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

2010

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

For calendar year 2010, or tax year beginning **APR 1, 2010**, and ending **MAR 31, 2011**G Check all that apply:  Initial return  Initial return of a former public charity  Final return  
 Amended return  Address change  Name change

Name of foundation

**William T. Kemper II Charitable Trust**

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

**Commerce Bank N.A. Trustee, 118 West 47t**

City or town, state, and ZIP code

**Kansas City, MO 64112**H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at end of year **4,717,990** (from Part II, col (c), line 16)J Accounting method:  Cash  Accrual

(Part I, column (d) must be on cash basis.)

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))		(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			<b>N/A</b>	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	<b>124,956.</b>	<b>124,956.</b>		<b>Statement 1</b>
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	<b>567,753.</b>			
	7 Capital gain net income (from Part IV, line 2)		<b>94,991.</b>		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns				
	10a and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
Operating and Administrative Expenses	11 Other income				
	12 Total. Add lines 1 through 11	<b>222,192.</b>	<b>219,947.</b>		
	13 Compensation of officers, directors, trustees, etc	<b>48,654.</b>	<b>26,189.</b>		<b>22,465.</b>
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	<b>48,654.</b>	<b>26,189.</b>		<b>22,465.</b>
	25 Contributions, gifts, grants paid	<b>203,500.</b>			<b>203,500.</b>
	26 Total expenses and disbursements. Add lines 24 and 25	<b>252,154.</b>	<b>26,189.</b>		<b>225,965.</b>
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<b>-29,962.</b>			
	b Net investment income (if negative, enter -0-)		<b>193,758.</b>		
	c Adjusted net income (if negative, enter -0-)			<b>N/A</b>	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
Assets	1 Cash - non-interest-bearing		19,337.	35,436.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	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			
	b Investments - corporate stock Stmt 2		1,975,268.	1,193,765.
	c Investments - corporate bonds Stmt 3		1,399,284.	0.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 4		298,661.	2,432,995.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►) )			
	16 Total assets (to be completed by all filers)		3,692,550.	3,662,196.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►) )			
	23 Total liabilities (add lines 17 through 22)		0.	0.
Liabilities	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		3,692,550.	3,662,196.
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.
Net Assets or Fund Balances	30 Total net assets or fund balances		3,692,550.	3,662,196.
	31 Total liabilities and net assets/fund balances		3,692,550.	3,662,196.

## Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,692,550.
2 Enter amount from Part I, line 27a	2	-29,962.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	3,662,588.
5 Decreases not included in line 2 (itemize) ► RETURN OF CAPITAL ADJUSTMENT	5	392.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,662,196.

**Part IV Capital Gains and Losses for Tax on Investment Income**

• (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>			P	Various	Various
<b>b CISCO STRADDLE SALE</b>			P	Various	03/29/11
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 567,753.		470,517.	97,236.		
b 27,679.		29,924.	-2,245.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	97,236.		
a			-2,245.		
b					
c					
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	94,991.	
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). If (loss), enter -0- in Part I, line 8	{ }		3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	239,445.	4,003,335.	.059811
2008	240,572.	4,217,048.	.057047
2007	214,126.	5,043,809.	.042453
2006	231,287.	4,867,514.	.047516
2005	180,706.	4,596,377.	.039315

2 Total of line 1, column (d)

2 .246142

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 .049228

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 4,346,545.

5 Multiply line 4 by line 3

5 213,972.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,938.

7 Add lines 5 and 6

7 215,910.

8 Enter qualifying distributions from Part XII, line 4

8 225,965.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) <b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) <b>3</b> Add lines 1 and 2 <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) <b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- <b>6</b> Credits/Payments: <b>a</b> 2010 estimated tax payments and 2009 overpayment credited to 2010 <b>b</b> Exempt foreign organizations - tax withheld at source <b>c</b> Tax paid with application for extension of time to file (Form 8868) <b>d</b> Backup withholding erroneously withheld <b>7</b> Total credits and payments. Add lines 6a through 6d <b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached <b>9</b> Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed <b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <b>11</b> Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 423. Refunded ► 0.	1	1,938.
		2	0.
		3	1,938.
		4	0.
		5	1,938.
		6a	2,361.
		6b	
		6c	
		6d	
		7	2,361.
	8		
	9		
	10	423.	
	11	0.	

