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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 Nov 1, 2009, and ending Oct 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 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 Commerce Bank, Trustee, 118 West 47th St.		B Telephone number (see the instructions) (816) 234-2568
	City or town State ZIP code Kansas City 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) \$ 239,273,880.		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)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Check ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	977.	977.		
	4 Dividends and interest from securities	5,141,795.	5,141,795.		
	5a Gross rents	72.	72.		
	b Net rental income or (loss)	-101.			
	6a Net gain/(loss) from sale of assets not on line 10	1,512,007.			
	b Gross sales price for all assets on line 6a	103,613,859.			
	7 Capital gain net income (from Part IV, line 2)		1,613,075.		
	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	45,217.	45,871.			
12 Total. Add lines 1 through 11	6,700,068.	6,801,790.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	894,455.	430,205.		464,250.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) L-16c Stmt	40,000.			40,000.
	17 Interest				
	18 Taxes (attach schedule)(see instr) See Line 18 Stmt	198.	198.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,000.			2,000.
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	OFFICE EXPENSE	18,950.			18,950.
	24 Total operating and administrative expenses. Add lines 13 through 23	955,603.	430,403.		525,200.
25 Contributions, gifts, grants paid	9,673,998.			9,673,998.	
26 Total expenses and disbursements. Add lines 24 and 25	10,629,601.	430,403.		10,199,198.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-3,929,533.				
b Net investment income (if negative, enter -0-)		6,371,387.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing				
	2	Savings and temporary cash investments		2,424,738.	6,913,413.	6,913,413.
	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		37,220,615.	30,064,558.	32,714,137.
	b	Investments – corporate stock (attach schedule) L-10b Stmt		147,314,307.	31,778,948.	37,109,593.
	c	Investments – corporate bonds (attach schedule) L-10c Stmt		25,048,290.	19,660,883.	21,477,429.
	11	Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt		9,136,527.	128,797,142.	140,971,428.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)		1.	1.	1.	
15	Other assets (describe L-15 Stmt)		129,093.	129,093.	87,879.	
16	Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		221,273,571.	217,344,038.	239,273,880.	
LIABILITIES	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)				
NET ASSETS OR FUND BALANCES	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		221,273,571.	217,344,038.	
	30	Total net assets or fund balances (see the instructions)		221,273,571.	217,344,038.	
	31	Total liabilities and net assets/fund balances (see the instructions)		221,273,571.	217,344,038.	

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	221,273,571.
2	Enter amount from Part I, line 27a	2	-3,929,533.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	217,344,038.
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	217,344,038.

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)
1 a PUBLICLY TRADED SECURITIES				
b LITIGATION		P	Various	Various
c MISSOURI TAX CREDITS		D	03/11/10	03/29/10
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 103,186,408.		101,733,533.	1,452,875.
b 122,700.		0.	122,700.
c 37,500.		0.	37,500.
d			
e			

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			1,452,875.
b			122,700.
c			37,500.
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	1,613,075.
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))
2008	13,976,459.	200,341,454.	0.069763
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

2 Total of line 1, column (d)	2	0.240878
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	0.048176
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	221,521,224.
5 Multiply line 4 by line 3	5	10,672,006.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	63,714.
7 Add lines 5 and 6	7	10,735,720.
8 Enter qualifying distributions from Part XII, line 4	8	10,199,198.

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 or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	127,428.
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	127,428.
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	127,428.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	139,322.	
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	139,322.	
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	11,894.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 11,894. 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? If 'Yes,' attach a detailed description of the activities.		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? 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? If 'Yes,' attach the statement required by General Instruction T.		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? 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

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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)(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</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
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	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 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? ☐ 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>		
3 a 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 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	
4 a 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII: Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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	430,205.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY MO 64112	CORP TRUSTEE > 10.00	47,801.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY MO 64112	CORP TRUSTEE > 40.00	416,449.	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

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 -----	
2 -----	
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 -----	
2 -----	
All other program-related investments See instructions.	
3 -----	
Total. Add lines 1 through 3	

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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	204,407,775.
b Average of monthly cash balances	1b	11,599,141.
c Fair market value of all other assets (see instructions)	1c	8,887,728.
d Total (add lines 1a, b, and c)	1d	224,894,644.
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	224,894,644.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,373,420.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	221,521,224.
6 Minimum investment return. Enter 5% of line 5.	6	11,076,061.

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	11,076,061.
2a Tax on investment income for 2009 from Part VI, line 5	2a	127,428.
b Income tax for 2009. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	127,428.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	10,948,633.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	10,948,633.
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	10,948,633.

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	10,199,198.
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	10,199,198.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,199,198.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				10,948,633.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			9,834,428.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 10,199,198.				
a Applied to 2008, but not more than line 2a			9,834,428.	
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				364,770.
e Remaining amount distributed out of corpus	0.			
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	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 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				10,583,863.
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)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					
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 2	N/A	PUBLIC	SEE STATEMENT	9,673,998.
Total			3a	9,673,998.
b Approved for future payment SEE STATEMENT 3	N/A	PUBLIC	SEE STATEMENT	4,796,129.
Total			3b	4,796,129.

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	977.	
4	Dividends and interest from securities			14	5,141,795.	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property			16	-101.	
6	Net rental income or (loss) from personal property					
7	Other investment income			15	45,084.	
8	Gain or (loss) from sales of assets other than inventory			18	1,512,007.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a	FOREIGN TAX W/H REF			1	133.	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				6,699,895.	
13	Total. Add line 12, columns (b), (d), and (e)				13	6,699,895.

(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, pl/Line 4(b)

Description	Amount
INTEREST	2,768,237.
LESS AMORTIZATION	-1,437.
DIVIDENDS	2,374,995.
Total	<u>5,141,795.</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	45,077.	45,731.	
FOREIGN TAX REFUND	133.	133.	
OTHER INCOME	7.	7.	
Total	<u>45,217.</u>	<u>45,871.</u>	

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
RE TAXES	12.	12.		
OTHER EXPENSE	47.	47.		
RE EXPENSE	114.	114.		
TAX RELIEF FEE	25.	25.		
Total	<u>198.</u>	<u>198.</u>		

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROBERT STORR	ART CONSULTANT	40,000.			40,000.
Total		<u>40,000.</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-MTG STMT 1 p 23			16,922,915.	18,536,619.
US-TREASURY STMT 1 P29			2,367,543.	2,616,614.
US-AGENCIES STMT 1 P 30			6,912,822.	7,551,123.
MUNICIPALS STATEMENT 1 p 34			3,861,278.	4,009,781.
Total			<u>30,064,558.</u>	<u>32,714,137.</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 13	31,466,589.	36,623,769.
COMMON STOCK ADR STMT 1 P 15	312,359.	485,824.
Total	<u>31,778,948.</u>	<u>37,109,593.</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
BONDS-CREDIT STMT 1 P 28	15,691,719.	17,137,693.
ASSET BACKED SECURITIES STMT 1 P 32	3,969,164.	4,339,736.
Total	<u>19,660,883.</u>	<u>21,477,429.</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 STMT 1 P36	5,685.	354.
BRIDGEWATER ALL WEATHER PTSHP STMT 1 P35	11,630,849.	15,338,119.
HYBRIDS STMT 1 P 35	2,041,552.	2,178,550.
EXCHANGE TRADED FDS STMT 1 P 13	55,244,618.	58,302,458.
MUTUAL FDS STMT 1 P 14	39,997,850.	41,442,789.
INTER EQUITY FUNDS STMT 1 P 14	4,111,982.	6,038,557.
EXCHANGE TRADED FDS STMT 1 P15	15,764,606.	17,670,601.
Total	<u>128,797,142.</u>	<u>140,971,428.</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	129,093.	129,093.	87,879.
Total	<u>129,093.</u>	<u>129,093.</u>	<u>87,879.</u>



William T Kemper Foundation Main A/C, 990PF, P. 2, PART 11, BALANCE SHEET
FY ENDING - October 31, 2010

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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		5,461,798.30	5,461,798.30	2.28%	0.00	0.00%
Total Cash and Cash Equivalents		\$ 6,913,413.09	\$ 6,913,413.09	2.89%	\$ 494.00	0.01%

Equity Investments

Domestic Equities

Common Stocks

Abbott Labs	3,900	191,856.21 49.19	200,148.00 51.32	0.08%	6,864.00	3.43%
Adobe System Inc	6,900	289,736.93 41.99	194,235.00 28.15	0.08%	0.00	0.00%
Advanced Micro Devices Inc	6,900	50,478.33 7.32	50,611.50 7.34	0.02%	0.00	0.00%
Akamai Technologies Inc	2,000	55,015.10 27.51	103,340.00 51.67	0.04%	0.00	0.00%
Allergan Inc	6,660	383,158.13 57.53	482,250.60 72.41	0.20%	1,332.00	0.28%
Alliance Data Sys Corp	800	46,735.76 58.42	48,576.00 60.72	0.02%	0.00	0.00%
Apple Inc	4,200	577,076.56 137.40	1,264,116.00 300.98	0.53%	0.00	0.00%
Arch Coal Inc	14,100	379,934.22 26.95	346,719.00 24.59	0.14%	5,640.00	1.63%
Autozone Inc	2,200	317,836.10 144.47	522,786.00 237.63	0.22%	0.00	0.00%
Avery Dennison Corp	1,100	30,757.10 27.96	39,985.00 36.35	0.02%	880.00	2.20%

STATEMENT 1

William T Kemper Foundation Main A/C

October 1, 2010 - October 31, 2010

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
Bard C R Inc	6,065	550,448.73 90.76	504,122.80 83.12	0.21%	4,366.00	0.87%
Becton Dickinson & Company	5,200	229,714.68 44.18	392,704.00 75.52	0.16%	7,696.00	1.96%
BMC Software Inc	9,300	290,591.13 31.25	422,778.00 45.46	0.18%	0.00	0.00%
Broadridge Financial Sol	2,300	50,498.57 21.96	50,600.00 22.00	0.02%	1,380.00	2.73%
CA Inc	2,500	56,578.25 22.63	58,000.00 23.20	0.02%	400.00	0.69%
Centerpoint Energy Inc	4,100	62,257.68 15.19	67,896.00 16.56	0.03%	3,198.00	4.71%
Cerner Corp	1,360	67,172.95 49.39	119,448.80 87.83	0.05%	0.00	0.00%
Charles River Laboratories	800	24,619.76 30.78	26,216.00 32.77	0.01%	0.00	0.00%
Chevron Corporation	4,900	336,902.44 68.76	404,740.00 82.60	0.17%	14,112.00	3.49%
Chico's Fas Inc	2,600	32,673.68 12.57	25,272.00 9.72	0.01%	416.00	1.65%
Chipotle Mexican Grill Inc Class A	600	42,614.82 71.03	126,126.00 210.21	0.05%	0.00	0.00%
Cimarex Energy Co	2,100	138,883.29 66.14	161,175.00 76.75	0.07%	672.00	0.42%
Cisco System Inc	36,100	552,577.13 15.31	825,246.00 22.86	0.34%	0.00	0.00%
Clorox Co	6,400	383,865.32 59.98	425,920.00 66.55	0.18%	14,080.00	3.31%
Coach Inc	9,500	321,711.27 33.86	475,000.00 50.00	0.20%	5,700.00	1.20%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

Account Number: 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Coca Cola	2,200	95,600.12 43.46	134,904.00 61.32	0.06%	3,872.00	2.87%
Cognizant Technology Solutions Corp	700	19,642.15 28.06	45,633.00 65.19	0.02%	0.00	0.00%
Colgate Palmolive	3,800	290,189.66 76.37	293,036.00 77.12	0.12%	8,056.00	2.75%
Con-Way Incorporated	1,300	53,626.62 41.25	42,913.00 33.01	0.02%	520.00	1.21%
Consol Energy Inc	600	21,389.88 35.65	22,056.00 36.76	0.01%	240.00	1.09%
Core Laboratories N V	1,100	86,178.07 78.34	85,547.00 77.77	0.04%	264.00	0.31%
Corning Inc	18,700	504,047.28 26.95	341,836.00 18.28	0.14%	3,740.00	1.09%
Crown Holdings Inc	2,600	65,605.02 25.23	83,668.00 32.18	0.03%	0.00	0.00%
CSX Corp	4,000	225,494.80 56.37	245,800.00 61.45	0.10%	4,160.00	1.69%
Delta Air Lines Inc	4,600	52,942.32 11.51	63,871.00 13.89	0.03%	0.00	0.00%
Dentsply International Inc	1,900	62,402.27 32.84	59,641.00 31.39	0.02%	380.00	0.64%
Diamond Offshore Drilling Inc	2,200	229,947.52 104.52	145,552.00 66.16	0.06%	1,100.00	0.76%
Dick's Sporting Goods Inc	5,600	144,908.96 25.88	161,392.00 28.82	0.07%	0.00	0.00%
Directv Class A	10,600	371,940.22 35.09	460,570.00 43.45	0.19%	0.00	0.00%
Dolby Laboratories Inc-Cl A	5,700	334,871.46 58.75	351,576.00 61.68	0.15%	0.00	0.00%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

