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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning NOV 1, 2011, and ending OCT 31, 2012

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)

COMMERCE BANK, TRUSTEE, 118 WEST 47TH ST

Room/suite

B Telephone number

(816) 234-2568

City or town, state, and ZIP code

KANSAS CITY, MO 64112

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year
(from Part II, col (c), line 16)

\$ 247,474,193. (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)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).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	5,171,569.	5,131,148.		STATEMENT 1
5a Gross rents	55.	55.		STATEMENT 2
b Net rental income or (loss)	-127.			STATEMENT 3
6a Net gain or (loss) from sale of assets not on line 10	4,913,039.			
b Gross sales price for all assets on line 6a	59,307,516.			
7 Capital gain net income (from Part IV, line 2)		4,913,039.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	178,887.	168,451.		STATEMENT 4
12 Total. Add lines 1 through 11	10,263,550.	10,212,693.		
13 Compensation of officers, directors, trustees, etc.	879,470.	469,176.		410,294.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees	STMT 5 40,000.	0.		40,000.
17 Interest				
18 Taxes	STMT 6 121,230.	1,230.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	519.	0.		519.
22 Printing and publications				
23 Other expenses	STMT 7 53,799.	-974.		53,568.
24 Total operating and administrative expenses. Add lines 13 through 23	1,095,018.	469,432.		504,381.
25 Contributions, gifts, grants paid	11,484,420.			11,484,420.
26 Total expenses and disbursements. Add lines 24 and 25	12,579,438.	469,432.		11,988,801.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-2,315,888.			
b Net investment income (if negative, enter -0-)		9,743,261.		
c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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SCANNED JUN 17 2013

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	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		9,846,095.		
	2	Savings and temporary cash investments			1,043,639.	1,043,639.
	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 STMT 9		17,853,448.	10,075,681.	11,400,307.
	b	Investments - corporate stock STMT 10		37,111,832.	40,239,880.	48,240,097.
	c	Investments - corporate bonds STMT 11		27,875,403.	22,656,871.	24,652,776.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans STMT 12		12,335,390.	6,810,107.	7,577,066.	
13	Investments - other STMT 13		108,412,120.	130,281,458.	154,472,428.	
14	Land, buildings, and equipment: basis ▶ 1.					
	Less: accumulated depreciation ▶		1.	1.	1.	
15	Other assets (describe ▶ ARTWORK)		129,093.	129,094.	87,879.	
16	Total assets (to be completed by all filers)		213,563,382.	211,236,731.	247,474,193.	
Liabilities	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.	
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		0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		213,563,382.	211,236,731.		
30	Total net assets or fund balances		213,563,382.	211,236,731.		
31	Total liabilities and net assets/fund balances		213,563,382.	211,236,731.		

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	213,563,382.
2	Enter amount from Part I, line 27a	2	-2,315,888.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	211,247,494.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	10,763.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	211,236,731.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
b LITIGATION		VARIOUS	12/31/11
c LONG TERM CAP GAIN DIST		VARIOUS	VARIOUS
d JPM ALT LN TR REMIC LOSSES		VARIOUS	VARIOUS
e COMVERSE LITIGATION SETTLEMENT	P	VARIOUS	12/30/11

(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 58,346,497.		54,392,975.	3,953,522.
b 33,060.			33,060.
c 927,178.			927,178.
d		1,502.	-1,502.
e 781.			781.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			3,953,522.
b			33,060.
c			927,178.
d			-1,502.
e			781.

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	4,913,039.
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))
2010	11,166,695.	244,568,121.	.045659
2009	10,199,198.	221,521,224.	.046042
2008	13,976,459.	200,341,454.	.069763
2007	13,780,550.	283,053,930.	.048685
2006	11,209,525.	296,504,685.	.037806

2 Total of line 1, column (d)	2	.247955
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	.049591
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	242,113,214.
5 Multiply line 4 by line 3	5	12,006,636.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	97,433.
7 Add lines 5 and 6	7	12,104,069.
8 Enter qualifying distributions from Part XII, line 4	8	11,988,801.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	194,865.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (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	194,865.
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	194,865.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	197,068.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	65,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	262,068.	
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	67,203.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	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?		Yes	No
1a			X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
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? If "Yes," attach a detailed description of the activities.	2		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	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	7	X	
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	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► COMMERCE BANK	Telephone no. ►	(816) 234-2568	
Located at ► 118 WEST 47TH ST, KANSAS, CITY, MO		ZIP+4 ►	64112-1601	
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 2011, 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?	16	X	Yes No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► CAYMAN ISLANDS				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here		
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No	
If "Yes," list the years ►		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		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)? ☐ 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)?

N/A

5b

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

☐ 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?

6b

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?

N/A

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, NA-INV. MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	469,176.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 10.00	52,131.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	358,163.	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 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	203,189,053.
b	Average of monthly cash balances	1b	3,910,598.
c	Fair market value of all other assets	1c	38,700,566.
d	Total (add lines 1a, b, and c)	1d	245,800,217.
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	245,800,217.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,687,003.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	242,113,214.
6	Minimum investment return. Enter 5% of line 5	6	12,105,661.

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	12,105,661.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	194,865.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	194,865.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	11,910,796.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	11,910,796.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	11,910,796.

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	11,988,801.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,988,801.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,988,801.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				11,910,796.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			11,493,048.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 11,988,801.				
a Applied to 2010, but not more than line 2a			11,493,048.	
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 2011 distributable amount				495,753.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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:				
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				11,415,043.
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 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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)

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

Tax year

(a) 2011

(b) 2010

Prior 3 years

(c) 2009

(d) 2008

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation 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, (816) 234-1768
COMMERCE BANK, TRUSTEE, 922 WALNUT, SUITE 200, KANSAS CITY, MO 64106-1809

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

SEE STATEMENT B

c Any submission deadlines:

SEE STATEMENT B

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

SEE STATEMENT B

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 C	N/A	PUBLIC	SEE STATEMENT	11,484,420.
Total			3a	11,484,420.
b Approved for future payment				
SEE STATEMENT D	N/A	PUBLIC	SEE STATEMENT	2,683,072.
Total			3b	2,683,072.

Form 990-PF (2011)

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	5,171,569.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	-127.	
6 Net rental income or (loss) from personal property					
7 Other investment income			15	178,887.	
8 Gain or (loss) from sales of assets other than inventory			18	4,913,039.	
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.		10,263,368.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 10,263,368.	

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

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

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☒ Yes ☐ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SEE STATEMENT 14		SEE STATEMENT 15

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr) ? ☐ Yes ☐ No		
	Signature of officer or trustee <i>[Signature]</i>		Date <i>16/4/2013</i>		Title <i>Officer, The Commerce Trust</i> <i>Company a Division of Commerce Bank</i>			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date		Check ☐ if self-employed	PTIN
	Firm's name ▶						Firm's EIN ▶	
	Firm's address ▶						Phone no.	

BALANCE SHEET

William T Kemper Foundation Main A/C

FY ending - October 31, 2012

Account Number 46-0001-00-1

FORM 990-AF, PAGE 3, PART II

TAX ID # 43-6345116

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Cash and Cash Equivalents						
Financial Square Tr Government Fd	1,043,638.81	1,043,638.81	1,043,638.81	0.42%	63.00	0.01%
Admin CI Fund 466		1.00	1.00			
Income Cash		-6,823,622.76	-6,823,622.76	-2.76%	0.00	0.00%
Principal Cash		6,823,622.76	6,823,622.76	2.76%	0.00	0.00%
Total Cash and Cash Equivalents		\$ 1,043,638.81	\$ 1,043,638.81	0.42%	\$ 63.00	0.01%

Equity Investments

Domestic Equities

Common Stocks

Abbott Labs	11,100	593,955.86	727,050.00	0.29%	22,644.00	3.11%
		53.51	65.50			
Adobe System Inc	8,000	298,618.30	272,200.00	0.11%	0.00	0.00%
		37.33	34.03			
AFLAC Corp	7,700	285,296.10	383,306.00	0.15%	10,780.00	2.81%
		37.05	49.78			
Agilent Technologies Inc	5,000	235,204.50	179,950.00	0.07%	2,000.00	1.11%
		47.04	35.99			
Alexion Pharmaceuticals Inc	700	32,056.01	63,266.00	0.03%	0.00	0.00%
		45.79	90.38			
Allergan Inc	2,800	163,534.68	251,776.00	0.10%	560.00	0.22%
		58.41	89.92			
Alliance Data Sys Corp	2,500	287,065.36	357,625.00	0.14%	0.00	0.00%
		114.83	143.05			
Altera Corp	2,400	80,781.04	73,152.00	0.03%	960.00	1.31%
		33.66	30.48			

