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

OMB No 1545-0052

2009

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 2009, or tax year beginning Apr 1, 2009, and ending Mar 31, 2010

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>William T. Kemper II Charitable Trust</b>		A Employer identification number <b>43-6337610</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Commerce Bank N.A. Trustee, 118 West 47th Street</b>		B Telephone number (see the instructions) <b>(816) 234-2568</b>
	City or town State ZIP code <b>Kansas City MO 64112</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>\$ 4,412,424.</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

## Part I Analysis of Revenue and Expenses

(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)

REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	133,702.	133,702.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-70,282.			
	b Gross sales price for all assets on line 6a	1,266,214.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
EXPENSES	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)				
	12 Total. Add lines 1 through 11	63,420.	133,702.		
	13 Compensation of officers, directors, trustees, etc.	41,622.	22,061.		19,561.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
ADMINISTRATIVE AND OPERATING EXPENSES	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule X see instr)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	CUSTODY FEE	11.	11.		
24 Total operating and administrative expenses. Add lines 13 through 23	41,633.	22,072.		19,561.	
25 Contributions, gifts, grants paid	221,000.			221,000.	
26 Total expenses and disbursements. Add lines 24 and 25	262,633.	22,072.		240,561.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-199,213.				
b Net investment income (if negative, enter -0-)		111,630.			
c Adjusted net income (if negative, enter -0-)					

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**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
<b>ASSETS</b>	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	41,942.	19,337.	19,337.
	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)			
	b Investments – corporate stock (attach schedule) Statement 1	2,126,865.	1,975,268.	2,631,045.
	c Investments – corporate bonds (attach schedule) Statement 1	1,722,956.	1,399,284.	1,455,669.
	11 Investments – land, buildings, and equipment: basis			
<b>LIABILITIES</b>	Less: accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) Statement 1	0.	298,661.	306,373.
	14 Land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	3,891,763.	3,692,550.	4,412,424.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
<b>FUND ASSETS</b>	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)			
	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	3,891,763.	3,692,550.	
<b>FUND BALANCES</b>	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	3,891,763.	3,692,550.	
	31 Total liabilities and net assets/fund balances (see the instructions)	3,891,763.	3,692,550.	

**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	3,891,763.
2 Enter amount from Part I, line 27a	2	-199,213.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,692,550.
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	3,692,550.

**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)
<b>1a SEE STATEMENT 2</b>		P	VARIOUS	VARIOUS
<b>b PIMCO COMMODITY FUND CAP GAIN DIST.</b>		P		12/11/09
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 1,266,214.		1,336,893.	-70,679.
<b>b</b>		0.	397.
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k) but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			-70,679.
<b>b</b>			397.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	<b>2</b>	-70,282.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): <span style="float: right;">[ If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 ]</span>	<b>3</b>	

**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))
2008	240,572.	4,217,048.	0.057047
2007	214,126.	5,043,809.	0.042453
2006	231,287.	4,867,514.	0.047516
2005	180,706.	4,596,377.	0.039315
2004	239,688.	4,376,915.	0.054762

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.241093
<b>3</b> 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	<b>3</b>	0.048219
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	4,003,335.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	193,037.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	1,116.
<b>7</b> Add lines 5 and 6	<b>7</b>	194,153.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	240,561.

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 <input type="checkbox"/> and enter 'N/A' on line 1.		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 1,116.
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 1,116.
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 1,116.
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 3,477.	
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 3,477.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 2,361.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 2,361. 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)?		X
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.		
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?		X
If 'Yes,' attach a detailed description of the activities.		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
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?		X
If 'Yes,' attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
• By language in the governing instrument, or		
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)		
MO – Missouri		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) . . . . .	11		X
12	Did the foundation 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>N/A</u>	13	X	
14	The books are in care of ▶ <u>COMMERCE BANK, N.A.</u> Telephone no. ▶ <u>(816) 234-2568</u> Located at ▶ <u>118 W. 47TH ST. KANSAS CITY, MO</u> ZIP + 4 ▶ <u>64112</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here . . . . . ▶ <input type="checkbox"/> 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? . . . . .	1b	X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
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 2009? . . . . .	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see 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. ▶ 20__ , 20__ , 20__ , 20__ .		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2009 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 2009.) . . . . .	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 2009? . . . . .	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 ☐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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

