2009	1,835 77	2,022 72	(186 95)
			12/25/2008	1,914 67	2,109 65	(194 98)
			1/25/2009	2,383 38	2,626 09	(242 71)
			4/25/2009	2,170 54	2,391 58	(221 04)
			5/25/2009	1,719 66	1,894 78	(175 12)
			7/25/2009	1,786 38	1,968 30	(181 92)
			10/25/2009	1,659 71	1,828 73	(169 02)
		1/7/2004	11/25/2008	2,212 32	2,242 05	(29 73)
			3/25/2009	2,004 58	2,031 52	(26 94)
			2/25/2009	3,968 66	4,021 99	(53 33)
			6/25/2009	4,262 05	4,319 32	(57 27)
			9/25/2009	3,846 20	3,897 88	(51 68)
			8/25/2009	3,209 27	3,252 39	(43 12)
			12/25/2008	1,217 95	1,234 32	(16 37)
			1/25/2009	1,570 55	1,591 65	(21 10)
			4/25/2009	2,258 23	2,288 57	(30 34)
			5/25/2009	5,354 01	5,425 95	(71 94)
			7/25/2009	3,963 92	4,017 19	(53 27)
			10/25/2009	3,043 23	3,084 12	(40 89)
	MASTER ASSET SECURITIZATION TRUST	5/5/2004	11/25/2008	106 80	109 24	(2 44)
			3/25/2009	101 48	103 79	(2 31)
			2/25/2009	100 92	103 22	(2 30)
			6/25/2009	4,304 76	4,402 95	(98 19)
			9/25/2009	54 51	55 75	(1 24)
			8/25/2009	4,495 91	4,598 46	(102 55)
			12/25/2008	4,895 42	5,007 09	(111 67)
			1/25/2009	100 36	102 65	(2 29)
			4/25/2009	8,850 77	9,052 66	(201 89)
			5/25/2009	87 56	89 56	(2 00)
			7/25/2009	13,398 14	13,704 37	(305 63)
			10/25/2009	6,041 86	6,179 68	(137 82)
	MERRILL LYNCH MORTGAGE INVESTORS TR	9/11/2007	11/25/2008	3,347 30	3,267 80	79 50
			3/25/2009	6,937 12	6,772 36	164 76
			2/25/2009	3,358 98	3,279 20	79 78
			6/25/2009	10,034 15	9,795 84	238 31
			9/25/2009	5,776 46	5,639 27	137 19

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
			8/25/2009	3,352 29	3,272 67	79 62
			12/25/2008	1,547 55	1,510 80	36 75
			1/25/2009	1,117 97	1,091 42	26 55
			4/25/2009	5,863 92	5,724 65	139 27
			5/25/2009	3,829 24	3,738 30	90 94
			7/25/2009	10,004 56	9,766 95	237 61
			10/25/2009	2,909 39	2,840 29	69 10
	WELLS FARGO MORTGAGE BACKED	2/25/2009	2/25/2009	(8,110 19)	(7,942 92)	(167 27)
		9/11/2007	11/25/2008	1,582 99	1,550 34	32 65
			3/25/2009	6,554 16	6,418 98	135 18
			2/25/2009	16,220 39	15 885 85	334 54
			9/1/2009	10,291 83	10,079 56	212 27
			6/25/2009	27,803 18	27,229 74	573 44
			8/25/2009	9,580 96	9,383 35	197 61
			12/25/2008	1,920 96	1,881 34	39 62
			1/25/2009	3,356 99	3,287 75	69 24
			4/25/2009	11,320 72	11,087 23	233 49
			5/25/2009	19,298 65	18,900 62	398 03
			7/25/2009	13,616 27	13,335 43	280 84
			10/25/2009	8,078 11	7,911 50	166 61
		6/4/2003	11/25/2008	3,313 22	3,395 01	(81 79)
			3/25/2009	3,277 57	3,358 49	(80 92)
			2/25/2009	2,504 96	2,566 80	(61 84)
			6/25/2009	7,900 30	8,095 34	(195 04)
			9/25/2009	4,947 76	5,069 91	(122 15)
			8/25/2009	3,771 72	3,864 83	(93 11)
			12/25/2008	3,692 35	3,783 50	(91 15)
			1/25/2009	3,855 83	3,951 02	(95 19)
			4/25/2009	5,439 07	5,573 35	(134 28)
			5/25/2009	5,774 74	5,917 30	(142 56)
			7/25/2009	8,255 14	8,458 94	(203 80)
			10/25/2009	4,087 21	4,188 11	(100 90)
	CONTIMORTGAGE HOME EQUITY LOAN TRUS	8/10/2000	11/25/2008	2,888 12	2,796 06	92 06
			3/25/2009	3,160 33	3,059 59	100 74
			2/25/2009	1,715 47	1,660 79	54 68
			6/25/2009	2,223 79	2,152 91	70 88
			9/25/2009	2,344 34	2,269 61	74 73
			8/25/2009	1,360 89	1,317 51	43 38
			12/25/2008	1,380 09	1,336 10	43 99
			1/25/2009	3,150 82	3,050 39	100 43
			4/25/2009	2,364 25	2,288 89	75 36
			5/25/2009	3,627 27	3,511 65	115 62
			7/25/2009	1,942 90	1,880 97	61 93
			10/25/2009	3,030 25	2,933 66	96 59
	BRAZOS HIGHER EDUCATION AUTHORITY	12/13/2005	9/16/2009	46,746 64	46,735 16	11 48
			6/16/2009	56,954 57	56,940 58	13 99
			3/15/2009	70,818 30	70,800 91	17 39
	CS FIRST BOSTON MORTGAGE SECURITIES	1/26/2009	3/25/2009	3,315 16	2,909 05	406 11
			2/25/2009	5,915 94	5,191 24	724 70
			6/25/2009	7,754 02	6,804 15	949 87
			9/25/2009	3,252 19	2,853 80	398 39
			8/25/2009	12,167 57	10,677 04	1,490 53
			4/25/2009	6,457 26	5,666 25	791 01
			5/25/2009	5,864 48	5,146 08	718 40
			7/25/2009	5,704 71	5,005 88	698 83
			10/25/2009	5,554 10	4,873 72	680 38
		12/19/2008	3/25/2009	1,811 80	1,600 05	211 75
			2/25/2009	1,801 98	1,591 37	210 61
			6/25/2009	1,849 04	1,632 93	216 11
			9/25/2009	1,722 73	1,521 39	201 34
			8/25/2009	1,808 03	1,596 72	211 31
			12/25/2008	3,395 19	2,998 38	396 81
			1/25/2009	9,064 43	8,005 02	1,059 41
			4/25/2009	1,838 71	1,623 81	214 90
			5/25/2009	1,805 61	1,594 58	211 03
			7/25/2009	6,394 22	5,646 90	747 32
			10/25/2009	1,854 33	1,637 61	216 72

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name WILLIAM T KEMPER FOUNDATION MAIN A/C

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
		12/25/2008	12/25/2008	(3,395 19)	(2,998 38)	(396 81)
	NORTHSTAR EDUCATION FINANCE INC	10/14/2005	1/28/2009	27,860 00	27,856 93	3 07
			7/28/2009	11,480 00	11,478 73	1 27
			4/28/2009	16 660 00	16,658 16	1 84
			10/28/2009	7,000 00	6,999 23	0 77
	CHASE MORTGAGE FINANCE CORPORATION	1/13/2009	3/25/2009	5,947 77	5,159 69	788 08
			2/25/2009	4,668 46	4,049 89	618 57
			6/25/2009	12,068 42	10 469 35	1,599 07
			9/25/2009	12,394 90	10,752 58	1,642 32
			8/25/2009	10,179 70	8,830 89	1,348 81
			1/25/2009	1,061 00	920 42	140 58
			4/25/2009	17,939 29	15,562 33	2,376 96
			5/25/2009	18,151 49	15,746 42	2,405 07
			7/25/2009	12,289 25	10,660 92	1,628 33
			10/25/2009	3,596 51	3,119 97	476 54
		1/25/2009	1/25/2009	(1,061 00)	(920 42)	(140 58)
	STRUCTURED ASSET SECURITIES CORP	1/13/2009	3/25/2009	1,041 38	825 29	216 09
			2/25/2009	540 60	428 43	112 17
			6/25/2009	13 083 53	10,368 70	2,714 83
			9/25/2009	938 62	743 86	194 76
			8/25/2009	2,452 01	1,943 22	508 79
			4/25/2009	10,231 65	8,108 58	2,123 07
			5/25/2009	14,483 35	11,478 05	3,005 30
			7/25/2009	6,408 57	5,078 79	1,329 78
			10/25/2009	5,230 43	4,145 12	1,085 31
		5/14/2009	6/25/2009	873 09	803 24	69 85
			9/25/2009	654 87	602 48	52 39
			8/25/2009	11,017 59	10,136 18	881 41
			5/25/2009	9,151 72	8,419 58	732 14
			7/25/2009	759 74	698 96	60 78
			10/25/2009	36 759 77	33,818 99	2,940 78
		5/25/2009	5/25/2009	(9,151 72)	(8,419 58)	(732 14)
	RESIDENTIAL ACCREDIT LOANS INC	2/25/2009	2/25/2009	(1,116 52)	(902 99)	(213 53)
		1/29/2009	3/25/2009	7,377 10	5,966 23	1,410 87
			2/25/2009	1,116 52	902 99	213 53
			6/25/2009	2,270 67	1,836 40	434 27
			9/25/2009	3,309 39	2,676 47	632 92
			8/25/2009	2,098 52	1,697 18	401 34
			4/25/2009	3,381 18	2,734 53	646 65
			5/25/2009	3,364 21	2,720 80	643 41
			7/25/2009	2,684 87	2,171 39	513 48
			10/25/2009	3,449 89	2,790 10	659 79
190 Total				3,833,800 06	3,781,584 53	52,215 53
201	(blank)	/ /	/ /	35,443 88	-	35,443 88
	AMERICAN INTERNATIONAL GROUP INC	/ /	6/17/2009	6,809 27	-	6,809 27
			6/19/2009	3,013 49	-	3,013 49
	CVS CORPORATION SECURITIES	/ /	/ /	126 16	-	126 16
	CHIRON CORPORATION	/ /	10/22/2009	1,608 99	-	1,608 99
	QWEST COMMUNICATIONS INTL INC	/ /	/ /	30 48	-	30 48
	FREDDIE MAC SECURITIES LITIGATION	/ /	/ /	3,240 01	-	3,240 01
	VERITAS SOFTWARE COMPANY SECURITIES	/ /	11/12/2008	267 78	-	267 78
	SONUS NETWORKS INC	/ /	5/14/2009	-	-	-
			11/19/2008	2,580 42	-	2,580 42
	ENRON CORP SECURITIES LITIGATION	/ /	12/30/2008	37,552 36	-	37,552 36
	PROVIDENT COMPANIES INC	/ /	/ /	819 31	-	819 31
	VANS INC SECURITIES LITIGATION	/ /	/ /	19 13	-	19 13
	MERRILL LYNCH RESEARCH REPORTS	/ /	7/28/2009	9,194 95	-	9,194 95
	MCKESSON FINANCING & HBO & CO	/ /	/ /	453 14	-	453 14
	TENET HEALTHCARE CORPORATION	/ /	8/5/2009	5,209 35	-	5,209 35
	SALOMON ANALYST AT&T	/ /	2/20/2009	1,088 68	-	1,088 68
	AT&T CORPORATION SECURITIES	/ /	/ /	12 63	-	12 63
	TYCO INTL GROUP SA	/ /	3/9/2009	9,034 38	-	9,034 38
	MOTOROLA INC SECURITIES LITIGATION	/ /	5/4/2009	15 77	-	15 77
	SPX CORPORATION SECURITIES	/ /	4/6/2009	568 53	-	568 53
	BRISTOL MEYERS SQUIBB CO	/ /	/ /	29 29	-	29 29
	VERITAS SOFTWARE CORPORATION	/ /	/ /	(267 78)	-	(267 78)
	OPENWAVE SYSTEMS INC	/ /	3/6/2009	-	-	-

