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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

WILLIAM T KEMPER CHARITABLE TRUST 100152

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

Room/suite

A Employer identification number

43-6362480

B Telephone number (see instructions)

816- 860-7711

UMB BANK, CO-TRUSTEE, P.O. BOX 415044 M/S1020

City or town, state, and ZIP code

KANSAS CITY, MO 64141-6692

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 56,679,628.

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

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

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

	(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 (attach schedule)				
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	1,385,760.	1,345,651.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-18,284.			
b Gross sales price for all assets on line 6a	10,720,429.			
7 Capital gain net income (from Part IV, line 2)				
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) (attach schedule)				
11 Other income (attach schedule)	62,307.	38.		STMT 1
12 Total. Add lines 1 through 11	1,429,783.	1,345,689.		
13 Compensation of officers, directors, trustees, etc.	253,629.	126,815.		126,815.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	24,912.	4,572.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	14,125.	14,125.		
24 Total operating and administrative expenses. Add lines 13 through 23	293,466.	145,512.	NONE	127,615.
25 Contributions, gifts, grants paid	2,339,451.			2,339,451.
26 Total expenses and disbursements. Add lines 24 and 25	2,632,917.	145,512.	NONE	2,467,066.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,203,134.			
b Net investment income (if negative, enter -0-)		1,200,177.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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ENVELOPE
POSTMARK DATE
MAY 15 2013

SCANNED MAY 21 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule),			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule),			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	34,789,491.	34,120,754.	46,799,173.
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ <u>ARTWORK (SEE ATTACHED)</u>)	3,125,748.	2,655,748.	9,880,455.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	37,915,239.	36,776,502.	56,679,628.	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
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	37,915,239.	36,776,502.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	37,915,239.	36,776,502.	
	31	Total liabilities and net assets/fund balances (see instructions)	37,915,239.	36,776,502.	

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	37,915,239.
2	Enter amount from Part I, line 27a	2	-1,203,134.
3	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 5</u>	3	534,411.
4	Add lines 1, 2, and 3	4	37,246,516.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 6</u>	5	470,014.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,776,502.

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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					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 10,720,429.		10,738,713.	-18,284.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			-18,284.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-18,284.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,707,926.	56,411,885.	0.048003
2010	2,345,066.	55,602,702.	0.042175
2009	2,261,574.	55,099,607.	0.041045
2008	2,576,677.	59,811,764.	0.043080
2007	2,714,612.	59,994,135.	0.045248
2 Total of line 1, column (d)			2 0.219551
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.043910
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 56,275,785.
5 Multiply line 4 by line 3			5 2,471,070.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,002.
7 Add lines 5 and 6			7 2,483,072.
8 Enter qualifying distributions from Part XII, line 4			8 2,467,066.

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)		1	24,004.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	24,004.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	24,004.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	27,136.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,136.	
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	3,132.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 3,132. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	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	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 UMB BANK, N.A. Telephone no (816) 860-7711 Located at 1010 GRAND, KANSAS CITY, MO ZIP+4 64106			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 16	Yes	No	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? ☐ 1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐ 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years 2a		
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) ☐ 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 2c		
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 2012 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 2012.) ☐ 3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? ☐ 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UMB BANK, N.A. P.O. BOX 419692, KANSAS CITY, MO 64141	CO-TRUSTEE 20	131,561.	-0-	-0-
R. CROSBY KEMPER % UMB BANK, P O BOX 41962, KANSAS CITY, MO 64141	CO-TRUSTEE 20	122,068.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	46,033,617.
b	Average of monthly cash balances	1b	709,955.
c	Fair market value of all other assets (see instructions)	1c	10,389,205.
d	Total (add lines 1a, b, and c)	1d	57,132,777.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	57,132,777.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	856,992.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,275,785.
6	Minimum investment return. Enter 5% of line 5	6	2,813,789.

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	2,813,789.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	24,004.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,004.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,789,785.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,789,785.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,789,785.