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Account Number: 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Dover Corp	700	23,937.62 34.20	37,170.00 53.10	0.02%	770.00	2.07%
Eaton Corp	2,200	182,850.36 83.11	195,426.00 88.83	0.08%	5,104.00	2.61%
Eaton Vance Corporation Non Voting	1,030	26,729.58 25.95	29,633.10 28.77	0.01%	741.00	2.50%
Expedia Inc	10,000	225,909.34 22.59	289,500.00 28.95	0.12%	2,800.00	0.97%
Exxon Mobil Corporation	17,200	1,162,201.79 67.57	1,143,628.00 66.49	0.48%	30,272.00	2.65%
Factset Research Systems Inc	600	39,151.56 65.25	52,668.00 87.78	0.02%	552.00	1.05%
FMC Technologies Inc	600	33,719.28 56.20	43,260.00 72.10	0.02%	0.00	0.00%
Ford Motor Company	42,400	444,882.00 10.49	599,112.00 14.13	0.25%	0.00	0.00%
Freeport-McMoran Copper & Gold	3,500	261,840.95 74.81	331,782.50 94.80	0.14%	4,200.00	1.27%
Gap Inc	6,900	134,754.93 19.53	131,169.00 19.01	0.05%	2,760.00	2.10%
Genworth Financial Inc Class A	2,300	42,263.42 18.38	26,059.00 11.33	0.01%	0.00	0.00%
Gilead Sciences Inc	12,100	503,710.30 41.63	480,007.00 39.67	0.20%	0.00	0.00%
Goodyear Tire and Rubber Co	4,400	48,649.48 11.06	44,968.00 10.22	0.02%	0.00	0.00%
Google Inc Cl A	1,500	616,257.40 410.84	920,550.00 613.70	0.38%	0.00	0.00%
Grainger W W Inc	3,100	191,611.00 61.81	384,493.00 124.03	0.16%	6,696.00	1.74%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

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
Harris Corp	6,500	287,950.52 44.30	293,735.00 45.19	0.12%	6,500.00	2.21%
Hewlett Packard Co	19,300	895,871.45 46.42	811,372.00 42.04	0.34%	6,176.00	0.76%
Hill Rom Holdings Inc	2,200	59,204.86 26.91	85,250.00 38.75	0.04%	902.00	1.06%
Illinois Tool Works Inc	8,200	448,785.38 54.73	374,576.00 45.68	0.16%	11,152.00	2.98%
Illumina Incorporated	1,600	69,296.48 43.31	86,896.00 54.31	0.04%	0.00	0.00%
Intel Corp	28,200	603,863.22 21.41	565,410.00 20.05	0.24%	17,766.00	3.14%
Intercontinentalexchange Inc	500	41,900.95 83.80	57,435.00 114.87	0.02%	0.00	0.00%
International Business Machines	9,100	788,111.15 86.61	1,306,760.00 143.60	0.55%	23,660.00	1.81%
International Paper Co	12,900	282,881.52 21.93	326,112.00 25.28	0.14%	6,450.00	1.98%
Intuitive Surgical Inc	1,100	380,402.33 345.82	289,245.00 262.95	0.12%	0.00	0.00%
Jacobs Engineering Group Inc	880	33,639.11 38.23	33,976.80 38.61	0.01%	0.00	0.00%
JDS Uniphase Corp	4,300	49,388.08 11.49	45,150.00 10.50	0.02%	0.00	0.00%
Jefferies Group Inc	1,400	26,805.94 19.15	33,502.00 23.93	0.01%	420.00	1.25%
Johnson and Johnson	4,500	258,025.65 57.34	286,830.00 63.74	0.12%	9,720.00	3.39%
Joy Global Inc	600	14,940.00 24.90	42,570.00 70.95	0.02%	420.00	0.99%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

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Account Number: 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Juniper Networks Inc	3,500	93,114.61 26.60	113,365.00 32.39	0.05%	0.00	0.00%
Kansas City Southern	1,900	72,018.43 37.90	83,258.00 43.82	0.03%	0.00	0.00%
Laboratory Crp of Amer Hldgs	1,200	84,482.39 70.40	97,584.00 81.32	0.04%	0.00	0.00%
Leggett & Platt Inc	11,000	226,133.93 20.56	224,180.00 20.38	0.09%	11,880.00	5.30%
Lender Processing Services	1,700	65,438.38 38.49	49,028.00 28.84	0.02%	680.00	1.39%
Life Technologies Corp	600	30,524.58 50.87	30,108.00 50.18	0.01%	0.00	0.00%
Lincare Hldgs Inc	14,100	392,034.43 27.80	369,702.00 26.22	0.15%	11,280.00	3.05%
Lincoln Elec Hldgs Inc	700	47,496.68 67.85	41,832.00 59.76	0.02%	784.00	1.87%
Lincoln National Corp	1,200	31,527.12 26.27	29,376.00 24.48	0.01%	48.00	0.16%
Linear Technology Corp	16,900	577,797.69 34.19	545,025.00 32.25	0.23%	15,548.00	2.85%
Lockheed Martin Corp	3,800	388,366.08 102.20	270,902.00 71.29	0.11%	11,400.00	4.21%
Lowes Companies Inc	6,700	133,451.27 19.92	142,978.00 21.34	0.06%	2,948.00	2.06%
Lubrizol Corp	4,500	293,875.70 65.31	461,205.00 102.49	0.19%	6,480.00	1.41%
Manitowoc Inc	37,700	377,926.12 10.03	419,978.00 11.14	0.18%	3,016.00	0.72%
Marriott Intl Inc New Cl A	3,600	101,464.56 28.19	133,380.00 37.05	0.06%	576.00	0.43%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

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
Masco Corp	2,100	27,906.48 13.29	22,386.00 10.66	0.01%	630.00	2.81%
McDonalds Corp	1,100	62,736.41 57.03	85,547.00 77.77	0.04%	2,684.00	3.14%
McGraw-Hill Companies Inc	1,000	32,472.10 32.47	37,650.00 37.65	0.02%	940.00	2.50%
Medco Health Solutions Inc	8,500	372,957.05 43.88	446,505.00 52.53	0.19%	0.00	0.00%
Medtronic Inc	6,700	300,692.65 44.88	236,041.00 35.23	0.10%	6,030.00	2.55%
Micros Sys Inc	2,000	54,137.40 27.07	90,780.00 45.39	0.04%	0.00	0.00%
Microsoft Corp	49,500	883,845.22 17.86	1,319,917.50 26.67	0.55%	31,680.00	2.40%
Morgan Stanley Dean Witter & Co	11,300	311,912.77 27.60	281,031.00 24.87	0.12%	2,260.00	0.80%
Nalco Holding Co	1,600	30,415.20 19.01	45,088.00 28.18	0.02%	224.00	0.50%
Netflix.Com Inc	700	30,492.63 43.56	121,499.00 173.57	0.05%	0.00	0.00%
Newmont Mining Corp	2,500	144,200.00 57.68	152,150.00 60.86	0.06%	1,500.00	0.99%
Nordstrom Inc	2,200	69,627.36 31.65	84,722.00 38.51	0.04%	1,760.00	2.08%
Northern Trust Corp	3,600	269,849.16 74.96	178,668.00 49.63	0.07%	4,032.00	2.26%
Occidental Petroleum Corp	5,800	505,621.30 87.18	456,054.00 78.63	0.19%	8,816.00	1.93%
on Semiconductor Corporation	3,800	30,420.90 8.01	29,146.00 7.67	0.01%	0.00	0.00%

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Oracle Corporation	24,200	310,142.36 12.82	710,996.00 29.38	0.30%	4,840.00	0.68%
P P G Inds Inc	1,400	99,058.60 70.76	107,380.00 76.70	0.04%	3,080.00	2.87%
Panera Bread Company Class A	3,500	153,619.84 43.89	313,285.00 89.51	0.13%	0.00	0.00%
Parker-Hannifin CP	1,400	72,007.71 51.43	107,170.00 76.55	0.04%	1,624.00	1.52%
Pepsico Inc	10,300	658,532.36 63.94	672,590.00 65.30	0.28%	19,776.00	2.94%
Petsmart Inc	1,400	29,866.34 21.33	52,402.00 37.43	0.02%	700.00	1.34%
Philip Morris International	2,800	127,393.57 45.50	163,828.00 58.51	0.07%	7,168.00	4.38%
Polo Ralph Lauren Corp Cl A	3,300	165,108.90 50.03	319,704.00 96.88	0.13%	1,320.00	0.41%
Polycom Inc	11,000	292,234.80 26.57	371,580.00 33.78	0.16%	0.00	0.00%
Precision Castparts Corp	500	73,196.51 146.39	68,290.00 136.58	0.03%	60.00	0.09%
Priceline.Com Inc	200	30,680.38 153.40	75,362.00 376.81	0.03%	0.00	0.00%
Principal Financial Group	1,200	33,973.44 28.31	32,208.00 26.84	0.01%	600.00	1.86%
Procter & Gamble Co	4,800	296,789.28 61.83	305,136.00 63.57	0.13%	9,249.00	3.03%
Prudential Financial Inc	3,800	181,388.44 47.73	199,804.00 52.58	0.08%	2,660.00	1.33%
QLOGIC Corp	15,800	291,844.96 18.47	277,764.00 17.58	0.12%	0.00	0.00%

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Rayonier Inc	1,000	50,399.80 50.40	52,200.00 52.20	0.02%	2,160.00	4.14%
Red Hat Inc	1,900	37,579.13 19.78	80,294.00 42.26	0.03%	0.00	0.00%
Ross Stores Inc	700	30,531.48 43.62	41,293.00 58.99	0.02%	448.00	1.08%
Rovi Corp	2,600	96,298.28 37.04	131,690.00 50.65	0.06%	0.00	0.00%
Sandisk Corp	2,500	52,727.00 21.09	94,075.00 37.63	0.04%	0.00	0.00%
Sara Lee Corp	4,800	67,179.36 14.00	68,784.00 14.33	0.03%	2,208.00	3.21%
SBA Communications Corp	11,100	451,607.21 40.69	435,786.00 39.26	0.18%	0.00	0.00%
Schlumberger LTD	6,600	564,664.50 85.56	461,274.00 69.89	0.19%	5,544.00	1.20%
Schwab Charles Corp	13,400	294,726.45 22.00	206,494.00 15.41	0.09%	3,216.00	1.56%
Sherwin Williams Co	800	55,271.04 69.09	58,376.00 72.97	0.02%	1,152.00	1.97%
Sigma Aldrich Corp	1,700	47,474.29 27.93	107,933.00 63.49	0.05%	1,088.00	1.01%
Sm Energy Company	2,000	98,176.00 49.09	83,360.00 41.68	0.03%	200.00	0.24%
Starbucks Corp	15,700	366,392.47 23.34	448,392.00 28.56	0.19%	8,164.00	1.82%
Stryker Corp	4,800	319,937.76 66.65	237,552.00 49.49	0.10%	2,880.00	1.21%
T Rowe Price Group Inc	2,500	120,967.96 48.39	138,175.00 55.27	0.06%	2,700.00	1.95%

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Target Corp	3,900	210,231.45 53.91	202,566.00 51.94	0.08%	3,900.00	1.93%
TD Ameritrade Holding Corp	3,400	57,514.06 16.92	58,106.00 17.09	0.02%	680.00	1.17%
Tempur Pedic International	1,900	56,500.87 29.74	65,550.00 34.50	0.03%	0.00	0.00%
Teradata Corp	1,200	32,071.20 26.73	47,232.00 39.36	0.02%	0.00	0.00%
Texas Instruments Inc	16,100	478,951.89 29.75	476,077.00 29.57	0.20%	8,372.00	1.76%
The Brinks Company	1,100	37,983.02 34.53	25,960.00 23.60	0.01%	440.00	1.69%
Tiffany & Co	1,200	48,650.82 40.54	63,600.00 53.00	0.03%	1,200.00	1.89%
Timken Co	12,700	362,549.23 28.55	526,034.00 41.42	0.22%	6,604.00	1.26%
Titanium Metals Corporation	2,900	52,848.73 18.22	57,014.00 19.66	0.02%	0.00	0.00%
TJX Cos Inc	1,100	33,679.47 30.62	50,479.00 45.89	0.02%	660.00	1.31%
Toro Company	1,300	72,479.42 55.75	73,788.00 56.76	0.03%	936.00	1.27%
TRW Automotive Holdings Corporation	1,800	30,830.04 17.13	82,242.00 45.69	0.03%	0.00	0.00%
Union Pacific Corp	4,100	314,657.37 76.75	359,488.00 87.68	0.15%	5,412.00	1.51%
United Continental Holdings	16,170	367,932.92 22.75	469,576.80 29.04	0.20%	0.00	0.00%
United Technologies Corp	11,000	726,983.81 66.09	822,470.00 74.77	0.34%	18,700.00	2.27%

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Varian Medical System Incorporated	1,300	59,002.32 45.39	82,186.00 63.22	0.03%	0.00	0.00%
Verisign Inc	1,500	41,188.20 27.46	52,125.00 34.75	0.02%	0.00	0.00%
Wal-Mart Stores Inc	9,200	471,007.39 51.20	498,364.00 54.17	0.21%	11,132.00	2.23%
Western Digital Corp	5,100	124,134.00 24.34	163,251.00 32.01	0.07%	0.00	0.00%
Xilinx Inc	3,900	102,076.56 26.17	104,520.00 26.80	0.04%	2,496.00	2.39%
Zebra Technologies Corp Class A	2,700	70,591.68 26.15	96,606.00 35.78	0.04%	0.00	0.00%
Total Common Stocks		\$ 31,466,589.41	\$ 36,623,769.40	15.31%	\$ 492,694.00	1.35%