**Part VII-A Statements Regarding Activities**

1a 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?	<b>1a</b> <input checked="" type="checkbox"/> <b>1b</b> <input checked="" type="checkbox"/>  <b>1c</b> <input checked="" type="checkbox"/>  <b>2</b> <input checked="" type="checkbox"/>  <b>3</b> <input checked="" type="checkbox"/>  <b>4a</b> <input checked="" type="checkbox"/>  <b>4b</b> <input checked="" type="checkbox"/>  <b>5</b> <input checked="" type="checkbox"/>  <b>6</b> <input checked="" type="checkbox"/>  <b>7</b> <input checked="" type="checkbox"/>  <b>8a</b> <input checked="" type="checkbox"/>  <b>8b</b> <input checked="" type="checkbox"/>  <b>9</b> <input checked="" type="checkbox"/>  <b>10</b> <input checked="" type="checkbox"/>	Yes	No
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c Did the foundation file Form 1120-POL for this year?			
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>			
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>			
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?			
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► MO			
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			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV			
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

**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 ► **N/A** 13 X

14 The books are in care of ► **COMMERCE BANK, N.A.** Telephone no. ► **(816) 234-2568**  
Located at ► **118 W. 47TH ST. KANSAS CITY, MO** ZIP+4 ► **64112**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► 16 Yes No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <span style="border: 1px solid black; padding: 2px;">Yes</span> <span style="border: 1px solid black; padding: 2px;">X</span> <span style="border: 1px solid black; padding: 2px;">No</span>		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <span style="border: 1px solid black; padding: 2px;">Yes</span> <span style="border: 1px solid black; padding: 2px;">X</span> <span style="border: 1px solid black; padding: 2px;">No</span>		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <span style="border: 1px solid black; padding: 2px;">Yes</span> <span style="border: 1px solid black; padding: 2px;">X</span> <span style="border: 1px solid black; padding: 2px;">No</span>		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <span style="border: 1px solid black; padding: 2px;">X</span> <span style="border: 1px solid black; padding: 2px;">Yes</span> <span style="border: 1px solid black; padding: 2px;">No</span>		
(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)? <span style="border: 1px solid black; padding: 2px;">Yes</span> <span style="border: 1px solid black; padding: 2px;">X</span> <span style="border: 1px solid black; padding: 2px;">No</span>		
(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.) <span style="border: 1px solid black; padding: 2px;">Yes</span> <span style="border: 1px solid black; padding: 2px;">X</span> <span style="border: 1px solid black; padding: 2px;">No</span>		
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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <span style="border: 1px solid black; padding: 2px;">1b</span> <span style="border: 1px solid black; padding: 2px;">X</span>		
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 2010? <span style="border: 1px solid black; padding: 2px;">1c</span> <span style="border: 1px solid black; padding: 2px;">X</span>		
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)): <span style="border: 1px solid black; padding: 2px;">Yes</span> <span style="border: 1px solid black; padding: 2px;">X</span> <span style="border: 1px solid black; padding: 2px;">No</span>		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► <span style="border: 1px solid black; padding: 2px;">2a</span>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <span style="border: 1px solid black; padding: 2px;">2b</span> <span style="border: 1px solid black; padding: 2px;">N/A</span>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <span style="border: 1px solid black; padding: 2px;">2c</span>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <span style="border: 1px solid black; padding: 2px;">Yes</span> <span style="border: 1px solid black; padding: 2px;">X</span> <span style="border: 1px solid black; padding: 2px;">No</span>		
b If "Yes," did it have excess business holdings in 2010 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 2010.) <span style="border: 1px solid black; padding: 2px;">3b</span> <span style="border: 1px solid black; padding: 2px;">N/A</span>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <span style="border: 1px solid black; padding: 2px;">4a</span> <span style="border: 1px solid black; padding: 2px;">X</span>		
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 2010? <span style="border: 1px solid black; padding: 2px;">4b</span> <span style="border: 1px solid black; padding: 2px;">X</span>		

## 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)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

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

**N/A** ► **5b** Yes  No Yes  No Yes  No**N/A****6b** **X****7b**

## Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMMERCE BANK, N.A. P.O. BOX 419248 KANSAS CITY, MO 64141-6248	TRUSTEE 5.00	26,190.	0.	0.
ROBERT W. LOYD 2046 CONDOLEA DR LEAWOOD, KS 66209-1652	TRUSTEE 5.00	22,465.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