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	2,467,066.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,467,066.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,467,066.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,789,785.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			223,646.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,467,066.</u>				
a Applied to 2011, but not more than line 2a			223,646.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				2,243,420.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				546,365.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or

4942(i)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

[illegible]

- 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

- 9 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

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

- C** "Support" alternative test - enter

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

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

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

- (4) Gross investment income .**

Part XV **Supplementary Information (Complete this part only if the 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 or e-mail of the person to whom applications should be addressed:**

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

- c Any submission deadlines:**

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

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 10				2,339,451.
Total			3a	2,339,451.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP CASH DISTRIBUTIONS	41,250.	38.
EXCISE TAX REFUND	21,057.	
	-----	-----
TOTALS	62,307.	38.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	4,572.	4,572.
FEDERAL ESTIMATES - INCOME	20,340.	
	-----	-----
TOTALS	24,912.	4,572.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER ALLOCABLE EXPENSE-INCOME	13,724.	13,724.
OTHER NON-ALLOCABLE EXPENSE -	401.	401.
TOTALS	----- 14,125. =====	----- 14,125. =====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ACCRUED INTEREST PAID	11,907.
ADJUSTMENT FOR FUTURE FEES PAYABLE	10,509.
CAPITAL CHANGE CORRECTION - EATON VANCE	138.
MARKET VALUE OF GIFTED ART	511,857.

TOTAL	534,411.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
CORRECTION OF ASSET POSTING CENOVIOUS	8.
ROUNDING	6.
REMOVAL OF COST OF ARTWORK GIFTED	470,000.

TOTAL	470,014.
	=====

RECIPIENT NAME:
KEMPER MUSEUM OF CONTEMPORARY
ARTS
ADDRESS:
4200 WARWICK BLVD
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID1,987,701.

RECIPIENT NAME:
WOMENS INTERSPORT NETWORK
ADDRESS:
114 W. 11TH STREET, SUITE 300
KANSAS CITY, MO 64105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
AGRICULTURAL FUTURE OF
AMERICA
ADDRESS:
906 GRAND BLVD #915
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 50,000.

=====

RECIPIENT NAME:

ARTS FOUNDATION OF CAPE COD

ADDRESS:

3 SHOOTFLYING HILL ROAD

BARNSTABLE TOWN, MA 02632

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

WESTERN STOCK SHOW ASSOCIATION

ADDRESS:

4655 HUMBOLDT STREET

DENVER, CO 80216

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,250.

RECIPIENT NAME:

BOY SCOUTS OF AMERICA

ADDRESS:

10210 HOLMES ROAD

KANSAS CITY, MO 64131

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

BOULDER MUSEUM OF CONTEMPORARY
ART

ADDRESS:

1750 13TH STREET
BOULDER, CO 80302

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 35,000.

RECIPIENT NAME:

KEMPER MUSEUM OPERATING FOUNDATION

ADDRESS:

4200 WARWICK BLVD
KANSAS CITY, MO 64111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 156,500.

RECIPIENT NAME:

LOVING HANDS UNLIMITED FOOD BANK

ADDRESS:

601 SALIDA WAY #B3
AURORA, CO 80011

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

WILLIAM T KEMPER CHARITABLE TRUST 100152 43-6362480
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
METRO LUTHERAN MINISTRY
ADDRESS:
3031 HOLMES STREET
KANSAS CITY, MO 64109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
ARTS COUNCIL OF METROPOLITAN
KANSAS CITY
ADDRESS:
906 GRAND BOULEVARD #10B
KANSAS CITY, MO 64106
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 2,339,451.
=====



Account Name.