Exchange Traded Funds

iShares Russell Midcap Growth Index Fund	10,000	469,079.35 46.91	517,800.00 51.78	0.22%	4,290.00	0.83%
iShares Russell Midcap Value Index Fund	137,000	5,149,890.56 37.59	5,743,040.00 41.92	2.40%	116,587.00	2.03%
iShares Russell 1000 Growth Index Fund	6,600	323,597.34 49.03	355,674.00 53.89	0.15%	4,758.00	1.34%
iShares Russell 1000 Value Index Fund	765,800	44,610,457.14 58.25	46,568,298.00 60.81	19.46%	976,395.00	2.10%
iShares Russell 2000 Growth Index Fund	37,200	2,206,909.31 59.33	2,909,412.00 78.21	1.22%	17,707.00	0.61%
iShares Russell 2000 Value Index Fund	34,300	2,484,684.60 72.44	2,208,234.00 64.38	0.92%	36,255.00	1.64%
Total Exchange Traded Funds		\$ 55,244,618.30	\$ 58,302,458.00	24.37%	\$ 1,155,992.00	1.98%

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Endurance Specialty Holdings	1,100	40,354.82 36.69	45,540.00 41.40	0.02%	1,100.00	2.42%
Marvell Technology Group LTD	3,200	36,676.80 11.46	61,696.00 19.28	0.03%	0.00	0.00%
Valeant Pharmaceuticals Intl Inc	13,712	235,327.42 17.16	378,588.32 27.61	0.16%	5,210.00	1.38%
Total Common Stock - ADR		\$ 312,359.04	\$ 485,824.32	0.20%	\$ 6,310.00	1.30%

Exchange Traded Funds

iShares MSCI EAFE Growth Index Fund	89,500	5,006,423.56 55.94	5,262,600.00 58.80	2.20%	94,601.00	1.80%
iShares MSCI EAFE Value Index Fund	58,200	2,665,663.22 45.80	2,951,904.00 50.72	1.23%	90,093.00	3.05%
SPDR S&P International Small Cap Etf	148,400	3,822,535.48 25.76	4,305,084.00 29.01	1.80%	60,844.00	1.41%
Vanguard Emerging Markets Vipers-Etf	109,900	4,269,983.44 38.85	5,151,013.00 46.87	2.15%	59,895.00	1.16%
Total Exchange Traded Funds		\$ 15,764,605.70	\$ 17,670,601.00	7.39%	\$ 305,433.00	1.73%
Total International Equities		\$ 20,188,946.27	\$ 24,194,982.32	10.11%	\$ 428,606.00	1.77%
Total Equity Investments		\$ 146,898,004.12	\$ 160,563,999.04	67.10%	\$ 2,159,568.00	1.34%

Fixed Income Investments

Mortgage

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Federal Home Loan Mortgage Corp Gold Pool # C90036 6% Due 10/1/13 Dated 10/1/93	9,396.10	8,935.11 95.09	10,204.16 108.60	0.00%	563.00	5.52%
Federal National Mortgage Assoc Pool # 50847 6% Due 12/1/13 Dated 12/1/93	20,954.06	20,305.79 96.91	21,802.07 104.05	0.01%	1,257.00	5.77%
Federal National Mortgage Assoc Pool # 589395 6% Due 7/1/16 Dated 7/1/01	30,016.097	30,034.85 100.06	32,607.09 108.63	0.01%	1,800.00	5.52%
Federal National Mortgage Assoc REMIC Series 2002-18 Class PC 5.5% Due 4/25/17 Dated 3/1/02	344,093.82	346,351.95 100.66	363,789.20 105.72	0.15%	18,925.00	5.20%
Federal Home Loan Mortgage Corp REMIC Series 2508 Class Oy 4.5% Due 10/15/17 Dated 10/1/02	914,371.96	848,365.74 92.78	973,618.42 106.48	0.41%	41,146.00	4.23%
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	596,542.71 108.46	0.25%	27,500.00	4.61%
Residential Funding Mortgage Security I Series 2003-S8 Class A1 5% Due 5/25/18 Dated 5/1/03	64,825.601	65,696.69 101.34	67,047.24 103.43	0.03%	3,241.00	4.83%
Wells Fargo Mortgage Backed Securities Trust Series 2003-6 Class 1A1 5% Due 6/25/18 Dated 5/1/03	102,098.057	104,618.60 102.47	105,844.44 103.67	0.04%	5,104.00	4.82%
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	913,376.77 107.46	0.38%	34,000.00	3.72%
Cs First Boston Mortgage Securities Corp Series 2003-29 Class 8A1 6% Due 11/25/18 Dated 12/1/03	268,524.389	237,140.60 88.31	277,958.72 103.51	0.12%	16,111.00	5.80%

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Countrywide Alternative Loan Trust Series 2004-18cb Class 3A1 5.25% Due 9/25/19 Dated 7/1/04	144,631.15	146,167.86 101.06	147,287.01 101.84	0.06%	7,593.00	5.16%
Washington Mutual Mortgage Pass Through Series 2005-4 Class 4A1 5.5% Due 6/25/20 Dated 5/1/05	356,989.317	353,114.09 98.91	357,545.51 100.16	0.15%	19,634.00	5.49%
J.P. Morgan Alternative Loan Trust Series 2006-S1 Class 2A4 5.5% Due 2/25/21 Dated 2/1/06	233,001.559	228,669.20 98.14	207,401.91 89.01	0.09%	12,815.00	6.18%
Federal Home Loan Mortgage Corp Gold Pool # G13098 5.5% Due 9/1/21 Dated 3/1/08	208,616.816	212,691.35 101.95	226,301.26 108.48	0.09%	11,473.00	5.07%
Federal Home Loan Mortgage Corp REMIC Series 2829 Class AK 5% Due 4/15/22 Dated 7/1/04	528,065.47	529,220.62 100.22	542,009.09 102.64	0.23%	26,403.00	4.87%
Government National Mortgage Assoc REMIC Series 2004-9 Class A 3.36% Due 8/16/22 Dated 2/1/04	12,788.91	12,780.91 99.94	12,785.65 99.97	0.01%	429.00	3.36%
Federal Home Loan Mortgage Corp Multiclass Mortgage Participation Certificate Guaranteed Series 1579 Class Pm 6.7% Due 9/15/23 Dated 9/1/93	74,367.98	74,251.75 99.84	86,243.62 115.97	0.04%	4,982.00	5.78%
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	852,942.88 106.62	0.36%	32,000.00	3.75%
Federal National Mortgage Assoc REMIC Trust Series 1994-G6 Class Pj 8% Due 5/17/24 Dated 5/1/94	67,426.20	71,197.86 105.59	78,784.21 116.85	0.03%	5,394.00	6.85%

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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	404,401.09 107.84	0.17%	20,625.00	5.10%
Federal National Mortgage Assoc Pool # 295895 6.5% Due 1/1/25 Dated 1/1/95	26,737.46	26,933.83 100.73	29,699.97 111.08	0.01%	1,737.00	5.85%
Federal National Mortgage Assoc Pool # 350204 9% Due 2/1/25 Dated 8/1/96	16,305.54	17,243.10 105.75	18,766.70 115.09	0.01%	1,467.00	7.82%
Government National Mortgage Assoc REMIC Series 2003-5 Class B 4.486% Due 10/16/25 Dated 1/1/03	300,818.926	306,647.28 101.94	310,282.36 103.15	0.13%	13,494.00	4.35%
Federal National Mortgage Assoc Pool # 346283 6.5% Due 3/1/26 Dated 5/1/96	1,935.17	1,874.25 96.85	2,154.56 111.34	0.00%	125.00	5.84%
Federal National Mortgage Assoc Pool # 345063 7.5% Due 4/1/26 Dated 4/1/96	86,478.68	88,924.40 102.83	99,073.43 114.56	0.04%	6,485.00	6.55%
Federal Home Loan Mortgage Corp Gold Pool #C00456 7% Due 5/1/26 Dated 5/1/96	41,364.62	39,541.98 95.59	46,819.79 113.19	0.02%	2,895.00	6.18%
Government National Mortgage Assoc II Pool # 002248 7.5% Due 7/20/26 Dated 7/1/96	25,655.19	25,077.92 97.75	29,589.93 115.34	0.01%	1,924.00	6.50%
Federal Home Loan Mortgage Corp REMIC Series 2907 Class Hc 5% Due 6/15/27 Dated 12/1/04	286,937.49	289,403.35 100.86	294,298.30 102.57	0.12%	14,346.00	4.87%
Government National Mortgage Assoc Series 1998-12 Class EB 6.5% Due 5/20/28 Dated 5/1/98	46,578.81	49,038.75 105.28	47,814.19 102.65	0.02%	3,027.00	6.33%

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Federal National Mortgage Assoc Pool # 323380 6.5 Due 10/1/28 Dated 10/1/98	20,690.27	20,599.75 99.56	23,436.90 113.28	0.01%	1,344.00	5.74%
Federal National Mortgage Assoc Pool # 507042 7.5% Due 9/1/29 Dated 8/1/99	21,011.53	21,398.95 101.84	24,192.68 115.14	0.01%	1,575.00	6.51%
Government National Mortgage Assoc REMIC Series 2005-32 Class B 4.385% Due 8/16/30 Dated 4/1/05	104,108.94	100,822.99 96.84	105,813.81 101.64	0.04%	4,565.00	4.31%
Federal Home Loan Mortgage Corp Gold Pool # C43561 7% Due 10/1/30 Dated 10/1/00	7,709.17	7,758.55 100.64	8,756.15 113.58	0.00%	539.00	6.16%
Federal Home Loan Mortgage Corp Gold Pool # C01103 7.5% Due 12/1/30 Dated 12/1/00	24,007.16	24,434.79 101.78	27,425.30 114.24	0.01%	1,800.00	6.57%
Federal Home Loan Mortgage Corp Gold Pool # C55996 7% Due 1/1/31 Dated 7/1/01	35,408.17	36,199.33 102.23	40,216.95 113.58	0.02%	2,478.00	6.16%
Federal National Mortgage Assoc Pool # 579215 7% Due 3/1/31 Dated 4/1/01	23,836.43	24,043.13 100.87	27,309.87 114.57	0.01%	1,668.00	6.11%
Government National Mortgage Assoc II Pool # 003133 6.5% Due 9/20/31 Dated 9/1/01	55,479.28	57,317.01 103.31	62,673.83 112.97	0.03%	3,606.00	5.75%
Federal National Mortgage Assoc REMIC Series 2003-1 Class PG 5.5% Due 9/25/31 Dated 1/1/03	245,333.89	241,232.22 98.33	253,989.07 103.53	0.11%	13,493.00	5.31%
Federal National Mortgage Assoc REMIC Tr 2001-45 Class Wg 6.5% Due 9/25/31 Dated 8/1/01	222,877.12	216,469.40 97.13	251,459.02 112.82	0.11%	14,487.00	5.76%

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Federal National Mortgage Assoc Pool # 613340 7% Due 11/1/31 Dated 11/1/01	64,557	66,191.09 102.53	74,017.18 114.65	0.03%	4,518.00	6.11%
Federal National Mortgage Assoc Pool # 625186 7% Due 1/1/32 Dated 1/1/02	29,140.55	29,755.23 102.11	33,410.81 114.65	0.01%	2,039.00	6.11%
Master Asset Securitization Trust Series 2004-3 Class 5 A1 6.25% Due 1/25/32 Dated 2/1/04	20,693.57	21,165.60 102.28	20,887.30 100.94	0.01%	1,293.00	6.19%
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	976,334.49 108.48	0.41%	45,000.00	4.61%
Federal National Mortgage Assoc Pool # 675570 6% Due 12/1/32 Dated 12/1/02	132,176.50	135,893.97 102.81	146,871.88 111.12	0.06%	7,930.00	5.40%
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	427,763.41 111.11	0.18%	19,400.00	4.54%
Federal National Mortgage Assoc Pool # 659517 5.5% Due 3/1/33 Dated 2/1/03	260,846.76	266,797.32 102.28	282,797.01 108.42	0.12%	14,346.00	5.07%
Federal Home Loan Mortgage Corp REMIC Series 2579 Class KJ 5.5% Due 3/15/33 Dated 3/1/03	4,909.616	4,966.38 101.16	4,917.55 100.16	0.00%	270.00	5.49%
Government National Mortgage Assoc Pool # 603566 5.5% Due 4/15/33 Dated 4/1/03	237,719.79	241,527.01 101.60	259,261.96 109.06	0.11%	13,074.00	5.04%
Federal National Mortgage Assoc Pool # 696434 5% Due 5/1/33 Dated 5/1/03	218,618.30	222,273.34 101.67	234,135.83 107.10	0.10%	10,930.00	4.67%

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Residential Funding Securities Corporation Series 2003-RM2 Class Aiii 6% Due 5/25/33 Dated 5/1/03	152,745.779	153,638.50 100.58	157,345.41 103.01	0.07%	9,164.00	5.82%
Cs First Boston Mortgage Securities Corp Series 2003-19 Class 1A4 5.25% Due 7/25/33 Dated 7/1/03	453,803.492	398,212.57 87.75	474,285.46 104.51	0.20%	23,824.00	5.02%
Countrywide Home Loans Series 2003-J6 Class 1A1 5.5% Due 8/25/33 Dated 6/01/03	452,514.236	453,362.71 100.19	479,828.90 106.04	0.20%	24,888.00	5.19%
Government National Mortgage Assoc Pool # 622123 5.5% Due 10/15/33 Dated 10/1/03	76,565.434	79,328.99 103.61	83,503.79 109.06	0.03%	4,211.00	5.04%
Structured Asset Securities Corp Series 2003-31a Class 2A7 Variable Rate Due 10/25/33 Dated 9/1/03	538,677.968	426,902.29 79.25	517,811.74 96.13	0.22%	14,608.00	2.82%
Chase Mortgage Finance Corporation Series 2003-S13 Class A1 5.5% Due 11/25/33 Dated 11/1/03	354,624.674	307,636.91 86.75	365,388.24 103.04	0.15%	19,504.00	5.34%
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	521,967.42 115.99	0.22%	27,000.00	5.17%
Federal National Mortgage Assoc Pool # 735648 Variable Rate Due 2/1/34 Dated 6/1/05	243,004.85	242,397.31 99.75	253,949.79 104.50	0.11%	7,144.00	2.81%
Residential Accredit Loans Inc Series 2004-QS2 Class Cb 5.75% Due 2/25/34 Dated 2/1/04	265,697.49	214,882.84 80.88	265,493.97 99.92	0.11%	15,277.00	5.75%