► 0

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**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<b>NONE</b>		

Total number of others receiving over \$50,000 for professional services



0

**Part IX-A** **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1 <b>NONE</b>	Expenses
	0.
2	
3	
4	

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1 <b>NONE</b>	Amount
	0.
2	
3 <b>NONE</b>	
	0.
<b>Total. Add lines 1 through 3</b>	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	4,379,997.
b Average of monthly cash balances	1b	32,739.
c Fair market value of all other assets	1c	
d <b>Total</b> (add lines 1a, b, and c)	1d	4,412,736.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,412,736.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,191.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,346,545.
6 <b>Minimum investment return.</b> Enter 5% of line 5	6	217,327.

**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	217,327.
2a Tax on investment income for 2010 from Part VI, line 5	2a	1,938.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,938.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	215,389.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	215,389.
6 Deduction from distributable amount (see instructions)	6	0.
7 <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	215,389.

**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	225,965.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	225,965.
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	5	1,938.
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	224,027.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				215,389.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008	32,286.			
e From 2009	41,510.			
f Total of lines 3a through e	73,796.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 225,965.			0.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount			215,389.	
e Remaining amount distributed out of corpus	10,576.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	84,372.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	84,372.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	32,286.			
d Excess from 2009	41,510.			
e Excess from 2010	10,576.			



## Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 7 ATTACHED	NONE	PUBLIC CHARITY	SEE STATEMENT	203,500.
<b>Total</b>			► 3a	203,500.
<i>b Approved for future payment</i>				
None				
<b>Total</b>			► 3b	0.

023611 12-07-10

Form 990-PF (2010)

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)	0.		222,192.		0.
13 Total. Add line 12, columns (b), (d), and (e)	13		222,192.		
(See worksheet in line 13 instructions to verify calculations.)					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS	63,163.	0.	63,163.
INTEREST	61,793.	0.	61,793.
Total to Fm 990-PF, Part I, ln 4	124,956.	0.	124,956.

  

Form 990-PF	Corporate Stock	Statement	2
Description	Book Value	Fair Market Value	
STOCKS-STMT 6	1,145,503.	1,824,814.	
PREFERRED STOCK-STMT 6	48,262.	50,050.	
Total to Form 990-PF, Part II, line 10b	1,193,765.	1,874,864.	

  

Form 990-PF	Corporate Bonds	Statement	3
Description	Book Value	Fair Market Value	
BONDS-STMT 6	0.	0.	
Total to Form 990-PF, Part II, line 10c	0.	0.	

  

Form 990-PF	Other Investments	Statement	4
Description	Valuation Method	Book Value	Fair Market Value
MUTUAL FDS/ALT INV-STMT 6	COST	2,432,995.	2,807,690.
LITIGATION-STMT 6	COST	0.	0.
Total to Form 990-PF, Part II, line 13		2,432,995.	2,807,690.

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990-PF      Affiliation with Tax-Exempt Organizations      Statement 5  
                    Part XVII, Line 2, Column (c)

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Name of Affiliated or Related Organization