William T Kemper Charitable Trust

Account Number: 100152

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities							
Common Stock							
2,875 Abbott Laboratories	ABT 002824100	23.95	68,856.54	65.50	188,312.50	119,455.96	1,610 0.85
4,375 Alexander & Baldwin Inc	ALEX 014491104	17.17	75,111.99	29.37	128,493.75	53,381.76	0
2,990 Ameren Corp	AEE 023608102	47.39	141,708.22	30.72	91,852.80	(49,855.42)	4,784 5.21
14,000 American Electric Power Inc	AEP 025537101	32.11	449,531.60	42.68	597,520.00	147,988.40	26,320 4.40
1,615 Amercan Science & Engr Inc	ASEI 029429107	61.06	98,616.74	65.21	105,314.15	6,697.41	3,230 3.07
10,329 Apache Corp	APA 037411105	8.03	82,914.25	78.50	810,826.50	727,912.25	7,024 0.87
4,200 Archer Daniels Midland Co	ADM 039483102	38.18	160,375.50	27.39	115,038.00	(45,337.50)	2,940 2.56
18,856 AT & T Inc	T 00206R102	22.26	419,806.07	33.71	635,635.76	215,829.69	33,941 5.34
6,410 Australia & New Zealand Banking Grp Ltd One ADR Represents 5 Ord Shares	ANZBY 052528304	23.78	152,397.75	26.01	166,704.87	14,307.12	9,512 5.71
6,280 Barrick Gold Corp	ABX 067901108	29.75	186,845.95	35.01	219,862.80	33,016.85	5,024 2.29
2,340 BHP Billiton Ltd One ADR Represents 2 Ord Shrs	BHP 088606108	7.43	17,383.81	78.42	183,502.80	166,118.99	5,242 2.86
12,535 Boardwalk Pipeline Partners LP	BWP 096627104	31.02	388,821.32	24.90	312,121.50	(76,699.82)	26,700 8.55
760 British Sky Broadcasting Group Plc One ADR Represents 4 Ord Shrs	BSYBY 111013108	43.01	32,683.80	49.87	37,901.20	5,217.40	1,232 3.25
1,615 Canadian Pacific Railway Ltd	CP 13645T100	19.85	32,057.75	101.62	164,116.30	132,058.55	2,277 1.39
760 Casey's General Stores Inc	CASY 147528103	9.80	7,448.00	53.10	40,356.00	32,908.00	502 1.24
3,700 Cenovus Energy Inc	CVE 15135U109	26.93	99,657.56	33.54	124,098.00	24,440.44	3,278 2.64
15,960 Cerner Corp	CERN 156782104	11.18	178,425.30	77.51	1,237,059.60	1,058,634.30	0
8,733 Chevron Corp	CVX 166764100	60.98	532,520.13	108.14	944,386.62	411,866.49	31,439 3.33
3,955 Cintas Corp	CTAS 172908105	5.84	23,095.12	40.90	161,759.50	138,664.38	2,531 1.56



Account Name:

William T Kemper Charitable Trust

Account Number: 100152

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities (continued)							
Common Stock (continued)							
1,440 Cliffs Natural Resources Inc.	CLF 18683K101	34.84	50,173.92	38.57	55,540.80	5,366.88	3,600 6.48
6,900 Coca Cola Co	KO 191216100	31.47	217,139.75	36.25	250,125.00	32,985.25	7,038 2.81
1,460 Colgate Palmolive Co	CL 194162103	74.59	108,907.00	104.54	152,628.40	43,721.40	3,621 2.37
6,345 Commerce Bancshares Inc	CBSH 200525103	15.11	95,859.74	35.06	222,455.70	126,595.96	5,837 2.62
10,514 ConocoPhillips	COP 20825C104	20.76	218,275.29	57.99	609,706.86	391,431.57	27,757 4.55
3,040 Curtiss Wright Corp	CW 231561101	26.96	81,960.07	32.83	99,803.20	17,843.13	1,094 1.10
2,210 Devon Energy Corp New	DVN 25179M103	12.22	27,001.69	52.04	115,008.40	88,006.71	1,768 1.54
2,500 Digital Realty Trust Inc	DLR 253868103	73.50	183,746.00	67.89	169,725.00	(14,021.00)	7,300 4.30
7,065 Dominion Resources Inc	D 25746U109	38.94	275,093.48	51.80	365,967.00	90,873.52	14,907 4.07
4,709 Du Pont E I De Nemours & Co	DD 263534109	37.69	177,485.94	44.98	211,803.76	34,317.82	8,099 3.82
2,828 Duke Energy Hldg Corp	DUK 26441C204	54.04	152,838.46	63.80	180,426.40	27,587.94	8,654 4.80
3,500 Eaton Corp Plc Sedol B8KQN82	ETN G29183103	51.95	181,807.50	54.18	189,630.00	7,822.50	5,320 2.81
3,230 Ebay Inc	EBAY 278642103	37.55	121,284.35	51.00	164,722.57	43,438.22	0
5,605 EMC Corp	EMC 268648102	12.89	72,221.79	25.30	141,806.50	69,584.71	0
3,230 Empire District Electric Co	EDE 291641108	17.86	57,696.12	20.38	65,827.40	8,131.28	3,230 4.91
3,700 Encana Corp (USD)	ECA 292505104	28.60	105,821.94	19.76	73,112.00	(32,709.94)	2,960 4.05
7,488 ExxonMobil Corp	XOM 30231G102	15.64	117,116.50	86.55	648,086.40	530,969.90	17,073 2.63
7,980 Fedex Corp	FDX 31428X106	41.18	328,582.27	91.72	731,925.60	403,343.33	4,469 0.61
13,000 Firstenergy Corp	FE 337932107	35.60	462,828.60	41.76	542,880.00	80,051.40	28,600 5.27