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Federal National Mortgage Assoc REMIC Series 2004-60 Class PA 5.5% Due 4/25/34 Dated 7/1/04	307,269,238	304,052.52 98.95	330,507.98 107.56	0.14%	16,899.00	5.11%
Federal Home Loan Mortgage Corp Pool # 781530 Variable Rate Due 5/1/34 Dated 4/1/04	96,821,751	93,508.64 96.58	101,155.49 104.48	0.04%	2,521.00	2.49%
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	308,382.00 102.79	0.13%	15,750.00	5.11%
Structured Asset Securities Corp Series 2004-13 Class 1A2 5.5% Due 7/25/34 Dated 6/1/04	470,081,686	432,475.16 92.00	466,556.54 99.25	0.19%	21,713.00	4.65%
Wamu Mortgage Pass Through Certificates Series 2004-S3 Class 2A5 5.5% Due 7/25/34 Dated 6/1/04	500,000	513,125.00 102.63	505,928.50 101.19	0.21%	27,500.00	5.44%
Citicorp Mortgage Securities Inc Series 2004-5 Class 2A3 4.75% Due 8/25/34 Dated 8/1/04	138,790,308	134,626.61 97.00	142,650.21 102.78	0.06%	6,592.00	4.62%
Federal National Mortgage Assoc Pool # 802650 5.109% Due 10/1/34 Dated 10/1/04	82,579,403	84,037.44 101.77	86,724.89 105.02	0.04%	4,298.00	4.96%
Federal National Mortgage Assoc Pool # 808051 4.5% Due 2/1/35 Dated 2/1/05	648,494,296	609,685.96 94.02	685,017.49 105.63	0.29%	29,182.00	4.26%
Federal National Mortgage Assoc Pool # 816308 Variable Rate Due 2/1/35 Dated 2/1/05	197,654,479	197,654.48 100.00	206,388.83 104.42	0.09%	4,889.00	2.37%
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	511,600.86 101.31	0.21%	27,775.00	5.43%



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Federal Home Loan Mortgage Corp Pool # 1B3915 Variable Rate Due 9/1/35 Dated 9/1/05	689,466.98	671,799.40 97.44	729,566.38 105.82	0.30%	29,633.00	4.06%
Merrill Lynch Mortgage Investors Tr Series 2005-A7 Class 2A1 5.4005% Due 9/25/35 Dated 9/1/05	376,915.988	367,964.23 97.63	345,144.99 91.57	0.14%	20,089.00	5.82%
Federal Home Loan Mortgage Corp Pool # 847512 Variable Rate Due 1/1/36 Dated 1/1/06	212,123.004	210,664.64 99.31	225,527.06 106.32	0.09%	11,197.00	4.97%
Wells Fargo Mortgage Backed Securities Trust Series 2006-AR6 Class 5A1 5.1095% Due 3/25/36 Dated 3/1/06	274,189.272	268,534.13 97.94	258,559.94 94.30	0.11%	13,643.00	5.28%
Government National Mortgage Assoc REMIC Series 2003-38 Class Jc 7.0377% Due 8/16/42 Dated 5/1/03	60,346.975	66,909.96 110.88	70,670.32 117.11	0.03%	4,227.00	5.98%
Total Mortgage		\$ 16,922,914.81	\$ 18,536,619.48	7.75%	\$ 882,378.00	4.76%

Credit

Southern California Gas Company 1st Mortgage Note 4.375% Due 1/15/11 Dated 12/15/03 Non Callable	315,000	314,908.65 99.97	317,479.05 100.79	0.13%	13,781.00	4.34%
Hershey Inc Note 6.95% Due 8/15/12 Dated 8/15/97 Non Callable	400,000	468,548.00 117.14	443,152.00 110.79	0.19%	27,800.00	6.27%
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	562,536.00 108.18	0.24%	27,300.00	4.85%

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Merrill Lynch & Co Note 5.45% Due 2/5/13 Dated 2/5/08 Non Callable	295,000	314,921.35 106.75	313,933.10 106.42	0.13%	16,077.00	5.12%
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	442,636.00 110.66	0.18%	21,500.00	4.86%
Bank of America Corp Note 4.9% Due 5/1/13 Dated 5/2/08 Non Callable	140,000	139,613.60 99.72	147,791.00 105.57	0.06%	6,860.00	4.64%
Credit Suisse New York Senior Note 5% Due 5/15/13 Dated 5/6/08 Non Callable	200,000	199,558.00 99.78	218,776.00 109.39	0.09%	10,000.00	4.57%
South Carolina Electric & Gas Note 7.125% Due 6/15/13 Dated 7/1/93 Non Callable	375,000	433,012.50 115.47	431,505.00 115.07	0.18%	26,718.00	6.19%
Royal Bank of Canada Notes 2.1% Due 7/29/13 Dated 4/29/10 Non Callable	560,000	559,882.40 99.98	579,941.60 103.56	0.24%	11,760.00	2.03%
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	300,701.70 111.37	0.13%	13,837.00	4.60%
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	503,166.40 109.38	0.21%	24,150.00	4.80%
Wisconsin Public Service Secured Note 4.8% Due 12/1/13 Dated 12/1/03 Callable	350,000	348,761.00 99.65	386,806.00 110.52	0.16%	16,800.00	4.34%

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Shell International Finance Senior Unsecured Note 4% Due 3/21/14 Dated 3/23/09 Callable	550,000	549,851.50 99.97	599,335.00 108.97	0.25%	22,000.00	3.67%
Goldman Sachs Group Inc Senior Notes 6% Due 5/1/14 Dated 5/6/09 Non Callable	355,000	387,500.25 109.16	398,807.00 112.34	0.17%	21,300.00	5.34%
Microsoft Corp Senior Unsecured Note 2.95% Due 6/1/14 Dated 5/18/09 Non Callable	280,000	279,725.60 99.90	298,250.40 106.52	0.12%	8,260.00	2.77%
Conocophillips Note 4.6% Due 1/15/15 Dated 5/21/09 Callable	240,000	239,786.40 99.91	269,649.60 112.35	0.11%	11,040.00	4.09%
Pfizer Inc Senior Unsecured Note 5.35% Due 3/15/15 Dated 3/24/09 Callable	400,000	399,500.00 99.88	463,928.00 115.98	0.19%	21,400.00	4.61%
AT&T Inc Senior Note 2.5% Due 8/15/15 Dated 7/30/10 Callable	400,000	398,776.00 99.69	411,436.00 102.86	0.17%	10,000.00	2.43%
Duke Energy Corporation Note 5.3% Due 10/1/15 Dated 9/23/03 Callable	300,000	301,197.00 100.40	350,643.00 116.88	0.15%	15,900.00	4.53%
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	864,276.00 123.47	0.36%	53,900.00	6.24%

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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	771,977.25 114.37	0.32%	51,975.00	6.73%
Bhp Billiton Finance Note 5.25% Due 12/15/15 Dated 12/12/05 Non Callable	290,000	287,752.50 99.23	333,581.20 115.03	0.14%	15,225.00	4.56%
Citigroup Inc Senior Note 5.3% Due 1/7/16 Dated 12/8/05 Non Callable	275,000	246,441.25 89.62	297,368.50 108.13	0.12%	14,575.00	4.90%
Verizon Communications Senior Note 5.55% Due 2/15/16 Dated 2/15/06 Callable	465,000	441,619.80 94.97	546,030.90 117.43	0.23%	25,807.00	4.73%
Receipts on Corporate Securities Trust Amortizing Series Nsc 1998-1 6.375% Due 5/15/17 Dated 11/15/97 Callable-Sinking Fund	402,912.42	395,007.27 98.04	423,835.66 105.19	0.18%	25,685.00	6.06%
Georgia Power Company Note 5.7% Due 6/1/17 Dated 6/12/07 Callable	240,000	239,481.60 99.78	280,536.00 116.89	0.12%	13,680.00	4.88%
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	570,335.00 114.07	0.24%	36,875.00	6.47%
Emerson Electric Co Note 5.375% Due 10/15/17 Dated 5/18/07 Callable	325,000	321,499.75 98.92	382,752.50 117.77	0.16%	17,468.00	4.56%
Hewlett Packard Co Note 5.5% Due 3/1/18 Dated 3/3/08 Callable	305,000	311,060.35 101.99	358,551.90 117.56	0.15%	16,775.00	4.68%

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Morgan Stanley Senior Unsecured Note 6.625% Due 4/1/18 Dated 4/1/08 Callable	270,000	275,383.80 101.99	303,272.10 112.32	0.13%	17,887.00	5.90%
Dupont Ei Nemour Senior Note 6% Due 7/15/18 Dated 7/28/08 Callable	290,000	289,878.20 99.96	347,362.00 119.78	0.15%	17,400.00	5.01%
Honeywell International Senior Unsecured Note 5% Due 2/15/19 Dated 2/20/09 Callable	275,000	272,893.50 99.23	314,844.75 114.49	0.13%	13,750.00	4.37%
Banc One Corp Note 8.53% Due 3/1/19 Dated 3/1/98 Non Callable	100,000	132,418.00 132.42	121,780.00 121.78	0.05%	8,530.00	7.00%
Canadian National Railway Note 5.55% Due 3/1/19 Dated 2/25/09 Callable	525,000	555,229.50 105.76	620,266.50 118.15	0.26%	29,137.00	4.70%
Coca Cola Co Senior Note 4.875% Due 3/15/19 Dated 3/6/09 Callable	475,000	470,615.75 99.08	540,830.25 113.86	0.23%	23,156.00	4.28%
General Electric Capital Corp Note 4.375% Due 9/16/20 Dated 9/16/10 Non Callable	260,000	257,964.20 99.22	262,264.60 100.87	0.11%	11,375.00	4.34%
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	58,465.60 146.16	0.02%	3,220.00	5.51%
Tosco Corporation Note 8.125% Due 2/15/30 Dated 2/15/00 Callable	225,000	292,225.50 129.88	298,527.75 132.68	0.12%	18,281.00	6.12%

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South Carolina Electric & Gas Note 6.625% Due 2/1/32 Dated 1/31/02 Callable	450,000	533,817.45 118.63	535,275.00 118.95	0.22%	29,812.00	5.57%
Suntrust Capital VIII Note 6.1% Due 12/15/36 Dated 12/6/06 Callable	174,000	157,764.06 90.67	162,690.00 93.50	0.07%	10,614.00	6.52%
Abbott Laboratories Note 6.15% Due 11/30/37 Dated 11/9/07 Callable	135,000	134,460.00 99.60	158,337.45 117.29	0.07%	8,302.00	5.24%
Oracle Corp Senior Unsecured Note 6.125% Due 7/8/39 Dated 7/8/09 Callable	500,000	496,670.00 99.33	580,930.00 116.19	0.24%	30,625.00	5.27%
Southern Cal Edison Note 5.5% Due 3/15/40 Dated 3/11/10 Callable	275,000	271,691.75 98.80	296,166.75 107.70	0.12%	15,125.00	5.11%
GE Capital Trust I Subordinated Note Variable Rate Due 11/15/67 Dated 11/15/09 Callable	270,000	270,000.00 100.00	266,962.50 98.88	0.11%	17,212.00	6.45%
Total Credit		\$ 15,691,719.35	\$ 17,137,693.01	7.16%	\$ 852,874.00	4.98%
Treasury						
United States Treasury Bonds 7.875% Due 2/15/21 Dated 2/15/91	700,000	969,199.22 138.46	1,028,891.50 146.98	0.43%	55,125.00	5.36%
United States Treasury Bonds 5.5% Due 8/15/28 Dated 8/17/98	375,000	402,714.84 107.39	472,207.50 125.92	0.20%	20,625.00	4.37%
United States Treasury Bonds 5.25% Due 11/15/28 Dated 11/15/98	400,000	450,484.38 112.62	490,250.00 122.56	0.20%	21,000.00	4.28%

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United States Treasury Bonds 4.5% Due 2/15/36 Dated 2/15/06	275,000	266,568.48 96.93	301,167.63 109.52	0.13%	12,375.00	4.11%
United States Treasury Bonds 4.75% Due 2/15/37 Dated 2/15/07	285,000	278,576.37 97.75	324,097.73 113.72	0.14%	13,537.00	4.18%
Total Treasury		\$ 2,367,543.29	\$ 2,616,614.36	1.09%	\$ 122,662.00	4.69%