LOCAL CEDAR HILL CEMETERY ASSOCIATION

Description of Relationship with Affiliated or Related Organization

COMMON TRUSTEE

Name of Affiliated or Related Organization

MOUNT HOPE MAUSOLEUM ENDOWMENT

Description of Relationship with Affiliated or Related Organization

COMMON TRUSTEE

WILLIAM T KEMPER II CHARITABLE TRUST  
 BALANCE SHEET FOR YR ENDED 3/31/2011  
 Tax ID # 43-6337610

	UNITS	BOOK VALUE	MARKET VALUE
FINANCIAL SQUARE TR GOVERNMENT FD	35,436	35,436.15	35,436.15
	<b>35,436</b>	<b>35,436.15</b>	<b>35,436.15</b>
ADOBE SYSTEM INC	1,000	28,255.46	33,160.00
AMERICAN TOWER CORP CLASS A	425	16,876.07	22,023.50
AMERIPRISE FINANCIAL INC	425	19,653.70	25,959.00
APACHE CORP	475	26,989.50	62,187.00
APPLE INC	125	25,205.89	43,563.44
BARD C R INC	325	27,260.42	32,292.00
BECTON DICKINSON & COMPANY	775	38,009.50	61,705.50
CERNER CORP	150	8,187.69	16,680.00
CISCO SYSTEM INC	1,600	29,924.25	27,440.00
CLOROX CO	450	27,785.73	31,531.50
COMMERCE BANCSHARES INC	7,958	549.32	321,821.52
CONOCOPHILLIPS	900	38,920.50	71,874.00
CROWN HOLDINGS INC	550	15,130.23	21,219.00
DANAHER CORP	650	23,273.49	33,735.00
DEERE & CO	200	11,116.00	19,378.00
DICK'S SPORTING GOODS INC	490	12,727.95	19,590.20
DOLLAR TREE INC	337	13,978.56	18,710.24
ECOLAB INC	340	16,315.10	17,346.80
EOG RES INC	250	15,372.75	29,627.50
EXXON MOBIL CORPORATION	450	20,762.00	37,858.50
FORD MOTOR COMPANY	670	10,967.90	9,989.70
FRANKLIN RESOURCES INC	250	28,853.05	31,270.00
GENERAL ELECTRIC CO	975	31,754.00	19,548.75
GENERAL MILLS INC	800	27,283.96	29,240.00
GOOGLE INC CL A	125	50,502.50	73,345.00
HESS CORPORATION	390	20,222.48	33,231.90
INTERNATIONAL BUSINESS MACHINES	150	16,498.50	24,460.50
JOHNSON AND JOHNSON	475	28,856.25	28,143.75
JP MORGAN CHASE & CO	500	20,307.18	23,050.00
LOCKHEED MARTIN CORP	225	16,895.25	18,090.00
LOWES COMPANIES INC	1,360	29,747.84	35,944.80
MEAD JOHNSON NUTRITION COMPANY	365	12,443.22	21,144.45
MEDNAX INC	300	14,597.04	19,983.00
MERCK & CO INC	800	26,127.49	26,408.00
MICROSOFT CORP	990	26,543.40	25,136.10
OCCIDENTAL PETROLEUM CORP	245	20,871.25	25,600.05
OMNICOM GROUP INC	250	12,517.50	12,265.00
OREILLY AUTOMOTIVE INC	470	21,774.73	27,006.20
PARTNERRE HLDGS LTD	225	16,224.73	17,829.00
PEPSICO INC	550	28,282.89	35,425.50
PRICELINE.COM INC	50	5,674.95	25,322.00
PROCTER & GAMBLE CO	750	41,867.50	46,200.00
REPUBLIC SERVICES INC	600	18,027.36	18,024.00
SCHLUMBERGER LTD	410	26,414.29	38,236.60
SPX CORP	215	14,470.68	17,068.85
TUPPERWARE BRANDS CORPORATION	515	27,763.65	30,750.65
UNION PACIFIC CORP	420	27,488.11	41,298.60
UNITED PARCEL SERVICE B	400	29,265.25	29,728.00
UNITED TECHNOLOGIES CORP	150	10,078.50	12,697.50
US BANCORP	650	18,791.50	17,179.50
WELLPOINT INC	600	24,690.74	41,874.00
XEROX CORP	2,030	23,404.89	21,619.50
	<b>34,780</b>	<b>1,145,503</b>	<b>1,624,614</b>