Account Name:

William T Kemper Charitable Trust

Account Number: 100152

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities (continued)							
Common Stock (continued)							
1,615 Gallagher Arthur J & CO	AUG 363576109	28.04	45,284.60	34.65	55,959.75	10,675.15	2,196 3.92
3,615 GlaxoSmithKline Plc	GSK	30.36	109,738.85	43.47	157,144.05	47,405.20	8,383 5.33
One ADR rpstg 2 Ord Shares	37733W105						
1,995 Great Plains Energy Inc	GXP	21.98	43,847.45	20.31	40,518.45	(3,329.00)	1,736 4.28
3,995 Heinz H J Co	391164100						
	HNZ	38.94	155,580.87	57.68	230,431.60	74,850.73	8,230 3.57
1,710 Hubbell Inc	423074103						
	HUB/B	25.76	44,052.86	84.63	144,717.30	100,664.44	3,078 2.13
7,204 Intel Corp	443510201						
	INTC	20.95	150,890.66	20.62	148,546.48	(2,344.18)	6,484 4.36
3,230 International Business Machines	458140100						
	IBM	12.96	41,868.87	191.55	618,706.50	576,837.63	10,982 1.77
3,560 Johnson & Johnson	459200101						
	JNJ	59.98	213,515.04	70.10	249,556.00	36,040.96	8,686 3.48
4,845 Kansas City Life Insurance Co	478160104						
	KCLI	21.94	106,280.00	38.16	184,885.20	78,605.20	5,233 2.83
3,615 Kraft Foods Group Inc	484836101						
	KRFT	42.05	152,022.06	45.47	164,374.05	12,351.99	7,230 4.40
5,605 Lilly Eli & Co	50076Q106						
	LLY	13.55	75,938.25	49.32	276,438.60	200,500.35	10,986 3.97
8,500 Marathon Oil Corp	532457108						
	MRO	7.00	59,510.57	30.66	260,610.00	201,099.43	5,780 2.22
4,250 Marathon Petroleum Corp	565849106						
	MPC	9.47	40,255.68	63.00	267,750.00	227,494.32	5,950 2.22
4,375 Matson Inc	56585A102						
	MATX	17.17	75,111.98	24.72	108,150.00	33,038.02	2,625 2.43
3,230 McCormick & Co Inc	57686G105						
	MKC	10.94	35,328.12	63.53	205,201.90	169,873.78	4,393 2.14
2,429 McDonalds Corp	579780206						
	MCD	79.06	192,036.18	88.21	214,262.09	22,225.91	7,481 3.49
715 Medtronic Inc	580135101						
	MDT	45.15	32,282.25	41.02	29,329.30	(2,952.95)	744 2.54
4,602 Merck & Co Inc	585055106						
	MRK	11.25	51,787.66	40.94	188,405.88	136,618.22	7,915 4.20
1,615 MGE Energy Inc	58933Y105						
	MGEE	31.55	50,959.71	50.95	82,284.25	31,324.54	2,552 3.10
	55277P104						