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William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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Account Number: 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Altria Group Inc	17,800	515,678.52 28.97	566,040.00 31.80	0.23%	31,328.00	5.53%
Amazon Com Inc	500	114,483.55 228.97	116,446.55 232.89	0.05%	0.00	0.00%
American Express Co	4,800	250,021.92 52.09	268,656.00 55.97	0.11%	3,840.00	1.43%
Ametek Aerospace Prods Inc	2,300	79,027.77 34.36	81,765.00 35.55	0.03%	552.00	0.68%
Amgen Inc	2,700	241,805.79 89.56	233,523.00 86.49	0.09%	3,888.00	1.66%
Apple Inc	3,400	577,072.09 169.73	2,024,088.00 595.32	0.82%	36,040.00	1.78%
AT&T Inc	16,200	476,945.82 29.44	560,358.00 34.59	0.23%	28,512.00	5.09%
Automatic Data Processing Inc	4,300	247,482.63 57.55	248,497.00 57.79	0.10%	6,794.00	2.73%
Autozone Inc	600	85,996.56 143.33	225,000.00 375.00	0.09%	0.00	0.00%
Ball Corp	1,900	80,847.47 42.55	81,377.00 42.83	0.03%	760.00	0.93%
Bally Technologies Incorporated	8,800	394,752.25 44.86	439,296.00 49.92	0.18%	0.00	0.00%
Bank of Hawaii Corp	7,200	284,697.43 39.54	317,952.00 44.16	0.13%	12,960.00	4.08%
Bard C R Inc	3,965	353,625.84 89.19	381,393.35 96.19	0.15%	3,172.00	0.83%
Blackrock Inc	3,200	558,857.60 174.64	606,976.00 189.68	0.25%	19,200.00	3.16%
BMC Software Inc	1,800	55,274.58 30.71	73,260.00 40.70	0.03%	0.00	0.00%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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Account Number 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
CA Inc	3,000	77,618.40 25.87	67,530.00 22.51	0.03%	3,000.00	4.44%
Cadence Design Systems Inc	6,500	55,610.10 8.56	82,225.00 12.65	0.03%	0.00	0.00%
Carter's Inc	1,400	75,030.20 53.59	75,684.00 54.06	0.03%	0.00	0.00%
Celgene Corp	2,900	206,301.36 71.14	212,715.00 73.35	0.09%	0.00	0.00%
Cerner Corp	1,120	32,001.64 28.57	85,332.80 76.19	0.03%	0.00	0.00%
Chevron Corporation	11,900	1,064,841.49 89.48	1,311,864.33 110.24	0.53%	42,840.00	3.27%
Cimarex Energy Co	900	90,925.26 101.03	51,462.00 57.18	0.02%	432.00	0.84%
Clean Harbors Inc	1,500	79,672.95 53.12	87,525.00 58.35	0.04%	0.00	0.00%
Clorox Co	800	47,597.87 59.50	57,840.00 72.30	0.02%	2,048.00	3.54%
Coca Cola	13,600	431,669.04 31.74	505,648.00 37.18	0.20%	13,872.00	2.74%
Colgate Palmolive	2,400	209,361.84 87.23	251,904.00 104.96	0.10%	5,952.00	2.36%
Comcast Corporation Cl-A	7,200	258,428.88 35.89	270,180.00 37.53	0.11%	4,680.00	1.73%
Conagra Inc	12,900	316,297.55 24.52	359,136.00 27.84	0.15%	12,900.00	3.59%
Conocophillips	12,800	667,708.59 52.17	740,480.00 57.85	0.30%	33,792.00	4.56%
Core Laboratories N V	800	62,674.96 78.34	82,928.00 103.66	0.03%	896.00	1.08%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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Account Number: 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Crown Holdings Inc	1,900	47,942.13 25.23	72,675.00 38.25	0.03%	0.00	0.00%
Cullen Frost Bankers Inc	6,000	301,784.30 50.30	331,800.00 55.30	0.13%	11,520.00	3.47%
Darden Restaurants Inc	6,600	309,686.15 46.92	347,292.00 52.62	0.14%	13,200.00	3.80%
Dentsply International Inc	1,300	42,696.29 32.84	47,892.00 36.84	0.02%	286.00	0.60%
Digital Realty Trust Inc	1,100	80,679.61 73.35	67,573.00 61.43	0.03%	3,212.00	4.75%
Dollar Tree Inc	4,800	124,299.36 25.90	191,376.00 39.87	0.08%	0.00	0.00%
Dominion Resources Inc	4,700	230,063.12 48.95	248,066.00 52.78	0.10%	9,917.00	4.00%
Donaldson Inc	7,800	251,152.20 32.20	251,706.00 32.27	0.10%	2,808.00	1.12%
Dr Pepper Snapple Group Inc	1,900	69,781.87 36.73	81,415.00 42.85	0.03%	2,584.00	3.17%
Du Pont (E I) De Nemours & Co	6,900	337,872.99 48.97	307,188.00 44.52	0.12%	11,868.00	3.86%
Dunkin Brands Group Inc	2,700	82,121.31 30.42	83,700.00 31.00	0.03%	1,620.00	1.94%
Eaton Corp	9,100	361,865.14 39.77	429,702.00 47.22	0.17%	13,832.00	3.22%
Ebay Inc	6,400	196,872.28 30.76	308,864.00 48.26	0.12%	0.00	0.00%
EMC Corporation	10,300	274,935.84 26.69	251,526.00 24.42	0.10%	0.00	0.00%
Emerson Electric Co	7,600	327,030.61 43.03	368,068.00 48.43	0.15%	12,160.00	3.30%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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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 Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Endo Health Solutions Inc	2,600	80,486.90 30.96	74,516.00 28.66	0.03%	0.00	0.00%
Equifax Inc	7,300	339,838.28 46.55	365,292.00 50.04	0.15%	5,256.00	1.44%
Exelon Corporation	8,800	370,146.70 42.06	314,864.00 35.78	0.13%	18,480.00	5.87%
Exxon Mobil Corporation	4,200	348,189.66 82.90	382,914.00 91.17	0.15%	9,576.00	2.50%
Federal Realty Investment Trust	800	61,420.56 76.78	86,264.00 107.83	0.03%	2,336.00	2.71%
Sh Ben Int New						
FMC Technologies Inc	1,800	66,434.02 36.91	73,620.00 40.90	0.03%	0.00	0.00%
Freeport-McMoran Copper & Gold	4,900	183,288.66 37.41	190,512.00 38.88	0.08%	6,125.00	3.22%
F5 Networks Inc	2,500	286,867.26 114.75	206,475.00 82.59	0.08%	0.00	0.00%
Gap Inc	2,200	81,392.08 37.00	78,584.00 35.72	0.03%	1,100.00	1.40%
Gartner Group Inc	1,700	78,373.74 46.10	78,897.00 46.41	0.03%	0.00	0.00%
General Electric Co	39,200	712,912.64 18.19	825,552.00 21.06	0.33%	26,656.00	3.23%
Genuine Parts Co	6,600	369,149.25 55.93	413,028.00 62.58	0.17%	13,068.00	3.16%
Gilead Sciences Inc	8,500	353,846.08 41.63	570,987.50 67.18	0.23%	0.00	0.00%
Google Inc C/A	900	270,375.28 300.42	612,267.84 680.30	0.25%	0.00	0.00%
Harley Davidson Inc	8,400	392,156.34 46.69	392,784.00 46.76	0.16%	5,208.00	1.33%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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Account Number 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Harris Corp	1,500	65,957.02 43.97	68,670.00 45.78	0.03%	2,220.00	3.23%
Hcp Inc	8,100	312,611.40 38.59	359,235.00 44.35	0.15%	16,200.00	4.51%
Heinz H J Co	7,400	383,688.14 51.85	425,574.00 57.51	0.17%	15,244.00	3.58%
Intel Corp	26,700	537,728.43 20.14	577,521.00 21.63	0.23%	24,030.00	4.16%
Intercontinentalexchange Inc	600	63,635.79 106.06	78,600.00 131.00	0.03%	0.00	0.00%
International Business Machines	6,100	497,130.01 81.50	1,186,633.00 194.53	0.48%	20,740.00	1.75%
Intuit	4,200	249,282.18 59.35	249,606.00 59.43	0.10%	2,856.00	1.14%
Intuitive Surgical Inc	500	272,785.85 545.57	271,110.00 542.22	0.11%	0.00	0.00%
Johnson and Johnson	5,200	339,463.48 65.28	368,264.00 70.82	0.15%	12,688.00	3.45%
JP Morgan Chase & Co	16,700	616,093.89 36.89	696,056.00 41.68	0.28%	20,040.00	2.88%
Kansas City Southern	1,100	83,209.72 75.65	88,506.00 80.46	0.04%	858.00	0.97%
Kilroy Realty Corp	1,700	80,398.95 47.29	75,497.00 44.41	0.03%	2,380.00	3.15%
Kimco Rlty Corp	17,800	298,302.48 16.76	347,456.00 19.52	0.14%	14,952.00	4.30%
Kinder Morgan Inc	5,900	197,724.93 33.51	204,789.00 34.71	0.08%	8,496.00	4.15%
Kirby Corp	800	44,181.04 55.23	45,984.00 57.48	0.02%	0.00	0.00%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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Account Number: 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Laboratory Crp of Amer Hldgs	700	47,677.04 68.11	59,311.00 84.73	0.02%	0.00	0.00%
Lincoln Elec Hldgs Inc	8,500	365,913.86 43.05	368,645.00 43.37	0.15%	5,780.00	1.57%
Linear Technology Corp	2,400	75,675.94 31.53	75,024.00 31.26	0.03%	2,400.00	3.20%
Lockheed Martin Corp	6,400	548,589.18 85.72	599,488.00 93.67	0.24%	29,440.00	4.91%
Lorillard Inc	600	76,649.34 127.75	69,606.00 116.01	0.03%	3,720.00	5.34%
Lowes Companies Inc	14,700	329,955.27 22.45	475,986.00 32.38	0.19%	9,408.00	1.98%
M & T Bk Corp	3,900	277,665.18 71.20	405,990.00 104.10	0.16%	10,920.00	2.69%
Marrnott Intl Inc New Cl A	1,900	50,535.83 26.60	69,312.00 36.48	0.03%	988.00	1.43%
Masco Corp	4,100	52,277.87 12.75	61,869.00 15.09	0.03%	1,230.00	1.99%
Mastercard Incorporated Class A	500	230,023.00 460.05	230,465.00 460.93	0.09%	600.00	0.26%
McDonalds Corp	5,800	512,452.57 88.35	503,440.00 86.80	0.20%	17,864.00	3.55%
McGraw-Hill Companies Inc	1,700	58,105.47 34.18	93,976.00 55.28	0.04%	1,734.00	1.85%
McKesson Corporation	3,100	246,492.25 79.51	289,261.00 93.31	0.12%	2,480.00	0.86%
Medtronic Inc	4,600	206,445.70 44.88	191,268.00 41.58	0.08%	4,784.00	2.50%
Merck & Co Inc	13,100	435,180.69 33.22	597,753.00 45.63	0.24%	22,008.00	3.68%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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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 Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Micro Sys Inc	1,400	37,896.18 27.07	63,560.00 45.40	0.03%	0.00	0.00%
Microsoft Corp	22,000	211,934.81 9.63	627,880.00 28.54	0.25%	20,240.00	3.22%
Monsanto Co	2,800	255,347.40 91.20	240,996.00 86.07	0.10%	4,200.00	1.74%
Moody's Corporation	6,200	258,302.54 41.66	298,592.00 48.16	0.12%	3,968.00	1.33%
Motorola Solutions Inc	5,000	249,212.00 49.84	258,400.00 51.68	0.10%	5,200.00	2.01%
Nextera Energy Inc	5,100	287,764.44 56.42	357,306.00 70.06	0.14%	12,240.00	3.43%
Noble Energy Inc	900	84,793.32 94.22	85,509.00 95.01	0.03%	900.00	1.05%
Nordstrom Inc	900	29,124.93 32.36	51,093.00 56.77	0.02%	972.00	1.90%
Northrop Grumman Corp	5,500	303,900.30 55.26	377,795.00 68.69	0.15%	12,100.00	3.20%
Occidental Petroleum Corp	8,200	670,199.79 81.73	647,472.00 78.96	0.26%	17,712.00	2.74%
Oneok Inc	1,700	76,338.16 44.91	80,410.00 47.30	0.03%	2,244.00	2.79%
Oracle Corporation	13,900	178,139.62 12.82	432,012.00 31.08	0.17%	3,336.00	0.77%
O'Reilly Automotive Inc	4,100	330,597.42 80.63	351,971.06 85.85	0.14%	0.00	0.00%
P P G Inds Inc	700	48,732.52 69.62	81,956.00 117.08	0.03%	1,652.00	2.02%
Packaging Corp of America	10,300	300,445.04 29.17	363,281.00 35.27	0.15%	10,300.00	2.84%

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Parker-Hannifin CP	1,000	49,770.26 49.77	78,660.00 78.66	0.03%	1,640.00	2.08%
Paychex Inc	20,300	600,878.95 29.60	658,119.91 32.42	0.27%	26,796.00	4.07%
Pepsico Inc	10,400	685,449.54 65.91	720,096.00 69.24	0.29%	22,360.00	3.11%
Peismart Inc	1,000	21,333.10 21.33	66,390.00 66.39	0.03%	660.00	0.99%
Pfizer Inc	23,500	445,167.55 18.94	584,445.00 24.87	0.24%	20,680.00	3.54%
Philip Morris International	7,600	468,871.12 61.69	673,056.00 88.56	0.27%	25,840.00	3.84%
PPL Corporation	12,400	349,014.60 28.15	366,668.00 29.57	0.15%	17,856.00	4.87%
Procter & Gamble Co	4,700	296,816.75 63.15	325,428.00 69.24	0.13%	10,565.00	3.25%
Qualcomm Inc	6,300	371,195.45 58.92	369,243.00 58.61	0.15%	6,300.00	1.71%
Ralph Lauren Corp	2,300	161,594.58 70.26	353,487.00 153.69	0.14%	3,680.00	1.04%
Rayonier Inc	1,050	35,279.86 33.60	51,460.50 49.01	0.02%	1,848.00	3.59%
Reynolds American Inc	8,000	300,952.08 37.62	333,120.00 41.64	0.13%	18,880.00	5.67%
Roper Inds Inc	500	47,099.20 94.20	54,585.00 109.17	0.02%	275.00	0.50%
Ross Stores Inc	5,000	327,892.12 65.58	304,750.00 60.95	0.12%	2,800.00	0.92%
SBA Communications Corp	1,600	62,476.64 39.05	106,178.24 66.36	0.04%	0.00	0.00%

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Schlumberger LTD	4,600	388,437.34 84.44	319,838.00 69.53	0.13%	5,060.00	1.58%
Scripps Networks Inter Cl A	1,100	48,769.05 44.34	66,792.00 60.72	0.03%	528.00	0.79%
Seacor Smit Inc	900	80,279.28 89.20	78,939.00 87.71	0.03%	0.00	0.00%
Sherwin Williams Co	1,700	263,696.35 155.12	242,386.00 142.58	0.10%	2,652.00	1.09%
Sigma Aldrich Corp	900	25,133.44 27.93	63,162.00 70.18	0.03%	720.00	1.14%
Simon Pty Group Inc	1,600	185,695.68 116.06	243,536.00 152.21	0.10%	7,040.00	2.89%
Sm Energy Company	1,300	59,058.95 45.43	70,096.00 53.92	0.03%	130.00	0.19%
Sonoco Prods Co	10,500	315,956.86 30.09	326,865.00 31.13	0.13%	12,600.00	3.85%
Southern Co	7,300	299,480.31 41.03	341,932.00 46.84	0.14%	14,308.00	4.18%
Starbucks Corp	5,500	128,354.05 23.34	252,450.00 45.90	0.10%	3,740.00	1.48%
Sysco Corp	11,200	325,982.30 29.11	347,984.00 31.07	0.14%	12,096.00	3.48%
T Rowe Price Group Inc	4,900	270,335.62 55.17	317,912.00 64.88	0.13%	6,664.00	2.10%
Teche Corp	1,200	81,234.60 67.70	80,832.00 67.36	0.03%	1,440.00	1.78%
The Brinks Company	800	27,624.01 34.53	21,048.00 26.31	0.01%	320.00	1.52%
The Madison Square Garden Company	2,000	82,009.40 41.01	82,320.00 41.16	0.03%	0.00	0.00%

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TJX Cos Inc	6,900	321,575.19 46.61	287,247.00 41.63	0.12%	3,174.00	1.10%
Toro Company	1,800	50,178.06 27.88	75,996.00 42.22	0.03%	792.00	1.04%
Total System Services Inc	14,300	332,894.55 23.28	321,607.00 22.49	0.13%	5,720.00	1.78%
Transdigm Group Inc	600	56,850.12 94.75	79,926.00 133.21	0.03%	0.00	0.00%
Tupperware Brands Corporation	1,600	87,668.00 54.79	94,560.00 59.10	0.04%	2,304.00	2.44%
Tw Telecom Inc	1,500	24,746.70 16.50	38,190.00 25.46	0.02%	0.00	0.00%
Union Pacific Corp	2,000	153,491.40 76.75	246,060.00 123.03	0.10%	4,800.00	1.95%
United Parcel Service B	3,500	248,728.59 71.07	256,375.00 73.25	0.10%	7,980.00	3.11%
United Technologies Corp	7,700	505,528.10 65.65	601,832.00 78.16	0.24%	16,478.00	2.74%
Valspar Corp	1,500	78,207.00 52.14	84,045.00 56.03	0.03%	1,200.00	1.43%
Varian Medical System Incorporated	1,300	64,615.80 49.70	86,788.00 66.76	0.04%	0.00	0.00%
Versign Inc	1,600	39,157.89 24.47	59,312.00 37.07	0.02%	0.00	0.00%
Verizon Communications	21,700	881,918.68 40.64	968,688.00 44.64	0.39%	44,702.00	4.61%
Viacom Inc-Class B	4,700	247,237.95 52.60	241,063.00 51.29	0.10%	5,170.00	2.14%
Visa Inc Class A Shares	1,900	255,132.76 134.28	263,644.00 138.76	0.11%	2,508.00	0.95%

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Wal-Mart Stores Inc	4,700	342,751.15 72.93	352,594.00 75.02	0.14%	7,473.00	2.12%
Walgreen Co	17,700	530,787.60 29.99	623,571.00 35.23	0.25%	19,470.00	3.12%
Waste Management Inc Del	10,100	336,811.09 33.35	330,674.00 32.74	0.13%	14,342.00	4.34%
Wells Fargo & Company	18,300	606,952.38 33.17	616,527.00 33.69	0.25%	16,104.00	2.61%
Western Union Company	2,200	40,698.02 18.50	28,003.58 12.73	0.01%	1,100.00	3.93%
Williams Sonoma Inc	2,200	78,948.54 35.89	101,706.00 46.23	0.04%	1,936.00	1.90%
Wyndham Worldwide Corporation	1,500	81,637.35 54.43	75,600.00 50.40	0.03%	1,380.00	1.83%
Xilinx Inc	2,400	66,146.78 27.56	78,648.00 32.77	0.03%	2,112.00	2.69%
Zebra Technologies Corp Class A	1,800	46,203.84 25.67	64,674.00 35.93	0.03%	0.00	0.00%
Zimmer Holdings Inc	1,200	74,130.00 61.78	77,052.00 64.21	0.03%	864.00	1.12%
Total Common Stocks		\$ 40,239,880.00	\$ 48,240,096.66	19.49%	\$ 1,211,425.00	2.51%
Exchange Traded Funds						
iShares Russell Midcap Growth Index Fund	4,600	235,338.35 51.16	279,450.00 60.75	0.11%	2,700.00	0.97%
iShares Russell Midcap Value Index Fund	197,700	7,687,555.65 38.89	9,641,829.00 48.77	3.90%	188,408.00	1.95%
iShares Russell 1000 Growth Index Fund	9,600	578,745.60 60.29	621,600.00 64.75	0.25%	8,755.00	1.41%