SCHEDULE D

Sales Schedule

(Form 990)

10/31/09

Name **WILLIAM T KEMPER FOUNDATION MAIN A/C**

Account Number
46-0001-00-1

Taxpayer Identification Number
43-6345116

Part I Capital Gains and Losses

				Data		
TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Sales Price	Tax Cost	Gain (Loss)
	ROYAL DUTCH SHELL TRANSPORT	/ /	11/19/2008	-	-	-
	GENERAL MOTORS LITIGATION	/ /	3/6/2009	-	-	-
201 Total				116,850 22	-	116,850 22
210	JANUS ADVISER FORTY FUND-I	/ /	/ /	916,635 65	-	916,635 65
	TARGET SMALL CAPITALIZATION	/ /	/ /	6,568 81	-	6,568 81
210 Total				923,204 46	-	923,204 46
Grand Total				40,755,961 22	54,040,383 23	(13,284,422 01)

Charitable Trusts & Foundations
Attachment of Fiscal Year Payments for IRS 990PF-WTKF
October 31, 2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Agape Ministry of Warren County Inc 713 Powell Warrenton, MO 63383		HUM	5,000.00	1 of 1	9/18/2009
Alive Inc. P.O. Box 11201 St. Louis, MO 63105		HUM	7,500.00	1 of 1	9/18/2009
Alzheimers Disease and Related Disorders Association Inc. (St. Louis, MO Chapter) 9370 Olive Blvd. St. Louis, MO 63132		HEA	7,500.00	1 of 1	7/7/2009
American Academy of Arts and Sciences Norton's Woods 136 Irving St. Cambridge, MA 02138-1996		EDU	2,500.00	1 of 1	2/18/2009
American Baptist Churches in the USA and Institutions Thereof (Antioch Baptist Church) 4213 N. Market St. Louis, MO 63113		HUM	5,000.00	1 of 1	9/18/2009
American National Red Cross (Greater Ozarks Chapter) 1545 W. Bypass Springfield, MO 65801		HUM	5,000.00	2 of 2	7/7/2009
American National Red Cross (Reno County Chapter) 111 N Walnut, Ste. B Hutchinson, KS 67501		HUM	5,000.00	1 of 1	11/12/2008
American National Red Cross (St. Louis Area Chapter) 10195 Corporate Sq. St. Louis, MO 63132		HUM	51,435.00	1 of 2	8/4/2009
Archdiocese of St. Louis Catholic Charities 4445 Lindell Blvd St. Louis, MO 63108-2497		HUM	75,000.00	1 of 1	9/18/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Arnold Food Pantry 23 Village Plz. Arnold, MO 63010		HUM	5,000.00	1 of 1	9/18/2009
Artstech 1522 Holmes Kansas City, MO 64108-1536		EDU	15,000.00	1 of 1	1/13/2009
Assistance League of Kansas City 6101 N. Chestnut Kansas City, MO 64119		HUM	5,000.00	1 of 1	9/22/2009
Assistance League of St. Louis 14400 S. Outer Forty Rd. Chesterfield, MO 63017-5711		HUM	25,000.00	1 of 1	10/28/2009
Back in the Swing 1055 Broadway, Ste. 130 Kansas City, MO 64105-1595	Greater Kansas City Community Foundation	HEA	10,000.00	1 of 1	9/1/2009
Backpacks for Foster Kids Inc. 7010 Forest Oak Dr. Barnhart, MO 63012		HUM	1,500.00	1 of 1	5/12/2009
Barry-Lawrence Regional Library 213 6th St. Monett, MO 65708		EDU	3,333.00	1 of 3	1/13/2009
Benedictine College 1020 N. 2nd St. Atchison, KS 66002-1499		EDU	50,000.00	1 of 3	2/23/2009
Benilde Hall 3220 E. 23rd St. Kansas City, MO 64127-4201		HUM	10,000.00	1 of 1	9/22/2009
Beyond Housing Inc. 4156 Manchester Ave St. Louis, MO 63110		HUM	5,000.00	1 of 1	9/18/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Beyond the Books Educational Foundation P.O. Box 908 Bloomington, IL 61702-0908		EDU	2,500.00	1 of 2	4/7/2009
Big Brothers Big Sisters of Eastern Missouri 4625 Lindell Blvd., Ste. 501 St. Louis, MO 63108		HUM	25,000.00	3 of 3	12/2/2008
Big Brothers Big Sisters of Eastern Missouri 4625 Lindell Blvd., Ste. 501 St. Louis, MO 63108		HUM	33,333.00	1 of 3	10/15/2009
Bishop Seabury Academy 4120 Clinton Pkwy. Lawrence, KS 66047		EDU	6,950.00	1 of 1	5/12/2009
Bishop Sullivan Center Inc. 052196 6435 Truman Rd. Kansas City, MO 64126-2635		HUM	10,000.00	1 of 1	4/7/2009
Bishop Sullivan Center Inc. 052196 6435 Truman Rd. Kansas City, MO 64126-2635		HUM	40,000.00	1 of 1	9/22/2009
Bloomington Public School District 87 300 E. Monroe St Bloomington, IL 61701		EDU	2,000.00	3 of 3	9/1/2009
Blue Valley Educational Foundation 15020 Metcalf Overland Park, KS 66223-0901		EDU	7,500.00	1 of 1	11/18/2008
Board for Inner-City Missions of the United Church of Christ in Met DBA Neighborhood Houses 5621 Delmar Blvd., Ste. 104 St. Louis, MO 63112		HUM	10,000.00	1 of 1	9/18/2009
Bolanica Inc. 701 Arndon Wichita, KS 67203-3199		CIV	15,000.00	1 of 3	8/4/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Boy Scouts of America - Heart of America Council 10210 Holmes Rd. Kansas City, MO 64131-2412		HUM	500.00	1 of 1 Annual Bequest	4/7/2009
Boy Scouts of America - Heart of America Council 10210 Holmes Rd. Kansas City, MO 64131-2412		HUM	20,500.00	1 of 1	4/7/2009
Boy Scouts of America - Quivira Council 1555 E. 2nd St. P.O. Box 48166 Wichita, KS 67201-8166		HUM	22,500.00	3 of 3	10/15/2009
Boy Scouts of America - St. Louis Area Council 4568 W. Pine Blvd St. Louis, MO 63108-2193		HUM	10,000.00	1 of 1	3/17/2009
Boys & Girls Club of Manhattan Inc. P.O. Box 1294 220 S. 5th Manhattan, KS 66505-1294		HUM	33,334.00	3 of 3	10/6/2009
Boys Club of Greater Kansas City 6301 Rockhill Rd., Ste. 303 Kansas City, MO 64131		HUM	83,333.00	1 of 3	11/4/2008
Bradley University 201 Swords Hall Peoria, IL 61625		EDU	27,500.00	1 of 3	2/23/2009
BroMenn Foundation 1302 Franklin Ave., Ste. 2000 Normal, IL 61761		HEA	21,000.00	1 of 3	1/7/2009
Cabot Westside Health Center 2121 Summit St. Kansas City, MO 64108		HEA	30,000.00	1 of 1	9/22/2009
Cabot Westside Health Center 2121 Summit St. Kansas City, MO 64108		HEA	25,000.00	1 of 1	9/29/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Call for Help Inc. 9400 Lebanon Rd. East St. Louis, IL 62203		HUM	5,000.00	1 of 1	9/18/2009
Cardinal Ritter College Prep 701 N. Spring Ave. St. Louis, MO 63108		EDU	5,820.00	2 of 3	4/7/2009
CARES Outreach DBA The Bridge 1610 Olive St. St. Louis, MO 63103		HUM	7,500.00	1 of 1	9/18/2009
Casa de la Salud 3200 Chouteau Ave. St. Louis, MO 63103	St. Louis University	HEA	5,000.00	1 of 2	10/28/2009
Cass Medical Center Foundation 1800 E. Mechanic Harrisonville, MO 64701		HEA	16,667.00	2 of 3	4/7/2009
Catholic Charities Housing Resource Center 800 N. Tucker Blvd. St. Louis, MO 63101		HUM	100,000.00	1 of 1	9/18/2009
Catholic Charities Midtown Center 1202 S. Boyle Ave. St. Louis, MO 63110		HUM	15,000.00	1 of 1	9/18/2009