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income %
			Unit	Total	Unit	Total		
Equity Securities (continued)								
Common Stock (continued)								
3,515	Microsoft Corp	MSFT 594918104	22.57	79,331.75	26.71	93,884.60	14,552.85	3,234 3.44
4,590	Monarch Cement Co	MCEM 609031109	16.80	77,094.10	20.20	92,718.00	15,623.90	4,223 4.55
2,000	Monsanto Co	MON 61166W101	76.09	152,179.40	94.65	189,300.00	37,120.60	3,000 1.58
12,410	Murphy Oil Corp	MUR 626717102	8.45	104,833.34	59.55	739,015.50	634,182.16	15,513 2.10
4,280	Newmont Mining Corp	NEM 651639106	24.13	103,277.37	46.44	198,763.20	95,485.83	5,992 3.01
6,150	NextEra Energy Inc	NEE 65339F101	46.96	288,785.73	69.19	425,518.50	136,732.77	14,760 3.47
6,120	Noble Energy Inc	NBL 655044105	10.81	66,177.94	101.74	622,648.80	556,470.86	6,120 0.98
4,900	Northern Trust Corp	NTRS 665859104	39.17	191,939.96	50.16	245,784.00	53,844.04	5,880 2.39
2,250	Nucor Corp	NUE 670346105	12.12	27,278.91	43.16	97,110.00	69,831.09	3,308 3.41
6,600	Oracle Corp	ORCL 68389X105	5.44	35,881.74	33.32	219,912.00	184,030.26	1,584 0.72
3,965	Pepsico Inc	PEP 713448108	42.96	170,321.08	68.43	271,324.95	101,003.87	8,525 3.14
10,000	Pfizer Inc	PFE 717081103	17.38	173,750.00	25.08	250,793.00	77,043.00	9,600 3.83
13,370	PG&E Corporation	PCG 69331C108	41.94	560,737.85	40.18	537,206.60	(23,531.25)	24,333 4.53
5,257	Phillips 66	PSX 718546104	12.34	64,860.09	53.10	279,146.70	214,286.61	5,257 1.88
2,000	Plains All Anem Pipeline LP	PAA 726503105	31.45	62,909.00	45.24	90,480.00	27,571.00	4,340 4.80
12,825	Qualcomm Inc	QCOM 747525103	3.35	42,983.79	61.86	793,349.37	750,365.58	12,825 1.62
950	Raytheon Co	RTN 755111507	42.76	40,623.00	57.56	54,682.00	14,059.00	1,900 3.47
3,607	Rio Tinto Plc	RIO 767204100	66.36	239,363.78	58.09	209,530.63	(29,833.15)	5,970 2.85
1,360	Schlumberger Ltd	SLB 806857108	19.73	26,836.86	69.30	94,246.10	67,409.24	1,496 1.59



Account Name:

William T Kemper Charitable Trust

Account Number: 100152

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Statement Period: Dec. 1 - Dec. 31, 2012

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities (continued)							
Common Stock (continued)							
3,230 Sherwin Williams CO	SHW 824348106	23.20	74,928.60	153.82	496,838.60	421,910.00	5,039 1.01
4,000 Southern Co	SO 842587107	46.58	186,315.60	42.81	171,240.00	(15,075.60)	7,840 4.58
1,995 Target Corp	TGT 87612E106	24.14	48,165.48	59.17	118,044.15	69,878.67	2,873 2.43
5,985 Torchmark Corp	TMK 891027104	18.09	108,275.55	51.67	309,244.95	200,969.40	3,591 1.16
2,000 Toronto Dominion Bank	TD 891160509	72.70	145,391.20	84.33	168,660.00	23,268.80	6,212 3.68
2,696 Total S A	TOT	54.63	147,294.07	52.01	140,218.96	(7,075.11)	6,759 4.82
Sponsored ADR repstg .5 ord shs	89151E109						
53,922 UMB Financial Corp	UMBF 902788108	11.81	636,562.50	43.82	2,362,862.04	1,726,299.54	46,373 1.96
1,200 Union Pacific Corp	UNP 907818108	111.99	134,386.20	125.72	150,864.00	16,477.80	3,312 2.20
1,615 United Parcel Service Inc	UPS 911312106	59.88	96,710.24	73.73	119,073.95	22,363.71	3,682 3.09
Class B Shares							
1,615 United Technologies Corp	UTX 913017109	33.80	54,587.00	82.01	132,446.15	77,859.15	3,456 2.61
2,514 V F Corp	VFC 918204108	82.41	207,170.01	150.97	379,538.58	172,368.57	8,749 2.31
1,980 Vale SA-SP ADR	VALE	10.91	21,609.42	20.96	41,500.80	19,891.38	614 1.48
1 ADR Repsts 1 Ord Shr	91912E105						
4,000 Verizon Communications Inc	VZ 92343V104	43.41	173,652.00	43.27	173,080.00	(572.00)	8,240 4.76
3,506 Weyerhaeuser Co	WY 962166104	22.18	77,770.67	27.82	97,536.92	19,766.25	2,384 2.44
3,300 Williams Partners LP	WPZ 96950F104	46.18	152,404.56	48.66	160,578.00	8,173.44	10,659 6.64
3,910 Woodside Petroleum Ltd	WOPEY						
One ADR Represents 1 Ord Shr	980228308	5.07	19,823.70	35.17	137,530.34	117,706.64	4,407 3.20
Total Common Stock			12,654,601.96		25,547,986.43	12,893,384.47	691,623
Total Equity Securities			12,654,601.96		25,547,986.43	12,893,384.47	691,623