WILLIAM T KEMPER II CHARITABLE TRUST  
 BALANCE SHEET FOR YR ENDED 3/31/2011  
 Tax ID # 43-6337610

	UNITS	BOOK VALUE	MARKET VALUE
ABSOLUTE STRATEGIES FUND-I	8,173	85,139.25	88,270.97
ARTISAN MID CAP VALUE FUND-	3,847	70,595.85	85,176.68
BLACKROCK SML CAP GR EQ-INST	1,580	39,695.40	41,148.63
COMMERCE BOND FUND #333	70,129	1,301,611.97	1,399,081.35
COMMERCE MIDCAP GROWTH FUND	6,889	163,175.28	249,872.48
DWS RREEF REAL EST SEC INST	2,295	30,082.50	43,276.57
FIDELITY ADVI EMRG MKS INC-I	625	8,062.50	8,175.09
ISHARES BARCLAYS TRES INF PR S	325	33,562.75	35,477.00
ISHARES DJ SELECT DIVIDEND	700	40,800.97	36,491.00
ISHARES DJ US BASIC MATERIAL	700	31,052.74	57,232.00
ISHARES MSCI EMERGING MKT IN	1,800	39,989.00	87,606.00
ISHARES RUSSELL MIDCAP VALUE INDX FD	3,400	75,558.54	163,744.00
JPMORGAN INTERNATIONAL VALUE FD-INS	6,804	77,223.40	94,850.78
MFS RESEARCH INTERNATIONAL FUND-I	12,391	243,161.50	202,103.36
PIMCO COMMODITY RR STRAT-INS	6,559	50,369.00	63,555.27
SPDR S&P INTERNATIONAL SMALL CAP	1,495	46,903.53	47,227.05
TARGET SMALL CAP VALUE PT	2,210	46,700.47	49,374.75
VANGUARD SIGNAL SHARES REIT INDEX FD	2,137	41,419.95	47,303.90
WELLS FARGO ADVANTAGE INTERNATIONAL	671	7,890.75	7,723.00
	132,731	2,432,995	2,807,690
SECURITY LEGAL DESCRIPTION LINE 1	0	0.00	0.00
	0	0.00	0.00
DU PONT NEMOURS PFD STK	700	48,261.74	50,050.00
	700	48,261.74	50,050.00
AIG - PWC SECURITIES LITIGATION	1	0.00	0.00
ALLIANZ FUNDS LITIGATION	1	0.00	0.00
DELL COMPUTER CORPORATION	1	0.00	0.00
	3	0.00	0.00
	203,650	3,662,196	4,717,990



William T Kemper II Charitable Trust 46-0011-01-8

Grant Summary for FYE March 31, 2011

MINIMUM REQ'D      \$0      Updated  
TOTAL      \$ 203,500      3/31/2011

Name and Address		Purpose	Amount
ALPHAPOINTE ASSOC'N FOR BLIND	Kansas City	MO Human Services	1,000
ALS	Kansas City	MO Human Services	50,000
AMERICAN JAZZ MUSEUM	Kansas City	MO Arts	2,000
AMERICAN ROYAL ASSOCIATION	Kansas City	MO Civic	5,000
ANGEL FLIGHT CENTRAL	Fairway	KS Human Services	2,500
BIG BROTHERS/BIG SISTERS	Kansas City	MO Human Services	10,000
BOY SCOUTS OF AMERICA	Kansas City	MO Civic	7,500
CITY UNION MISSION	Kansas City	MO Human Services	2,500
FOLLY THEATRE	Kansas City	MO Arts	2,000
FRANKLIN CNTY HISTORICAL SOCIETY	Ottawa	KS Civic	5,000
FRIENDSHIP INN KANSAS CITY	Lee's Summit	MO Human Services	5,000
KANSAS CITY AUTISM TRAINING CENTER	Prairie Village	KS Education	10,000
KANSAS CITY CHAMBER ORCHESTRA INCORP	Kansas City	MO Arts	5,000
KANSAS PHEASANTS FOREVER			10,000
KANSAS WILDSCAPE FOUNDATION	Lawrence	KS Education	5,000
KCPT	Kansas City	MO Arts	15,000
MAATR	Paola	KS Human Services	5,000
MEDICAL MISSIONS FOUNDATION	Overland Park	KS Human Services	5,000
MIDWESTERN INNOCENCE PROJECT	Kansas City	MO Human Services	5,000
MUSCULAR DYSTROPHY ASSN	Kansas City	KS Human Services	1,000
MUSICAL THEATRE HERITAGE	Shawnee Mission	KS Human Services	20,000
NAIA	Westwood	KS Arts	10,000
PARKINSON FOUNDATION OF THE HEARTLAND	Kansas City	MO Human Services	2,500
ROTARY CLUB YOUTH CAMP ASSOC	Kansas City	MO Human Services	5,000
SALVATION ARMY	Kansas City	MO Human Services	2,500
UNION STATION	Kansas City	MO Civic	10,000

*Totals*

203,500

Name of Trust: William T Kemper II Charitable Trust

Name of Fiduciary: Commerce Trust Company

Identification Number: 43-6337610

Year End: 3/31/2011

In accordance with the requirements of IRC Sec. 6012(b) (5) and Reg. 1.6012-3(c), the fiduciary filing this return states that he has sufficient knowledge of the affairs of the above mentioned trust to enable him to execute this return, and that this return is, to the best of his knowledge and belief, true and correct.

STMT 8