Catholic Charities of Kansas City-St. Joseph Inc. 1112 Broadway Kansas City, MO 64105-1574		HUM	5,000.00	1 of 1	3/5/2009
Catholic Charities of Kansas City-St. Joseph Inc. <i>Turnaround Program</i> 1112 Broadway Kansas City, MO 64105-1574		HUM	25,000.00	1 of 1	9/22/2009
Catholic Charities of Northeast Kansas Inc. 2220 Central Ave. Kansas City, KS 66102-4797		HUM	10,000.00	1 of 1	3/31/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Catholic Charities of Northeast Kansas Inc. 2220 Central Ave. Kansas City, KS 66102-4797		HUM	35,000.00	1 of 1	9/22/2009
Catholic Urban Programs 771 Vogel Pl. East St. Louis, IL 62205		HUM	15,000.00	1 of 1	9/18/2009
Center for Practical Bioethics Inc. Harzfeld Building 1111 Main St., Ste. 500 Kansas City, MO 64105-2116		EDU	10,000.00	1 of 1	7/7/2009
Central Missouri Food Bank Network Inc. 2101 Vandiver Dr., Ste. B Columbia, MO 65202		HUM	100,000.00	1 of 1	10/20/2009
Charlotte Street Foundation P.O. Box 10263 Kansas City, MO 64171-0263		ART	5,000.00	1 of 1	6/9/2009
Child Abuse Prevention Association 503 E. 23rd St. Independence, MO 64055		HUM	5,000.00	1 of 1	7/14/2009
Child Advocacy Center Inc. 1033 E. Walnut St. Springfield, MO 65806		HUM	10,000.00	1 of 2	4/7/2009
Child Advocacy Services Center Inc DBA Children's Place 2 E. 59th St Kansas City, MO 64113		HUM	25,000.00	1 of 1	6/30/2009
Child Protection Center Inc. 3101 Broadway, Ste. 750 Kansas City, MO 64111		HUM	25,000.00	1 of 1	11/12/2008
Christian Activity Center 540 N. 6th St. East St. Louis, IL 62201		HUM	7,500.00	1 of 1	9/18/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Christian Service Ctr of St. Louis DBA Gateway Homeless Services 1000 N 19th St. St. Louis, MO 63106-3515		HUM	7,500.00	1 of 1	9/18/2009
Circle of Concern 112 St. Louis Ave. Valley Park, MO 63088		HUM	20,000.00	1 of 1	9/18/2009
Citizens for Missouri's Children 1 Campbell Plz., Ste. 2A St. Louis, MO 63139-1781		HUM	10,000.00	1 of 1	4/14/2009
City Union Mission Inc. 1100 E. 11th St. Kansas City, MO 64106-3095		HUM	35,000.00	1 of 1	9/22/2009
City Vision Ministries Inc. DBA City Vision 726 Armstrong Ave. Kansas City, KS 66101		CIV	20,000.00	1 of 1	6/9/2009
Clay County Clothes Closet 3939 N Cleveland P.O. Box 46625 Kansas City, MO 64118		HUM	5,000.00	1 of 1	9/22/2009
Collinsville Area Ministerial Association 201 E Church St. Collinsville, IL 62234		HUM	5,000.00	1 of 1	9/18/2009
Columbia Public School District Foundation Grant Elementary School 1818 W. Worley St Columbia, MO 65203		EDU	3,800.00	1 of 1	1/7/2009
Community Action Agency of St. Louis County Inc. 2709 Woodson Rd. St. Louis, MO 63114		HUM	3,000.00	1 of 1	5/19/2009
Community Assistance Council Inc. 10901 Blue Ridge Blvd Kansas City, MO 64134-2757		HUM	10,000.00	1 of 1	9/22/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Community Center of Shawnee DBA Shawnee Community Services 11110 W. 67th St. P.O. Box 3072 Shawnee, KS 66203		HUM	7,500.00	1 of 1	6/9/2009
Community Center of Shawnee DBA Shawnee Community Services 11110 W. 67th St. P.O. Box 3072 Shawnee, KS 66203		HUM	10,000.00	1 of 1	9/22/2009
Community Interfaith Food Pantry 205 W. "B" St. Belleville, IL 62220		HUM	5,000.00	1 of 1	9/18/2009
Community Linc 4012-14 Troost Kansas City, MO 64110		HUM	15,000.00	1 of 1	3/10/2009
Community Linc 4012-14 Troost Kansas City, MO 64110		HUM	10,000.00	1 of 1	9/22/2009
Community Services League 300 W. Maple P.O. Box 4178 Independence, MO 64051		HUM	75,000.00	1 of 1	9/22/2009
Concerned Care Inc. 320 Armour Rd., Ste. 101 North Kansas City, MO 64116		HUM	5,000.00	1 of 1	11/12/2008
Contemporary Art Museum St. Louis 3750 Washington Ave. St. Louis, MO 63108		ART	11,000.00	1 of 1	12/2/2008
Cooperating School Districts of the St. Louis Suburban Area 1460 Craig Rd. St. Louis, MO 63146		EDU	3,000.00	1 of 3	5/19/2009
Coterie Inc. 2450 Grand Blvd., Ste. 144 Kansas City, MO 64108-2520		ART	5,000.00	1 of 1	5/12/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Coxhealth Foundation 3525 S. National Ave., Ste. 204 Springfield, MO 65807		HEA	50,000.00	1 of 3	10/15/2009
Crisis Food Center Inc. 21 E. 6th St. Alton, IL 62002		HUM	5,000.00	1 of 1	9/18/2009
Cross-Lines Cooperative Council Inc 736 Shawnee Ave. Kansas City, KS 66105		HUM	35,000.00	1 of 1	9/22/2009
Cultural Festivals 7818 Forsyth Blvd., Ste. 210 Clayton, MO 63105		ART	15,000.00	1 of 1	5/5/2009
Cunningham Children's Home of Urbana Illinois 1301 N. Cunningham Ave. Urbana, IL 61802		HUM	6,500.00	1 of 2	7/28/2009
Dance Saint Louis 3547 Olive St., Ste 301 St. Louis, MO 63103-1014		ART	10,000.00	1 of 1	9/29/2009
Developmental Center of the Ozarks 1545-B E. Pythian Springfield, MO 65802		HUM	6,667.00	3 of 3	1/7/2009
Diocese of Kansas City-St. Joseph Diocesan School Office 300 E. 36th St. P.O. Box 419037 Kansas City, MO 64141-6037		EDU	25,000.00	1 of 1	11/4/2008
Dismas House of Kansas City 301 E. Armour, Ste. 201 Kansas City, MO 64111		HUM	20,000.00	1 of 1	6/2/2009
Don Bosco Community Center 531 Garfield Ave. Kansas City, MO 64124		HUM	25,000.00	1 of 1	9/22/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Donald Danforth Plant Science Center 975 N. Warson Rd. St. Louis, MO 63132		CIV	25,000.00	1 of 1	6/9/2009
Drumm Foundation 3210 Lee's Summit Rd. Independence, MO 64055-1943		HUM	10,000.00	1 of 1	12/16/2008
Drury University 900 N. Benton Ave. Springfield, MO 65802		EDU	28,333.00	1 of 3	1/7/2009
Duchesne Clinic - A Division of Caritas Clinics Inc. 636 Taumoe Kansas City, KS 66101-3042		HUM	5,000.00	1 of 1	9/22/2009
Economic Opportunity Foundation Inc. 1542 Minnesota Ave. Kansas City, KS 66102-4512		HUM	10,000.00	1 of 1	9/22/2009
El Centro Inc. 650 Minnesota Ave. Kansas City, KS 66101		HUM	35,000.00	1 of 1	9/22/2009
Envision Foundation Inc. 610 N. Main Wichita, KS 67203		HUM	14,166.00	1 of 3	11/4/2008
Episcopal Community Services Inc. 11 E. 40th St. Kansas City, MO 64111		HUM	45,000.00	1 of 1	9/22/2009
Family Guidance Center of St. Joseph Mo 724 N. 22nd St. St. Joseph, MO 64506		HUM	50,000.00	1 of 2	8/4/2009
Family Resource Center Inc 1700 N. Locust Pittsburg, KS 66762		HUM	25,000.00	1 of 2	8/4/2009

