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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 R C KEMPER CHARITABLE TRUST 100178		A Employer identification number 44-6010318
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 816-860-7711
City or town, state, and ZIP code KANSAS CITY, MO 64141-6692		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply.	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 27,383,482.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Contributions, gifts, grants, etc., received (attach schedule). Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
Interest on savings and temporary cash investments				
Dividends and interest from securities	651,179.	651,177.		
Gross rents				
Net rental income or (loss)				
Net gain or (loss) from sale of assets not on line 10	304,221.			
Gross sales price for all assets on line 6a	313,547.			
Capital gain net income (from Part IV, line 2)		304,221.		
Net short-term capital gain				
Income modifications				
Gross sales less returns and allowances				
Less Cost of goods sold				
Gross profit or (loss) (attach schedule)				
Other income (attach schedule)				
Total. Add lines 1 through 11	955,400.	955,398.		
Compensation of officers, directors, trustees, etc.	129,187.	64,593.		64,593.
Other employee salaries and wages				
Pension plans, employee benefits				
Legal fees (attach schedule)				
Accounting fees (attach schedule) STMT. 1	800.	NONE	NONE	800.
Other professional fees (attach schedule)				
Interest				
Taxes (attach schedule) (see instructions) STMT. 2	12,493.			
Depreciation (attach schedule) and depletion				
Occupancy				
Travel, conferences, and meetings				
Printing and publications				
Other expenses (attach schedule) STMT. 3	7,385.			7,385.
Total operating and administrative expenses. Add lines 13 through 23	149,865.	64,593.	NONE	72,778.
Contributions, gifts, grants paid	1,097,455.			1,097,455.
Total expenses and disbursements. Add lines 24 and 25	1,247,320.	64,593.	NONE	1,170,233.
Subtract line 26 from line 12:				
Excess of revenue over expenses and disbursements	-291,920.			
Net investment income (if negative, enter -0-)		890,805.		
Adjusted net income (if negative, enter -0-)				

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SC Revenue-D MAY 23 2013

E2-618
Operating and Administrative Expenses
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,068.	110.	110.
	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)	114,425.	71,624.	27,383,372.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶ ARTWORK (SEE ATTACHED))	80,000.	NONE	NONE	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	197,493.	71,734.	27,383,482.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	197,493.	71,734.	
	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)	197,493.	71,734.	
	31	Total liabilities and net assets/fund balances (see instructions)	197,493.	71,734.	

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	197,493.
2	Enter amount from Part I, line 27a	2	-291,920.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	377,300.
4	Add lines 1, 2, and 3	4	282,873.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	211,139.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,734.

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 313,547.		9,326.	304,221.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			304,221.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	304,221.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,358,916.	25,128,363.	0.054079
2010	910,608.	25,088,630.	0.036296
2009	1,358,899.	27,386,076.	0.049620
2008	1,672,762.	33,576,240.	0.049820
2007	1,606,020.	28,988,728.	0.055402
2 Total of line 1, column (d)			2 0.245217
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 0.049043
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 28,522,238.
5 Multiply line 4 by line 3			5 1,398,816.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,908.
7 Add lines 5 and 6			7 1,407,724.
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,170,233.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	17,816.
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	17,816.
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	17,816.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,014.
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	18,014.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	198.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 198. Refunded <input type="checkbox"/> 11	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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

Form 990-PF (2012)

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	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 ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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

Form 990-PF (2012)

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	CO-TRUSTEE			
P. O. BOX 419692, KANSAS CITY, MO 64141-6692	20	60,516.	-0-	-0-
SHEILA KEMPER DIETRICH	CO-TRUSTEE			
2336 SPRUCE ST. UNIT A, BOULDER, CO 80302	20	17,930.	-0-	-0-
R. CROSBY KEMPER, JR.	CO-TRUSTEE			
P. O. BOX 419226, KANSAS CITY, MO 64141-6692	20	32,811.	-0-	-0-
JOHN MARINER KEMPER	CO-TRUSTEE			
1010 GRAND BLVD, KANSAS CITY, MO 64106	20	17,930.	-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**

Form 990-PF (2012)

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	

Form 990-PF (2012)

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	28,764,872.
b	Average of monthly cash balances	1b	65,898.
c	Fair market value of all other assets (see instructions)	1c	125,817.
d	Total (add lines 1a, b, and c)	1d	28,956,587.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	NONE
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	28,956,587.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	434,349.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,522,238.
6	Minimum investment return. Enter 5% of line 5	6	1,426,112.

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	1,426,112.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	17,816.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	17,816.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,408,296.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,408,296.
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	1,408,296.

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	1,170,233.
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	1,170,233.
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	1,170,233.