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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Securities							
Government & Agency Bonds							
500,000 Federal Home Loan Bank DTD 8/9/2010 1.000% 9/13/2013 AA+	313370LB2	1.00	501,574.00	100.57	502,855.00	1,281.00	5,000 0.89
400,000 Federal Home Loan Mortgage Corp DTD 2/4/2011 0.750% Ser 1 3/28/2013 AA+	3137EACS6	1.00	399,327.20	100.15	400,600.00	1,272.80	3,000 0.83
1,001.952 Govt National Mtg Assn DTD 1/1/2000 7.0000% 6/15/2013 Pool # 781125	36225BHA9	0.99	995.07	101.42	1,016.20	21.13	70 6.90
3,190.92 Govt National Mtg Assn DTD 6/1/1998 6.5000% 6/15/2013 Pool # 478258	36209QJB2	0.97	3,104.66	101.58	3,241.28	136.62	207 6.40
3,933.2858 Govt National Mtg Assn DTD 6/1/2002 5.5000% 6/20/2017 Pool # 003244	36202DS93	1.01	3,972.63	107.75	4,238.12	265.49	216 5.10
1,327.3995 Govt National Mtg Assn DTD 8/1/1999 7.0000% 8/15/2014 Pool # 510276	36211D2H2	0.99	1,314.12	104.30	1,384.44	70.32	93 6.71
Total Government & Agency Bonds		910,287.68		913,335.04		3,047.38	8,587
Corporate Bonds							
600,000 Allac Inc DTD 8/9/2010 3.450% 8/15/2015 Sr Unsecured Notes A-	001055AE2	1.06	638,958.00	106.71	640,266.00	1,308.00	20,700 1.45
500,000 AT&T Inc DTD 2/13/2012 1.600% 2/15/2017 Sr Unsecured Notes A-	00206RBC5	1.02	509,590.00	101.17	505,870.00	(3,720.00)	8,000 1.17
500,000 Bhp Billiton Finance DTD 4/17/2003 4.800% 4/15/2013 A+	055451AA6	1.06	531,040.00	101.25	506,265.00	(24,775.00)	24,000 2.99
500,000 BP Capital Markets Plc DTD 5/8/2009 3.625% 5/8/2014 A	05565QBL1	1.06	529,070.00	104.09	520,460.00	(8,610.00)	18,125 1.30
400,000 Caterpillar Inc DTD 5/27/2011 1.375% 5/27/2014 Sr Unsecured Notes A	149123BU4	1.01	403,376.00	101.22	404,872.00	1,496.00	5,500 1.08





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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Securities (continued)							
Corporate Bonds (continued)							
400,000 Cisco Systems Inc DTD 3/16/2011 1.625% 3/14/2014 A+	17275RAJ1	1.01	405,408.00	101.50	405,984.00	576.00	6,500 1.12
700,000 Coca Cola Co DTD 3/6/2009 3.625% 3/15/2014 Senior Notes AA-	191216AL4	1.06	739,828.00	103.76	726,299.00	(13,529.00)	25,375 1.25
106,000 Conocophillips DTD 2/3/2009 4.750% 2/1/2014 A	20825CAS3	1.09	115,977.78	104.53	110,799.68	(5,178.10)	5,035 1.06
600,000 Dow Chemical Co DTD 8/7/2009 5.900% 2/15/2015 Sr Unsecured Notes BBB	260543CA9	1.13	675,462.00	110.32	661,938.00	(13,524.00)	35,400 1.36
500,000 E I Du Pont De Nemours Co DTD 9/23/2010 1.950% 1/15/2016 Sr Unsecured Notes A	263534CD9	1.02	510,240.00	103.12	515,585.00	5,345.00	9,750 1.45
600,000 Fiserv Inc DTD 9/21/2010 3.125% 10/1/2015 Sr Unsecured Notes BBB-	337738AH1	1.04	623,316.00	104.85	629,070.00	5,754.00	18,750 1.95
600,000 General Electric Co DTD 12/6/2007 5.250% 12/6/2017 Senior Unsecured Notes AA+	369604BC6	1.16	696,744.00	117.92	707,490.00	10,746.00	31,500 2.19
750,000 Georgia Power Company DTD 11/12/2008 6.000% 11/1/2013 Sr Unsecured Notes A	373334JM4	1.10	821,842.50	104.44	783,270.00	(38,572.50)	45,000 0.85
325,000 Goldman Sachs Group Inc DTD 9/29/2004 5.000% 10/1/2014 A-	38143UAW1	1.05	342,121.00	106.52	346,186.75	4,065.75	16,250 2.77
200,000 Hewlett Packard Co DTD 2/26/2009 4.750% 6/2/2014 Sr Unsecured Notes BBB+	428236AV5	1.05	209,600.00	104.24	208,480.00	(1,120.00)	9,500 3.71