Agencies

Federal National Mortgage Assoc Note 6% Due 5/15/11 Dated 5/25/01 Non Callable	250,000	280,867.50 112.35	257,773.75 103.11	0.11%	15,000.00	5.82%
Federal Home Loan Mortgage Corp Note 6% Due 6/15/11 Dated 6/15/01 Non Callable	400,000	408,396.00 102.10	414,562.00 103.64	0.17%	24,000.00	5.79%
Federal National Mortgage Assoc Note 1.3% Due 5/25/12 Dated 5/25/10	570,000	573,551.10 100.62	572,405.40 100.42	0.24%	7,410.00	1.29%
Federal Farm Credit Bank Note 5.3% Due 5/27/14 Dated 5/27/04 Non Callable	840,000	856,472.40 101.96	971,775.00 115.69	0.41%	44,520.00	4.58%
Federal Home Loan Bank Note 5.25% Due 6/18/14 Dated 5/27/04 Non Callable	400,000	412,707.60 103.18	464,876.00 116.22	0.19%	21,000.00	4.52%
Federal National Mortgage Assoc Note 5% Due 4/15/15 Dated 3/30/05 Non Callable	500,000	508,149.00 101.63	583,440.00 116.69	0.24%	25,000.00	4.28%
Federal National Mortgage Assoc Note 5% Due 2/13/17 Dated 1/12/07 Non Callable	560,000	613,577.44 109.57	662,289.60 118.27	0.28%	28,000.00	4.23%

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Federal National Mortgage Assoc Note Variable Rate Due 8/24/17 Dated 8/24/10 Callable	550,000	550,000.00 100.00	553,696.00 100.67	0.23%	8,250.00	1.49%
Federal Home Loan Bank Note 5% Due 11/17/17 Dated 10/19/07 Non Callable	590,000	609,769.13 103.35	705,696.05 119.61	0.29%	29,500.00	4.18%
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	547,890.00 109.58	0.23%	18,750.00	3.42%
Federal Home Loan Bank Note 5.375% Due 8/15/24 Dated 8/20/04 Non Callable	360,000	369,586.80 102.66	434,530.80 120.70	0.18%	19,350.00	4.45%
Tennessee Valley Authority Note 6.75% Due 11/1/25 Dated 11/1/95 Non Callable	230,000	276,604.90 120.26	308,147.10 133.98	0.13%	15,525.00	5.04%
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	733,336.80 130.95	0.31%	35,000.00	4.77%
Tennessee Valley Authority Note 5.88% Due 4/1/36 Dated 7/23/97 Puttable	280,000	309,540.00 110.55	340,704.00 121.68	0.14%	16,464.00	4.83%
Total Agencies		\$ 6,912,821.75	\$ 7,551,122.50	3.16%	\$ 307,769.00	4.08%
Asset Backed Securities						
Hertz Vehicle Financing LLC Series 2005-1a Class A5 5.08% Due 11/25/11 Dated 12/21/05	79,166.66	79,153.79 99.98	79,380.92 100.27	0.03%	4,021.00	5.07%

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Huntington Auto Trust Series 2008-1a Class A3a 4.81% Due 4/16/12 Dated 6/11/08	109,920.66	109,038.31 99.20	110,819.56 100.82	0.05%	5,287.00	4.77%
Americredit Automobile Receivables Trust Series 2010-3 Class A2 .77% Due 12/9/13 Dated 9/23/10	500,000	499,992.15 100.00	500,284.15 100.06	0.21%	3,850.00	0.77%
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	584,535.56 104.38	0.24%	20,664.00	3.54%
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	451,443.60 112.86	0.19%	19,600.00	4.34%
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	553,000.78 114.02	0.23%	24,492.00	4.43%
Residential Funding Mortgage Securities I Series 2000-HI2 Class A15 Variable Rate Due 3/25/25 Dated 3/1/00	41,241.71	45,441.59 110.18	40,707.13 98.70	0.02%	3,649.00	8.97%
Residential Funding Mortgage Securities Series 2004-HI1 Class A5 5.18% Due 4/25/29 Dated 3/1/04	765,582.912	497,628.89 65.00	717,093.19 93.67	0.30%	39,657.00	5.53%
Equity One Abs Inc Series 2003-4 Class AF6 Variable Rate Due 10/25/34 Dated 10/1/03	530,383.36	525,742.51 99.13	539,815.17 101.78	0.23%	25,622.00	4.75%
Structured Asset Securities Corp Series 2005-NC1 Class A11 Variable Rate Due 2/25/35 Dated 1/1/05	513,482.994	520,864.31 101.44	525,364.99 102.31	0.22%	24,082.00	4.58%

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Northstar Education Finance Inc Series 2005-1 Class A5 4.74% Due 10/28/45 Dated 10/25/05	248,220	248,192.63 99.99	237,290.87 95.60	0.10%	3,139.00	1.32%
Total Asset Backed Securities		\$ 3,969,164.35	\$ 4,339,735.92	1.81%	\$ 174,063.00	4.01%
Taxable Municipal Bonds						
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	386,466.85 100.38	0.16%	19,250.00	4.98%
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	328,272.75 101.01	0.14%	17,972.00	5.47%
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	301,503.00 100.50	306,993.00 102.33	0.13%	16,080.00	5.24%
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	76,947.75 102.60	0.03%	3,873.00	5.03%
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	245,707.20 102.38	0.10%	10,214.00	4.16%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Solano County CA Taxable Revenue 5.08% Due 1/15/12 Dated 11/23/05 Non Callable	135,000	135,000.00 100.00	140,081.40 103.76	0.06%	6,858.00	4.90%
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	399,543.75 106.55	0.17%	20,962.00	5.25%
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	10,667.40 106.67	0.00%	461.00	4.32%
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	406,071.30 109.75	0.17%	19,277.00	4.75%
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	491,386.50 109.20	0.21%	23,625.00	4.81%
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	10,839.70 108.40	0.00%	474.00	4.37%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

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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>
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	253,795.50 112.80	0.11%	12,982.00	5.12%
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	200,253.25 108.25	0.08%	10,652.00	5.32%
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	10,944.00 109.44	0.00%	480.00	4.39%
OH State Build America Bonds General Obligation Unlimited 3.625% Due 11/1/20 Dated 10/29/10 Callable	550,000	552,062.50 100.38	545,572.50 99.20	0.23%	19,937.00	3.65%
WI Housing & Economic Development Authority Home Ownership Revenue Taxable Series F 5.727% Due 9/1/37 Dated 10/25/06 Sinkable Callable	200,000	199,971.20 99.99	196,238.00 98.12	0.08%	11,454.00	5.84%
Total Taxable Municipal Bonds		\$ 3,861,277.80	\$ 4,009,780.85	1.68%	\$ 194,551.00	4.85%
Total Fixed Income Investments		\$ 49,725,441.35	\$ 54,191,566.12	22.65%	\$ 2,534,297.00	4.68%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

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>
Alternative Investments						
Hedge Funds						
Bridgewater All Weather Limited Partnership Class B	11,630,849	11,630,849.00 1,000.00	15,338,119.31 1,318.74	6.41%	0.00	0.00%
Total Hedge Funds		\$ 11,630,849.00	\$ 15,338,119.31	6.41%	\$ 0.00	0.00%
Total Alternative Investments		\$ 11,630,849.00	\$ 15,338,119.31	6.41%	\$ 0.00	0.00%
Hybrids						
Preferred Stock						
iShares S&P US Preferred Stock Index Fund	55,000	2,041,552.36 37.12	2,178,550.00 39.61	0.91%	158,235.00	7.26%
Total Preferred Stock		\$ 2,041,552.36	\$ 2,178,550.00	0.91%	\$ 158,235.00	7.26%
Total Hybrids		\$ 2,041,552.36	\$ 2,178,550.00	0.91%	\$ 158,235.00	7.26%
Real Estate and Minerals						
Miscellaneous 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%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

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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>
Total Miscellaneous Real Estate		\$ 5,641.08	\$ 310.46	0.00%	\$ 0.00	0.00%
Oil Gas Or Mineral Interests						
Various Mineral Assets	44	44.00 1.00	44.00 1.00	0.00%	0.00	0.00%
Total Oil Gas Or Mineral Interests		\$ 44.00	\$ 44.00	0.00%	\$ 0.00	0.00%
Total Real Estate and Minerals		\$ 5,685.08	\$ 354.46	0.00%	\$ 0.00	0.00%

Miscellaneous

AIG - Pwc Securities Litigation	4	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Aon Corporation Litigation 5/4/03-1/12/05 Due 12/15/09	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%
Broadcom Corporation Securities Litigation 7/21/05-10/11/06 Due 8/13/10	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%
Comverse Technology Inc Securities Litigation 4/27/01-1/29/08 Due 8/5/10	3	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Dell Computer Corporation Securities Litigation 5/15/02-9/8/06 Due 5/11/10	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%

William T Kemper Foundation Main A/C
October 1, 2010 - October 31, 2010

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>
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%
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%
Initial Public Offering Securities Litigation Various Dates Due 12/10/09	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Juniper Networks Inc Securities Litigation 7/11/03-7/16/10 Due 9/21/10	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Marsh & McLennan Corporation Inc Securities Litigation 10/13/99-10/19/04 Due 2/22/10	3	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Marvell Technology Group LTD Securities Litigation-2/27/03-10/2/06 Due 12/18/09	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%
Miscellaneous Office Equipment	1	1.00 1.00	1.00 1.00	0.00%	0.00	0.00%
Montana Power Company Securities Litigation 12/16/99-2/12/02 Due 6/21/10	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
PE Corporation Securities Litigation 2/28/00-4/14/10 Due 8/16/10	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Red Hat Inc Securities Litigation 12/17/04-10/08/04 Due 10/20/10	1	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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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>
Royal Dutch Shell Transport Securities Litigation	2	0.00	0.00	0.00%	0.00	0.00%
Sonus Networks Inc Securities Litigation 12/11/00-1/16/02 Due 7/5/09	1	0.00	0.00	0.00%	0.00	0.00%
Utstarcom Inc Securities Litigation 2/20/03-10/19/07 Due 8/30/10	2	0.00	0.00	0.00%	0.00	0.00%
Various Art Pieces	16	129,092.50 8,068.28	87,878.50 5,492.41	0.04%	0.00	0.00%
Veritas Software Corporation Securities Litigation	1	0.00	0.00	0.00%	0.00	0.00%
Total Miscellaneous		\$ 129,093.50	\$ 87,879.50	0.04%	\$ 0.00	0.00%
Total Assets		\$ 217,344,038.50	\$ 239,273,881.52	100.00%	\$ 4,852,594.00	2.03%

Income and Receipts

<i>Date</i>	<i>Description</i>	<i>Income Cash</i>	<i>Principal Cash</i>
10/08/10	Received Interest Payment Due 10/08/10 on 500000	160.42	0.00
AmeriCredit Automobile Receivables Trust Series 2010-3 Class A2 .77% Due 12/9/13 Dated 9/23/10			