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				1,408,296.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
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	99,507.			
b From 2008	4,083.			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	125,698.			
f Total of lines 3a through e	229,288.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>1,170,233.</u>				
a Applied to 2011, but not more than line 2a			NONE	
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				1,170,233.
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).)	229,288.			229,288.
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			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				8,775.
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(j)(3) or

4942(j)(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

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 13				1,097,455.
Total			3a	1,097,455.
b Approved for future payment				
Total			3b	

[illegible]

(See worksheet in line 13 instructions to verify calculations)

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

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 - 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 -----
FEDERAL ESTIMATES - INCOME	12,493.

TOTALS	12,493.
	=====

R C KEMPER CHARITABLE TRUST 100178

44-6010318

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER FEES AND EXPENSES

7,385.

7,385.

TOTALS

7,385.
=====

7,385.
=====

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

DESCRIPTION -----	AMOUNT -----
ARTWORK BASIS ADJUSTMENT	25,199.
ROUNDING	1.
ADJUSTMENT FOR PREVIOUS YEAR FEES PAYABLE	4,250.
MARKET VALUE OF GIFTED PAINTINGS	347,850.

TOTAL	377,300.
	=====

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

DESCRIPTION -----	AMOUNT -----
ADJUSTMENT FOR FUTURE FEES PAYABLE	4,464.
COST BASIS OF ARTWORK GIFTED	206,675.

TOTAL	211,139.
	=====

=====

RECIPIENT NAME:

AFA (AGRICULTURAL FUTURE
OF AMERICA

ADDRESS:

P. O. BOX 414838
KANSAS CITY, OH 64141

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

KEMPER MUSEUM OF
CONTEMPORARY ART

ADDRESS:

4420 WARWICK BLVD
KANSAS CITY, MO 64111-1821

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 693,955.

RECIPIENT NAME:

AMERICAN ROYAL ASSOC

ADDRESS:

1701 AMERICAN ROYAL CT
KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 65,000.

=====

RECIPIENT NAME:

ROCKHURST UNIVERSITY

ADDRESS:

1100 ROCKHURST ROAD

KANSAS CITY, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

TAX EXEMPT

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

CEDARS CAMP

ADDRESS:

19772 SUGAR DRIVE

LEBANON, MO 65536

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

CAMP MITIOG

ADDRESS:

7615 N PLATTE PURCHASE DR, SUITE116

KANSAS CITY, MO 64118

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 2,500.

=====

RECIPIENT NAME:

LIBERTY MEMORIAL

ADDRESS:

100 W 26 STREET

KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

TAX EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

ST. PAUL'S EPISCOPAL DAY SCHOOL

ADDRESS:

4041 MAIN STREET

KANSAS CITY, MO 64111

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BOTAR BALL 2012

ADDRESS:

1213 WEST WYANDOTTE STREET

KANSAS CITY, MO 64105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

=====

RECIPIENT NAME:

NATIONAL SPORTS CENTER
FOR THE DISABLED

ADDRESS:

1801 MILE HIGH STADIUM CIRCLE #1500
DENVER, CO 80204

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BOY SCOUTS HEART OF AMERICA

ADDRESS:

10210 HOLMES ROAD
KANSAS CITY, MO 64131

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

ARTS COUNCIL OF METRO KC

ADDRESS:

906 GRAND BLVD #10B
KANSAS CITY, MO 64106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MUSEUM OF OUTDOOR ARTS

ADDRESS:

1000 ENGLEWOOD PKWY #2-230

ENGLEWOOD, CO 80110

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

FARNSWORTH ART MUSEUM

ADDRESS:

16 MUSEUM STREET

ROCKLAND, ME 04841

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANDREW WYETH MEMORIAL ENDOWMENT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

PEMBROKE HILL SCHOOL

ADDRESS:

5121 STATE LINE ROAD

KANSAS CITY, MO 64112

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

PRINCIPIA COLLEGE

ADDRESS:

1 MAYBECK PLACE

ELSAH, IL 62028

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

YOUNG PHILANTHROPISTS

ADDRESS:

1407 LARIMER STREET, SUITE 200

DENVER, CO 80202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

SYMPHONY BALL

ADDRESS:

1601 BROADWAY

KANSAS CITY, MO 64108

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

ZETA PHI SOCIETY FOUNDATION

ADDRESS:

PO BOX 16765

CLAYTON, MO 63105

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

POWELL GARDENS

ADDRESS:

1609 N.W. U.S. HIGHWAY 50

KINGSVILLE, MO 64061

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

JUVENILE DIABETES RESEARCH
FOUNDATION

ADDRESS:

3001 METRO DRIVE

BLOOMINGTON, MN 55425

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MEMORIAL CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 500.