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iShares Russell 1000 Value Index Fund	464,100	23,828,331.17 51.34	33,322,380.00 71.80	13.46%	742,095.00	2.23%
iShares Russell 2000 Growth Index Fund	66,000	4,619,384.42 69.99	6,106,980.00 92.53	2.47%	55,110.00	0.90%
iShares Russell 2000 Value Index Fund	15,200	1,075,123.70 70.73	1,106,864.00 72.82	0.45%	23,484.00	2.12%
Total Exchange Traded Funds		\$ 38,024,478.89	\$ 51,079,103.00	20.64%	\$ 1,020,552.00	2.00%
Mutual Funds						
American Century Growth Fund-Instl Fund #320	71,372.248	1,930,417.30 27.05	1,980,579.88 27.75	0.80%	12,561.00	0.63%
Artisan Mid Cap Value Fund-Ins	83,681.66	1,507,844.78 18.02	1,763,172.58 21.07	0.71%	0.00	0.00%
Laudus Growth Investors US Large Cap Growth Fund	210,586.684	2,903,152.00 13.79	2,979,801.58 14.15	1.20%	0.00	0.00%
Morgan Stanley Institutional Fund Trust	229,615.617	7,811,168.40 34.02	7,896,481.07 34.39	3.19%	0.00	0.00%
Mid Cap Growth Portfolio						
T Rowe Price Mid-Cap Value Fund	75,231.674	1,579,112.85 20.99	1,871,764.05 24.88	0.76%	18,055.00	0.96%
Target Small Capitalization Value Portfolio	336,938.319	4,674,478.84 13.87	7,207,110.64 21.39	2.91%	80,528.00	1.12%
Vanguard Morgan Growth Fund-Ad	282,698.439	15,953,713.00 56.43	17,159,795.25 60.70	6.93%	110,535.00	0.64%
Total Mutual Funds		\$ 36,359,887.17	\$ 40,858,705.05	16.51%	\$ 221,679.00	0.54%
Total Domestic Equities		\$ 114,624,246.06	\$ 140,177,904.71	56.64%	\$ 2,453,656.00	1.75%

International Equities

Exchange Traded Funds

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iShares MSCI EAFE Growth Index Fund	77,200	4,230,970.06 54.81	4,374,924.00 56.67	1.77%	106,844.00	2.44%
iShares MSCI EAFE Value Index Fund	37,000	1,648,277.40 44.55	1,705,700.00 46.10	0.69%	72,705.00	4.26%
SPDR S&P International Small Cap ETF	183,700	4,833,546.72 26.31	5,051,750.00 27.50	2.04%	175,433.00	3.47%
Vanguard MSCI Emerging Markets-ETF	164,800	6,694,260.29 40.62	6,838,376.00 41.50	2.76%	235,828.00	3.45%
Total Exchange Traded Funds		\$ 17,407,054.47	\$ 17,970,750.00	7.26%	\$ 590,810.00	3.29%
International Equity Mutual Funds						
MFS Research International Fund-I	118,437.924	1,853,501.00 15.65	1,804,993.96 15.24	0.73%	35,057.00	1.94%
Total International Equity Mutual Funds		\$ 1,853,501.00	\$ 1,804,993.96	0.73%	\$ 35,057.00	1.94%
Total International Equities		\$ 19,260,555.47	\$ 19,775,743.96	7.99%	\$ 625,867.00	3.16%
Total Equity Investments		\$ 133,884,801.53	\$ 159,953,648.67	64.63%	\$ 3,079,523.00	1.93%

Fixed Income Investments

Mortgage

Federal Home Loan Mortgage Corp Gold Pool # C90036 6% Due 10/1/13 Dated 10/1/93	1,701.96	1,618.47 95.09	1,871.22 109.95	0.00%	102.00	5.46%
Federal National Mortgage Assoc Pool # 50847 6% Due 12/1/13 Dated 12/1/93	4,968.51	4,814.79 96.91	5,191.05 104.48	0.00%	298.00	5.74%
Federal National Mortgage Assoc Pool # 589395 6% Due 7/1/16 Dated 7/1/01	11,042.097	11,049.02 100.06	11,754.75 106.45	0.00%	662.00	5.64%

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Federal National Mortgage Assoc REMIC Series 2002-18 Class PC 5 5% Due 4/25/17 Dated 3/1/02	70,886.48	71,351.69 100.66	72,277.56 101.96	0.03%	3,898.00	5.39%
Cs First Boston Mortgage Securities Corp Series 2003-29 Class 8A1 6% Due 11/25/18 Dated 12/1/03	171,092.529	151,096.09 88.31	175,278.31 102.45	0.07%	10,265.00	5.86%
Countrywide Alternative Loan Trust Series 2004-18cb Class 3A1 5 25% Due 9/25/19 Dated 7/1/04	87,327.38	88,255.26 101.06	89,314.43 102.28	0.04%	4,584.00	5.13%
Washington Mutual Mortgage Pass Through Series 2005-4 Class 4A1 5.5% Due 6/25/20 Dated 5/1/05	196,718.517	194,583.06 98.91	203,729.96 103.56	0.08%	10,819.00	5.31%
J.P. Morgan Alternative Loan Trust Series 2006-S1 Class 2A4 5 5% Due 2/25/21 Dated 2/1/06	111,707.729	109,617.99 98.13	104,109.48 93.20	0.04%	6,143.00	5.90%
Federal Home Loan Mortgage Corp Gold Pool # G13098 5 5% Due 9/1/21 Dated 3/1/08	87,399.526	89,106.54 101.95	95,270.73 109.01	0.04%	4,806.00	5.05%
Federal Home Loan Mortgage Corp Multiclass Mortgage Participation Certificate Guaranteed Series 1579 Class Pm 6.7% Due 9/15/23 Dated 9/1/93	46,248.80	46,176.51 99.84	52,197.32 112.86	0.02%	3,098.00	5.94%
Federal Home Loan Mortgage Corp REMIC Series 2790 Class TN 4% Due 5/15/24 Dated 5/1/04	471,488.96	419,477.84 88.97	505,465.40 107.21	0.20%	18,859.00	3.73%
Federal National Mortgage Assoc REMIC Trust Series 1994-G6 Class Pj 8% Due 5/17/24 Dated 5/1/94	45,655.07	48,208.89 105.59	52,331.62 114.62	0.02%	3,652.00	6.98%
Federal National Mortgage Assoc REMIC Series 2004-53 Class NC 5.5% Due 7/25/24 Dated 6/1/04	229,859.17	228,666.79 99.48	253,421.57 110.25	0.10%	12,642.00	4.99%

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Federal National Mortgage Assoc Pool # 295895 6.5% Due 1/1/25 Dated 1/1/95	23,890.14	24,065.61 100.73	27,595.50 115.51	0.01%	1,552.00	5.63%
Federal National Mortgage Assoc Pool # 350204 9% Due 2/1/25 Dated 8/1/96	13,440.50	14,213.29 105.75	15,634.12 116.32	0.01%	1,209.00	7.74%
Federal National Mortgage Assoc Pool # 346283 6.5% Due 3/1/26 Dated 5/1/96	1,758.39	1,703.05 96.85	2,050.42 116.61	0.00%	114.00	5.57%
Federal National Mortgage Assoc Pool # 345063 7.5% Due 4/1/26 Dated 4/1/96	80,169.92	82,437.20 102.83	83,634.06 104.32	0.03%	6,012.00	7.19%
Federal Home Loan Mortgage Corp Gold Pool #C00456 7% Due 5/1/26 Dated 5/1/96	26,594	25,422.21 95.59	31,558.04 118.67	0.01%	1,861.00	5.90%
Government National Mortgage Assoc II Pool # 002248 7.5% Due 7/20/26 Dated 7/1/96	19,105.45	18,675.56 97.75	22,916.99 119.95	0.01%	1,432.00	6.25%
Government National Mortgage Assoc Series 1998-12 Class EB 6.5% Due 5/20/28 Dated 5/1/98	32,688.62	34,414.97 105.28	32,711.08 100.07	0.01%	2,124.00	6.50%
Federal National Mortgage Assoc Pool # 323380 6.5% Due 10/1/28 Dated 10/1/98	12,695.49	12,639.94 99.56	14,915.68 117.49	0.01%	825.00	5.53%
Federal National Mortgage Assoc Pool # 507042 7.5% Due 9/1/29 Dated 8/1/99	11,221.64	11,428.58 101.84	13,683.44 121.94	0.01%	841.00	6.15%
Federal Home Loan Mortgage Corp Gold Pool # C43561 7% Due 10/1/30 Dated 10/1/00	1,919.80	1,932.09 100.64	2,275.06 118.51	0.00%	134.00	5.91%

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Federal Home Loan Mortgage Corp Gold Pool # C01103 7 5% Due 12/1/30 Dated 12/1/00	16,538.82	16,833.43 101.78	20,201.51 122.15	0.01%	1,240.00	6.14%
Federal Home Loan Mortgage Corp Gold Pool # C55996 7% Due 1/1/31 Dated 7/1/01	22,834.42	23,344.64 102.23	27,059.93 118.51	0.01%	1,598.00	5.91%
Federal National Mortgage Assoc Pool # 579215 7% Due 3/1/31 Dated 4/1/01	19,910.18	20,082.83 100.87	23,809.39 119.58	0.01%	1,393.00	5.85%
Government National Mortgage Assoc II Pool # 003133 6 5% Due 9/20/31 Dated 9/1/01	37,435.88	38,675.94 103.31	44,039.94 117.64	0.02%	2,433.00	5.53%
Federal National Mortgage Assoc REMIC Tr 2001-45 Class Wg 6 5% Due 9/25/31 Dated 8/1/01	146,452.97	142,242.45 97.13	168,747.36 115.22	0.07%	9,519.00	5.64%
Federal National Mortgage Assoc Pool # 613340 7% Due 11/1/31 Dated 11/1/01	33,201.24	34,041.63 102.53	39,672.16 119.49	0.02%	2,324.00	5.86%
Federal National Mortgage Assoc Pool # 625186 7% Due 1/1/32 Dated 1/1/02	10,661.62	10,886.52 102.11	12,739.57 119.49	0.01%	746.00	5.86%
Master Asset Securitization Trust Series 2004-3 Class 5A1 6 25% Due 1/25/32 Dated 2/1/04	10,254.75	10,488.66 102.28	10,413.81 101.55	0.00%	640.00	6.15%
Federal National Mortgage Assoc Pool # 675570 6% Due 12/1/32 Dated 12/1/02	64,870.77	66,695.27 102.81	73,533.61 113.35	0.03%	3,892.00	5.29%
Government National Mortgage Assoc REMIC Series 2004-108 Class C 5 039% Due 12/16/32 Dated 12/1/04	330,536.16	311,840.21 94.34	343,668.69 103.97	0.14%	16,655.00	4.85%

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Federal National Mortgage Assoc Pool # 659517 5.5% Due 3/1/33 Dated 2/1/03	108,723.24	111,203.50 102.28	120,659.96 110.98	0.05%	5,979.00	4.96%
Government National Mortgage Assoc Pool # 603566 5.5% Due 4/15/33 Dated 4/1/03	137,316.33	139,515.51 101.60	152,875.64 111.33	0.06%	7,552.00	4.94%
Federal National Mortgage Assoc Pool # 696434 5% Due 5/1/33 Dated 5/1/03	138,792.22	141,112.66 101.67	157,481.98 113.47	0.06%	6,939.00	4.41%
Residential Funding Securities Corporation Series 2003-RM2 Class AIII 6% Due 5/25/33 Dated 5/1/03	58,020.169	58,359.30 100.59	61,193.47 105.47	0.02%	3,481.00	5.69%
Cs First Boston Mortgage Securities Corp Series 2003-19 Class 1A4 5.25% Due 7/25/33 Dated 7/1/03	304,353.672	267,070.36 87.75	313,379.28 102.97	0.13%	15,978.00	5.10%
Countrywide Home Loans Series 2003-J6 Class 1A1 5.5% Due 8/25/33 Dated 6/01/03	223,919.066	224,338.93 100.19	234,294.36 104.63	0.09%	12,315.00	5.26%
Government National Mortgage Assoc Pool # 622123 5.5% Due 10/15/33 Dated 10/1/03	54,913.584	56,895.64 103.61	61,196.25 111.44	0.02%	3,020.00	4.94%
Structured Asset Securities Corp Series 2003-31a Class 2A7 Variable Rate Due 10/25/33 Dated 9/1/03	463,282.458	367,151.36 79.25	463,067.96 99.95	0.19%	12,981.00	2.80%
Chase Mortgage Finance Corporation Series 2003-S13 Class A1 5.5% Due 11/25/33 Dated 11/1/03	163,195.014	141,571.67 86.75	171,884.99 105.32	0.07%	8,975.00	5.22%
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	549,310.05 122.07	0.22%	27,000.00	4.92%