Charitable Trusts & Foundations
Attachment of Fiscal Year Payments for IRS 990PF-WTKF
October 31, 2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Affordable Community Education Inc P.O. Box 1572 Hannibal, MO 63401		EDU	5,000.00	1 of 2	9/14/2010
Alliance Against Family Violence Incorporated P.O. Box 465 Leavenworth, KS 66048		HUM	5,000.00	1 of 1	12/8/2009
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	9/14/2010
AMC Foundation Inc. DBA Audrain Medical Center Foundation 620 E. Monroe Mexico, MO 65265-2963		HEA	25,000.00	1 of 2	7/27/2010
AMC Foundation Inc. DBA Audrain Medical Center Foundation 620 E. Monroe Mexico, MO 65265-2963		HEA	25,000.00	2 of 2	10/15/2010
American Academy of Arts and Sciences Norton's Woods 136 Irving St. Cambridge, MA 02138-1996		EDU	2,500.00	1 of 1	3/10/2010
American National Red Cross (St. Louis Area Chapter) 10195 Corporate Sq. St. Louis, MO 63132		HUM	30,965.00	2 of 2	8/3/2010
Americans for Oxford Inc Americans for Oxford Americans for Oxford 500 Fifth Ave., 32nd fl New York, NY 10110		EDU	25,000.00	1 of 1	3/30/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Amethyst Place Inc. 2732 Troost Kansas City, MO 64109		HUM	3,000.00	1 of 1	9/28/2010
Archdiocese of St. Louis (Kemper Donor Advised Fund) 4445 Lindell Blvd. St Louis, MO 63108-2497		EDU	300,000.00	1 of 1	12/22/2009
Arts & Education Council of Greater St. Louis Centene Center for Arts and Education 3547 Olive St St Louis, MO 63103-1014		ART	5,500.00	1 of 1	4/13/2010
Artstech 1522 Holmes St. Kansas City, MO 64108-1536		EDU	15,000.00	1 of 1	7/20/2010
Avila University 11901 Wornall Rd. Kansas City, MO 64145-1698		EDU	12,500.00	1 of 2	11/3/2009
Barry-Lawrence Regional Library 213 6th St Monett, MO 65708		EDU	3,333.00	2 of 3	1/5/2010
Barstow School 11511 State Line Rd. Kansas City, MO 64114		EDU	40,000.00	1 of 4	8/3/2010
Barstow School 11511 State Line Rd. Kansas City, MO 64114		EDU	190,000.00	2 of 4	10/13/2010
Benedictine College 1020 N. 2nd St. Atchison, KS 66002-1499		EDU	50,000.00	2 of 3	3/2/2010
Beyond the Books Educational Foundation P.O. Box 908 Bloomington, IL 61702-0908		EDU	2,500.00	2 of 2	4/6/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Big Brothers Big Sisters of Eastern Missouri 501 N Grand, Ste. 100 St. Louis, MO 63103		HUM	33,333 00	2 of 3	10/5/2010
Bishop Sullivan Center Inc 052196 6435 Truman Rd. Kansas City, MO 64126-2635		HUM	25,000 00	1 of 1	8/31/2010
Botanica Inc. 701 Amidon Wichita, KS 67203-3199		CIV	15,000 00	2 of 3	8/3/2010
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-2412		HUM	500 00	1 of 1	3/31/2010
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-2412		HUM	22,500 00	1 of 1	3/31/2010
Boys Club of Greater Kansas City 6301 Rockhill Rd., Ste. 303 Kansas City, MO 64131		HUM	83,333.00	2 of 3	11/3/2009
Boys Club of Greater Kansas City 6301 Rockhill Rd , Ste 303 Kansas City, MO 64131		HUM	83,334 00	3 of 3	10/15/2010
Bradley University 201 Swords Hall Peoria, IL 61625		EDU	27,500 00	2 of 3	2/2/2010
Bridging The Gap Inc. 435 Westport Rd., #23 P.O. Box 10220 Kansas City, MO 64171		CIV	5,000.00	1 of 1	10/13/2010
BroMenn Foundation 1302 Franklin Ave., Ste 2000 Normal, IL 61761		HEA	21,000 00	2 of 3	1/5/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Cardinal Ritter College Prep 701 N. Spring Ave St. Louis, MO 63108		EDU	30,820.00	3 of 3	4/6/2010
Cardinal Ritter Senior Services 7601 Watson Rd. St Louis, MO 63119		HUM	5,000.00	1 of 1	7/13/2010
Casa de Salud 3200 Chouteau Ave St Louis, MO 63103	St Louis University	HEA	5,000 00	2 of 2	10/5/2010
Cass Regional Medical Center Foundation 1800 E Mechanic Harrisonville, MO 64701		HEA	16,666 00	3 of 3	4/6/2010
Catholic Relief Services 228 W. Lexington St Baltimore, MD 21201		HUM	25,000.00	1 of 1	1/15/2010
Center for Citizen Leadership DBA Mission Continues 1141 S 7th St St Louis, MO 63104		HUM	10,000.00	1 of 1	6/22/2010
Charlotte Street Foundation P.O. Box 10263 Kansas City, MO 64171-0263		ART	5,000.00	1 of 1	9/8/2010
Chestnut Health Systems Inc 1003 Martin Luther King Dr. Bloomington, IL 61701		HEA	10,000 00	1 of 2	2/23/2010
Child Advocacy Center Inc. 1033 E. Walnut St. Springfield, MO 65806		HUM	10,000.00	2 of 2	4/6/2010
Child Advocacy Services Center Inc. DBA Children's Place 2 E 59th St. Kansas City, MO 64113		HUM	25,000.00	1 of 1	7/7/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Children's Home & Aid Society of Illinois 403 S. State St. Bloomington, IL 61701-5556		HUM	7,000.00	1 of 1	9/28/2010
Children's Mercy Hospital 2401 Gilham Rd. Kansas City, MO 64108		HEA	250,000.00	1 of 1	10/13/2010
City Vision Ministries Inc. DBA City Vision 726 Armstrong Ave Kansas City, KS 66101		CIV	12,000 00	1 of 1	7/27/2010
Columbia College 1001 Rogers St. Columbia, MO 65216		EDU	50,000 00	1 of 3	10/5/2010
Columbia College 1001 Rogers St. Columbia, MO 65216		EDU	25,000 00	2 of 3	10/21/2010
Community Services League 300 W. Maple P O. Box 4178 Independence, MO 64051		HUM	50,000 00	1 of 2	10/5/2010
Community Services League 300 W Maple P.O Box 4178 Independence, MO 64051		HUM	50,000 00	2 of 2	10/15/2010
Comprehensive Mental Health Services Inc. 10901 Winner Rd. Independence, MO 64052		HUM	20,000 00	1 of 1	10/19/2010
Contemporary Art Museum St. Louis 3750 Washington Ave. St. Louis, MO 63108		ART	11,000 00	1 of 1	1/26/2010
Convoy of Hope 330 S Patterson Ave. Springfield, MO 65802		HUM	10,000 00	1 of 1	1/15/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Cooperating School Districts of the St. Louis Suburban Area 1460 Craig Rd St. Louis, MO 63146		EDU	3,000.00	2 of 3	5/4/2010
Coterie Inc. 2450 Grand Blvd , Ste. 144 Kansas City, MO 64108-2520		ART	5,000.00	1 of 1	4/13/2010
Coxhealth Foundation 3525 S. National Ave , Ste. 204 Springfield, MO 65807		HEA	50,000 00	2 of 3	10/5/2010
Coxhealth Foundation 3525 S National Ave., Ste. 204 Springfield, MO 65807		HEA	50,000 00	3 of 3	10/15/2010
Cristo Rey Kansas City High School 211 W. Linwood Kansas City, MO 64111		EDU	25,000 00	1 of 1	4/27/2010
Cultural Festivals 7818 Forsyth Blvd., Ste 210 Clayton, MO 63105		ART	15,000 00	1 of 1	5/18/2010
Cunningham Children's Home of Urbana Illinois 1301 N. Cunningham Ave. Urbana, IL 61802		HUM	6,500 00	2 of 2	7/7/2010
Dance Saint Louis 3547 Olive St., Ste 301 St. Louis, MO 63103-1014		ART	10,000 00	1 of 1	10/13/2010
De La Salle Education Center 3740 Forest Ave Kansas City, MO 64109		EDU	100,000.00	1 of 3	7/7/2010
De La Salle Education Center 3740 Forest Ave. Kansas City, MO 64109		EDU	100,000 00	2 of 3	10/15/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Developmental Services of Northwest Kansas Inc 2703 Hall St. Hays, KS 67601		HUM	5,000 00	1 of 2	1/5/2010
Diocese of Kansas City-St. Joseph Diocesan School Office 300 E. 36th St. P O. Box 419037 Kansas City, MO 64141-6037		EDU	15,000 00	1 of 1	11/24/2009
Dismas House of Kansas City 301 E. Armour, Ste. 201 Kansas City, MO 64111		HUM	20,000 00	1 of 1	8/12/2010
Donald Danforth Plant Science Center 975 N. Warson Rd. St. Louis, MO 63132		CIV	25,000 00	1 of 1	10/19/2010
Downtown Kansas City Civic Ventures 911 Main St., Ste. 110 Kansas City, MO 64105		HUM	10,000 00	1 of 1	10/19/2010
Drumm Foundation 3210 Lee's Summit Rd. Independence, MO 64055-1943		HUM	5,000 00	1 of 1	3/23/2010
Drury University 900 N. Benton Ave Springfield, MO 65802		EDU	28,333.00	2 of 3	1/5/2010
El Centro Inc. 650 Minnesota Ave. Kansas City, KS 66101		HEA	15,000.00	1 of 1	2/17/2010
Envision Foundation Inc. 610 N. Main Wichita, KS 67203		HUM	14,167.00	2 of 3	11/3/2009
Envision Foundation Inc. 610 N. Main Wichita, KS 67203		HUM	14,167 00	3 of 3	10/15/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Episcopal Relief and Development 815 2nd Ave. New York, NY 10017		HUM	25,000.00	1 of 1	1/15/2010
Excel College Initiative Fund 50 E. Fifty Fifth Terr. Kansas City, MO 64113	Greater Kansas City Community Foundation	EDU	25,000.00	1 of 1	9/28/2010
Family Guidance Center of St Joseph Mo 724 N 22nd St. St. Joseph, MO 64506		HUM	25,000.00	2 of 2	8/12/2010
Family Resource Center Inc. 1700 N. Locust Pittsburg, KS 66762		HUM	25,000 00	2 of 2	8/3/2010
Focus St Louis 815 Olive St., Ste. 110 St Louis, MO 63101		CIV	12,500 00	1 of 2	3/23/2010
Food Outreach Inc. 3117 Olive St. St Louis, MO 63103		HUM	12,100.00	1 of 1	1/26/2010
Fort Hays State University Foundation 600 Park St. Hays, KS 67601		EDU	12,500 00	1 of 2	5/4/2010
Foster Care Coalition of Greater St. Louis Inc. 111 N 7th St., Ste. 402 St. Louis, MO 63101		HUM	25,000.00	1 of 1	8/24/2010
Friends of Arrow Rock P O Box 124 Arrow Rock, MO 65320		CIV	25,000.00	1 of 1	7/20/2010
Friends of Chamber Music 4635 Wyandotte, Ste. 201 Kansas City, MO 64112-1542		ART	80,000 00	1 of 1	11/3/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Friends of Powell Gardens Inc 1609 N.W. US Hwy. 50 Kingsville, MO 64061-9000		CIV	5,000 00	1 of 1	11/3/2009
Friends of Powell Gardens Inc. 1609 N.W. US Hwy. 50 Kingsville, MO 64061-9000		CIV	10,000 00	1 of 1	4/6/2010
Friends of the Park 1920 Grand Ave. St. Joseph, MO 64505		CIV	3,000 00	1 of 2	7/7/2010
Gateway Greening Inc. 2211 Washington Ave., Ste 102 St. Louis, MO 63103		HUM	12,500.00	2 of 2	3/2/2010
Gillis Center Inc. 8150 Wornall Rd. Kansas City, MO 64114-5898		HUM	13,000 00	1 of 1	11/3/2009
Girl Scout Council of Greater St. Louis DBA Girl Scouts of Eastern Missouri 2300 Ball Dr. St. Louis, MO 63146		HUM	10,000.00	1 of 1	3/23/2010
Good Samaritan Boys Ranch P.O. Box 617 Brighton, MO 65617		HUM	10,000 00	1 of 2	10/13/2010
Grace and Holy Trinity Cathedral 415 W. 13th St. P.O. Box 412048 Kansas City, MO 64141		CIV	200,000 00	1 of 1	6/10/2010
Habitat for Humanity International (St. Louis Affiliate) 3763 Forest Park Ave St. Louis, MO 63108		HUM	57,000.00	1 of 1	5/5/2010
Habitat for Humanity Kansas City Inc 1423 E. Linwood Blvd. Kansas City, MO 64109		HUM	10,000 00	1 of 1	7/7/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Hannibal Regional Hospital P O. Box 551 6000 Hospital Dr. Hannibal, MO 63401-0551		HEA	9,000.00	3 of 3	1/5/2010
Harry S. Truman Library Institute for National & International Affairs 500 W. U.S Hwy. 24 Independence, MO 64050-1798		CIV	50,000.00	3 of 3	12/1/2009
Harvard University <i>The Faculty of Arts and Sciences House Renewal Fund</i> 124 Mt. Auburn St., 3rd Fl. Cambridge, MA 02138-5762		EDU	100,000.00	1 of 1	8/26/2010
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 Inc	HEA	7,500.00	1 of 1	9/2/2010
Heart to Heart International Inc. 401 S. Clairborne, Ste. 302 Olathe, KS 66062		HEA	15,000 00	1 of 1	1/15/2010
Heartland Foundation 518 S. 6th St. St. Joseph, MO 64501-2225		HUM	13,334 00	3 of 3	1/5/2010
Heartland Men's Chorus P.O. Box 32374 Kansas City, MO 64171-5374		ART	1,500 00	1 of 1	5/4/2010
Hope House Inc P.O. Box 577 Lee's Summit, MO 64063		HUM	120,000.00	1 of 1	5/5/2010
Hope Network of Raytown 10500 E. 350 Hwy Raytown, MO 64138		HUM	5,000 00	1 of 1	8/31/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Horizon Academy 4901 Reinhardt Dr Roeland Park, KS 66205		EDU	25,000.00	2 of 3	8/3/2010
Horizon Academy 4901 Reinhardt Dr. Roeland Park, KS 66205		EDU	25,000 00	3 of 3	10/15/2010
Illinois Central College Foundation 1 College Dr. East Peoria, IL 61635-0001		EDU	2,500 00	2 of 3	1/5/2010
Illinois Wesleyan University P.O. Box 2900 Bloomington, IL 61702-2900		EDU	10,000 00	1 of 2	1/5/2010
International Council of the Museum of Modern Art 11 W. 53rd St New York, NY 10019-5498		ART	10,000.00	1 of 1	6/2/2010
International Relations Council 2226 Commerce Tower 911 Main St Kansas City, MO 64105-2049		EDU	4,000 00	1 of 1	2/10/2010
Irish Museum and Cultural Center 30 W. Pershing Rd., Ste 700 Kansas City, MO 64108		CIV	750 00	1 of 1	4/27/2010
Isabella Stewart Gardner Museum Inc 2 Palace Rd. Boston, MA 02115		ART	25,000.00	1 of 1	9/21/2010
Japan America Society Ltd. P.O. Box 22487 Kansas City, MO 64113-2487		EDU	500 00	1 of 1	7/7/2010
John Burroughs School 755 S. Price Rd St. Louis, MO 63124-1899		EDU	2,500.00	1 of 1	11/6/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
John Wornall House Museum Inc. 6115 Wornall Rd. Kansas City, MO 64113		CIV	10,000.00	1 of 1	12/8/2009
Joplin Family Y 510 Wall St. Joplin, MO 64801		HUM	10,000.00	2 of 2	8/3/2010
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	250,000 00	1 of 1	6/10/2010
Kansas City Ballet Association 1616 Broadway Kansas City, MO 64108		ART	66,666 00	3 of 3	6/2/2010
Kansas City Ballet Association 1616 Broadway Kansas City, MO 64108		ART	15,000.00	2 of 2	8/3/2010
Kansas City Center for Urban Agriculture Inc. 4223 Gibbs Rd Kansas City, KS 66106		HUM	15,000.00	1 of 1	5/25/2010
Kansas City Chamber Orchestra Incorporated 11 E. 40th St. Kansas City, MO 64111		ART	5,000 00	1 of 1	5/4/2010
Kansas City Chapter of Young Audiences Inc. DBA Kansas City Young Audiences 5601 Wyandotte Kansas City, MO 64113		ART	25,000.00	1 of 1	9/14/2010
Kansas City Chorale 5601 Wyandotte St., Ste. 412 Kansas City, MO 64113		ART	10,000.00	1 of 1	11/17/2009
Kansas City Community Gardens Inc. 6917 Kensington Kansas City, MO 64132		HUM	12,500.00	1 of 1	9/14/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas City Design Center Inc 1018 Baltimore Ave. Kansas City, MO 64105		CIV	100,000.00	1 of 1	11/3/2009
Kansas City Design Center Inc 1018 Baltimore Ave Kansas City, MO 64105		CIV	75,000.00	1 of 2	9/8/2010
Kansas City Free Health Clinic 3515 Broadway Kansas City, MO 64111		HEA	100,000.00	1 of 1	10/5/2010
Kansas City Friends of Alvin Alley 1714 E. 18th St Kansas City, MO 64108		ART	5,000.00	1 of 1	4/6/2010
Kansas City Kansas Unified School District #500 Kansas City Kansas Public Library 625 Minnesota Ave. Kansas City, KS 66101		EDU	50,000.00	1 of 1	10/15/2010
Kansas City Repertory Theatre Inc 4949 Cherry St. Kansas City, MO 64110-2499		ART	20,000.00	1 of 1	2/10/2010
Kansas City String Quartet Program 3965 W. 83rd St., Ste. 154 Prairie Village, KS 66208		ART	2,500.00	1 of 1	5/11/2010
Kansas City Symphony 1703 Wyandotte St., Ste 200 Kansas City, MO 64108		ART	185,000.00	1 of 1	12/22/2009
Kansas Land Trust Inc 16 E. 13th St. Lawrence, KS 66044-3502		CIV	1,000.00	1 of 1	7/12/2010
Kansas State University Foundation Foundation Office 2323 Anderson Ave , Ste. 500 Manhattan, KS 66502-2911		EDU	13,500.00	1 of 1	2/2/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas State University Foundation <i>Friends of the Beach Museum</i> Foundation Office 2323 Anderson Ave., Ste. 500 Manhattan, KS 66502-2911		EDU	834.00	3 of 3	11/3/2009
Kansas University Endowment Assoc. P.O. Box 928 Lawrence, KS 66044-0928		EDU	37,500.00	1 of 1	8/3/2010
Kansas University Endowment Assoc. - Hall Center for the Humanities 900 Sunnyside Ave. Lawrence, KS 66045-7622		EDU	12,500.00	2 of 2	9/8/2010
Kansas University Endowment Assoc. - Lied Center P O. Box 928 Lawrence, KS 66044-0928		ART	100,000 00	1 of 2	12/22/2009
Kansas University Endowment Assoc. - Lied Center P O. Box 928 Lawrence, KS 66044-0928		ART	200,000 00	2 of 2	10/15/2010
Kansas University Endowment Assoc. - Spencer Museum of Art 1301 Mississippi St. Lawrence, KS 66045-7500		ART	22,500 00	2 of 3	2/2/2010
Kansas Wildscape Foundation 2500 W. 6th St., Ste. G Lawrence, KS 66049		CIV	6,000 00	1 of 1	7/20/2010
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	9/28/2010
Kidsmart 12175 Bridgeton Sq. Dr. Bridgeton, MO 63044		EDU	12,500.00	1 of 1	11/10/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Lakeview Museum of Arts & Sciences 1125 W Lake Ave. Peoria, IL 61614-5935		ART	25,000 00	3 of 3	2/2/2010
Lawrence Memorial Hospital Endowment Association 325 Maine St. Lawrence, KS 66044		HEA	19,000.00	1 of 1	10/19/2010
Legal Services of Eastern Mo Inc. 4232 Forest Park Ave. St Louis, MO 63108		HUM	15,000 00	1 of 1	9/8/2010
Library Foundation for the Benefit of St. Louis Public Library DBA St. Louis Public Library Foundation 1301 Olive Blvd. St. Louis, MO 63103		EDU	250,000 00	1 of 1	10/5/2010
Literacy Kansas City 211 W. Armour Blvd., 3rd fl Kansas City, MO 64111		EDU	15,000 00	1 of 1	2/17/2010
Lutheran Church Missouri Synod (Immanuel Lutheran School) 317 E. Pearce Wentzville, MO 63385		EDU	5,000 00	1 of 1	11/10/2009
Lutheran Family and Children's Services of Missouri 8631 Delmar Blvd St Louis, MO 63124		HUM	13,000.00	1 of 1	8/31/2010
Lyric Opera of Kansas City Inc 1029 Central Kansas City, MO 64105-1677		ART	75,000.00	1 of 1	12/22/2009
Manhattan - Ogden Unified School District #383 2031 Poyntz Ave. Manhattan, KS 66502		EDU	1,000.00	1 of 1	2/2/2010
Mattie Rhodes Center 1740 Jefferson St Kansas City, MO 64108		HUM	10,000.00	1 of 1	11/24/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Metamora Community Nursing Home DBA Snyder Village 1200 E. Partridge R.R. 1 Metamora, IL 61548		HEA	5,000 00	1 of 2	7/13/2010
Metropolitan Community Colleges 3200 Broadway Kansas City, MO 64111	Missouri Development Finance Board	EDU	83,333 00	1 of 2	12/28/2009
Metropolitan Community Colleges 3200 Broadway Kansas City, MO 64111	Missouri Development Finance Board	EDU	166,667 00	1 of 2	10/15/2010
Metropolitan Lutheran Ministry 3031 Holmes St. Kansas City, MO 64109-1435		HUM	16,300.00	1 of 1	11/3/2009
Metropolitan Organization to Counter Sexual Assault DBA MOCSA 3100 Broadway, Ste 400 Kansas City, MO 64111		HUM	25,000 00	1 of 1	12/29/2009
Mid-America Arts Alliance 2018 Baltimore Ave Kansas City, MO 64108		ART	25,000 00	2 of 2	8/3/2010
Mid-America Regional Council Community Services Corporation 300 Rivergate Center 600 Broadway Kansas City, MO 64105-1554		CIV	25,000 00	1 of 1	11/3/2009
Midwest Foster Care and Adoption Association 3210 S. Lee's Summit Rd. Independence, MO 64055		HUM	5,000.00	1 of 1	2/2/2010
Miriam Foundation 501 Bacon Ave St. Louis, MO 63119-1512		EDU	8,500 00	1 of 1	9/21/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Missouri 4-H Foundation 819 Clark Hall Columbia, MO 65211		HUM	10,000.00	1 of 2	10/13/2010
Missouri Alliance For Historic Preservation P.O. Box 1715 Columbia, MO 65205-1715		CIV	8,333.00	3 of 3	5/4/2010
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St. Louis, MO 63166-0299		CIV	5,000.00	1 of 2	11/3/2009
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St. Louis, MO 63166-0299		CIV	50,000.00	3 of 3	12/1/2009
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St. Louis, MO 63166-0299		CIV	183,333.00	2 of 5	10/5/2010
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St. Louis, MO 63166-0299		CIV	125,000.00	2 of 3	10/5/2010
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St. Louis, MO 63166-0299		CIV	100,000.00	3 of 5	10/21/2010
Missouri Military Academy 204 Grand Ave. Mexico, MO 65265		EDU	30,000.00	2 of 3	1/5/2010
Missouri State University Foundation College of Education 901 S. National Ave Springfield, MO 65897		EDU	25,000.00	1 of 2	7/27/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Missouri Western State University Foundation Inc. N00008837 4525 Downs Dr St. Joseph, MO 64507		EDU	50,000 00	3 of 3	8/3/2010
Monnett Battle of Westport Fund 6900 College Blvd., Ste. 510 Overland Park, KS 66211		CIV	75,000.00	1 of 1	5/5/2010
Music-Arts Institute 1010 S. Pearl St Independence, MO 64050		ART	25,000 00	1 of 1	7/20/2010
National Trust for Historic Preservation in the United States 1785 Massachusetts Ave , N.W Washington, DC 20036		CIV	283,334 00	3 of 4	1/5/2010
National Trust for Historic Preservation in the United States 1785 Massachusetts Ave , N.W Washington, DC 20036		CIV	25,000 00	1 of 1	10/13/2010
Nature Conservancy (Kansas Chapter) 700 S.W. Jackson, Ste. 804 Topeka, KS 66603-3758		CIV	5,000 00	1 of 1	10/13/2010
Nelson Gallery Foundation 4525 Oak St. Kansas City, MO 64111-1873		ART	50,000 00	1 of 1	6/10/2010
Newhouse Inc. 660 Brooklyn P.O. Box 240019 Kansas City, MO 64124-0019		HUM	10,000.00	1 of 1	12/8/2009
Northland Early Education Center 8630 N. Oak Trfy. Kansas City, MO 64155		EDU	4,697 00	1 of 1	7/27/2010
Northland Neighborhoods Incorporated 3015 N.E Vivion Rd. Kansas City, MO 64119		CIV	8,000 00	1 of 1	1/20/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Opera Theatre of Saint Louis P.O. Box 191910 St. Louis, MO 63119-7910		ART	40,000.00	1 of 3	5/5/2010
Operation Breakthrough Inc St. Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		HUM	58,735.00	2 of 2	10/13/2010
Ozanam 421 E 137th St. Kansas City, MO 64145		HUM	10,000 00	1 of 1	5/12/2010
Ozark Center 3006 McClelland Blvd P.O. Box 2526 Joplin, MO 64803		HUM	14,000.00	1 of 1	2/10/2010
Ozarks Regional YMCA 417 S. Jefferson Springfield, MO 65806		HUM	25,000 00	1 of 1	2/2/2010
Partners in Health A Nonprofit Organization P O Box 845578 Boston, MA 02284-5578		HEA	25,000.00	1 of 1	1/15/2010
Paul Mesner Puppets Inc. 1006 Linwood Blvd. Kansas City, MO 64109		ART	5,000 00	1 of 1	9/14/2010
Pembroke Hill School Wornall Campus 400 W. 51st St. Kansas City, MO 64112		EDU	500,000.00	2 of 3	10/5/2010
Peoria Charter School Initiative Co NFP 100 S.W. Water St. Peoria, IL 61602		EDU	7,000.00	1 of 1	8/24/2010
Peoria Promise Foundation 331 Fulton St., Ste. 310 Peoria, IL 61602		EDU	3,500 00	1 of 1	9/28/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Pets for Life Inc. 7240 Wornall Rd Kansas City, MO 64114		HUM	2,500 00	1 of 1	2/23/2010
Pony Express Inc. -A National Memorial 914 Penn St. St. Joseph, MO 64503		CIV	10,000 00	1 of 1	3/10/2010
Pro Musica 2700 E. 15th St. Joplin, MO 64804		ART	6,000 00	1 of 1	12/29/2009
Public Television 19 Inc. DBA KCPT 125 E. 31st St. Kansas City, MO 64108		EDU	25,000 00	1 of 1	9/8/2010
Reach Out and Read Kansas City 3901 Rainbow Blvd Mail Stop 4004 Kansas City, KS 66180	Kansas University Endowment Assoc.	EDU	5,000 00	1 of 1	4/13/2010
Regional Housing and Community Development Alliance 611 Olive St., Ste. 1641 St Louis, MO 63101		CIV	8,000 00	3 of 3	8/31/2010
Rent for the Arts Fund % Lyric Opera of Kansas City 1029 Central Kansas City, MO 64105-1677	Greater Kansas City Community Foundation	ART	185,000 00	1 of 1	7/13/2010
Restart Inc. 918 E. 9th St. Kansas City, MO 64106-3072		HUM	20,000.00	1 of 1	9/28/2010
Riley County Historical Society 2309 Claflin Rd. Manhattan, KS 66502		CIV	500 00	1 of 1	8/31/2010
Ronald McDonald House Charities of Metro St. Louis Inc. 3450 Park Ave St. Louis, MO 63104		HUM	12,500.00	1 of 2	1/20/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Ronald McDonald House Charities of Mid-Mo Inc 1001 E. Stadium Blvd. Columbia, MO 65201-8542		HUM	25,000.00	1 of 1	10/13/2010
Rose Brooks Center Inc. P.O. Box 320599 Kansas City, MO 64132-0599		HUM	45,000 00	1 of 1	5/5/2010
Saint Louis Symphony Orchestra 718 N Grand Blvd. St. Louis, MO 63103		ART	22,500 00	1 of 1	5/25/2010
Saint Vincent Clinic 818 N. 7th St Leavenworth, KS 66048		HEA	5,000 00	1 of 1	4/13/2010
Science Pioneers Inc. 30 W. Pershing Rd., Ste. 410 Kansas City, MO 64108		EDU	10,000 00	1 of 1	4/6/2010
Shakespeare Festival of St Louis 462 N Taylor St. Louis, MO 63108		ART	7,500.00	1 of 1	5/4/2010
Shawnee Mission Medical Center Inc. 7315 Frontage Rd., Ste. 221 Shawnee Mission, KS 66204		HEA	25,000 00	1 of 1	10/19/2010
Smithsonian Institution Office of the Comptroller 1000 Jefferson Dr. S.W., 4th Fl. MRC 035 P.O. Box 37012 Washington, DC 20013-7012		CIV	25,000.00	1 of 1	12/8/2009
Society of St Vincent de Paul, Council of St. Louis 100 N. Jefferson St. Louis, MO 63103		HUM	12,500.00	1 of 1	8/24/2010
Spay and Neuter Kansas City P.O. Box 410303 Kansas City, MO 64141		CIV	5,000.00	1 of 1	8/12/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
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	7/27/2010
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	4/13/2010
St. Andrew's Resources for Seniors 6633 Delmar Blvd. St. Louis, MO 63130		HUM	8,500 00	1 of 1	8/18/2010
St. Catherine Hospital 401 E Spruce St. Garden City, KS 67846		HEA	5,000 00	3 of 3	2/2/2010
St. Louis Art Museum Foundation 1 Fine Arts Dr. Forest Park St Louis, MO 63110-5130		ART	2,500 00	1 of 1	1/12/2010
St. Louis Black Repertory Company Inc 1717 Olive, 4th Fl. St. Louis, MO 63103		ART	10,000.00	1 of 1	1/5/2010
St. Louis Crisis Nursery 11710 Administration Dr., Ste. 18 St. Louis, MO 63146		HUM	10,000 00	1 of 1	1/20/2010
St. Louis University DuBourg Hall #304 221 N Grand Blvd. St. Louis, MO 63103		EDU	50,000 00	3 of 3	8/3/2010
St Louis Zoo Foundation 1 Government Dr. St Louis, MO 63110-1395		CIV	150,000 00	1 of 1	7/27/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
St Margaret of Scotland School 3964 Castleman Ave St. Louis, MO 63110		EDU	5,000 00	1 of 2	6/8/2010
St. Mary's Episcopal Church 1307 Holmes St Kansas City, MO 64106		CIV	173,743.71	2 of 4	2/2/2010
St. Mary's Episcopal Church 1307 Holmes St. Kansas City, MO 64106		CIV	32,950 00	3 of 4	6/15/2010
St. Mary's Episcopal Church 1307 Holmes St. Kansas City, MO 64106		CIV	43,306 29	4 of 4	10/13/2010
St. Patrick Center 800 N. Tucker Blvd. St. Louis, MO 63101		HUM	14,500 00	1 of 1	3/2/2010
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	150,000 00	2 of 3	10/21/2010
Stanford University Board of Trustees of the Leland Stanford Junior College <i>Institute for Economic Policy Research</i> Office of Development 326 Galvez St. Stanford, CA 94305-6015		EDU	10,000.00	1 of 1	9/30/2010
Sts. Joachim and Ann Care Service 4116 McClay Rd. St. Charles, MO 63304		HUM	11,750.00	2 of 2	8/3/2010
Summerfest Concerts and-or Recordings Inc P.O. Box 22697 Kansas City, MO 64113-0697		ART	6,000 00	1 of 1	5/4/2010
Swope Health Services 3801 Blue Pkwy. Kansas City, MO 64130-2807		HEA	25,000 00	1 of 1	8/12/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Synergy Services Inc 400 E. 6th St. Parkville, MO 64152-3703		HUM	50,000.00	2 of 3	2/2/2010
Synergy Services Inc 400 E. 6th St Parkville, MO 64152-3703		HUM	50,000.00	3 of 3	10/15/2010
Synergy Services Inc. 400 E. 6th St Parkville, MO 64152-3703		HUM	100,000.00	1 of 1	10/15/2010
Teach for America Inc (Kansas City Affiliate) 3100 Broadway, Ste. 1114 Kansas City, MO 64111		EDU	25,000.00	1 of 1	9/28/2010
Teach for America Inc (St. Louis Affiliate) 815 Olive St., Ste. 14 St. Louis, MO 63101		EDU	35,730.00	1 of 3	11/3/2009
Teach for America Inc (St. Louis Affiliate) 815 Olive St., Ste. 14 St. Louis, MO 63101		EDU	30,000.00	2 of 3	8/3/2010
The Family Conservancy 626 Minnesota Ave Kansas City, KS 66101		HUM	10,000.00	1 of 1	11/17/2009
The United States Pony Clubs Inc (Midwest Region) <i>Horse & Hound Pony Club</i> 4330 W. 207th St Bucyrus, KS 66013		CIV	1,500.00	1 of 1	7/12/2010
Tower Grove Park Foundation 4256 Magnolia St. Louis, MO 63110		CIV	25,000.00	1 of 1	5/4/2010
Trustees of Princeton University P.O. Box 46 Princeton, NJ 08543-0046		EDU	50,000.00	3 of 3	12/1/2009