**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, N.A. P.O. BOX 419248 KANSAS CITY, MO 64141-6248	TRUSTEE 3.00	19,561.	0.	0.
ROBERT W. LOYD 2046 CONDOLEA DR LEAWOOD, KS 66209-1652	TRUSTEE 3.00	19,561.	0.	0.
COMMERCE BANK, N.A. 118 W 47TH STREET, TAX PREP KANSAS CITY, MO 64112	TRUSTEE 0.33	2,500.	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				
0				
0				
0				
0				

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
NONE		
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	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3 NONE	
	0.
Total. Add lines 1 through 3	None

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities .....	<b>1a</b>	4,028,501.
<b>b</b> Average of monthly cash balances .....	<b>1b</b>	35,798.
<b>c</b> Fair market value of all other assets (see instructions) .....	<b>1c</b>	
<b>d</b> Total (add lines 1a, b, and c) .....	<b>1d</b>	4,064,299.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) .....	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets .....	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d .....	<b>3</b>	4,064,299.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) .....	<b>4</b>	60,964.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	<b>5</b>	4,003,335.
<b>6</b> Minimum investment return. Enter 5% of line 5 .....	<b>6</b>	200,167.

**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.)

<b>1</b> Minimum investment return from Part X, line 6 .....	<b>1</b>	200,167.
<b>2a</b> Tax on investment income for 2009 from Part VI, line 5 .....	<b>2a</b>	1,116.
<b>b</b> Income tax for 2009. (This does not include the tax from Part VI.) .....	<b>2b</b>	
<b>c</b> Add lines 2a and 2b .....	<b>2c</b>	1,116.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1 .....	<b>3</b>	199,051.
<b>4</b> Recoveries of amounts treated as qualifying distributions .....	<b>4</b>	
<b>5</b> Add lines 3 and 4 .....	<b>5</b>	199,051.
<b>6</b> Deduction from distributable amount (see instructions) .....	<b>6</b>	
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	<b>7</b>	199,051.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26 .....	<b>1a</b>	240,561.
<b>b</b> Program-related investments — total from Part IX-B .....	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required) .....	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule) .....	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	<b>4</b>	240,561.
<b>5</b> 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) .....	<b>5</b>	1,116.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4 .....	<b>6</b>	239,445.

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

**Part XII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				199,051.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009:				
a From 2004	12,369.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	32,286.			
f Total of lines 3a through e	44,655.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 240,561.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				199,051.
e Remaining amount distributed out of corpus	41,510.			
5 Excess distributions carryover applied to 2009 (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	86,165.			
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 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
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 2004 not applied on line 5 or line 7 (see instructions)	12,369.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	73,796.			
10 Analysis of line 9:				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	32,286.			
e Excess from 2009	41,510.			

BAA

Form 990-PF (2009)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section					<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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:

CHRISTOPHER G. BLAIR, COMMERCE BANK, N.A.  
118 WEST 47TH STREET  
KANSAS CITY MO 64112 (816) 234-2568

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

CONTACT COMMERCE BANK AT (816) 234-2568

c Any submission deadlines:

NONE

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

DONATIONS MUST BE USED FOR RELIGIOUS, CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES IN THE UNITED STATES.

**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
<b>a</b> Paid during the year SEE STATEMENT 3 ATTACHED	NONE	PUBLIC CHARITY	SEE STATEMENT	221,000.
<b>Total</b> .....			<b>3a</b>	221,000.
<b>b</b> Approved for future payment				
<b>Total</b> .....			<b>3b</b>	

## **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					
4	Dividends and interest from securities			14	133,702.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	-70,282.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				63,420.	
13	Total. Add line 12, columns (b), (d), and (e)					63,420.

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

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

[illegible]



**WILLIAM T KEMPER II CHARITABLE TRUST**  
As of March 31, 2010

FORM 990 PF, Part II, Lines 10b, 10c, & 13  
For YR Ended 3-31-2010  
Tax ID # 436337610

Group	Description	Units	Book Value	Market Value
1	FINANCIAL SQUARE TR GOVERNMENT FD	19,337.36	19,337.36	19,337.36
<b>1 Total</b>		<b>19,337.36</b>	<b>19,337.36</b>	<b>19,337.36</b>