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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Securities (continued)							
Corporate Bonds (continued)							
400,000 Home Depot Inc DTD 3/24/2006 5.400% 3/1/2016 Senior Notes A-	437076AP7	1.16	464,604.00	114.24	456,968.00	(7,636.00)	21,600 1.35
500,000 Honeywell International Inc DTD 3/15/2007 5.300% 3/15/2017 A	438516AS5	1.19	592,890.00	117.25	586,270.00	(6,620.00)	26,500 1.33
800,000 IBM Corp DTD 11/6/2009 2.100% 5/6/2013 Sr Unsecured Notes AA-	459200GR6	1.00	802,048.00	100.62	804,992.00	2,944.00	16,800 2.02
500,000 Lilly Eli & Co DTD 3/6/2009 4.200% 3/6/2014 Sr Unsecured Notes AA-	532457BE7	1.08	540,365.00	104.33	521,640.00	(18,725.00)	21,000 0.82
400,000 Lowes Companies Inc DTD 11/22/2010 2.125% 4/15/2016 Sr Unsecured Notes Call 3/15/16 @ 100 A-	548661CS4	1.02	406,680.00	103.74	414,944.00	8,264.00	8,500 1.73
350,000 McDonalds Corp MTN DTD 3/1/2008 4.300% Ser l 3/1/2013 Senior Unsecured Notes A	58013MED2	1.07	374,874.50	100.63	352,198.00	(22,676.50)	15,050 2.06
400,000 Merck & Co Inc DTD 12/10/2010 2.250% 1/15/2016 AA	58933YAB1	1.04	414,824.00	104.49	417,948.00	3,124.00	9,000 1.34
500,000 Occidental Petroleum Corp DTD 12/16/2010 1.450% 12/13/2013 Sr Unsecured Notes A	674599CA1	1.02	508,225.00	101.04	505,215.00	(3,010.00)	7,250 0.70
500,000 Paccar Finl Corp DTD 3/6/2012 1.600% 3/15/2017 Sr Unsecured Notes A+	69371RK54	1.02	511,770.00	101.57	507,835.00	(3,935.00)	8,000 1.08
500,000 PepsiCo Inc DTD 1/14/2010 3.100% 1/15/2015 A-	713448BM9	1.05	525,980.00	104.96	524,780.00	(1,200.00)	15,500 1.58