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Feed My People 171 Kingston Dr. St. Louis, MO 63125-2932		HUM	20,000.00	1 of 1	9/18/2009
Finney County Humane Society Inc. P.O. Box 2031 Garden City, KS 67846		CIV	2,500.00	2 of 2	9/29/2009
Focus St. Louis 815 Olive St., Ste. 110 St. Louis, MO 63101		CIV	12,500.00	2 of 2	11/4/2008
Food Outreach Inc. 3117 Olive St. St. Louis, MO 63103		HUM	12,100.00	1 of 1	11/25/2008
Food Outreach Inc. 3117 Olive St. St. Louis, MO 63103		HUM	12,500.00	1 of 1	9/18/2009
Friends of Chamber Music 4635 Wyandotte, Ste. 201 Kansas City, MO 64112-1542		ART	80,000.00	1 of 1	11/4/2008
Friends of Kaw Point Park Inc. P.O. Box 12306 Kansas City, KS 66112		CIV	10,000.00	1 of 1	4/28/2009
Friends of Lee Richardson Zoo P.O. Box 1638 405 S. 4th St. Garden City, KS 67846		CIV	10,000.00	2 of 2	5/5/2009
Friends of Powell Gardens Inc. 1609 N.W. US Hwy. 50 Kingsville, MO 64061-9000		CIV	15,000.00	1 of 1	3/24/2009
Friends of Sacred Structures Inc 201 Westport Rd. Kansas City, MO 64111		CIV	2,500.00	1 of 1	6/16/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Friends of the Zoo Inc. of Kansas City MO 6800 Zoo Dr. Kansas City, MO 64132		CIV	50,000.00	3 of 3	7/7/2009
Friends of the Zoo of Springfield Missouri Inc. 3043 N. Fort Springfield, MO 65803		CIV	10,000.00	2 of 2	11/4/2008
Front Porch Alliance-Kansas City Inc. 3210 Michigan Kansas City, MO 64109		HUM	5,000.00	1 of 1	9/22/2009
Garden Center Association of Greater Kansas City 5200 Pennsylvania Loose Park Kansas City, MO 64112		CIV	3,500.00	1 of 1	5/5/2009
Gateway Greening Inc. 2211 Washington Ave., Ste. 102 St. Louis, MO 63103		HUM	12,500.00	1 of 2	3/17/2009
General Association of General Baptists (General Baptist Stewardship) 100 Stinson Dr. Poplar Bluff, MO 63901		EDU	3,500.00	2 of 2	6/30/2009
General Council on Finance & Admins of the United Methodist Church (Epworth Children and Family Services) 110 N. Elm Ave. Webster Groves, MO 63119		HUM	30,000.00	3 of 3	10/6/2009
Girl Scouts of Kansas Heartland Inc Tumbleweed Region (Garden City, KS) 360 Lexington Rd. Wichita, KS 67218		HUM	7,000.00	1 of 1	2/18/2009
Girl Scouts of Northeast Kansas and Northwest Missouri Inc. 8383 Blue Pkwy. Dr. Kansas City, MO 64133		HUM	15,000.00	1 of 1	12/16/2008
Girl Scouts of River Bluffs Council #4 Ginger Creek Pkwy. Glen Carbon, IL 62034		HUM	5,000.00	1 of 1	6/2/2009

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Glen-Ed Pantry 125 5th Ave. P.O. Box 756 Edwardsville, IL 62025		HUM	10,000.00	1 of 1	9/18/2009
Grace and Holy Trinity Cathedral 415 W. 13th St. P.O. Box 412048 Kansas City, MO 64141		CIV	200,000.00	1 of 1 Annual Bequest	6/8/2009
Grace Hill Settlement House 2600 Hadley St. St. Louis, MO 63106		HUM	50,000.00	1 of 1	9/18/2009
Grandview Assistance Program 1121 Main St. Grandview, MO 64030		HUM	10,000.00	1 of 1	9/22/2009
Greater Kansas City Council on Philanthropy DBA Nonprofit Connect: Network Learn. Grow. P.O. Box 5813 Kansas City, MO 64171-0813		CIV	2,500.00	1 of 1	11/12/2008
Guadalupe Center Inc. 1015 Avenida Cesar E. Chavez Kansas City, MO 64108		HUM	20,000.00	1 of 1	8/25/2009
Guadalupe Center Inc. 1015 Avenida Cesar E. Chavez Kansas City, MO 64108		HUM	35,000.00	1 of 1	9/22/2009
Guardian Angel Settlement Association P.O. Box 2055 St. Louis, MO 63158		HUM	15,000.00	1 of 1	9/18/2009
Habitat for Humanity International (Heartland Affiliate) 1401 Fairfax Tfwy., Ste. 323D Kansas City, KS 66115		HUM	50,000.00	1 of 1	8/4/2009
Habitat for Humanity International (St. Charles County, MO Affiliate) 130 Trade Center Dr. West St. Peters, MO 63376		HUM	9,250.00	1 of 1	5/12/2009

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Hannibal Regional Hospital P O. Box 551 6000 Hospital Dr. Hannibal, MO 63401-0551		HEA	9,000.00	2 of 3	1/7/2009
Harry S. Truman Library Institute for National & International Affair 500 W U.S. Hwy. 24 Independence, MO 64050-1798		CIV	50,000.00	2 of 3	12/2/2008
Harvesters-The Community Food Network 3801 Topping Ave. Kansas City, MO 64129		HUM	116,667.00	2 of 3	12/2/2008
Harvesters-The Community Food Network 3801 Topping Ave. Kansas City, MO 64129		HUM	125,000.00	1 of 1	9/22/2009
Harvesters-The Community Food Network 3801 Topping Ave Kansas City, MO 64129		HUM	116,667.00	3 of 3	10/21/2009
Hays Medical Center Foundation 2220 Canterbury Dr. Hays, KS 67601		HEA	6,667.00	3 of 3	5/5/2009
Health Partnership of Johnson County 7171 W. 95th St., Ste. 100 Overland Park, KS 66212		HEA	25,000.00	1 of 1	9/22/2009
Heart of America Community AIDS Partnership c/o Heart of America United Way 1080 Washington Kansas City, MO 64105-2249	United Way of Greater Kansas City	HEA	7,500.00	1 of 1	4/14/2009
Heart of Missouri United Way Inc 1209 E. Walnut, Ste. 208 Columbia, MO 65201-4944		HUM	25,000.00	1 of 1	7/22/2009
Heartland Foundation 3620 Frederick Ave. St. Joseph, MO 64506-3047		HUM	13,333.00	2 of 3	1/7/2009

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Heartland Men's Chorus P.O. Box 32374 Kansas City, MO 64171-5374		ART	1,500.00	1 of 1	4/21/2009
Helping Hand of Goodwill Industries 1817 Campbell St. Kansas City, MO 64108-1794		HUM	10,000.00	1 of 1	4/21/2009
Helping Hand of Goodwill Industries 1817 Campbell St. Kansas City, MO 64108-1794		HUM	10,000.00	1 of 1	9/22/2009
Hillcrest Ministries 216 S. Jewell St. P.O. Box 17 Liberty, MO 64069		HUM	10,000.00	1 of 1	9/22/2009
Hope Unlimited Inc. 418 E. Adams Kirkwood, MO 63122		HUM	5,000.00	1 of 1	10/6/2009
Horizon Academy 4901 Reinhardt Dr. Roeland Park, KS 66205		EDU	25,000.00	1 of 3	8/4/2009
Illinois Central College Foundation 1 College Dr. East Peoria, IL 61635-0001		EDU	2,500.00	1 of 3	1/7/2009
Illinois State University Foundation Campus Box 3200 Normal, IL 61790		EDU	31,329.00	1 of 1	1/7/2009
Independent Living Center of Mid-Missouri Inc. DBA Services for Independent Living 1401 Hathman Pl. Columbia, MO 65201		HUM	10,000.00	1 of 1	8/4/2009
Interfaith Community Services Inc. 200 Cherokee P.O. Box 4038 St. Joseph, MO 64504		HUM	2,500.00	1 of 1	3/24/2009

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Interfaith Residence DBA Doorways 4385 Maryland Ave St. Louis, MO 63108		HUM	7,500.00	1 of 1	9/18/2009
International Council of the Museum of Modern Art 11 W. 53rd St. New York, NY 10019-5498		ART	6,000.00	1 of 1	1/7/2009
International Institute of Metropolitan St. Louis 3654 S. Grand Blvd. St. Louis, MO 63118		HUM	40,000.00	1 of 1	9/18/2009
J A Worldwide - Middle America Affiliate 4049 Pennsylvania Ave., Ste 150 Kansas City, MO 64111		EDU	8,000.00	1 of 1	8/25/2009
Jackson County Casa Family Justice Center 625 E. 26th St. Kansas City, MO 64108		HUM	7,000.00	1 of 1	10/20/2009
Japan America Society Ltd. P.O. Box 22487 Kansas City, MO 64113-2487		ART	500.00	1 of 1	8/19/2009
JayDoc Free Clinic 300 Southwest Blvd. Kansas City, KS 66103	Kansas University Endowment Assoc	HEA	5,000.00	1 of 1	9/22/2009
Jefferson County Community Partnership Inc. 1671 Marriot Ln Barnhart, MO 63012		HUM	9,366.00	1 of 1	6/16/2009
Jefferson County Rescue Mission 8943 Commercial Blvd. P.O. Box 211 Pevely, MO 63070-0211		HUM	15,000.00	1 of 1	9/18/2009
Jefferson Franklin Community Action Corporation 725 Maple, Ste. 201 P.O. Box 920 Hillsboro, MO 63050-0920		HUM	10,000.00	1 of 1	9/18/2009

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Jewish Family & Children's Services DBA Jewish Family Services of Greater Kansas City 5801 W. 115th St., Ste. 103 Overland Park, KS 66211-1824		HUM	10,000.00	1 of 1	9/22/2009
Jewish Family and Children's Service 10950 Schuetz Rd St. Louis, MO 63146		HUM	5,000.00	1 of 1	9/18/2009
John Austin Cheley Foundation % J. David Holt 6120 Union Chapel Rd. Kansas City, MO 64152		HUM	1,000.00	1 of 1	8/11/2009
John Burroughs School 755 S. Price Rd. St. Louis, MO 63124-1899		EDU	2,500.00	1 of 1	11/12/2008
John Wornall House Museum Inc 6115 Wornall Rd. Kansas City, MO 64113		CIV	2,500.00	1 of 1	4/21/2009
Joplin Family Y 510 Wall St. Joplin, MO 64801		HUM	10,000.00	1 of 2	8/11/2009
Kansas City Anti Violence Project P.O. Box 411211 Kansas City, MO 64141-1211		HUM	4,000.00	1 of 1	3/10/2009
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	250,000.00	1 of 1 Annual Bequest	6/8/2009
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	133,545.00	1 of 1	10/15/2009
Kansas City Ballet Association 1616 Broadway Kansas City, MO 64108		ART	66,667.00	2 of 3	6/2/2009