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<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Federal National Mortgage Assoc Pool # 735648 Variable Rate Due 2/1/34 Dated 6/1/05	179,389.40	178,940.90 99.75	190,960.02 106.45	0.08%	4,694.00	2.46%
Residential Accredit Loans Inc Series 2004-QS2 Class CB 5.75% Due 2/25/34 Dated 2/1/04	208,902.77	168,950.11 80.88	210,347.12 100.69	0.08%	12,011.00	5.71%
Federal National Mortgage Assoc REMIC Series 2004-60 Class PA 5.5% Due 4/25/34 Dated 7/1/04	195,014.928	192,973.37 98.95	209,579.23 107.47	0.08%	10,725.00	5.12%
Federal Home Loan Mortgage Corp Pool # 781530 Variable Rate Due 5/1/34 Dated 4/1/04	63,815.261	61,631.59 96.58	68,087.69 106.70	0.03%	1,502.00	2.21%
Structured Asset Securities Corp Series 2004-13 Class 1A2 5.5% Due 7/25/34 Dated 6/1/04	189,089.776	173,962.59 92.00	191,252.58 101.14	0.08%	10,398.00	5.44%
Citicorp Mortgage Securities Inc Series 2004-5 Class 2A3 4.75% Due 8/25/34 Dated 8/1/04	43,662.568	42,352.69 97.00	45,452.47 104.10	0.02%	2,073.00	4.56%
Federal National Mortgage Assoc Pool # 802650 5.109% Due 10/1/34 Dated 10/1/04	60,257.043	61,320.96 101.77	64,470.22 106.99	0.03%	1,687.00	2.62%
Federal National Mortgage Assoc Pool # 808051 4.5% Due 2/1/35 Dated 2/1/05	226,788.616	213,216.75 94.02	244,990.67 108.03	0.10%	10,205.00	4.17%
Federal National Mortgage Assoc Pool # 816308 Variable Rate Due 2/1/35 Dated 2/1/05	150,528.189	150,528.19 100.00	160,919.15 106.90	0.07%	3,755.00	2.33%
Gsr Mortgage Loan Trust Series 2005-5f Class 2A8 5.5% Due 6/25/35 Dated 5/1/05	355,779.13	346,773.47 97.47	359,953.84 101.17	0.15%	19,567.00	5.44%

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Federal Home Loan Mortgage Corp Pool # 1B3915 Variable Rate Due 9/1/35 Dated 9/1/05	408,146.74	397,687.99 97.44	433,970.18 106.33	0.18%	16,595.00	3.82%
Merrill Lynch Mortgage Investors Tr Series 2005-A7 Class 2A1 5.4005% Due 9/25/35 Dated 9/1/05	252,358.918	246,365.40 97.63	235,270.69 93.23	0.10%	13,193.00	5.61%
Federal Home Loan Mortgage Corp Pool # 847512 Variable Rate Due 1/1/36 Dated 1/1/06	75,275.144	74,757.63 99.31	80,415.68 106.83	0.03%	3,911.00	4.86%
Wells Fargo Mortgage Backed Securities Trust Series 2006-AR6 Class 5A1 5.1095% Due 3/25/36 Dated 3/1/06	164,123.022	160,738.01 97.94	162,978.43 99.30	0.07%	4,657.00	2.86%
Total Mortgage		\$ 6,810,107.16	\$ 7,577,065.67	3.06%	\$ 355,565.00	4.69%
Credit						
Vanguard Intermediate Term Investment Grade Fund Adm	152,881.026	1,521,166.21 9.95	1,606,779.58 10.51	0.65%	52,681.00	3.28%
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	409,820.00 102.46	0.17%	21,500.00	5.25%
Bank of America Corp Note 4.9% Due 5/1/13 Dated 5/2/08 Non Callable	140,000	139,613.60 99.72	142,783.20 101.99	0.06%	6,860.00	4.80%
Credit Suisse New York Senior Note 5% Due 5/15/13 Dated 5/6/08 Non Callable	200,000	199,558.00 99.78	204,808.00 102.40	0.08%	10,000.00	4.88%
South Carolina Electric & Gas Note 7.125% Due 6/15/13 Dated 7/1/93 Non Callable	375,000	433,012.50 115.47	389,336.25 103.82	0.16%	26,718.00	6.86%

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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	280,457.10 103.87	0.11%	13,837.00	4.93%
Microsoft Corp Senior Unsecured Note 2.95% Due 6/1/14 Dated 5/18/09 Non Callable	280,000	279,725.60 99.90	291,020.80 103.94	0.12%	8,260.00	2.84%
Bank of New York Mellon Note 1.2% Due 2/20/15 Dated 2/21/12 Callable	200,000	199,818.00 99.91	202,672.00 101.34	0.08%	2,400.00	1.18%
Royal Bank of Canada Unsecured Note 1.15% Due 3/13/15 Dated 3/14/12 Non Callable	470,000	469,849.60 99.97	477,421.30 101.58	0.19%	5,405.00	1.13%
Pfizer Inc Senior Unsecured Note 5.35% Due 3/15/15 Dated 3/24/09 Callable	400,000	399,500.00 99.88	444,476.00 111.12	0.18%	21,400.00	4.81%
Duke Energy Corporation Note 5.3% Due 10/1/15 Dated 9/23/03 Callable	300,000	301,197.00 100.40	339,435.00 113.15	0.14%	15,900.00	4.68%
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	820,099.00 117.16	0.33%	53,900.00	6.57%
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	776,432.25 115.03	0.31%	51,975.00	6.69%
Bhp Billiton Finance Note 5.25% Due 12/15/15 Dated 12/12/05 Non Callable	290,000	287,752.50 99.23	328,996.30 113.45	0.13%	15,225.00	4.63%

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Citigroup Inc Senior Note 5.3% Due 1/7/16 Dated 12/8/05 Non Callable	275,000	246,441.25 89.62	305,305.00 111.02	0.12%	14,575.00	4.77%
Verizon Communications Senior Note 5.55% Due 2/15/16 Dated 2/15/06 Callable	465,000	441,619.80 94.97	535,247.55 115.11	0.22%	25,807.00	4.82%
Caterpillar Financial Service Corp Senior Unsecured Note 5.5% Due 3/15/16 Dated 3/10/06 Non Callable	240,000	278,256.00 115.94	276,295.20 115.12	0.11%	13,200.00	4.78%
Goldman Sachs Group Incorporated Senior Note 5.75% Due 10/1/16 Dated 9/19/06 Non Callable	355,000	374,436.25 105.48	405,988.65 114.36	0.16%	20,412.00	5.03%
Receipts on Corporate Securities Trust Amortizing Series Nsc 1998-1 6.375% Due 5/15/17 Dated 11/15/97 Callable-Sinking Fund	305,232.41	299,243.74 98.04	312,100.14 102.25	0.13%	19,458.00	6.23%
Georgia Power Company Note 5.7% Due 6/1/17 Dated 6/12/07 Callable	240,000	239,481.60 99.78	288,321.60 120.13	0.12%	13,680.00	4.74%
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	576,870.00 115.37	0.23%	36,875.00	6.39%
Emerson Electric Co Note 5.375% Due 10/15/17 Dated 5/18/07 Callable	325,000	321,499.75 98.92	385,394.75 118.58	0.16%	17,468.00	4.53%

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Bank of America Corp Senior Unsecured Note 5.75% Due 12/1/17 Dated 12/4/07 Non Callable	215,000	211,089.15 98.18	249,032.35 115.83	0.10%	12,362.00	4.96%
Ameritech Capital Funding Note 6.45% Due 1/15/18 Dated 1/21/98 Non Callable	400,000	475,164.00 118.79	477,468.00 119.37	0.19%	25,800.00	5.40%
Hewlett Packard Co Note 5.5% Due 3/1/18 Dated 3/3/08 Callable	305,000	311,060.35 101.99	338,827.55 111.09	0.14%	16,775.00	4.95%
Morgan Stanley Senior Unsecured Note 6.625% Due 4/1/18 Dated 4/1/08 Callable	270,000	275,383.80 101.99	314,031.60 116.31	0.13%	17,887.00	5.70%
Dupont Et Nemour Senior Note 6% Due 7/15/18 Dated 7/28/08 Callable	290,000	289,878.20 99.96	362,491.30 125.00	0.15%	17,400.00	4.80%
Honeywell International Senior Unsecured Note 5% Due 2/15/19 Dated 2/20/09 Callable	275,000	272,893.50 99.23	328,163.00 119.33	0.13%	13,750.00	4.19%
Banc One Corp Note 8.53% Due 3/1/19 Dated 3/1/98 Non Callable	200,000	253,779.00 126.89	250,966.00 125.48	0.10%	17,060.00	6.80%
Canadian National Railway Note 5.55% Due 3/1/19 Dated 2/25/09 Callable	525,000	555,229.50 105.76	638,925.00 121.70	0.26%	29,137.00	4.56%
General Electric Capital Corp Note 4.375% Due 9/16/20 Dated 9/16/10 Non Callable	260,000	257,964.20 99.22	290,937.40 111.90	0.12%	11,375.00	3.91%

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Blackrock Inc Senior Unsecured Note 4.25% Due 5/24/21 Dated 5/24/11 Callable	600,000	596,568.00 99.43	684,066.00 114.01	0.28%	25,500.00	3.73%
Amgen Inc Senior Unsecured Note 4.1% Due 6/15/21 Dated 6/30/11 Callable	400,000	398,968.00 99.74	448,112.00 112.03	0.18%	16,400.00	3.66%
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	59,088.00 147.72	0.02%	3,220.00	5.45%
Tosco Corporation Note 8.125% Due 2/15/30 Dated 2/15/00 Callable	225,000	292,225.50 129.88	344,265.75 153.01	0.14%	18,281.00	5.31%
South Carolina Electric & Gas Note 6.625% Due 2/1/32 Dated 1/31/02 Callable	450,000	533,817.45 118.63	602,041.50 133.79	0.24%	29,812.00	4.95%
Oracle Corp Senior Unsecured Note 6.125% Due 7/8/39 Dated 7/8/09 Callable	500,000	496,670.00 99.33	706,150.00 141.23	0.29%	30,625.00	4.34%
Southern Cal Edison Note 5.5% Due 3/15/40 Dated 3/11/10 Callable	275,000	271,691.75 98.80	360,615.75 131.13	0.15%	15,125.00	4.19%
Florida Power Corporation Note 5.65% Due 4/1/40 Dated 3/25/10 Callable	635,000	685,730.15 107.99	810,437.80 127.63	0.33%	35,877.00	4.43%
GE Capital Trust I Subordinated Note Variable Rate Due 11/15/67 Dated 11/15/09 Callable	270,000	270,000.00 100.00	289,237.50 107.13	0.12%	17,212.00	5.95%

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<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Total Credit		\$ 15,609,487.22	\$ 17,354,916.17	7.01%	\$ 821,134.00	4.73%
Treasury						
United States Treasury Bond 3.5% Due 2/15/39 Dated 2/17/09	450,000	390,464.69 86.77	514,971.00 114.44	0.21%	15,750.00	3.06%
Total Treasury		\$ 390,464.69	\$ 514,971.00	0.21%	\$ 15,750.00	3.06%
Agencies						
Federal Home Loan Mortgage Corp Note .875% Due 10/28/13 Dated 8/20/10 Non Callable	200,000	200,012.80 100.01	201,278.00 100.64	0.08%	1,750.00	0.87%
Federal Farm Credit Bank Note 5.3% Due 5/27/14 Dated 5/27/04 Non Callable	840,000	856,472.40 101.96	906,099.60 107.87	0.37%	44,520.00	4.91%
Federal National Mortgage Assoc Note 5% Due 2/13/17 Dated 1/12/07 Non Callable	560,000	613,577.44 109.57	662,485.60 118.30	0.27%	28,000.00	4.23%
Federal National Mortgage Assoc Note 5% Due 5/11/17 Dated 4/16/07 Non Callable	650,000	750,195.55 115.42	772,915.00 118.91	0.31%	32,500.00	4.20%
Federal Home Loan Bank Note 5% Due 11/17/17 Dated 10/19/07 Non Callable	590,000	609,769.13 103.35	712,124.10 120.70	0.29%	29,500.00	4.14%
Federal Home Loan Mortgage Corp Note 4.875% Due 6/13/18 Dated 6/13/08 Non Callable	665,000	758,190.44 114.01	806,039.85 121.21	0.33%	32,418.00	4.02%
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	580,950.00 116.19	0.23%	18,750.00	3.23%

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Federal Home Loan Bank Note 4 5% Due 9/13/19 Dated 8/12/09 Non Callable	540,000	572,308.20 105.98	653,092.20 120.94	0.26%	24,300.00	3.72%
Federal Home Loan Bank Note 5.375% Due 8/15/24 Dated 8/20/04 Non Callable	360,000	369,586.80 102.66	477,201.60 132.56	0.19%	19,350.00	4.05%
Tennessee Valley Authority Note 6.75% Due 11/1/25 Dated 11/1/95 Non Callable	230,000	276,604.90 120.26	339,263.80 147.51	0.14%	15,525.00	4.58%
Federal Home Loan Mortgage Corp Note 6.25% Due 7/15/32 Dated 2/20/02 Non Callable	300,000	354,569.40 118.19	451,086.00 150.36	0.18%	18,750.00	4.16%
Tennessee Valley Authority Note 5.88% Due 4/1/36 Dated 7/23/97 Puttable	280,000	309,540.00 110.55	394,055.20 140.73	0.16%	16,464.00	4.18%
Total Agencies		\$ 6,152,564.06	\$ 6,956,590.95	2.81%	\$ 281,827.00	4.05%
Asset Backed Securities						
Macquarie Equipment Funding Trust Series 2011-A Class A2 1.18% Due 9/20/13 Dated 3/3/11	117,958.97	117,955.60 100.00	118,012.41 100.05	0.05%	1,427.00	1.21%
Prestige Auto Receivables Trust Series 2011-1a Class A3 1.9% Due 8/17/15 Dated 3/28/11	500,000	499,945.80 99.99	503,331.50 100.67	0.20%	9,500.00	1.89%
Mmaf Equipment Finance LLC Series 2011-AA Class A3 1.27% Due 9/15/15 Dated 7/27/11	650,000	649,991.68 100.00	653,531.45 100.54	0.26%	8,255.00	1.26%
Westlake Automobile Receivables Trust Series 2012-1a Class A2 1.03% Due 3/15/16 Dated 9/27/12	450,000	449,996.18 100.00	450,198.00 100.04	0.18%	4,635.00	1.03%