**Equity Investments**

2	ADOBE SYSTEM INC	1,000.00	28,255.46	35,370.00
	AMERICAN TOWER CORP CLASS A	425.00	16,876.07	18,109.25
	ANADARKO PETROLEUM	350.00	21,695.45	25,490.50
	APACHE CORP	475.00	26,989.50	48,212.50
	APPLE INC	125.00	25,205.89	29,375.00
	ARTISAN MID CAP VALUE FUND-	3,847.19	70,595.85	71,365.28
	BARD C R INC	325.00	27,260.42	28,151.50
	BECKMAN COULTER INC	200.00	15,176.68	12,560.00
	BECTON DICKINSON & COMPANY	775.00	38,009.50	61,015.75
	CAMERON INTERNATIONAL CORPORATION	250.00	9,283.75	10,715.00
	CERNER CORP	150.00	8,187.69	12,739.50
	CHIPOTLE MEXICAN GRILL INC CLASS A	150.00	10,305.06	16,900.50
	CISCO SYSTEM INC	1,600.00	29,924.25	41,648.00
	CLOROX CO	325.00	19,810.96	20,845.50
	COMMERCE BANCSHARES INC	10,032.00	727.12	412,716.48
	COMMERCE MIDCAP GROWTH FUND#339	6,889.23	163,175.28	194,276.37
	CONOCOPHILLIPS	900.00	38,920.50	46,053.00
	DANAHER CORP	325.00	23,273.49	25,970.75
	DAVITA INC	325.00	19,431.23	20,605.00
	DEERE & CO	200.00	11,116.00	11,892.00
	DICK'S SPORTING GOODS INC	725.00	18,832.17	18,929.75
	EOG RES INC	250.00	15,372.75	23,235.00
	EXXON MOBIL CORPORATION	500.00	23,120.00	33,490.00
	FRANKLIN RESOURCES INC	250.00	28,853.05	27,725.00
	GENERAL ELECTRIC CO	975.00	31,754.00	17,745.00
	GENERAL MILLS INC	400.00	27,283.96	28,316.00
	GOOGLE INC CL A	125.00	50,502.50	70,890.00
	HEWLETT PACKARD CO	525.00	23,918.55	27,903.75
	INTERNATIONAL BUSINESS MACHINES	150.00	16,498.50	19,237.50
	INTERNATIONAL GAME TECHNOLOGY	875.00	16,861.87	16,143.75
	ISHARES DJ SELECT DIVDEND	700.00	40,800.97	32,214.00
	ISHARES DJ US BASIC MATERIAL	700.00	31,052.74	44,499.00
	ISHARES MSCI EMERGING MKT IN	1,800.00	39,989.00	75,820.50
	ISHARES RUSSELL MIDCAP VALUE INDX FD	3,400.00	75,558.54	137,122.00
	JOHNSON AND JOHNSON	475.00	28,856.25	30,970.00
	JP MORGAN CHASE & CO	500.00	20,307.18	22,375.00
	JPMORGAN INTERNATIONAL VALUE FD-INS	12,666.77	181,401.00	162,641.35
	LAUDUS ROSEN INTL S/C-INST	997.92	23,980.00	11,915.15
	LOCKHEED MARTIN CORP	225.00	16,895.25	18,724.50
	MEAD JOHNSON NUTRITION COMPANY	550.00	18,750.05	28,616.50
	MEDNAX INC	300.00	14,597.04	17,457.00
	MERCK & CO INC	800.00	26,127.49	29,880.00
	MFS RESEARCH INTERNATIONAL FUND-I	12,391.38	243,161.50	178,435.83
	MICROSOFT CORP	1,650.00	44,532.50	48,324.38
	OCCIDENTAL PETROLEUM CORP	150.00	13,135.26	12,681.00
	OMNICOM GROUP INC	250.00	12,517.50	9,702.50
	PARTNERRE HLDGS LTD	225.00	16,224.73	17,937.00
	PEPSICO INC	550.00	28,282.89	36,388.00
	PRICELINE.COM INC	75.00	8,512.42	19,125.00
	PROCTER & GAMBLE CO	750.00	41,867.50	47,452.50
	STAPLES INC	775.00	18,879.00	18,140.81
	STRYKER CORP	225.00	9,393.10	12,874.50
	TARGET CORP	975.00	44,061.75	51,285.00

UNION PACIFIC CORP	325.00	20,463.82	23,822.50
UNITED PARCEL SERVICE B	400.00	29,265.25	25,764.00
UNITED TECHNOLOGIES CORP	150.00	10,078.50	11,041.50
US BANCORP	650.00	18,791.50	16,822.00
VISA INC CLASS A SHARES	250.00	15,877.25	22,757.50
WELLPOINT INC	600.00	24,690.74	38,628.00
<b>2 Total</b>	<b>76,949.49</b>	<b>1,975,268.22</b>	<b>2,631,044.65</b>