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Kansas City Ballet Association 1616 Broadway Kansas City, MO 64108		ART	15,000.00	1 of 2	8/4/2009
Kansas City Board of Parks and Recreation General Offices 4600 E. 63rd St. Kansas City, MO 64130-4629		CIV	18,000.00	1 of 1	6/9/2009
Kansas City Board of Parks and Recreation General Offices 4600 E. 63rd St. Kansas City, MO 64130-4629		CIV	2,500.00	1 of 1	9/15/2009
Kansas City Chamber Orchestra Incorporated 11 E. 40th St. Kansas City, MO 64111		ART	5,000.00	1 of 1	3/5/2009
Kansas City Chorale 5601 Wyandotte St., Ste. 412 Kansas City, MO 64113		ART	10,000.00	1 of 1	1/7/2009
Kansas City Community Gardens Inc 6917 Kensington Kansas City, MO 64132		HUM	12,500.00	1 of 1	6/9/2009
Kansas City Design Center Inc. 1018 Baltimore Ave. Kansas City, MO 64105		CIV	116,500.00	3 of 3	11/4/2008
Kansas City Free Health Clinic 3515 Broadway Kansas City, MO 64111		HEA	100,000.00	1 of 1	8/4/2009
Kansas City Free Health Clinic 3515 Broadway Kansas City, MO 64111		HUM	100,000.00	1 of 1	9/22/2009
Kansas City Hospice Inc 9221 Ward Pkwy., Ste 100 Kansas City, MO 64114		HEA	50,000.00	1 of 1	8/4/2009

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Kansas City Repertory Theatre Inc. 4949 Cherry St. Kansas City, MO 64110-2499		ART	15,000.00	1 of 1	11/18/2008
Kansas City Rescue Mission 1520 Cherry St. Kansas City, MO 64108-1530		HUM	10,000.00	1 of 1	9/22/2009
Kansas City String Quartet Program 5960 Dearborn, Ste. 209 Mission, KS 66201		ART	2,500.00	1 of 1	6/16/2009
Kansas City Symphony 1020 Central, Ste. 300 Kansas City, MO 64105-1794		ART	185,000.00	1 of 1	2/23/2009
Kansas State University Foundation Foundation Office 2323 Anderson Ave., Ste. 500 Manhattan, KS 66502-2911		EDU	13,500.00	3 of 3	11/4/2008
Kansas State University Foundation College of Business Foundation Office 2323 Anderson Ave., Ste. 500 Manhattan, KS 66502-2911		EDU	18,000.00	3 of 3	1/7/2009
Kansas State University Foundation Friends of McCain Foundation Office 2323 Anderson Ave., Ste. 500 Manhattan, KS 66502-2911		ART	2,000.00	2 of 2	1/7/2009
Kansas State University Foundation Friends of the Beach Museum Foundation Office 2323 Anderson Ave., Ste. 500 Manhattan, KS 66502-2911		EDU	833.00	2 of 3	11/18/2008
Kansas University Endowment Assoc. P.O. Box 928 Lawrence, KS 66044-0928		EDU	50,000.00	1 of 1	8/4/2009

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Kansas University Endowment Assoc. - Hall Center for the Humanities 900 Sunnyside Ave. Lawrence, KS 66045-7622		EDU	12,500.00	1 of 2	9/1/2009
Kansas University Endowment Assoc. - Spencer Museum of Art 1301 Mississippi St. Lawrence, KS 66045-7500		ART	5,000.00	1 of 3	5/15/2009
Kemper Museum of Contemporary Art Milestone Fund 4420 Warwick Blvd. Kansas City, MO 64111-1821	Greater Kansas City Community Foundation	ART	5,000.00	1 of 1	8/11/2009
Kids Across America Foundation P.O. Box 930 Branson, MO 65616-0930		HUM	10,000.00	1 of 2	4/7/2009
Lakeview Museum of Arts & Sciences 1125 W. Lake Ave. Peoria, IL 61614-5985		ART	25,000.00	2 of 3	2/3/2009
Lawrence Memorial Hospital Endowment Association 325 Maine St. Lawrence, KS 66044		HEA	20,000.00	1 of 1	11/4/2008
Lewis and Clark Community College Foundation 5800 Godfrey Rd. Godfrey, IL 62035-2466		EDU	8,500.00	1 of 1	8/19/2009
Library Foundation for the Benefit of St. Louis Public Library DBA St. Louis Public Library Foundation 1301 Olive Blvd. St. Louis, MO 63103		EDU	7,500.00	1 of 1	9/22/2009
Literacy Kansas City 211 W. Armour Blvd. Kansas City, MO 64111		EDU	10,000.00	1 of 1	12/15/2008
Loaves and Fishes for St. Louis Inc. 2750 McKelvey Rd. Maryland Heights, MO 63043		HUM	5,000.00	1 of 1	9/18/2009

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Lutheran Family and Children's Services of Missouri 8631 Delmar Blvd. St. Louis, MO 63124		HUM	5,000.00	1 of 1	9/18/2009
Lyric Opera of Kansas City Inc. 1029 Central Kansas City, MO 64105-1677		ART	75,000.00	1 of 1	2/23/2009
Madison County Urban League Inc. 408 E. Broadway Alton, IL 62002		HUM	25,000.00	1 of 1	9/18/2009
Madoo Conservancy Inc 618 Sagg Main St. P.O. Box 362 Sagaponack, NY 11962-0362		CIV	10,000.00	1 of 1	10/28/2009
Magic House 516 S. Kirkwood Rd. St. Louis, MO 63122		EDU	5,000.00	1 of 1	2/10/2009
Manhattan - Ogden Unified School District #383 2031 Poyntz Ave. Manhattan, KS 66502		EDU	1,000.00	1 of 1	1/7/2009
McLean County Abraham Lincoln Bicentennial Commission 202 N. Center St., Ste. 2 Bloomington, IL 61701	City of Bloomington, IL	CIV	6,250.00	2 of 2	7/7/2009
Metropolitan Lutheran Ministry 3031 Holmes St. Kansas City, MO 64109-1435		HUM	40,000.00	1 of 1	9/22/2009
Metropolitan Organization to Counter Sexual Assault DBA MOCSA 3100 Broadway, Ste. 400 Kansas City, MO 64111		HUM	25,000.00	1 of 1	2/3/2009
Mid-America Arts Alliance 2018 Baltimore Ave. Kansas City, MO 64108		ART	100,000.00	2 of 3	8/4/2009

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Mid-America Arts Alliance 2018 Baltimore Ave. Kansas City, MO 64108		ART	25,000.00	1 of 2	8/4/2009
Mid-America Arts Alliance 2018 Baltimore Ave. Kansas City, MO 64108		ART	100,000.00	3 of 3	10/21/2009
Mid-America Regional Council Community Services Corporation 300 Rivergate Center 600 Broadway Kansas City, MO 64105-1554		ART	9,001.87	9 of 11	11/4/2008
Mid-America Regional Council Community Services Corporation 300 Rivergate Center 600 Broadway Kansas City, MO 64105-1554		ART	8,924.00	10 of 11	11/7/2009
Mid-America Regional Council Community Services Corporation 300 Rivergate Center 600 Broadway Kansas City, MO 64105-1554		ART	12,179.87	11 of 11	6/10/2009
Midwest Center for Holocaust Education Inc. 5801 W. 115th St., Ste. 106 Overland Park, KS 66211-1800		EDU	10,000.00	9 of 9	11/7/2009
Midwest Foster Care and Adoption Association 3210 S. Lee's Summit Rd Independence, MO 64055		HUM	5,000.00	1 of 1	11/4/2008
Ministers United Against Human Suffering 240 N. 6th St. East St. Louis, IL 62201		HUM	10,000.00	1 of 1	9/18/2009
Missouri 4-H Foundation 819 Clark Hall Columbia, MO 65211		HUM	10,000.00	2 of 2	9/1/2009
Missouri Alliance For Historic Preservation P.O. Box 1715 Columbia, MO 65205-1715		CIV	8,333.00	2 of 3	5/5/2009

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Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St Louis, MO 63166-0299		CIV	5,000.00	1 of 1	11/12/2008
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St Louis, MO 63166-0299		CIV	75,000.00	2 of 3	12/2/2008
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St Louis, MO 63166-0299		CIV	250,000.00	1 of 3	10/21/2009
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St Louis, MO 63166-0299		CIV	450,000.00	1 of 4	10/21/2009
Missouri EnergyCare Inc 2758 Wyoming St. St. Louis, MO 63118-2313		HUM	12,500.00	1 of 1	9/18/2009
Missouri Historical Society Jefferson Memorial Building P.O. Box 11940 St. Louis, MO 63112-0040		CIV	100,000.00	1 of 1	10/15/2009
Missouri Military Academy 204 Grand Ave. Mexico, MO 65265		EDU	30,000.00	1 of 3	1/7/2009
Missouri Western State University Foundation Inc. N00008837 4525 Downs Dr. St. Joseph, MO 64507		EDU	50,000.00	2 of 3	8/4/2009
Municipal Theatre Association of St. Louis DBA Muny Forest Park St. Louis, MO 63112-1098		ART	5,100.00	3 of 3	12/2/2008