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Exeter Automobile Receivables Trust Series 2012-1a Class A 2.02% Due 8/15/16 Dated 3/1/12	327,486 89	327,485 31 100 00	330,130 36 100 81	0.13%	6,615 00	2.00%
Ally Master Owner Trust Series 2012-1 Class A2 .7% Due 2/15/17 Dated 2/22/12	430,000	429,966 76 99.99	436,142 98 101 43	0.18%	6,192 00	1.42%
Avis Budget Rental Car Funding Aesop Series 2012-3a Class A 2.1% Due 3/20/19 Dated 7/31/12	440,000	439,803 58 99 96	447,607 16 101 73	0.18%	9,240 00	2.06%
Cps Auto Trust Series 2012-B Class A 3.09% Due 9/1/19 Dated 6/20/12	338,133 89	338,094 27 99 99	339,370.78 100.37	0.14%	8,520.00	2.51%
Residential Funding Mortgage Securities I Series 2000-HI2 Class A15 Variable Rate Due 3/25/25 Dated 3/1/00	22,081.81	24,330.54 110.18	21,495.14 97 34	0.01%	1,954.00	9.09%
Slm Student Loan Trust Series 2012-A Class A1 Variable Rate Due 8/15/25 Dated 2/9/12	386,966 05	386,966 05 100 00	391,122.45 101 07	0.16%	6,245 00	1.60%
Residential Funding Mortgage Securities Series 2004-HI1 Class A5 5.18% Due 4/25/29 Dated 3/1/04	495,752 712	322,239 28 65 00	514,740 54 103 83	0.21%	25,679.00	4.99%
Equity One Abs Inc Series 2003-4 Class AF6 Variable Rate Due 10/25/34 Dated 10/1/03	347,307 53	344,268 60 99.13	349,554 26 100 65	0.14%	16,785 00	4.80%
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	508,959 21 99 12	0.21%	24,082 00	4.73%

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Goldman Sachs Mortgage Securities Corp II Series 2011-GC3 Class A1 2.331% Due 3/10/44 Dated 3/10/11	389,210.55	393,093.83 101.00	399,572.89 102.66	0.16%	9,072.00	2.27%
Wf-Rbs Commercial Mortgage Trust Series 2011-C3 Class A1 1.988% Due 3/15/44 Dated 6/1/11	453,244.16	457,772.98 101.00	463,325.22 102.22	0.19%	9,010.00	1.94%
Morgan Stanley Capital I Series 2011-C2 Class A1 1.48% Due 6/15/44 Dated 6/1/11	461,620.45	461,618.23 100.00	467,988.97 101.38	0.19%	6,831.00	1.46%
Wf-Rbs Commercial Mortgage Trust Series 2012-C7 Class A1 2.3% Due 6/15/45 Dated 6/1/12	440,701.74	445,092.89 101.00	462,366.64 104.92	0.19%	10,136.00	2.19%
Northstar Education Finance Inc Series 2005-1 Class A5 4.74% Due 10/28/45 Dated 10/25/05	100,940	100,928.87 99.99	99,296.70 98.37	0.04%	1,221.00	1.23%
Springleaf Mortgage Loan Trust Series 2012-1a Class A 2.667% Due 9/25/57 Dated 3/1/12	336,973.89	336,969.98 100.00	341,113.61 101.23	0.14%	8,987.00	2.63%
Total Asset Backed Securities		\$ 7,047,384.74	\$ 7,297,860.27	2.95%	\$ 174,386.00	2.39%
Taxable Municipal Bonds						
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	377,662.50 100.71	0.15%	20,962.00	5.55%
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	10,100.60 101.01	0.00%	461.00	4.56%

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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	470,790.00 104.62	0.19%	23,625.00	5.02%
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	10,464.40 104.64	0.00%	474.00	4.53%
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	239,881.50 106.61	0.10%	12,982.00	5.41%
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	196,642.05 106.29	0.08%	10,652.00	5.42%
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	10,771.10 107.71	0.00%	480.00	4.46%
Milwaukee WI Taxable Corp Purp-T5 General Obligation Unlimited 4% Due 5/15/18 Dated 6/9/11 Non Callable	455,000	479,811.15 105.45	520,752.05 114.45	0.21%	18,200.00	3.49%

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OH State Build America Bonds General Obligation Unlimited 3.625% Due 11/1/20 Dated 10/29/10 Callable	550,000	551,798.50 100.33	606,578.50 110.29	0.25%	19,937.00	3.29%
WI Housing & Economic Development Authority Home Ownership Revenue Taxable Series F 5.727% Due 9/1/37 Dated 10/25/06 Sinkable Callable	120,000	119,971.20 99.98	120,157.20 100.13	0.05%	6,872.00	5.72%
Total Taxable Municipal Bonds		\$ 2,416,497.60	\$ 2,563,799.90	1.04%	\$ 114,645.00	4.47%
Tax Exempt General Obligations						
Fremont CA Union High School Dist Santa Clara Co Cap Apprec Elec 08-B General Obligation Unlimited 0% Due 8/1/34 Dated 3/23/11 Callable	1,520,000	295,275.20 19.43	434,932.80 28.61	0.18%	0.00	0.00%
Total Tax Exempt General Obligations		\$ 295,275.20	\$ 434,932.80	0.18%	\$ 0.00	0.00%
Tax Exempt Revenue						
MA State Housing Finance Agency AMT Housing Series A 2.5% Due 12/1/15 Dated 11/3/11 Non Callable	300,000	300,000.00 100.00	304,941.00 101.65	0.12%	7,500.00	2.46%
Denver Co City & County Airport Revenue AMT Series A 5.25% Due 11/15/23 Dated 4/14/11 Callable	530,000	520,878.70 98.28	625,071.40 117.94	0.25%	27,825.00	4.45%
Total Tax Exempt Revenue		\$ 820,878.70	\$ 930,012.40	0.38%	\$ 35,325.00	3.80%
Total Fixed Income Investments		\$ 39,542,659.37	\$ 43,630,149.16	17.63%	\$ 1,798,632.00	4.12%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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Account Number: 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Alternative Investments						
Hedge Funds						
Bridgewater All Weather LP Class B Series 007	11,342.987	11,630,849.00 1,025.38	17,758,518.06 1,565.59	7.18%	0.00	0.00%
Makena Capital Blocker Y (Cayman) LP	2,805,000	2,805,000.00 1.00	2,805,000.00 1.00	1.13%	0.00	0.00%
Makena Capital Splitter X LP	22,195,000	22,195,000.00 1.00	22,195,000.00 1.00	8.97%	0.00	0.00%
Total Hedge Funds		\$ 36,630,849.00	\$ 42,758,518.06	17.28%	\$ 0.00	0.00%
Total Alternative Investments		\$ 36,630,849.00	\$ 42,758,518.06	17.28%	\$ 0.00	0.00%
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%
Total Miscellaneous Real Estate		\$ 5,641.08	\$ 310.46	0.00%	\$ 0.00	0.00%
Oil Gas Or Mineral Interests						
Various Mineral Assets	47	47.00 1.00	47.00 1.00	0.00%	0.00	0.00%
Total Oil Gas Or Mineral Interests		\$ 47.00	\$ 47.00	0.00%	\$ 0.00	0.00%
Total Real Estate and Minerals		\$ 5,688.08	\$ 357.46	0.00%	\$ 0.00	0.00%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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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 Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Miscellaneous						
AIG - Pwc Securities Litigation	4	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
AIG Securities Litigation 10/28/99 - 12/15/10 Due 1/23/12	3	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
AIG-Starr Defendants Securities Litigation 10/28/99 - 12/15/10 Due 6/4/12	3	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Ambac Finl Group Inc Securities Litigation 10/19/05 - 7/18/09 Due 10/24/11	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Apollo Group Inc Securities Litigation 2/26/04 - 12/20/04 Due 5/2/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Citizens Unlities Company Litigation	1	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	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Goldman Sachs Group Inc Securities Litigation 6/30/99-8/5/02 Due 1/14/11	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%
Intervoice-Brite Inc Securities Litigation 10/11/99 - 9/1/00 Due 10/7/11	1	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%

William T Kemper Foundation Main A/C
October 1, 2012 - October 31, 2012

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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 Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Motorola Inc Securities Litigation 7/16/06 - 6/19/07 Due 5/28/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Nortel Networks Corp Securities Litigation 10/23/00 - 4/27/04 Due 3/16/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Tyco International LTD Securities Litigation 12/1/97 - 3/13/03 Due 5/6/11	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
United Rentals Inc Fairfund Securities Litigation 2/28/01 - 8/30/04 Due 3/31/11	1	0.00 0.00	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%
Washington Mutual Inc Securities Litigation 4/14/03 - 9/24/04 Due 7/2/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Wellcare Health Plans Inc Securities Litigation 2/14/05 - 1/22/08 Due 6/4/11	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Wells Fargo Mtg Backed Sec 2006-AR19 Tr Securities Litigation Various Dates - Due 12/7/11	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Total Miscellaneous		\$ 129,093.50	\$ 87,879.50	0.04%	\$ 0.00	0.00%

Net Assets and Liabilities

\$ 211,236,730.29 \$ 247,474,191.66 100.00% \$ 4,878,218.00 1.97%

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	5,171,569.	0.	5,171,569.
TOTAL TO FM 990-PF, PART I, LN 4	5,171,569.	0.	5,171,569.

FORM 990-PF	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NM SURFACE RIGHTS	1	55.
TOTAL TO FORM 990-PF, PART I, LINE 5A		55.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	3
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE EXPENSE		182.	
- SUBTOTAL -	1		182.
TOTAL RENTAL EXPENSES			182.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-127.

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MINERAL INCOME	178,855.	168,419.	
MISC MINERAL RECEIPT	32.	32.	
TOTAL TO FORM 990-PF, PART I, LINE 11	178,887.	168,451.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ROBERT STORR	40,000.	0.		40,000.	
TO FORM 990-PF, PG 1, LN 16C	40,000.	0.		40,000.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ESTIMATED TAX PAYMENTS	120,000.	0.		0.	
FOREIGN TAXES	1,185.	1,185.		0.	
TAX RELIEF FEE	45.	45.		0.	
TO FORM 990-PF, PG 1, LN 18	121,230.	1,230.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	22,092.	0.		22,092.	
INSURANCE	49.	49.		0.	
FEES APPLICABLE TO TAX EXEMPT INCOME	0.	-1,205.		0.	
POSTAGE AND PRINTING	1,205.	0.		1,205.	
REGISTRATION FEES	1,925.	0.		1,925.	
COMPUTERS	4,725.	0.		4,725.	
CONSULTING SERVICES	22,335.	0.		22,335.	
SUBSCRIPTIONS	216.	0.		216.	
OTHER EXPENSES	1,070.	0.		1,070.	
REAL ESTATE EXPENSE	182.	182.		0.	
TO FORM 990-PF, PG 1, LN 23	53,799.	-974.		53,568.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
DESCRIPTION		AMOUNT	
ADJ OF BASIS FOR PRIOR YEAR RETURN OF CAPITAL		10,761.	
ROUNDING		2.	
TOTAL TO FORM 990-PF, PART III, LINE 5		10,763.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
TREASURY STMT A P 27	X		390,465.	514,971.	
US AGENCIES STMT A P 28	X		6,152,564.	6,956,591.	
TAXABLE MUNICIPAL BONDS STMT A P 32		X	2,416,498.	2,563,800.	
TAX EXEMPT GO STMT A P 32		X	295,275.	434,933.	
TAX EXEMPT REVENUE STMT A P 32		X	820,879.	930,012.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,543,029.	7,471,562.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,532,652.	3,928,745.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,075,681.	11,400,307.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS STMT A P 14		40,239,880.	48,240,097.
TOTAL TO FORM 990-PF, PART II, LINE 10B		40,239,880.	48,240,097.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CREDIT STMT A P 27	15,609,487.	17,354,916.
ASSET BACKED SECURITIES STMT A P 30	7,047,384.	7,297,860.
TOTAL TO FORM 990-PF, PART II, LINE 10C	22,656,871.	24,652,776.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE STMT A P 22	6,810,107.	7,577,066.
TOTAL TO FORM 990-PF, PART II, LINE 12	6,810,107.	7,577,066.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT	13
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS	STMT A P 15	FMV	38,024,479.	51,079,103.
MUTUAL FUNDS	STMT A P 15	FMV	36,359,887.	40,858,705.
INTERNATIONAL EQUITY FUNDS	STMT A P 16	FMV	1,853,501.	1,804,994.
EXCHANGE TRADED FUNDS-INTERNATIONAL	STMT A P 16	FMV	17,407,054.	17,970,750.
ALTERNATIVE INV-BRIDGEWATER	STMT A P 33	FMV	11,630,849.	17,758,519.
ALTERNATIVE INV-MAKENA BLOCKER	Y STMT A P 33	COST	2,805,000.	2,805,000.
ALTERNATIVE INV-MAKENA SPLITTER	X STMT A P 33	COST	22,195,000.	22,195,000.
REAL ESTATE-MINERAL INTERESTS	STMT A P 33	FMV	5,688.	357.
TOTAL TO FORM 990-PF, PART II, LINE 13			130,281,458.	154,472,428.

990-PF

PART XVII

STATEMENT 14

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS

(A) NAME OF ORGANIZATION	(B) TYPE OF ORGANIZATION
LOCAL CEDAR HILL CEMETERY ASSOCIATION	501 (C) (13)
MOUNT HOPE MAUSOLEUM ENDOWMENT	501 (C) (13)
ANN A TRAVER CHARITABLE TRUST B	501 (C) (4)
IVY J TRIMMER - CHRISTIAN CHURCH	501 (C) (4)
IVY J TRIMMER TRUST	501 (C) (4)
ALICE G OGG TRUST UNDER WILL	501 (C) (4)
MARY HARTMANN FOUNDATION	501 (C) (4)
ADATH JOSEPH CEMETERY FUND	501 (C) (13)
SHAARE SHOLEM CEMETERY TRUST	501 (C) (13)

990-PF

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS
PART XVII, LINE 2, COLUMN (C)

STATEMENT 15

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

NAME OF AFFILIATED OR RELATED ORGANIZATION

ANN A TRAVER CHARITABLE TRUST B

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER - CHRISTIAN CHURCH

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ALICE G OGG TRUST UNDER WILL

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MARY HARTMANN FOUNDATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ADATH JOSEPH CEMETERY FUND

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

SHAARE SHOLEM CEMETERY TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2012**

43-6345116

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

WILLIAM T. KEMPER FOUNDATION – COMMERCE BANK TRUSTEE

PROPOSAL GUIDELINES

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

Education
Health and Human Services
Civic Improvements
The Arts

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

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

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

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

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2012**

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) 234-1768

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2012.