R C KEMPER CHARITABLE TRUST 100178

44-6010318

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CHATHAM YACHT CLUB

ADDRESS:

325 FOX HILL ROAD

CHATHAM, MA 02633

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

1,097,455.

=====

STATEMENT 13



Account Name:

R C Kemper Charitable Trust

Account Number: 100178

Page 6 of 14

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							
624,802 UMB Financial Corp	UMBF 902788108	0.11	67,324.24	43.82	27,378,823.64	27,311,499.40	537,330 1.96
Total Common Stock			67,324.24		27,378,823.64	27,311,499.40	537,330
Total Equity Securities			67,324.24		27,378,823.64	27,311,499.40	537,330

Fixed Income Securities

Government & Agency Bonds							
146.118 Govt National Mtg Assn DTD 1/1/2000 7.0000% 6/15/2013 Pool # 781125	36225BHA9	0.99	145.11	101.42	148.20	3.09	10 6.90
1,901.6879 Govt National Mtg Assn DTD 5/1/2003 4.5000% 5/15/2018 Pool # 553227	36213FSQ7	1.02	1,937.36	109.58	2,083.83	146.47	86 4.11
477.3704 Govt National Mtg Assn DTD 6/1/1998 6.5000% 6/15/2013 Pool # 478258	36209QJB2	0.97	464.46	101.58	484.90	20.44	31 6.40
1,474.2678 Govt National Mtg Assn DTD 8/1/1999 6.0000% 8/15/2014 Pool # 508635	36211CBC5	1.00	1,471.50	104.11	1,534.85	63.35	88 5.76
284.4428 Govt National Mtg Assn DTD 8/1/1999 7.0000% 8/15/2014 Pool # 510276	36211D2H2	0.99	281.60	104.30	296.66	15.06	20 6.71
Total Government & Agency Bonds			4,300.03		4,548.44	248.41	235
Total Fixed Income Securities			4,300.03		4,548.44	248.41	235

Real Estate / Oil & Gas

Real Estate / Oil & Gas							
1 Abstract on Newsprint By William de Kooning Inscribed "To Frederck From Bill de Kooning" On Loan to KMCA		75,000.00	75,000.00	75,000.00	75,000.00		0



Account Name: R C Kemper Charitable Trust

Account Number: 100178
Statement Period: Dec. 1 - Dec. 31, 2012

Page 7 of 14

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Real Estate / Oil & Gas (continued)							
Real Estate / Oil & Gas (continued)							
1 Man Looking Out Window In New York By Fred Brown 80" x 80" on Canvas Currently In Possession of Russ Gerlach Framing In New York On Loan to KMCA		5,000.00	5,000.00	5,000.00	5,000.00	✓	0
Total Real Estate / Oil & Gas			80,000.00		80,000.00	0.00	0
Total Real Estate / Oil & Gas			80,000.00		80,000.00	0.00	0

Unique Assets

Unique Assets

1 Natural Fashion: No 77, 2006-2007 by Hans Silvester C-print Image 26 3/4 X 39 1/4 inches Edition 6 of 10, Stamped and numbered GNN20606 - framed		6,475.00	6,475.00	6,475.00	6,475.00	✓	0
1 Penelope Cloth, 1985(G44187), by Jules Olitski Water based acrylic, on canvas 80 x 40 inches		68,000.00	68,000.00	68,000.00	68,000.00	✓	0
1 Richard, 2011 painting by Jacob Collins (b.1964) 26x26 inches oil on canvas Valued at \$25,200		25,200.00	25,200.00	25,200.00	25,200.00	✓	0
1 Seated Figure 1977, 1992, by Francis Bacon Etching and aquatint 52 3/4 X 38 3/4 inches. Edition 57 of 90 Stamped and signed bearing the seal from the Estate of Francis Bacon GNN6243		27,000.00	27,000.00	27,000.00	27,000.00	✓	0
Total Unique Assets			128,675.00		128,675.00	0.00	0
Total Unique Assets			128,675.00		128,675.00	0.00	0

Money Markets and Cash

Money Market Funds

109.69 Fidelity Treasury Only Fund #680		1.00	109.69	1.00	109.69		0 0.01
Total Money Market Funds			109.69		109.69	0.00	0





Account Name: R C Kemper Charitable Trust

Account Number: 100178

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

Page 8 of 14

Statement of Investment Position (continued)

Statement of Investment Position (continued)							
Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Money Markets and Cash (continued)							
Cash							
0 Cash		0.00	0.00	1.00	0.00	0.00	0
			0.00		0.00	0.00	0
Total Cash			109.69		109.69	0.00	0
Total Money Markets and Cash							
			278,408.96		27,590,156.77	27,311,747.81	537,565
Account Total							