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
n2n P.O. Box 32913 Kansas City, MO 64171		HUM	5,000.00	1 of 1	12/2/2008
n2n P.O. Box 32913 Kansas City, MO 64171		HUM	5,000.00	1 of 1	9/22/2009
National Council on Alcoholism and Drug Dependence (Kansas City Chapter) 633 E. 63rd St. Kansas City, MO 64110		HUM	18,000.00	1 of 1	8/11/2009
National Kidney Foundation Inc. (Kansas & Western Missouri) 6405 Metcalf Ave., Ste. 204 Overland Park, KS 66202		HEA	5,000.00	1 of 1	11/12/2008
National Trust for Historic Preservation in the United States 1785 Massachusetts Ave., N.W. Washington, DC 20036		CIV	283,333.00	2 of 4	1/27/2009
National Trust for Historic Preservation in the United States 1785 Massachusetts Ave., N.W. Washington, DC 20036		CIV	25,000.00	1 of 1	9/30/2009
Nature Conservancy (Kansas Chapter) 700 S.W. Jackson, Ste. 804 Topeka, KS 66603-3758		CIV	5,000.00	1 of 1	7/21/2009
Nature Conservancy (Missouri Chapter) 2800 S. Brentwood Blvd. St. Louis, MO 63144		CIV	33,334.00	3 of 3	7/7/2009
Neighborhood Self Help Fund % United Way of Greater Kansas City 1080 Washington Kansas City, MO 64105	United Way of Greater Kansas City	CIV	5,000.00	1 of 1	6/9/2009
Nelson Gallery Foundation 4525 Oak St. Kansas City, MO 64111-1873		ART	50,000.00	1 of 1 Annual Bequest	6/8/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Nelson Gallery Foundation 4525 Oak St. Kansas City, MO 64111-1873		ART	1,000,000.00	1 of 1	10/21/2009
Newhouse Inc. 660 Brooklyn P.O. Box 240019 Kansas City, MO 64124-0019		HUM	25,000.00	1 of 1	12/2/2008
Northland Assistance Center 2018 Gentry North Kansas City, MO 64116		HUM	5,000.00	1 of 1	4/14/2009
Northland Assistance Center 2018 Gentry North Kansas City, MO 64116		HUM	5,000.00	1 of 1	9/22/2009
Northland Early Education Center 8630 N. Oak Trfy. Kansas City, MO 64155		EDU	5,000.00	1 of 1	7/21/2009
Northside Community Center Inc. 4120 Maffitt Ave. St. Louis, MO 63113		HUM	7,500.00	1 of 1	9/18/2009
Northwest Communities Development Corporation 217 S. Cedar Ave. P.O. Box 520532 Independence, MO 64052		CIV	10,000.00	1 of 1	4/28/2009
Office for Catholic Charities 800 S. 5th St. Springfield, IL 62703		HUM	7,500.00	1 of 1	9/18/2009
Opera Theatre of Saint Louis P.O. Box 191910 St. Louis, MO 63119-7910		ART	10,000.00	2 of 2	11/4/2008
Opera Theatre of Saint Louis P.O. Box 191910 St. Louis, MO 63119-7910		ART	9,000.00	1 of 1	3/10/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Operation Breakthrough Inc. St. Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		HUM	75,000.00	1 of 1	9/22/2009
Operation Breakthrough Inc. St. Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		HUM	58,735.00	1 of 2	10/15/2009
Operation Food Search Inc. 6282 Olive Blvd. St Louis, MO 63130		HUM	85,000.00	1 of 1	9/18/2009
OSF Healthcare Foundation 530 N.E. Glen Oak Ave Peoria, IL 61637		HEA	21,000.00	3 of 3	10/6/2009
Ozanam 421 E. 137th St. Kansas City, MO 64145		HUM	5,000.00	1 of 1	11/25/2008
Ozarks Technical Community College Foundation 1001 E. Chestnut Expy. Springfield, MO 65802		EDU	7,376.00	1 of 1	6/2/2009
Paul Mesner Puppets Inc. 1006 Linwood Blvd. Kansas City, MO 64109		ART	2,500.00	1 of 1	8/19/2009
Pembroke Hill School Wornall Campus 400 W. 51st St. Kansas City, MO 64112		EDU	1,000,000.00	1 of 3	10/21/2009
Peoria Promise Foundation 331 Fulton St., Ste. 310 Peoria, IL 61602		EDU	7,000.00	1 of 1	4/28/2009
Peter and Paul Community Services Inc. 1025 Park Ave., Ste. 1023 St. Louis, MO 63104		HUM	25,000.00	2 of 2	8/4/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Peter and Paul Community Services Inc. 1025 Park Ave., Ste. 1023 St. Louis, MO 63104		HUM	7,500.00	1 of 1	9/18/2009
Phi Delta Theta Educational Foundation 2 S. Campus Ave. Oxford, OH 45056-1872		EDU	3,000.00	3 of 3	10/15/2009
Phoenix Family Housing Corporation 2838 Warwick Tfwy. Kansas City, MO 64108		HUM	10,000.00	1 of 1	9/22/2009
Physicians for Reproductive Choice and Health Inc 55 W. 39th St., Ste 1001 New York, NY 10018-3889		HEA	15,000.00	1 of 1	4/21/2009
Pittsburg Public Library Foundation 308 N. Walnut Pittsburg, KS 66762		EDU	10,000.00	1 of 1	5/5/2009
Pro Musica 2700 E. 15th St. Joplin, MO 64804		ART	5,000.00	1 of 1	11/25/2008
Public Television 19 Inc. DBA KCPT 125 E. 31st St. Kansas City, MO 64108		EDU	30,000.00	1 of 1	11/4/2008
Quality Hill Productions DBA Quality Hill Playhouse 303 W. 10th St. Kansas City, MO 64105-1615		ART	25,000.00	2 of 2	4/7/2009
Rainbows United Inc. 340 S. Broadway Wichita, KS 67202		HUM	20,000.00	3 of 3	12/2/2008
Raytown Emergency Assistance Program Inc. 7218 Maple Raytown, MO 64133		HUM	45,000.00	1 of 1	9/22/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Reach Out and Read Kansas City 3901 Rainbow Blvd. Mail Stop 4004 Kansas City, KS 66160	Kansas University Endowment Assoc	EDU	5,000.00	1 of 1	3/17/2009
Redemptorist Social Services Center Inc. 207 W. Linwood Blvd. Kansas City, MO 64111-1327		HUM	35,000.00	1 of 1	9/22/2009
Regional Housing and Community Development Alliance 611 Olive St., Ste. 1641 St. Louis, MO 63101		CIV	8,000.00	2 of 3	8/4/2009
Repertory Theatre of St. Louis P.O. Box 191730 St. Louis, MO 63119		ART	10,000.00	1 of 1	8/11/2009
Restart Inc. 918 E. 9th St. Kansas City, MO 64106-3072		HUM	35,000.00	1 of 1	9/22/2009
Riverview Health Services Inc. 722 Reynolds Ave. Kansas City, KS 66101		HEA	5,000.00	1 of 1	9/22/2009
Saint Louis Symphony Orchestra 718 N. Grand Blvd. St. Louis, MO 63103		ART	15,000.00	1 of 1	12/16/2008
Saint Mary's High School 4701 S. Grand Blvd. St. Louis, MO 63111		EDU	25,000.00	1 of 1	3/5/2009
Saint Vincent Clinic 818 N. 7th St. Leavenworth, KS 66048		HEA	5,000.00	1 of 1	3/5/2009
Salvation Army of Kansas City, KS 6723 State Ave. Kansas City, KS 66102		HUM	10,000.00	1 of 1	9/22/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Salvation Army of Kansas City, MO 3637 Broadway P.O. Box 412577 Kansas City, MO 64141-2503		HUM	45,000.00	1 of 1	9/22/2009
Salvation Army of St. Louis, MO 1130 Hampton Ave. St. Louis, MO 63139		HUM	150,000.00	1 of 1	9/18/2009
Samuel U. Rodgers Health Center Inc. 825 Euclid Ave. Kansas City, MO 64124		HEA	122,000.00	2 of 2	11/4/2008
Samuel U. Rodgers Health Center Inc. 825 Euclid Ave. Kansas City, MO 64124		HEA	35,000.00	1 of 1	9/22/2009
Science Pioneers Inc. 30 W. Pershing Rd., Ste. 410 Kansas City, MO 64108		EDU	9,000.00	1 of 1	3/17/2009
Seton Center Inc. 2816 E. 23rd St. Kansas City, MO 64127		HUM	25,000.00	1 of 1	9/22/2009
Shakespeare Festival of St. Louis 462 N. Taylor St. Louis, MO 63108		ART	32,500.00	2 of 2	4/7/2009
Shalom House 1040 S. Taylor Ave. St. Louis, MO 63110		HUM	5,000.00	1 of 1	9/18/2009
Sheldon Arts Foundation 3648 Washington Blvd. St. Louis, MO 63108		ART	33,334.00	3 of 3	10/6/2009
Shepherd's Center of the Northland Inc. 4805 N.E. Antioch Rd., Ste. 9 Kansas City, MO 64119		HUM	2,500.00	1 of 1	10/20/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Sir John Soanes Museum Foundation 1040 1st Ave., No. 311 New York, NY 10022		ART	10,000.00	1 of 1	5/15/2009
Society of St. Vincent de Paul, Council of St. Louis 100 N. Jefferson St. Louis, MO 63103		HUM	100,000.00	1 of 1	9/18/2009
Sojourner Health Clinic UMKC-School of Medicine M1-110 Medical School Bldg. 2411 Holmes St. Kansas City, MO 64108-2792	University of Missouri-Kansas City - Schools of Dentistry and Medicine	HEA	10,000.00	1 of 1	9/22/2009
Southeast Missouri Council on the Arts Inc. DBA Arts Council of Southeast Missouri P.O. Box 901 Cape Girardeau, MO 63702		ART	3,000.00	2 of 2	7/7/2009
Southwest Boulevard Family Health Care Inc. DBA Family Health Care 340 Southwest Blvd. Kansas City, KS 66103		HEA	10,000.00	1 of 1	11/25/2008
Southwest Boulevard Family Health Care Inc. DBA Family Health Care 340 Southwest Blvd. Kansas City, KS 66103		HEA	25,000.00	1 of 1	9/22/2009
Speaking of Women's Health - Shawnee Mission, KS 7315 Frontage Rd., Ste. 221 Shawnee Mission, KS 66204	Shawnee Mission Medical Center Inc.	HEA	10,000.00	1 of 1	5/5/2009
Springboard to Learning Inc. DBA Springboard to Learning & Young Audiences of St. Louis Centene Center for the Arts 3547 Olive Blvd. St. Louis, MO 63103		ART	10,000.00	1 of 1	11/18/2008
St. Catherine Hospital 401 E. Spruce St. Garden City, KS 67846		HEA	5,000.00	2 of 3	2/3/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
St Cronan 1202 Boyle Ave. St. Louis, MO 63110		HUM	5,000.00	1 of 1	9/18/2009
St. Johns Community Service Ministry 4138 N. Grand P.O. Box 6428 St. Louis, MO 63107-1848		HUM	5,000.00	1 of 1	9/18/2009
St. Joseph Institute for the Deaf - Kansas City Campus 8835 Monrovia Lenexa, KS 66215		EDU	10,000.00	1 of 1	7/28/2009
St. Joseph School District Foundation 512 N. 22nd St. St. Joseph, MO 64501		EDU	2,500.00	1 of 1	11/25/2008
St. Louis Area Food Bank Inc. 70 Corporate Woods Dr. St. Louis, MO 63044		HUM	25,000.00	3 of 3	3/2/2009
St. Louis Area Food Bank Inc. 70 Corporate Woods Dr. St. Louis, MO 63044		HUM	125,000.00	1 of 1	9/18/2009
St. Louis Art Museum Foundation P.O. Box 78871 St. Louis, MO 63178		ART	2,500.00	1 of 1	1/7/2009
St. Louis Black Repertory Company Inc. 1717 Olive, 4th Fl. St. Louis, MO 63103		ART	10,000.00	1 of 1	11/12/2008
St. Louis Children's Hospital Foundation 1 Children's Pl. St. Louis, MO 63110		HEA	22,378.00	1 of 1	6/30/2009
St. Louis Crisis Nursery 11710 Administration Dr., Ste. 18 St. Louis, MO 63146		HUM	10,000.00	1 of 1	9/18/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
St. Louis Regional Crime Commission 7900 Forsyth, Rm. 120B St. Louis, MO 63105		CIV	5,000.00	1 of 1	2/10/2009
St. Louis University DuBourg Hall #304 221 N. Grand Blvd. St. Louis, MO 63103		EDU	50,000.00	2 of 3	8/4/2009
St. Luke's Hospital of Kansas City <i>Brain and Stroke Institute</i> P.O. Box 119000 Kansas City, MO 64171-9000		HEA	100,000.00	3 of 3	10/6/2009
St. Margaret of Scotland School 3964 Castleman Ave. St. Louis, MO 63110		EDU	10,000.00	2 of 2	1/7/2009
St. Margaret of Scotland School 3964 Castleman Ave. St. Louis, MO 63110		EDU	50,000.00	1 of 1	4/7/2009
St. Mary's Episcopal Church 1307 Holmes St. Kansas City, MO 64106		CIV	250,000.00	1 of 2	12/5/2008
St. Mary's Medical Center 201 N.W. R.D. Mize Rd. Blue Springs, MO 64014		HEA	25,000.00	1 of 1	8/4/2009
St. Patrick Center 800 N. Tucker Blvd. St. Louis, MO 63101		HUM	13,500.00	1 of 1	1/21/2009
St. Patrick Center 800 N. Tucker Blvd. St. Louis, MO 63101		HUM	17,500.00	1 of 1	9/18/2009
St. Paul's Episcopal Day School 4041 Main St. Kansas City, MO 64111-2312	Diocese of West Missouri the Protestant Episcopal Church and in	EDU	100,000.00	1 of 3	10/6/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Stanford University Board of Trustees of the Leland Stanford Junior College Institute for Economic Policy Research Office of Development 326 Galvez St. Stanford, CA 94305-6105		EDU	10,000.00	1 of 1	6/16/2009
Starlight Theatre Association of Kansas City Inc. 4600 Starlight Rd. Kansas City, MO 64132		ART	66,667 00	3 of 3	11/4/2008
Stephens College 1200 E. Broadway Columbia, MO 65215		EDU	33,334 00	3 of 3	7/7/2009
Sis. Joachim and Ann Care Service 4112 McClay Rd. St. Charles, MO 63304		HUM	11,750.00	1 of 2	8/25/2009
Sis. Joachim and Ann Care Service 4112 McClay Rd. St. Charles, MO 63304		HUM	75,000.00	1 of 1	9/18/2009
Summerfest Concerts and-or Recordings Inc. P.O. Box 22697 Kansas City, MO 64113-0697		ART	6,000.00	1 of 1	4/7/2009
Sunflower House 15440 W. 65th St. Shawnee, KS 66217		HUM	5,000 00	1 of 1	12/16/2008
Swope Health Services 3801 Blue Pkwy. Kansas City, MO 64130-0435		HEA	10,000.00	1 of 1	9/22/2009
Synergy Services Inc. 400 E. 6th St. Parkville, MO 64152-3703		HUM	50,000.00	1 of 3	2/3/2009
Teach for America Inc. (St Louis Affiliate) 815 Olive St., Ste. 14 St. Louis, MO 63101		EDU	35,730.00	3 of 3	11/4/2008