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Alliance Against Family Violence Incorporated P.O. Box 465 Leavenworth, KS 66048		HUM	5,500.00	1 of 1	4/10/2012
American Academy of Arts and Sciences Norton's Woods 136 Irving St Cambridge, MA 02138-1996		EDU	2,500.00	1 of 1	3/8/2012
American Jazz Museum 1616 E. 18th St Kansas City, MO 64108		ART	25,000.00	1 of 1	4/3/2012
American Royal Association 1701 American Royal Ct Kansas City, MO 64102		CIV	10,000.00	1 of 1	8/14/2012
Archdiocese of St. Louis (Kemper Donor Advised Fund) Cardinal Rigali Center 20 Archbishop May Dr. St. Louis, MO 63119		ART	40,000.00	1 of 1	12/20/2011
Baby Fold 108 E Willow, Ste 500B Normal, IL 61701		HUM	4,000.00	2 of 2	1/4/2012
Bach Ana Soloists P O Box 7112 Kansas City, MO 64113		ART	11,900.00	1 of 1	6/27/2012
Barstow School 11511 State Line Rd Kansas City, MO 64114		EDU	10,000.00	3 of 4	8/6/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Bingham-Waggoner Historical Society P O Box 1163 Independence, MO 64051		CIV	10,000.00	1 of 1	11/8/2011
Birthing of St. Charles Inc 205 N 5th St., Ste 307 St Charles, MO 63301		HUM	6,000.00	1 of 1	10/23/2012
Bishop Seabury Academy 4120 Clinton Pkwy Lawrence, KS 66047		EDU	8,334.00	1 of 3	5/15/2012
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		HUM	200,000.00	1 of 1	12/20/2011
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		HUM	500.00	1 of 1	6/11/2012
Boy Scouts of America - St. Louis Area Council 4568 W Pine Blvd. St Louis, MO 63108-2193		HUM	10,000.00	1 of 1	9/5/2012
Boys and Girls Clubs of the Columbia Area 1002 Fay St Columbia, MO 65201		HUM	25,000.00	1 of 1	1/31/2012
Boys Club of Greater Kansas City 6301 Rockhill Rd , Ste 303 Kansas City, MO 64131		HUM	50,000.00	1 of 3	3/28/2012
Bradley University 201 Swords Hall Peoria, IL 61625		EDU	27,500.00	1 of 3	2/7/2012
Budget and Fin Mgmt Asst P.O Box 414711 Kansas City, MO 64141-4711		HUM	4,250.00	1 of 1	11/29/2011

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Butterfield Youth Services Inc 1126 E Hwy WW P O Box 333 Marshall, MO 65340-0333		HUM	20,000.00	1 of 1	12/8/2011
Cabot Westside Health Center 2121 Summit St Kansas City, MO 64108		HEA	100,000.00	1 of 1	7/24/2012
Cardinal Ritter College Prep 701 N Spring Ave St. Louis, MO 63108		EDU	50,000.00	1 of 3	11/2/2011
Catholic Charities of KC-St Joseph Inc 20 W. 9th St., Ste 600 Kansas City, MO 64105		HUM	100,000.00	1 of 2	10/11/2012
Child Abused and Neglect Emergency Shelter Inc DBA Rainbow House 1611 Towne Dr Columbia, MO 65202		HUM	25,000.00	1 of 1	10/2/2012
Child Advocacy Services Center Inc. DBA Children's Place 2 E. 59th St Kansas City, MO 64113		HUM	25,000.00	1 of 1	9/5/2012
Children's Center for the Visually Impaired 3101 Main St Kansas City, MO 64111		HUM	100,000.00	1 of 1	3/28/2012
Children's Mercy Hospital 2401 Gillham Rd Kansas City, MO 64108		HEA	7,500.00	1 of 1	6/5/2012
City Vision Inc 726 Armstrong Ave Kansas City, KS 66101		CIV	15,000.00	1 of 1	5/9/2012
Communities in Schools of Kansas Inc. 2711 W. 6th St., Ste. E Lawrence, KS 66049		EDU	10,000.00	1 of 1	12/20/2011

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Community Kitchen Inc P O Box 1010 Moberly, MO 65270		HUM	5,000 00	1 of 1	3/13/2012
Community Linc 4012-14 Troost Kansas City, MO 64110		HUM	70,000 00	1 of 1	12/20/2011
Community Services League 404 N Noland Rd Independence, MO 64050		HUM	25,000 00	1 of 1	11/22/2011
Coterie Inc 2450 Grand Blvd , Ste 144 Kansas City, MO 64108-2520		ART	11,100 00	1 of 1	12/20/2011
Crossroads Academy of Kansas City Inc 2100 Grand Blvd , 6th fl Kansas City, MO 64108		EDU	50,000 00	1 of 1	3/28/2012
Cultural Festivals 225 S Meramec Ave , Ste 105 St Louis, MO 63105		ART	15,000 00	1 of 1	4/25/2012
Dance Saint Louis 3547 Olive St , Ste 301 St Louis, MO 63103-1014		ART	15,000 00	1 of 1	10/23/2012
De La Salle Education Center 3740 Forest Ave Kansas City, MO 64109		EDU	30,000 00	1 of 1	11/2/2011
Dismas House of Kansas City 301 E Armour, Ste 201 Kansas City, MO 64111		HUM	5,000 00	1 of 1	8/28/2012
Donald Danforth Plant Science Center 975 N Warson Rd St. Louis, MO 63132		CIV	25,000 00	1 of 1	11/22/2011

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Double Helix Corporation DBA KDHX Community Media 3504 Magnolia St Louis, MO 63118		ART	50,000.00	1 of 1	3/28/2012
Downtown Kansas City Civic Ventures 911 Main St., Ste 110 Kansas City, MO 64105		HUM	53,709.00	1 of 1	12/20/2011
El Centro Inc 650 Minnesota Ave Kansas City, KS 66101		HUM	15,000.00	1 of 1	10/23/2012
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	1/31/2012
Fair St. Louis Foundation 301 Prospect St. Louis, MO 63110		CIV	15,000.00	1 of 1	4/17/2012
Focus St. Louis 815 Olive St., Ste 110 St. Louis, MO 63101		HUM	12,500.00	1 of 2	6/27/2012
French Heritage Society Inc. 14 E 60th St., Ste 605 New York, NY 10022		CIV	23,333.00	1 of 3	12/20/2011
Friends of Chamber Music 4635 Wyandotte, Ste 201 Kansas City, MO 64112-1542		ART	80,000.00	1 of 1	11/2/2011
Friends of Characterplus 1460 Craig Rd St. Louis, MO 63146		EDU	5,000.00	1 of 3	4/3/2012
Friends of Powell Gardens Inc 1609 N.W. US Hwy 50 Kingsville, MO 64061-9000		CIV	10,000.00	1 of 1	4/4/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Front Porch Alliance-Kansas City Inc 3210 Michigan Kansas City, MO 64109		HUM	5,000 00	1 of 1	7/17/2012
Gateway Greening Inc 2211 Washington Ave , Ste. 102 St Louis, MO 63103		HUM	12,500 00	2 of 2	12/6/2011
Gateway Homeless Services Inc DBA Gateway 180 Homelessness Reversed 1000 N 19th St St Louis, MO 63106-3515		HUM	25,000 00	1 of 1	1/24/2012
George A. Spiva Center for the Arts 222 W 3rd St Joplin, MO 64801		ART	10,000 00	1 of 1	12/13/2011
Girl Scouts of Eastern Missouri Inc 2300 Ball Dr St Louis, MO 63146		HUM	10,000 00	1 of 1	5/9/2012
Girl Scouts of Northeast Kansas and Northwest Missouri Inc 8383 Blue Pkwy Dr Kansas City, MO 64133		HUM	81,000 00	1 of 1	10/11/2012
Grace and Holy Trinity Cathedral 415 W 13th St P O Box 412048 Kansas City, MO 64141		CIV	200,000 00	1 of 1	6/11/2012
Grand Avenue Temple 205 E 9th St Kansas City, MO 64106		CIV	5,000 00	1 of 1	2/10/2012
Habitat for Humanity International Inc. (St Louis Affiliate) 3763 Forest Park Ave St. Louis, MO 63108		HUM	57,000 00	1 of 1	3/28/2012
Harry S Truman Library Institute for National & International Affai 500 W U S Hwy 24 Independence, MO 64050-1798		CIV	50,000 00	2 of 3	11/2/2011

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Harry S. Truman Library Institute for National & International Affairs 500 W. U.S. Hwy 24 Independence, MO 64050-1798		CIV	5,685 00	1 of 1	7/24/2012
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	10/24/2012
Harvesters-The Community Food Network 3801 Topping Ave Kansas City, MO 64129		HUM	150,000 00	2 of 2	12/6/2011
Hays Medical Center Foundation 2220 Canterbury Dr Hays, KS 67601		HEA	25,000 00	1 of 1	1/19/2012
Healing House Inc 4400 St John Ave Kansas City, MO 64123-1738		HUM	24,000 00	1 of 1	10/10/2012
Health Partnership of Johnson County 7171 W 95th St, Ste 100 Overland Park, KS 66212		HEA	44,103 00	1 of 1	7/24/2012
Heart of America Shakespeare Festival 3619 Broadway, Ste 2 Kansas City, MO 64111		ART	3,000 00	1 of 1	3/6/2012
Heartland Community College Foundation 1500 W Raab Rd Normal, IL 61761		EDU	11,598 00	1 of 1	9/5/2012
Heartland Foundation 518 S 6th St St Joseph, MO 64501-2225		HUM	42,500 00	2 of 2	7/10/2012
Heartland Men's Chorus P.O. Box 32374 Kansas City, MO 64171-5374		ART	2,000 00	1 of 1	11/8/2011

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Heartspring 8700 E. 29th St N Wichita, KS 67226		HUM	10,000.00	1 of 1	4/24/2012
Hillcrest Ministries 216 S. Jewell St P O Box 17 Liberty, MO 64069		HUM	15,000.00	1 of 1	10/23/2012
Hope House Inc P O Box 520409 Lee's Summit, MO 64063		HUM	25,000.00	1 of 1	4/3/2012
Illinois State University Foundation 1101 N Main St Campus Box 8000 Normal, IL 61790		EDU	25,000.00	1 of 2	12/20/2011
Immacolata Manor 2135 Manor Wy Liberty, MO 64068		HUM	5,000.00	1 of 1	1/19/2012
Independence Center 4245 Forest Park Ave St Louis, MO 63108-2810		HUM	20,000.00	1 of 1	6/27/2012
International Council of the Museum of Modern Art 11 W. 53rd St New York, NY 10019-5498		ART	10,000.00	1 of 1	11/2/2011
International Relations Council 2226 Commerce Tower 911 Main St Kansas City, MO 64105-2049		EDU	4,000.00	1 of 1	4/10/2012
Jackson County Casa 625 East 26th Street Kansas City, MO 64108		HUM	19,218.00	1 of 1	1/24/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Jackson County Historical Society P.O. Box 4241 Independence, MO 64051-4241		CIV	10,000 00	1 of 1	4/3/2012
Jackson County Historical Society P O Box 4241 Independence, MO 64051-4241		CIV	1,000 00	1 of 1	6/26/2012
Jewish Vocational Service Bureau of Kansas City 1608 Baltimore Kansas City, MO 64108		HUM	9,675 00	1 of 1	4/17/2012
John Burroughs School 755 S Price Rd St Louis, MO 63124-1899		EDU	2,500 00	1 of 2	11/2/2011
John Burroughs School 755 S Price Rd St. Louis, MO 63124-1899		EDU	147,333 00	2 of 3	10/23/2012
Junior Achievement of Middle America Inc 4049 Pennsylvania Ave , Ste 150 Kansas City, MO 64111		EDU	12,000 00	1 of 1	9/11/2012
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	250,000 00	1 of 1	6/11/2012
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		ART	150,000 00	2 of 2	10/2/2012
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		ART	175,000 00	2 of 2	10/24/2012
Kansas City Autism Training Center Inc 7501 Belinder Ave Prairie Village, KS 66208		HEA	15,000 00	1 of 1	1/10/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas City Chamber Orchestra Incorporated 11 E 40th St Kansas City, MO 64111		ART	5,000 00	1 of 1	11/8/2011
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	9/25/2012
Kansas City Chorale 5601 Wyandotte St., Ste 412 Kansas City, MO 64113		ART	10,000 00	1 of 1	11/29/2011
Kansas City Chorale 5601 Wyandotte St., Ste 412 Kansas City, MO 64113		ART	10,000 00	1 of 1	1/19/2012
Kansas City Community Gardens Inc 6917 Kensington Kansas City, MO 64132		HUM	15,000 00	1 of 1	6/27/2012
Kansas City Design Center Inc 1018 Baltimore Ave Kansas City, MO 64105		CIV	100,000 00	1 of 1	11/2/2011
Kansas City Free Health Clinic 3515 Broadway Kansas City, MO 64111		HEA	125,000 00	1 of 1	7/24/2012
Kansas City Hospice Inc 9221 Ward Parkway, Ste 100 Kansas City, MO 64114		HEA	50,000 00	1 of 1	7/24/2012
Kansas City Repertory Theatre Inc 4949 Cherry St Kansas City, MO 64110-2499		ART	21,310 00	1 of 1	11/2/2011
Kansas City Repertory Theatre Inc 4949 Cherry St Kansas City, MO 64110-2499		ART	20,000 00	1 of 1	12/20/2011