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Turning Point the Center for Hope and Healing 8900 State Line Rd., Ste. 240 Shawnee Mission, KS 66206		HUM	5,000.00	1 of 1	5/25/2010
UMKC Trustees 311 Administrative Ctr 5115 Oak St Kansas City, MO 64110		EDU	10,000 00	2 of 2	11/3/2009
UMKC Trustees 311 Administrative Ctr. 5115 Oak St. Kansas City, MO 64110		EDU	3,150 00	1 of 1	11/10/2009
United Way of Greater St. Joseph Inc P.O. Box 188 118 S. 5th St. St. Joseph, MO 64502		EDU	10,000 00	1 of 1	9/8/2010
United Way of Greater St. Louis Inc 910 N 11th St. St. Louis, MO 63101-1018		HUM	9,000.00	1 of 1	8/3/2010
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	2 of 3	1/5/2010
University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		EDU	50,000.00	1 of 1	6/10/2010
University of Missouri-Columbia - Office of the Chancellor <i>Office of Development</i> 105 Jesse Hall Columbia, MO 65211		EDU	25,000.00	1 of 1	10/25/2010
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	6/10/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
University of Missouri-Kansas City - Henry W Bloch School of Business & Public Administration 5100 Rockhill Rd Kansas City, MO 64110-2499		EDU	10,000.00	1 of 1	7/8/2010
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste. 202 Kansas City, MO 64110		EDU	7,500 00	1 of 2	7/7/2010
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste 202 Kansas City, MO 64110		EDU	2,500 00	2 of 2	10/21/2010
University of Missouri-St Louis - Office of the Chancellor 8001 Natural Bridge Rd St. Louis, MO 63121-4499		EDU	25,000 00	2 of 2	10/5/2010
Urban Ranger Corps 5908 Swope Pkwy. Kansas City, MO 64130		HUM	4,500.00	1 of 1	3/2/2010
Urban Strategies Inc 1415 Olive, Ste 209 St. Louis, MO 63101		HUM	10,000 00	1 of 1	5/25/2010
Washington University Mildred Lane Kemper Art Museum 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		ART	150,000.00	2 of 5	10/5/2010
Washington University Mildred Lane Kemper Art Museum 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		ART	150,000.00	3 of 5	10/21/2010
Washington University William Greentleaf Eliot Society 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		EDU	25,000 00	1 of 2	6/2/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Washington University <i>School of Medicine</i> 1 Brookings Dr., Campus Box 1192 St Louis, MO 63130		EDU	150,000 00	2 of 4	10/5/2010
Washington University Newman Centers 6352 Forsyth Blvd. St. Louis, MO 63105		CIV	25,000 00	2 of 2	8/3/2010
Webster University 470 E. Lockwood Ave. St. Louis, MO 63119-3194		EDU	30,000 00	2 of 3	8/3/2010
Wichita State University Foundation <i>Ulrich Museum of Art</i> 1845 Fairmount Wichita, KS 67260-0095		ART	7,500 00	1 of 1	11/3/2009
William Jewell College Trustees of (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	75,000 00	1 of 1	12/1/2009
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	6/10/2010
Young Life 23 Valley Forge Plaza Washington, IL 61571		HUM	8,500.00	1 of 1	8/18/2010
Young Men's Christian Association Garden City 1224 Center St. Garden City, KS 67846		HUM	13,334 00	3 of 3	12/1/2009
Young Men's Christian Association of Champaign, Ill 500 W. Church St. Champaign, IL 61820		HUM	5,000.00	2 of 3	4/6/2010