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Teach for America Inc. (St. Louis Affiliate) 815 Olive St., Ste. 14 St. Louis, MO 63101		EDU	30,000.00	1 of 3	8/4/2009
The Childrens Campus of Kansas City Inc Tower II, Ste. 900 400 State Ave. Kansas City, KS 66101		EDU	150,000.00	2 of 2	3/10/2009
The Family Conservancy 626 Minnesota Ave. Kansas City, KS 66101		HUM	15,000.00	1 of 1	11/12/2008
The Society of Saint Andrew Inc. West Headquarters 3801 Topping Ave. Kansas City, MO 64129		HUM	10,000.00	1 of 1	9/22/2009
Thomas Jefferson Agricultural Institute 601 W. Nifong Blvd., Ste. 1D Columbia, MO 65203		CIV	10,000.00	1 of 1	11/4/2008
Thomas Jefferson Independent Day School 3401 E. Newman Rd. Joplin, MO 64801		EDU	10,000.00	2 of 2	5/5/2009
Truman Medical Center Incorporated 2310 Holmes Kansas City, MO 64108		HEA	20,000.00	1 of 1	12/2/2008
Trustees of Princeton University P.O. Box 46 Princeton, NJ 08543-0046		EDU	50,000.00	2 of 3	12/2/2008
Trustees of Princeton University P.O. Box 46 Princeton, NJ 08543-0046		EDU	2,500.00	1 of 1	5/6/2009
Trustees of Princeton University <i>Princeton in France</i> P.O. Box 46 Princeton, NJ 08543-0046		EDU	10,000.00	2 of 2	4/7/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Tumbleweed Festival Inc. P.O. Box 296 Garden City, KS 67846-0296		CIV	700.00	1 of 1	7/14/2009
Turner House Clinic Inc. 21 N. 12th St., Ste. 300 Kansas City, KS 66102		HEA	10,000.00	1 of 1	9/22/2009
Turning Point the Center for Hope and Healing 8900 State Line Rd., Ste. 240 Shawnee Mission, KS 66206		HUM	7,500.00	1 of 1	3/24/2009
UMKC Trustees 311 Administrative Ctr. 5115 Oak St. Kansas City, MO 64110		EDU	13,500.00	1 of 2	11/12/2008
United Inner City Services 2008 E. 12th St. Kansas City, MO 64127		HUM	10,000.00	1 of 1	9/22/2009
United Negro College Fund Inc. P.O. Box 300465 Kansas City, MO 64130-0465		EDU	5,000.00	2 of 2	3/2/2009
United Way of Greater St. Joseph Inc. 118 S. 5th St. St. Joseph, MO 64501		EDU	25,000.00	3 of 3	10/6/2009
United Way of Greater St. Louis Inc. 910 N. 11th St. St. Louis, MO 63101-1018		HUM	9,000.00	1 of 1	8/11/2009
University of Kansas Medical Center DBA Kansas University Medical Center 3901 Rainbow Blvd. Kansas City, KS 66160	Kansas University Endowment Assoc.	HEA	66,667.00	1 of 3	1/7/2009
University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		EDU	66,667.00	3 of 3	11/4/2008

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University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		EDU	50,000.00	1 of 1 Annual Bequest	6/8/2009
University of Missouri-Kansas City - Henry W. Bloch School of Business & Public Administration 5100 Rockhill Rd. Kansas City, MO 64110-2499		EDU	50,000.00	1 of 1 Annual Bequest	6/8/2009
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste. 202 Kansas City, MO 64110		EDU	10,000.00	1 of 1	2/10/2009
University of Missouri-St. Louis - Office of the Chancellor 8001 Natural Bridge Rd. St. Louis, MO 63121-4499		EDU	25,000.00	1 of 2	10/15/2009
Uplift Organization Inc. P.O. Box 270175 1516 Prospect Ave. Kansas City, MO 64127-0175		HUM	5,000.00	1 of 1	9/22/2009
Urban League of Metropolitan St. Louis 3701 Grandel Sq. St. Louis, MO 63108		HUM	75,000.00	1 of 1	9/18/2009
Urban Strategies Inc. 1415 Olive, Ste. 209 St. Louis, MO 63101		HUM	12,000.00	1 of 1	4/28/2009
Vaughn-Trent Community Services Inc. 246 Shadyside St. P.O. Box 75 Bonner Springs, KS 66012		HUM	10,000.00	1 of 1	9/22/2009
Veronica's Voice Inc. P.O. Box 172472 Kansas City, KS 66117-1472		HUM	2,500.00	1 of 1	11/12/2008
Volunteers in Medicine Inc. 2140 N. 4th St. St. Charles, MO 63301		HEA	15,000.00	1 of 1	9/18/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Washington University 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		EDU	5,000.00	1 of 1	2/18/2009
Washington University Mildred Lane Kemper Art Museum 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		EDU	750,000.00	1 of 4	10/21/2009
Washington University School of Medicine 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		EDU	750,000.00	1 of 4	10/21/2009
Washington University William Greenleaf Eliot Society 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		EDU	25,000.00	1 of 1	6/16/2009
Washington University Newman Centers 6352 Forsyth Blvd St. Louis, MO 63105		CIV	25,000.00	1 of 2	8/4/2009
Wayside Waifs Inc. P.O. Box 9791 3901 Martha Truman Rd (E. 119th St.). Kansas City, MO 64134-0791		CIV	10,000.00	1 of 1	9/22/2009
Webster University 470 E. Lockwood Ave. St. Louis, MO 63119-3194		EDU	30,000.00	1 of 3	8/4/2009
Webster University 470 E. Lockwood Ave. St. Louis, MO 63119-3194		EDU	66,667.00	3 of 3	9/1/2009
Wichita TOP Children's Fund 4600 South Clifton St. Wichita, KS 67216		EDU	15,000.00	3 of 3	4/7/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Wildwood Outdoor Education Center Inc. 7095 W. 399th St. LaCygne, KS 66040		EDU	10,000.00	1 of 1	11/18/2008
William Inge Festival Foundation P.O. Box 708 Independence, KS 67301		ART	2,500.00	1 of 1	3/31/2009
William Jewell College Trustees of (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	58,000.00	1 of 1	11/4/2008
William Jewell College Trustees of (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	5,000.00	1 of 1 Annual Bequest	6/8/2009
Women's Safe House P.O. Box 63010 St. Louis, MO 63163		HUM	5,000.00	1 of 1	9/18/2009
Women's Support and Community Services DBA Safe Connections 2165 Hampton Ave. St Louis, MO 63139		HUM	7,500.00	1 of 1	9/18/2009
Young Men's Christian Association Garden City 1224 Center St. Garden City, KS 67846		HUM	13,333.00	2 of 3	12/2/2008
Young Men's Christian Association of Champaign, Ill 500 W. Church St. Champaign, IL 61820		HUM	5,000.00	1 of 3	4/7/2009
Young Men's Christian Association of Southwest Illinois 424 Lebanon Ave. Belleville, IL 62220		HUM	6,500.00	1 of 1	1/13/2009
Youth Symphony Association of Kansas City Inc. 5960 Dearborn, Ste. 206 Mission, KS 66202		ART	7,500.00	1 of 1	3/5/2009
Total Contributions for the Year:			13,569,388.74		