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Kansas City Rescue Mission 1520 Cherry St Kansas City, MO 64108-1530		HUM	50,000.00	1 of 1	12/20/2011
Kansas City String Quartet Program 3965 W 83rd St, Ste 154 Prairie Village, KS 66208		ART	2,500.00	1 of 1	6/27/2012
Kansas City Symphony 1703 Wyandotte St., Ste 200 Kansas City, MO 64108		ART	185,000.00	2 of 2	12/6/2011
Kansas City Symphony 1703 Wyandotte St., Ste. 200 Kansas City, MO 64108		ART	70,000.00	1 of 1	1/4/2012
Kansas Public Telecommunications Service Inc DBA KPTS-Channel 8 320 W. 21st St. N Wichita, KS 67203-2499		EDU	22,500.00	1 of 1	10/10/2012
Kansas State University Foundation Foundation Office 2323 Anderson Ave., Ste. 500 Manhattan, KS 66502-2911		EDU	13,500.00	1 of 1	11/29/2011
Kansas University Endowment Assoc - Hall Center for the Humanities 900 Sunnyside Ave. Lawrence, KS 66045-7622		EDU	15,000.00	1 of 1	12/6/2011
Kansas University Endowment Assoc - Hall Center for the Humanities 900 Sunnyside Ave Lawrence, KS 66045-7622		EDU	100,000.00	1 of 1	7/24/2012
KidsInc Inc 480 S Rogers Rd Olathe, KS 66062-1706		HUM	125,000.00	1 of 2	7/24/2012
KidsInc Inc 480 S Rogers Rd Olathe, KS 66062-1706		HUM	25,000.00	1 of 1	9/5/2012

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KIPP St Louis DBA Kipp Inspire Academy 2647 Ohio Ave St Louis, MO 63118		EDU	25,000 00	1 of 1	2/15/2012
Lakemary Center Inc 100 Lakemary Dr Paola, KS 66071		HUM	50,000 00	1 of 2	10/2/2012
Laumeier Sculpture Park 12580 Rott Rd St Louis, MO 63127		ART	25,000.00	1 of 1	5/30/2012
Lawrence Community Shelter Inc 214 W 10th Lawrence, KS 66044		HUM	10,000 00	1 of 1	2/7/2012
Lawrence Memorial Hospital Endowment Association 325 Maine St Lawrence, KS 66044		HEA	25,000 00	1 of 1	8/14/2012
Lawrence Memorial Hospital Endowment Association 325 Maine St Lawrence, KS 66044		HEA	25,000 00	1 of 2	10/11/2012
Lawrence Public Library Foundation P.O. Box 973 Lawrence, KS 66044		EDU	25,000 00	1 of 1	11/15/2011
Lazarus Ministries of Grand Avenue Temple 205 E Ninth St Kansas City, MO 64106-2004		HUM	19,400 00	1 of 1	2/7/2012
Liberty Memorial Association DBA National World War I Museum 100 W 26th St. Kansas City, MO 64108-4616		CIV	50,000 00	2 of 2	8/6/2012
Library Foundation for the Benefit of St Louis Public Library DBA St Louis Public Library Foundation 1301 Olive Blvd St Louis, MO 63103		EDU	10,000 00	1 of 1	11/15/2011

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Library of American Landscape History Inc P.O. Box 1323 Amherst, MA 01004-1323		CIV	10,000 00	1 of 2	4/26/2012
Lindenwood College DBA Lindenwood University 209 S. Kingshighway St. Charles, MO 63301-1695		EDU	33,333 00	1 of 3	1/4/2012
Literacy Kansas City 211 W Armour Blvd , 3rd fl Kansas City, MO 64111		EDU	74,538 00	1 of 2	10/11/2012
Lutheran Family and Children's Services of Missouri 8631 Delmar Blvd St Louis, MO 63124		HUM	42,000 00	1 of 1	3/28/2012
Lynic Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		ART	150,000 00	1 of 1	11/2/2011
Lynic Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		ART	75,000 00	1 of 1	10/24/2012
Magnificent Missouri Inc 10411 Clayton Rd , Ste 301 St Louis, MO 63131		CIV	10,000 00	1 of 1	8/28/2012
Maryville University of St Louis 650 Maryville University Dr St. Louis, MO 63141		EDU	46,666 00	1 of 3	8/14/2012
Memorial Foundation of the Germanna Colonies in Virginia Inc P O Box 279 Locust Grove, VA 22508-0279		CIV	25,000 00	1 of 1	4/4/2012
Metropolitan Arts Council of Greater Kansas City DBA Arts Council of Metropolitan Kansas City 906 Grand Ave , Ste 10B Kansas City, MO 64106		ART	20,000 00	1 of 1	8/7/2012

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Metropolitan Organization to Counter Sexual Assault DBA MOCSA 3100 Broadway, Ste. 400 Kansas City, MO 64111		HUM	25,000.00	1 of 1	12/13/2011
Metropolitan Organization to Counter Sexual Assault DBA MOCSA 3100 Broadway, Ste. 400 Kansas City, MO 64111		HUM	25,000.00	1 of 1	3/22/2012
Mexico Area Family YMCA Inc 1127 Adams St Mexico, MO 65265		HUM	25,000.00	1 of 2	8/6/2012
Mid-America Regional Council Community Services Corporation 300 Rivergate Center 600 Broadway Kansas City, MO 64105-1554		CIV	25,000.00	1 of 2	3/28/2012
Mid-America Regional Council Community Services Corporation 300 Rivergate Center 600 Broadway Kansas City, MO 64105-1554		CIV	50,000.00	1 of 1	10/11/2012
Midwest Center for the Literary Arts Inc 3607 Pennsylvania Ave Kansas City, MO 64111		ART	10,000.00	1 of 1	12/6/2011
Midwest Foster Care and Adoption Association 3210 S Lee's Summit Rd Independence, MO 64055		HUM	25,000.00	1 of 1	5/15/2012
Miles of Smiles Inc 6301 N. Oak Trfy, Ste 204 Kansas City, MO 64118		HEA	9,421.00	1 of 1	9/25/2012
Mission Project Inc c/o 8445 Linden Ln Prairie Village, KS 66207		HUM	25,000.00	1 of 1	9/25/2012

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Missouri 4-H Foundation 819 Clark Hall Columbia, MO 65211		HUM	12,500 00	1 of 2	8/21/2012
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St Louis, MO 63166-0299		CIV	5,000 00	1 of 1	12/6/2011
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St. Louis, MO 63166-0299		CIV	135,000 00	1 of 1	8/7/2012
Missouri Botanical Garden Board of Trustees P O Box 299 4344 Shaw St Louis, MO 63166-0299		CIV	183,334 00	5 of 5	10/2/2012
Missouri Historical Society Jefferson Memorial Building P O Box 11940 St Louis, MO 63112-0040		CIV	90,000 00	1 of 1	7/24/2012
Missouri Press Foundation Inc 802 Locust St Columbia, MO 65201		EDU	5,000 00	1 of 1	4/10/2012
Missouri Valley College 500 E College St Marshall, MO 65340-3109		EDU	25,000 00	1 of 1	9/5/2012
Mount Carmel Foundation Via Christi Hospital Pittsburg 1102 E Centennial Pittsburg, KS 66762		HEA	10,000 00	1 of 1	3/6/2012
Municipal Theatre Association of St Louis DBA Muny Forest Park St. Louis, MO 63112-1098		ART	12,500 00	2 of 2	2/7/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Music-Arts Institute 1010 S. Pearl St. Independence, MO 64050		ART	22,500 00	1 of 1	7/3/2012
National Trust for Historic Preservation in the United States 1785 Massachusetts Ave., N W Washington, DC 20036		CIV	50,000 00	1 of 1	3/28/2012
National Trust for Historic Preservation in the United States 1785 Massachusetts Ave., N W Washington, DC 20036		CIV	500,000 00	1 of 1	7/24/2012
Nature Conservancy (Kansas Chapter) 700 S.W Jackson, Ste 804 Topeka, KS 66603-3758		CIV	10,000 00	1 of 2	5/15/2012
Neighborhood Self Help Fund % United Way of Greater Kansas City 1080 Washington Kansas City, MO 64105	United Way of Greater Kansas City Inc	CIV	5,000 00	1 of 1	8/28/2012
Nelson Gallery Foundation Society of Fellows 4525 Oak St Kansas City, MO 64111-1873		ART	9,000 00	1 of 1	4/24/2012
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111-1873		ART	50,000 00	1 of 1	6/11/2012
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111-1873		ART	1,000,000 00	1 of 1	7/24/2012
Newhouse Inc 660 Brooklyn P.O. Box 240019 Kansas City, MO 64124-0019		HUM	15,000 00	1 of 1	4/10/2012

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Niles Home for Children 1911 E 23rd St Kansas City, MO 64127-3701		HUM	25,000 00	1 of 1	10/23/2012
Northcare Hospice & Palliative Care 2900 Clay Edwards Dr North Kansas City, MO 64116-3235		HEA	6,000 00	1 of 1	11/8/2011
Northland Early Education Center 8630 N. Oak Trfy Kansas City, MO 64155		EDU	10,617 00	1 of 1	4/10/2012
Opera Theatre of Saint Louis 210 Hazel Ave. St Louis, MO 63119-3236		ART	9,000 00	1 of 1	3/22/2012
Opera Theatre of Saint Louis 210 Hazel Ave. St Louis, MO 63119-3236		ART	40,000 00	3 of 3	5/2/2012
Operation Breakthrough Inc St Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		HUM	50,000 00	1 of 3	12/20/2011
OSF Healthcare Foundation 530 N E Glen Oak Ave Peoria, IL 61637		HEA	3,500 00	1 of 2	3/6/2012
Ozanam 421 E. 137th St Kansas City, MO 64145		HUM	25,000 00	1 of 1	5/23/2012
Ozarks Technical Community College Foundation 1001 E. Chestnut Expy Springfield, MO 65802		EDU	11,250.00	2 of 2	2/7/2012

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Performing Arts Foundation of Kansas City DBA Folly Theater 1020 Central, Ste. 200 P O Box 26505 Kansas City, MO 64196		ART	72,649 00	1 of 1	7/24/2012
Pets for Life Inc 7240 Wornall Rd Kansas City, MO 64114		HUM	5,000 00	1 of 1	5/15/2012
Phoenix Programs Inc 90 E Leslie Ln. Columbia, MO 65202		HUM	20,000 00	1 of 1	10/2/2012
Pilot International Foundation Inc (Sunflower Pilot Club) %Doris Merrill 3305 Pinewood Ln Manhattan, KS 66502		HUM	5,000 00	1 of 1	3/13/2012
Pittsburg State University Foundation Inc 1701 S Broadway Pittsburg, KS 66762		EDU	25,000 00	1 of 1	8/14/2012
Planned Parenthood of Kansas and Mid-Missouri 4401 W 109th, Ste 200 Overland Park, KS 66211		HEA	50,000 00	2 of 2	12/6/2011
Planned Parenthood of the St Louis Region and Southwest Missouri 4251 Forest Park Ave. St Louis, MO 63108		HEA	25,000 00	1 of 1	12/13/2011
Pony Express Historical Association Inc Patee House Museum 1202 Penn St P O Box 1022 St Joseph, MO 64503		CIV	10,000 00	2 of 2	5/2/2012
President and Fellows of Harvard College 124 Mt Auburn St, 3rd Fl Cambridge, MA 02138-5762		EDU	25,000 00	1 of 1	12/20/2011

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Pro Musica 211 S Main St., Ste. 312 Joplin, MO 64801-2368		ART	7,500.00	1 of 1	11/22/2011
Proctor Health Care Foundation 5409 N Knoxville Ave Peoria, IL 61614-5069		HEA	3,500.00	1 of 1	8/7/2012
Prospect Park Alliance Inc. 95 Prospect Park W Brooklyn, NY 11215-3709		CIV	5,000.00	1 of 1	4/10/2012
Quality Hill Productions DBA Quality Hill Playhouse 303 W. 10th St. Kansas City, MO 64105-1615		ART	7,500.00	1 of 1	12/13/2011
Rag Tag Programming for Film and Media Art 10 Hitt Street Columbia, MO 65201		ART	10,000.00	1 of 1	2/7/2012
Rally Saint Louis 1101 Lucas Ave. St. Louis, MO 63101	State of St Louis Foundation	CIV	37,500.00	1 of 2	10/11/2012
Repertory Theatre of St Louis P O Box 191730 St Louis, MO 63119		ART	10,000.00	1 of 1	12/6/2011
Restart Inc. 918 E 9th St Kansas City, MO 64106-3072		HUM	50,000.00	1 of 1	7/24/2012
Rockhurst High School 9301 State Line Rd. Kansas City, MO 64114-3299		EDU	60,000.00	1 of 1	7/24/2012
Rodgers Theatre Inc 204 S Broadway Poplar Bluff, MO 63901		ART	8,500.00	1 of 1	8/28/2012

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Rolling Hills Consolidated Library Support Foundation 1912 N Belt Hwy St Joseph, MO 64506-2201		EDU	23,000.00	1 of 1	10/10/2012
Ronald McDonald House Charities of the Ozarks Inc 949 E Primrose St Springfield, MO 65807		HUM	20,000.00	1 of 1	7/10/2012
Safe Passage P O Box 456 Moberly, MO 65270		HUM	20,000.00	1 of 1	10/23/2012
Saint Louis Symphony Orchestra 718 N Grand Blvd St Louis, MO 63103		ART	25,000.00	1 of 1	5/9/2012
Saint Vincent Clinic 818 N 7th St Leavenworth, KS 66048		HEA	10,000.00	1 of 1	8/7/2012
Salvation Army of Kansas City, MO Olathe Corps 3637 Broadway P O. Box 412577 Kansas City, MO 64111-2503		HUM	25,000.00	2 of 3	8/6/2012
Science Pioneers Inc 30 W Pershing Rd , Ste. 410 Kansas City, MO 64108		EDU	10,000.00	1 of 1	4/17/2012
Score 1 For Health 1750 Independence Ave Kansas City, MO 64106-1453		HEA	25,000.00	1 of 1	1/10/2012
Seton Center Inc 2816 E 23rd St Kansas City, MO 64127		HUM	150,000.00	1 of 1	10/11/2012