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Youth Entrepreneurs of Kansas Inc 4111 E. 37th St. N., Ste. D101 Wichita, KS 67220		EDU	20,000.00	1 of 1	7/20/2010
Youth Symphony Association of Kansas City Inc 5960 Dearborn, Ste. 206 Mission, KS 66202		ART	10,000 00	1 of 1	2/10/2010
Total Contributions for the Year:			9,673,998.00		

10/31/2010

Outstanding Pledges
William T. Kemper Foundation

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Region Notes	Organization	FY10/11	FY 11/12	FY12/13	FY13/14	FY14/15	FY15/16
ILEC	BroMenn Foundation	21,000 01/11					
ILEC	Chestnut Health Systems	10,000 03/11					
ILEC	Illinois Wesleyan University	10,000 01/11					
ILEC	YMCA, Bloomington	9,334 03/11					
	Sub-Total: Paid & Outstanding	0 50,334	0	0	0	0	0
ILES	YMCA, Champaign	5,000 04/11					
	Sub-Total: Paid & Outstanding	0 5,000	0	0	0	0	0
ILWC	Bradley University	27,500 02/11					
ILWC	Illinois Central College	2,500 01/11					
ILWC	Snyder Village	5,000 07/11					
	Sub-Total: Paid & Outstanding	0 35,000	0	0	0	0	0
KCMT	Avila University	12,500 11/10					
KCMT	Barstow School	10,000 10/11	10,000				
KCMT	Benedictine College	50,000 03/11					
KCMT	DeLaSalle Education Center	100,000 10/11					
KCMT	Friends of Chamber Music	80,000 11/10					
KCMT	Harriman-Jewell Series	75,000 11/10					
KCMT	Harry S Truman Library Institute	50,000 11/10	50,000	50,000			
KCMT	Kansas City Design Center	25,000 11/10					
KCMT	Kansas University Medical Center	66,666 01/11					
KCMT	Olathe Medical Center	25,000 09/11					
KCMT	Pembroke Hill School	500,000 10/11					
KCMT	Salvation Army - Kansas and Western Missouri Division	25,000 10/11	25,000	25,000			
KCMT	St. Paul's Episcopal Day School	50,000 10/11					
KCMT	St. Teresa's Academy	25,000 10/11					
KCMT	William Jewell College	200,000 10/11	200,000	200,000			
	Sub-Total: Paid & Outstanding	0 1,294,166	285,000	275,000	200,000	0	0
KSNE	University of Kansas - Spencer Museum of Art	22,500 02/11					
	Sub-Total: Paid & Outstanding	0 22,500	0	0	0	0	0
KSNW	Developmental Services of Northwest Kansas	5,000 01/11					
KSNW	Fort Hays State University	12,500 05/11					
	Sub-Total: Paid & Outstanding	0 17,500	0	0	0	0	0
KSSC	Botanica	15,000 08/11					
KSSC	Urban League of Kansas	5,000 01/11					
KSSC	YMCA, Wichita	100,000 10/11	100,000	100,000			
	Sub-Total: Paid & Outstanding	0 120,000	100,000	100,000	0	0	0
MONC	Columbia College	25,000 10/11					
MONC	Missouri 4-H Foundation	10,000 10/11					
MONC	Missouri Military Academy	30,000 01/11					
MONC	YMCA, Mexico	25,000 10/11	25,000				
	Sub-Total: Paid & Outstanding	0 90,000	25,000	0	0	0	0

57MT 3

10/31/2010

Outstanding Pledges
William T. Kemper Foundation

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Region Notes	Organization	FY10/11	FY 11/12	FY12/13	FY13/14	FY14/15	FY15/16
MONE	Affordable Community Education	5,000	09/11				
	Sub-Total Paid & Outstanding	0	5,000	0	0	0	0
MONW	Friends of the Park	3,000	07/11				
MONW	Noyes Home For Children	15,000	10/11				
	Sub-Total Paid & Outstanding	0	18,000	0	0	0	0
MOSW	Barry-Lawrence Regional Library	3,334	01/11				
	Sub-Total. Paid & Outstanding	0	3,334	0	0	0	0
SLMT	Big Brothers Big Sisters of Eastern Missouri	33,334	10/11				
SLMT	Cardinal Ritter College Prep High School	50,000	05/11				
SLMT	Cooperating School Districts of St Louis	3,000	05/11				
SLMT	Focus St Louis	12,500	03/11				
SLMT	Maryville University	46,666	10/11	46,667			
SLMT	Missouri Botanical Garden - Endowment	83,333	10/11	183,334			
SLMT	Missouri Botanical Garden - Raven Society	5,000	11/10				
SLMT	Missouri Botanical Garden - Research	125,000	10/11				
SLMT	Opera Theatre of St Louis	40,000	05/11	40,000			
SLMT	Ronald McDonald House of Metro St Louis	12,500	01/11				
SLMT	St Margaret of Scotland School	5,000	06/11				
SLMT	Teach for America - Alumni Program	35,730	11/10	35,730			
SLMT	Teach for America - General Operating Support	30,000	08/11				
SLMT	Washington University - Art Museum	150,000	10/11	300,000			
SLMT	Washington University - Danforth Scholars	25,000	06/11				
SLMT	Washington University - School of Medicine	300,000	10/11	300,000			
SLMT	Webster University - Teaching Excellence	30,000	08/11				
	Sub-Total: Paid & Outstanding	0	987,063	905,731	46,667	0	0
SPMT	Drury University	28,334	01/11				
SPMT	Good Samaritan Boys Ranch	10,000	10/11				
SPMT	Missouri State University	25,000	07/11				
SPMT	YMCA, Ozarks Regional	22,500	11/10				
	Sub-Total: Paid & Outstanding	0	85,834	0	0	0	0
USA	National Trust for Historic Preservation	125,000	01/11				
	Sub-Total: Paid & Outstanding	0	125,000	0	0	0	0
	Total: Outstanding	0	2,858,731	1,315,731	421,667	200,000	0

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**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2010**

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
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FOR THE YEAR ENDED OCTOBER 31, 2010**

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