Region	Notes	Organization	FY09/10	FY 10/11	FY11/12	FY12/13	FY13/14	FY14/15
ILEC		Beyond the Books Educational Foundation	2,500	04/10				
ILEC		BroMenn Foundation	21,000	01/10				
ILEC		YMCA, Bloomington	9,334	01/10				
		Sub-Total: Paid & Outstanding	0	32,834	0	0	0	0
ILES		Cunningham Children's Home	6,500	07/10				
ILES		YMCA, Champaign	5,000	04/10				
		Sub-Total: Paid & Outstanding	0	11,500	0	0	0	0
ILWC		Bradley University	27,500	02/10				
ILWC		Illinois Central College	2,500	01/10				
ILWC		Lakeview Museum of Arts & Sciences	25,000	02/10				
		Sub-Total: Paid & Outstanding	0	55,000	0	0	0	0
KCMT		Avila University	12,500	11/09				
KCMT		Benedictine College	50,000	02/10				
KCMT		Boys & Girls Club of Greater Kansas City	83,333	11/09				
KCMT		Cass Medical Center	16,666	04/10				
KCMT		Community Services League	50,000	10/10				
KCMT		DeLaSalle Education Center	100,000	02/10	100,000			
KCMT		Friends of Chamber Music	80,000	11/09				
KCMT		Gillis Center for Children	13,000	11/09				
KCMT		Harriman-Jewell Series	75,000	12/09				
KCMT		Harry S. Truman Library Institute	50,000	12/09				
KCMT		Horizon Academy	25,000	08/10				
KCMT		Kansas City Ballet	15,000	08/10				
KCMT		Kansas City Ballet - Capital Campaign	66,666	06/10				
KCMT		Kansas City Design Center	100,000	11/09				
KCMT		Kansas City Friends of Alvin Ailey	5,000	04/10				
KCMT		Kansas University Medical Center	66,667	01/10				
		Sub-Total: Paid & Outstanding	0	35,000	0	0	0	0
KCMT		Lyric Theatre Partnership	100,000	10/10				
KCMT		Metropolitan Lutheran Ministry	16,300	11/09				
KCMT		Mid America Arts Alliance	25,000	08/10				
KCMT		Mid America Regional Council	25,000	11/09				
KCMT		Operation Breakthrough	58,735	10/10				
KCMT		Pembroke Hill School	500,000	10/10				
KCMT		Powell Gardens	5,000	11/09				
KCMT		Shawnee Community Services	25,000	10/10				
KCMT		St. Mary's Episcopal Church	250,000	11/09				
KCMT		St. Paul's Episcopal Day School	100,000	10/10				
KCMT		Synergy Services	50,000	02/10				
KCMT		Synergy Services - Additional	100,000					
KCMT		University of Missouri Kansas City Trustees	10,000	11/09				

Region	Notes	Organization	FY09/10	FY 10/11	FY11/12	FY12/13	FY13/14	FY14/15
KCMT	Contingency	William Jewell College	200,000	10/10	200,000	200,000		
		Sub-Total: Paid & Outstanding	0	2,173,867	1,387,500	200,000	0	0
KSNC		Kansas State University - Friends of the Beach Museum	834	11/09		200,000		
		Sub-Total: Paid & Outstanding	0	834	0	0	0	0
KSNE		University of Kansas - Hall Center for the Humanities	12,500	09/10				
KSNE		University of Kansas - Spencer Museum of Art	22,500	02/10	22,500			
		Sub-Total: Paid & Outstanding	0	35,000	0	0	0	0
KSNW		Developmental Services of Northwest Kansas	5,000	01/10	5,000			
		Sub-Total: Paid & Outstanding	0	5,000	0	0	0	0
KSSC		Botanica	15,000	08/10	15,000			
KSSC		Envision	14,167	11/09	14,167			
KSSC		Wichita State University	7,500	11/09				
		Sub-Total: Paid & Outstanding	0	36,667	0	0	0	0
KSSE		Family Resource Center	25,000	08/10	29,167			
		Sub-Total: Paid & Outstanding	0	25,000	0	0	0	0
KSSW		St. Catherine Hospital	5,000	02/10				
KSSW		YMCA, Garden City	13,334	12/09				
		Sub-Total: Paid & Outstanding	0	18,334	0	0	0	0
MONC		Missouri Alliance for Historical Preservation	8,333	05/10				
MONC		Missouri Military Academy	30,000	01/10	30,000			
MONC	Contingency	Ronald McDonald House Charities of Mid-Missouri	25,000	01/10				
		Sub-Total: Paid & Outstanding	0	63,333	0	0	0	0
MONE		Hannibal Regional Hospital	9,000	01/10				
		Sub-Total: Paid & Outstanding	0	9,000	0	0	0	0
MONW		Family Guidance Center	25,000	08/10				
MONW		Heartland Foundation	13,334	01/10				
MONW		Missouri Western State University	50,000	08/10				
		Sub-Total: Paid & Outstanding	0	88,334	0	0	0	0
MOSW		Barry-Lawrence Regional Library	3,333	01/10	3,334			
MOSW		YMCA, Joplin	10,000	08/10				
		Sub-Total: Paid & Outstanding	0	13,333	3,334	0	0	0
SLMT		American Red Cross - St. Louis Area Chapter	30,965	08/10				
SLMT		Big Brothers Big Sisters of Eastern Missouri	33,333	10/10	33,334			
SLMT		Cardinal Ritter College Prep High School	30,820	04/10				
SLMT		Casa de la Salud	5,000	10/10				
SLMT		Catholic Student Center at Washington University	25,000	08/10				
SLMT		Cooperating School Districts of St. Louis	3,000	05/10	3,000			
SLMT		Gateway Greening	12,500	03/10				
SLMT		Missouri Botanical Garden - Endowment	183,333	10/10	183,333			
SLMT		Missouri Botanical Garden - Plants of Merit Program	50,000	12/09				

Region	Notes	Organization	FY09/10	FY 10/11	FY11/12	FY12/13	FY13/14	FY14/15
SLMT		Missouri Botanical Garden - Raven Society	5,000	11/09				
SLMT		Missouri Botanical Garden - Research	125,000	10/10				
SLMT		Regional Housing and Community Development Alliance	8,000	08/10				
SLMT		St. Louis University	50,000	08/10				
SLMT		Sts. Joachim and Ann Care Service	11,750	08/10				
SLMT		Teach for America - Alumni Program	35,730	11/09	35,730			
SLMT		Teach for America - General Operating Support	30,000	08/10	30,000			
SLMT		University of Missouri-St. Louis	25,000	10/10				
SLMT		Washington University - Art Museum	150,000	10/10	300,000			
SLMT		Washington University - Danforth Scholars	25,000	06/10	25,000			
SLMT		Washington University - School of Medicine	150,000	10/10	300,000			
SLMT		Webster University - Teaching Excellence	30,000	08/10	30,000			
		Sub-Total: Paid & Outstanding	0	1,019,431	819,064	0	0	0
SPMT		Child Advocacy Center	10,000	04/10				
SPMT		CoxHealth Foundation	50,000	10/10	50,000			
SPMT		Drury University	28,333	01/10	28,334			
SPMT		Kids Across America	10,000	04/10				
SPMT	Contingency	YMCA, Ozarks Regional	25,000	10/10				
		Sub-Total: Paid & Outstanding	0	123,333	0	0	0	0
USA		National Trust for Historic Preservation	283,334	01/10	125,000			
USA		Princeton University	50,000	12/09				
		Sub-Total: Paid & Outstanding	0	333,334	0	0	0	0
		Total: Outstanding	0	4,044,134	1,154,064	200,000	0	0

8205,430

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	William T. Kemper Foundation	43-6345116
	Number, street, and room or suite number. If a P.O. box, see instructions.	For IRS use only
	Commerce Bank, Trustee, 118 West 47th St.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Kansas City MO 64112	

Check type of return to be filed (File a separate application for each return):

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (section 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

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

- The books are in care of COMMERCE BANK c/o CHRIS BLAIR
Telephone No. (816) 234-2568 FAX No. (816) 234-1954
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until Sep 15, 20 10.
- For calendar year , or other tax year beginning Nov 1, 20 08, and ending Oct 31, 20 09.
- If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COMPLETE AN ACCURATE RETURN RELATED TO THE FOUNDATION'S PARTNERSHIP INVESTMENTS.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	56,023.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	195,979.
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs	8c \$	0.

Signature and Verification

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

Signature Qualee Brown Title CFA Date 6/9/10

BAA

FIF20502 04/16/08

Form 8868 (Rev 4-2008)

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