**Fixed Income Investments**

3 COMMERCE BOND FUND #333	72,638.72	1,349,768.26	1,406,285.64
FIDELITY ADVI EMRG MKS INC-I	625.49	8,062.50	8,087.52
EVERGREEN INTERNATIONAL BOND FUND	670.98	7,890.75	7,528.42
ISHARES BARCLAYS TRES INF PR S	325.00	33,562.75	33,767.50
<b>3 Total</b>	<b>74,260.19</b>	<b>1,399,284.26</b>	<b>1,455,669.08</b>

**Alternative Investments**

5 ABSOLUTE STRATEGIES FUND I	9,173.24	95,130.25	97,126.72
CONSOLIDATED EDISON-\$5 PFD STK	500.00	42,996.00	44,625.00
DU PONT NEMOURS PFD STK	700.00	48,261.74	49,105.00
DWS RREEF REAL EST SEC INST	2,294.62	30,082.50	34,763.52
PIMCO COMMODITY RR STRAT-INS	6,558.85	50,369.00	51,290.21
VANGUARD SIGNAL SHARES REIT INDEX FD	2,136.58	41,812.00	39,462.65
<b>5 Total</b>	<b>20,363.29</b>	<b>298,660.49</b>	<b>306,373.10</b>

8 AIG - PWC SECURITIES LITIGATION	1.00	0.00	0.00
<b>8 Total</b>	<b>1.00</b>	<b>0.00</b>	<b>0.00</b>

<b>Grand Total</b>	<b>190,910.33</b>	<b>3,692,550.33</b>	<b>4,412,424.19</b>
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## Capital Gain-Loss

<b>SCHEDULE D</b> (Form 990)	<b>Sales Schedule</b>	<b>3/31/10</b>
Name: <b>WILLIAM T KEMPER II CHARITABLE TRUST</b>	Account Number <b>46-0011-01-8</b>	Taxpayer Identification Number <b>43-6337610</b>

**Part I Capital Gains and Losses**

TAX CODE	SECURITY DESCRIPTION	Date Acquired	Date Sold	Data		
				Sales Price	Tax Cost	Gain (Loss)
151	WYETH	1/6/2009	9/22/2009	16,950.06	13,508.43	3,441.63
	COMMERCE BOND FUND	3/31/1998	12/22/2009	19,792.75	19,783.36	9.39
		12/31/1998	7/20/2009	51,226.50	53,369.69	(2,143.19)
			7/27/2009	46,325.00	48,211.01	(1,886.01)
			9/16/2009	25,148.50	25,605.79	(457.29)
			9/22/2009	74,852.50	75,944.59	(1,092.09)
		7/31/1998	10/8/2009	99,954.25	100,443.57	(489.32)
			11/12/2009	49,790.00	49,830.26	(40.26)
	3M CO	9/3/2004	2/5/2010	29,072.63	30,907.56	(1,834.93)
	NATIONAL SEMICONDUCTOR C	7/13/2006	2/5/2010	20,084.89	40,992.35	(20,907.46)
	US BANCORP	11/3/2004	11/12/2009	12,059.69	14,455.00	(2,395.31)
	STATE STR CORP	8/6/2007	2/5/2010	13,714.86	21,922.88	(8,208.02)
	JP MORGAN CHASE & CO	3/26/2008	12/22/2009	8,344.96	8,904.00	(559.04)
	BURLINGTON NORTHERN SAN	11/7/2006	11/12/2009	21,968.84	17,619.01	4,349.83
	STRYKER CORP	2/5/2009	6/25/2009	5,175.09	5,218.39	(43.30)
	GENERAL DYNAMICS CORP	7/2/2007	7/30/2009	16,722.11	23,376.00	(6,653.89)
	EXELON CORPORATION	5/30/2008	2/5/2010	15,284.77	30,885.54	(15,600.77)
	CISCO SYSTEM INC	9/9/2004	5/13/2009	25,319.33	27,268.50	(1,949.17)
	CERNER CORP	4/19/2007	11/12/2009	4,023.86	2,729.23	1,294.63
	DST SYS INC	8/22/2007	5/13/2009	7,381.95	15,232.80	(7,850.85)
	ISHARES DOW JONES US BASI	5/5/2005	12/7/2009	17,513.58	14,525.28	2,988.30
			3/10/2010	15,582.68	12,104.40	3,478.28
	CA INC	2/19/2009	11/12/2009	19,565.49	15,678.00	3,887.49
	HALLIBURTON CO	11/2/2007	2/5/2010	5,573.47	8,008.00	(2,434.53)
	DEVON ENERGY CORPORATIO	6/23/2008	12/22/2009	16,000.23	27,485.28	(11,485.05)
	OCCIDENTAL PETROLEUM COR	6/23/2008	12/22/2009	4,055.89	4,378.42	(322.53)
			3/10/2010	6,118.75	6,567.63	(448.88)
	MANPOWER INC	11/2/2007	6/25/2009	5,333.72	9,012.55	(3,678.83)
	BIOTECH HOLDERS TRUST	9/25/2006	2/5/2010	19,836.76	21,058.20	(1,221.44)
	GENENTECH INCORPORATED	9/25/2006	4/3/2009	16,720.00	14,106.40	2,613.60
	SEPRACOR INC OLD NAME	9/25/2006	11/18/2009	276.00	577.27	(301.27)
	ENERGIZER HOLDINGS INC	9/11/2008	12/7/2009	15,017.11	21,974.25	(6,957.14)
	SOHU.COM INC	6/25/2009	12/7/2009	14,404.13	18,155.77	(3,751.64)
	CREE INC	11/12/2009	2/5/2010	19,324.30	16,228.80	3,095.50
	CHIPOTLE MEXICAN GRILL INC	8/4/2008	5/13/2009	3,610.54	3,435.02	175.52
	PRICELINE.COM INC	6/25/2009	8/18/2009	7,291.82	5,674.95	1,616.87
			12/7/2009	10,728.22	5,674.95	5,053.27
151 Total				760,145.23	830,853.13	(70,707.90)
	156 COMMERCE BANCSHARES INC	7/22/1965	12/15/2009	29.36	0.05	29.31
156 Total				29.36	0.05	29.31
Grand Total				1,266,214.47	1,336,893.06	(70,678.59)