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Shakespeare Festival of St Louis 5715 Elizabeth Ave. St Louis, MO 63110		ART	25,000.00	1 of 1	4/11/2012
Sheldon Arts Foundation 3648 Washington Blvd St. Louis, MO 63108		ART	10,000.00	1 of 2	1/31/2012
Skowhegan School of Painting and Sculpture Inc 200 Park Ave S, Ste 1116 New York, NY 10003-1503		ART	2,500.00	1 of 1	11/15/2011
Smithsonian Institution Office of the Comptroller 1000 Jefferson Dr SW, 4th Fl MRC 035 P O Box 37012 Washington, DC 20013-7012		CIV	25,000.00	1 of 1	5/18/2012
Southeast Missouri Network Against Sexual Violence Inc DBA Beacon Health Center 73 Sherdan Dr Cape Girardeau, MO 63703		HUM	8,000.00	1 of 1	8/14/2012
Southwest Baptist University 1600 University Ave Bolivar, MO 65613-2496		EDU	11,500.00	2 of 2	4/3/2012
Southwest Boulevard Family Health Care Inc DBA Family Health Care 340 Southwest Blvd Kansas City, KS 66103		HEA	75,000.00	1 of 1	9/18/2012
Southwestern Illinois Resource Conservation & Development Council DBA Heartlands Conservancy 406 East Main St Mascoutah, IL 62258		CIV	25,000.00	1 of 1	10/2/2012
Speaking of Women's Health - Shawnee Mission, KS 7315 Frontage Rd, Ste 221 Shawnee Mission, KS 66204	Foundation for Shawnee Mission Medical Center Inc	HEA	10,000.00	1 of 1	5/30/2012

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Special Olympics Illinois 605 E Willow St Normal, IL 61761-2682		CIV	7,500 00	1 of 1	4/10/2012
Spofford 9700 Grandview Rd P O Box 9888 Kansas City, MO 64134-0888		HUM	25,000 00	1 of 1	11/15/2011
Springboard to Learning Inc Centene Center for the Arts 3547 Olive Blvd St Louis, MO 63103		ART	10,000 00	1 of 1	6/27/2012
Springfield Catholic Schools 2340 S Eastgate Springfield, MO 65809		EDU	25,000 00	1 of 1	3/20/2012
SSDN DBA SouthSide Early Childhood Center 2930 Iowa Ave St. Louis, MO 63118		HUM	100,000 00	1 of 1	7/24/2012
St Joseph Youth Alliance Inc. 3308 S Leonard Rd St Joseph, MO 64503		HUM	25,000 00	1 of 2	10/10/2012
St Louis Art Museum Foundation 1 Fine Arts Dr. Forest Park St Louis, MO 63110-5130		ART	5,000 00	1 of 1	12/20/2011
St. Louis Center for International Relations DBA World Trade Center St Louis 121 S Meramec Ave Ste 900 St Louis, MO 63105		CIV	25,000 00	1 of 1	2/15/2012
St. Louis Language Immersion Schools Inc 4011 Papin St St Louis, MO 63110		EDU	25,000 00	1 of 1	7/10/2012

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St Margaret of Scotland School 3964 Castleman Ave St Louis, MO 63110		EDU	10,000 00	1 of 1	4/17/2012
Stephens College 1200 E Broadway Columbia, MO 65215		EDU	50,000 00	1 of 1	3/28/2012
Swope Health Services 3801 Blue Pkwy Kansas City, MO 64130-2807		HEA	100,000 00	1 of 1	7/24/2012
Teach for America Inc (Kansas City Affiliate) 2000 Baltimore, Ste 300 Kansas City, MO 64108		EDU	25,000 00	1 of 1	10/23/2012
Teach for America Inc (St Louis Affiliate) 1204 Washington Ave , Ste. 300 St Louis, MO 63103		EDU	35,730 00	3 of 3	11/2/2011
The Family Conservancy 444 Minnesota Ave , Ste 200 Kansas City, KS 66101		HUM	15,000 00	1 of 1	4/3/2012
The Food Bank for Central & Northeast Missouri Inc 2101 Vandiver Dr , Site B Columbia, MO 65202		HUM	100,000 00	1 of 1	7/24/2012
The Kansas City Rose Society c/o Loose Park Garden Ctr 5200 Pennsylvania Kansas City, MO 64113		CIV	20,000 00	1 of 1	6/5/2012
The Rehabilitation Institute of Kansas City 3011 Baltimore Kansas City, MO 64108		HUM	250,000 00	1 of 1	3/28/2012
The Tower Grove Park Foundation 4256 Magnolia St Louis, MO 63110		CIV	50,000 00	1 of 1	10/24/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Town of Normal Childrens Discovery Museum Foundation DBA Children's Discovery Museum 101 E Beaufort St. Normal, IL 61761		EDU	7,500 00	2 of 2	7/3/2012
Trustees of Princeton University P O Box 5357 Princeton, NJ 08543		EDU	12,500 00	1 of 1	12/20/2011
Trustees of Princeton University P O Box 5357 Princeton, NJ 08543		EDU	6,000 00	1 of 1	3/27/2012
Trustees of the Home for Little Wanderers DBA Noyes Home For Children 801 N Noyes Blvd St Joseph, MO 64506		HUM	60,000 00	1 of 2	9/18/2012
Turning Point the Center for Hope and Healing 8900 State Line Rd., Ste. 240 Shawnee Mission, KS 66206		HUM	14,973 00	1 of 1	11/15/2011
UMKC Trustees 311 Administrative Ctr 5115 Oak St. Kansas City, MO 64110		EDU	5,000 00	1 of 1	11/2/2011
Unicorn Theatre 3828 Main St. Kansas City, MO 64111		ART	21,500 00	1 of 1	1/24/2012
United Methodist Open Door Inc P O Box 2756 Wichita, KS 67201-2756		HUM	14,167 00	2 of 3	8/6/2012
United Methodist Open Door Inc P.O Box 2756 Wichita, KS 67201-2756		HUM	14,166 00	3 of 3	10/2/2012

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United Way of Greater St Louis Inc 910 N. 11th St St Louis, MO 63101-1018		HUM	12,500 00	1 of 1	8/21/2012
Unity School of Christianity 1901 N W Blue Pkwy Unity Village, MO 64065-0001		EDU	25,000 00	1 of 1	5/30/2012
Unity Temple on the Plaza 707 W. 47th St. Kansas City, MO 64112-1803		CIV	12,500 00	1 of 1	10/10/2012
University of Kansas Medical Center DBA Kansas University Medical Center 3901 Rainbow Blvd Kansas City, KS 66160	Kansas University Endowment Assoc	HEA	66,667 00	1 of 3	1/4/2012
University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		EDU	50,000 00	1 of 1	6/11/2012
University of Missouri-Kansas City - College of Arts and Sciences Department of Geosciences Theatre Department 4949 Cherry St Kansas City, MO 64110		ART	25,000 00	1 of 1	6/5/2012
University of Missouri-Kansas City - Henry W Bloch School of Management 5100 Rockhill Rd Kansas City, MO 64110-2499		EDU	50,000 00	1 of 1	6/11/2012
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste 202 Kansas City, MO 64110		EDU	3,250 00	1 of 2	7/3/2012
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste 202 Kansas City, MO 64110		EDU	6,750 00	2 of 2	10/23/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
University of Saint Mary 4100 S 4th St. Leavenworth, KS 66048-5082		EDU	12,500 00	2 of 2	4/3/2012
Uplift Organization Inc P O Box 270175 1516 Prospect Ave Kansas City, MO 64127-0175		HUM	25,000 00	1 of 1	8/7/2012
Urban League of Kansas City MO 1710 Paseo Kansas City, MO 64108-3700		CIV	10,000 00	1 of 1	10/23/2012
Urban Ranger Corps 5908 Swope Pkwy Kansas City, MO 64130		HUM	20,000 00	1 of 1	11/22/2011
Urban Strategies Inc. 720 Olive St., Ste 2600 St Louis, MO 63101		HUM	10,000 00	1 of 1	3/6/2012
Washington University William Greenleaf Eliot Society 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		EDU	25,000 00	1 of 1	6/5/2012
Washington University 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		EDU	22,500 00	1 of 1	9/5/2012
Washington University School of Medicine 1 Brookings Dr, Campus Box 1192 St. Louis, MO 63130		EDU	300,000 00	4 of 4	10/2/2012
Washington University Mildred Lane Kemper Art Museum 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		ART	300,000 00	5 of 5	10/2/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Webster University 470 E. Lockwood Ave St Louis, MO 63119-3194		EDU	32,000.00	1 of 3	7/24/2012
Westport Historical Society 4000 Baltimore Kansas City, MO 64111		CIV	10,000.00	1 of 1	11/22/2011
Wildwood Outdoor Education Center Inc 7095 W. 399th St LaCygne, KS 66040		EDU	15,000.00	1 of 1	2/15/2012
William Jewell College 500 College Hill Liberty, MO 64068-1896		EDU	200,000.00	3 of 4	10/2/2012
William Jewell College 500 College Hill Liberty, MO 64068-1896		EDU	400,000.00	4 of 4	10/24/2012
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	80,000.00	1 of 1	11/2/2011
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	5,000.00	1 of 1	6/11/2012
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	80,000.00	1 of 1	10/24/2012
Young Men's Christian Association of Greater Kansas City 3100 Broadway, Ste 1020 Kansas City, MO 64111-2413		HUM	22,500.00	1 of 1	10/23/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Young Men's Christian Association of Wichita 3330 N Woodlawn Wichita, KS 67220		HUM	200,000 00	2 of 2	10/2/2012
Youth Symphony Association of Kansas City Inc 5960 Dearborn, Ste. 206 Mission, KS 66202		ART	23,961 00	1 of 1	2/7/2012
Total Contributions for the Year:			11,484,420.00		

43-6345116

Region	Notes	Organization	FY12/13	FY13/14	FY14/15	FY15/16	FY16/17	FY17/18
ILEC		Illinois State University	25,000	12/12				
		Sub-Total: Paid & Outstanding	0	25,000	0	0	0	0
ILWC		Bradley University	27,500	02/13				
ILWC		OSF Healthcare Foundation	3,500	03/13				
		Sub-Total: Paid & Outstanding	0	31,000	0	0	0	0
KCMT	Contingency	Big Brothers/Big Sisters of Greater Kansas City	75,000	10/13				
KCMT		Boys & Girls Club of Greater Kansas City	50,000	03/13				
KCMT		Catholic Charities of Kansas City Missouri	50,000	10/13				
KCMT		Grace and Holy Trinity Cathedral	5,000	04/13				
KCMT		Kansas City Art Institute	75,000	10/13				
KCMT		Kansas City Repertory Theatre	20,000	11/12				
KCMT		Kansas University Medical Center	66,667	01/13				
KCMT		kids tic Transforming Lives in Crisis	125,000	07/13				
KCMT		Lakemary Center	50,000	10/13				
KCMT		Literacy Kansas City	48,071	10/13				
KCMT		Mid America Regional Council	25,000	03/13				
KCMT	Contingency	Olathe Medical Center	25,000	10/13				
KCMT		Operation Breakthrough	50,000	12/12				
KCMT		Salvation Army - Kansas and Western Missouri Division	25,000	08/13				
KCMT	Contingency	Shawnee Mission Medical Center	250,000	09/13				
KCMT	Contingency	Starlight Theatre	220,000	09/13				
KCMT	Contingency	Truman Medical Center	100,000	04/13				
KCMT	Contingency	Wayside Waifs	50,000	09/13				
		Sub-Total: Paid & Outstanding	0	1,309,738	0	0	0	0
KSNE		Bishop Seabury Academy	8,333	05/13				
KSNE		Lawrence Memorial Hospital	50,000	10/13				
KSNE		Nature Conservancy - Kansas Chapter	10,000	05/13				
KSNE		University of Kansas - Hall Center for the Humanities	15,000	11/12	15,000			
		Sub-Total: Paid & Outstanding	0	83,333	15,000	0	0	0
MONC		Missouri 4-H Foundation	12,500	08/13				
		Sub-Total: Paid & Outstanding	0	12,500	0	0	0	0
MONW		Noyes Home for Children	60,000	09/13				
MONW		St. Joseph Youth Alliance	25,000	10/13				
MONW	Contingency	YMCA, St. Joseph	42,500	10/13				
		Sub-Total: Paid & Outstanding	0	127,500	0	0	0	0
SLMT		Cardinal Ritter College Prep High School	50,000	11/12				
SLMT		FOCUS St. Louis	12,500	06/13				
SLMT		Friends of CHARACTERplus	5,000	04/13				
SLMT		John Burroughs School	147,334	10/13				
SLMT		John Burroughs School	2,500	11/12				
SLMT		Lindenwood University	33,333	01/13				
SLMT		Maryville University	46,667	08/13				
SLMT		Missouri Botanical Garden	5,000	11/12				
SLMT		Rally Saint Louis	37,500	10/13				
SLMT		Santa's Helpers	5,000	11/12				
SLMT		Sheldon Arts Foundation	10,000	01/13				
SLMT		St. Augustine Wellston Center	8,500	11/12				
SLMT		Urban Strategies	25,000	11/12				
SLMT		Webster University	32,000	07/13				
		Sub-Total: Paid & Outstanding	0	420,334	0	0	0	0
USA		French Heritage Society	23,333	12/12				

STATEMENT D

43-6345116

Region Notes	Organization	FY12/13	FY 13/14	FY14/15	FY15/16	FY16/17	FY17/18
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USA	Contingency Library of American Landscape History	10,000	0	33,333	23,334	0	0	0	0
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Sub-Total: Paid & Outstanding

Total: Outstanding

2,042,738	625,334	15,000	0	0	0	0
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2683,072.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions WILLIAM T. KEMPER FOUNDATION	Employer identification number (EIN) or ☒ 43-6345116
	Number, street, and room or suite no. If a P O box, see instructions. COMMERCE BANK, TRUSTEE, 118 WEST 47TH ST.	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions KANSAS CITY, MO 64112	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

COMMERCE BANK

- The books are in the care of ► **118 WEST 47TH ST, KANSAS - CITY,, MO 64112-1601**

Telephone No ► **(816) 234-2568**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JUNE 17, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☐ calendar year _____ or
► ☒ tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	262,068.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	197,068.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	65,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 1-2012)