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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Securities (continued)							
Corporate Bonds (continued)							
400,000 Praxair Inc DTD 11/2/2006 5.375% 11/1/2016 A	74005PAN4	1.17	466,386.00	116.12	464,472.00	(1,914.00)	21,500 1.89
500,000 Shell International Fin DTD 3/23/2009 4.000% 3/21/2014 Sr Unsecured Notes AA	822582AF9	1.08	538,580.00	104.40	522,005.00	(16,575.00)	20,000 1.10
400,000 Simon Property Group Inc DTD 11/16/2011 2.800% 1/30/2017 Sr Unsecured A-	828807CH8	1.07	426,996.00	105.52	422,076.00	(4,920.00)	11,200 1.16
750,000 Teva Pharma Fin IV LLC DTD 11/10/2011 1.700% 11/10/2014 A-	88166HAA5	1.01	754,695.00	102.30	767,265.00	12,570.00	12,750 1.48
500,000 Total Capital SA DTD 9/15/2010 2.300% 3/15/2016 AA-	89152UAE2	1.05	524,550.00	103.90	519,500.00	(5,050.00)	11,500 0.89
400,000 United Technologies Corp DTD 4/29/2005 4.875% 5/1/2015 A	913017BH1	1.12	449,204.00	109.82	439,260.00	(9,944.00)	19,500 1.11
400,000 UnitedHealth Group Inc DTD 3/2/2006 5.375% 3/15/2016 A	91324PAQ5	1.16	463,888.00	113.52	454,076.00	(9,812.00)	21,500 1.40
625,000 Vale Overseas Ltd DTD 1/10/2006 6.250% 1/11/2016 A-	91911TAF0	1.14	710,125.00	112.51	703,187.50	(6,937.50)	39,063 2.41
500,000 Verizon Communications Inc DTD 3/28/2011 1.950% 3/28/2014 Sr Unsecured Notes A-	92343VBA1	1.02	512,375.00	101.81	509,040.00	(3,335.00)	9,750 0.95
400,000 Wachovia Corp DTD 6/8/2007 5.750% 6/15/2017 Senior Notes A+	929903DT6	1.19	475,636.00	118.44	473,748.00	(1,888.00)	23,000 1.49
750,000 Walgreen Co DTD 7/17/2008 4.875% 8/1/2013 Senior Notes BBB	931422AD1	1.07	801,000.00	102.47	768,502.50	(32,497.50)	36,563 0.67



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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Securities (continued)							
Corporate Bonds (continued)							
200,000 Walt Disney Company DTD 12/22/2008 4.500% 12/15/2013 A	254687AW6	1.04	208,488.00	103.88	207,766.00	(722.00)	9,000 3.50
400,000 Wyeth DTD 11/14/2005 5.500% 2/15/2016		1.16	464,652.00	114.22	456,872.00	(7,780.00)	22,000 1.45
AA	983024AJ9						
Total Corporate Bonds			19,691,408.78		19,473,395.43	(218,013.35)	685,910
Total Fixed Income Securities			20,601,698.48		20,386,730.47	(214,968.01)	694,497

Real Estate / Oil & Gas

Real Estate / Oil & Gas

1 505 ounces (101 five ounce bars) @ \$991 = \$500,455.00	500,455.00	500,455.00	500,455.00	0
1 Autumn Trees-The Chestnut Tree The Chestnut Tree-Red-Red, 1924 by George O'Keefe 36.13" x 30.06" Oil on Canvas On Loan to KMCA	875,293.55	875,293.55	2,100,000.00	1,224,706.45
1 Fog Bell By Andrew Wyeth Watercolor On Paper, 1967 Signed & Dated 28" x 19" On Loan to KMCA	405,000.00	405,000.00	475,000.00	70,000.00
1 LaGarte' (2) 1965 By Joseph Cornell Collage on Board, 17 1/2 x 13 1/2" On Loan to KMCA	65,000.00	65,000.00	80,000.00	15,000.00
1 Mysteries: Red Light, 1999 By Kenneth Noland Acrylic on Canvas, 60" x 60" On Loan to KMCA	280,000.00	280,000.00	280,000.00	0





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Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Estimated Annual Income %
		Unit	Total	Unit	Total	
Real Estate / Oil & Gas (continued)						
Real Estate / Oil & Gas (continued)						
1 Painting "Untitled" By Willem Dekooning 1977 Oil On Canvas 60 x 48 Purchased in 1999 On Loan To KMCA		1,000,000.00	1,000,000.00	7,000,000.00	7,000,000.00	0
Total Real Estate / Oil & Gas			3,125,748.55		10,435,455.00	0
Total Real Estate / Oil & Gas			3,125,748.55		10,435,455.00	0
Money Markets and Cash						
Money Market Funds						
521,352.42 Fidelity Treasury Only Fund #680	233809300	1.00	521,352.42	1.00	521,352.42	51 0.01
Total Money Market Funds			521,352.42		521,352.42	51
Cash /						
343,103.2 Cash		1.00	343,103.20	1.00	343,103.20	0
Total Cash			343,103.20		343,103.20	0
Total Money Markets and Cash			864,455.62		864,455.62	51
Account Total			37,248,502.59		57,234,627.52	1,386,171