William T. Kemper II Charitable Trust 46-0011-01-8  
Grant Summary for FYE March 31, 2010

MINIMUM REQ'D \$0  
TOTAL \$ 221,000

Name and Address	Purpose	Amount
ALS	Kansas City MO Human Services	70,000
AMERICAN ROYAL ASSOCIATION	Kansas City MO Civic	5,000
ARTS AND RECREATION FDN OF O/P INC	Lenexa KS Arts	2,500
BIG BROTHERS/BIG SISTERS	Kansas City MO Human Services	10,000
CITY UNION MISSION	Kansas City MO Human Services	2,500
CRISTO REY KC	Kansas City MO Education	1,500
FBI - KANSAS CITY CITIZENS ACADEMY	Leawood KS Human Services	1,500
FOLLY THEATRE	Kansas City MO Arts	2,000
KANSAS CITY SYMPHONY	Kansas City MO Arts	2,500
KANSAS UNIVERSITY ENDOWMENT	Lawrence KS Education	10,000
KANSAS WILDSCAPE FOUNDATION	Lawrence KS Education	5,000
KEMPER MUSEUM	Kansas City MO Arts	2,500
LAKE MARY CENTER	Kansas City MO Civic	10,000
LIBERTY MEMORIAL ASSOCIATION (WWI MUSEUM)	Kansas City MO Arts	5,000
MAATR	Paola KS Human Services	5,000
MUSICAL THEATRE HERITAGE	Shawnee Mission KS Human Services	20,000
NAIA	Westwood KS Arts	10,000
NELSON ATKINS MUSEUM	Kansas City MO Arts	1,000
PARKINSON FOUNDATION OF THE HEARTLAND	Kansas City MO Human Services	2,500
PEMBROKE HILL SCHOOL	Kansas City MO Education	20,000
PHEASANTS FOREVER	Shawnee Mission KS Human Services	10,000
ROTARY CLUB YOUTH CAMP ASSOC	Kansas City MO Human Services	5,000
SALVATION ARMY	Kansas City MO Human Services	2,500
SHAWNEE MISSION MEDICAL CENTER	Overland Park KS Human Services	2,500
ST LUKES FOUNDATION	Kansas City MO Human Services	2,500
UNION STATION	Kansas City MO Civic	5,000
WELLINGTON CHRISTIAN ACADEMY	Wellington KS Education	5,000
<b>Totals</b>		<b>221,000</b>