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

2012

For calendar year 2012 or tax year beginning

APR 1, 2012

, and ending

MAR 31, 2013

Name of foundation

WILLIAM T. KEMPER II CHARITABLE TRUST

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

118 WEST 47TH STREET

Room/suite

City or town, state, and ZIP code

KANSAS CITY, MO 64112

G Check all that apply:

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

► \$ 4,816,399. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	133,232.	133,232.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	78,226.			
b	Gross sales price for all assets on line 6a	347,940.			
7	Capital gain net income (from Part IV, line 2)		78,226.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	211,458.	211,458.		
13	Compensation of officers, directors, trustees, etc	51,931.	27,866.		24,065.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	5,300.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	57,231.	27,866.		24,065.
25	Contributions, gifts, grants paid	210,750.			210,750.
26	Total expenses and disbursements. Add lines 24 and 25	267,981.	27,866.		234,815.
27	Subtract line 26 from line 12:	-56,523.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		183,592.		
c	Adjusted net income (if negative, enter -0-)			N/A	

223501
12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	66,549.	38,396.	38,396.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	STMT 3	1,496,972.	2,013,793.
	c	Investments - corporate bonds	STMT 4	2,165,163.	1,384,769.
Liabilities	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other	STMT 5	0.	234,999.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)		3,728,684.	3,671,957.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0.	0.
		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			
Net Assets or Fund Balances		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds		3,728,684.	3,671,957.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.
	30	Total net assets or fund balances		3,728,684.	3,671,957.
	31	Total liabilities and net assets/fund balances		3,728,684.	3,671,957.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,728,684.
2	Enter amount from Part I, line 27a	2	-56,523.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	3,672,161.
5	Decreases not included in line 2 (itemize) ► RETURN OF CAPITAL ADJUSTMENT	5	204.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,671,957.

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		P	VARIOUS	03/31/13
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 347,940.		269,714.	78,226.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			78,226.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	78,226.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see 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	287,754.	4,482,299.	.064198
2010	224,027.	4,346,545.	.051541
2009	239,445.	4,003,335.	.059811
2008	240,572.	4,217,048.	.057047
2007	214,126.	5,043,809.	.042453
2 Total of line 1, column (d)			2 .275050
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 .055010
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 4,520,891.
5 Multiply line 4 by line 3			5 248,694.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,836.
7 Add lines 5 and 6			7 250,530.
8 Enter qualifying distributions from Part XII, line 4			8 234,815.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 3,644.

6b

6c

6d

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

Refunded ►

11

3,644.

8

9

10

28.

12 Enter the amount of line 10 to be: Refunded ►

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a Yes X
1b Yes Xb Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Yes X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

0.

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 Yes X

*If "Yes," attach a detailed description of the activities*3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3 Yes X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a Yes X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b Yes X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 Yes X

If "Yes," attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 Yes X

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 Yes X

If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

MO

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b Yes 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

9 Yes X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

10 Yes X

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	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	<input checked="" type="checkbox"/>
14	The books are in care of ► <u>COMMERCE BANK, N.A.</u> Located at ► <u>118 W. 47TH ST. KANSAS CITY, MO</u>	Telephone no. ► <u>(816) 234-2568</u> ZIP+4 ► <u>64112</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

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.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ►	1b <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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)): 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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

5a. During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

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

Yes No

Yes No

Yes No

Yes No

Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A
►

5b

Organizations relying on a current notice regarding disaster assistance check here

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

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

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

Yes No

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMMERCE BANK, N.A. P.O. BOX 419248	TRUSTEE			
KANSAS CITY, MO 64141-6248	5.00	27,866.	0.	0.
ROBERT W. LOYD 2046 CONDOLEA DR LEAWOOD, KS 66209-1652	TRUSTEE			
	5.00	24,065.	0.	0.

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

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

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

►

0

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

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

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

►

0
Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3	►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,540,503.
b	Average of monthly cash balances	1b	49,234.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,589,737.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,589,737.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,846.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,520,891.
6	Minimum investment return. Enter 5% of line 5	6	226,045.

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	226,045.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,672.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,672.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	222,373.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	222,373.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	222,373.

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	234,815.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	234,815.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	234,815.

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				222,373.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	32,286.			
c From 2009	41,510.			
d From 2010	10,576.			
e From 2011	70,871.			
f Total of lines 3a through e	155,243.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 234,815.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				222,373.
e Remaining amount distributed out of corpus	12,442.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	167,685.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	167,685.			
10 Analysis of line 9:				
a Excess from 2008	32,286.			
b Excess from 2009	41,510.			
c Excess from 2010	10,576.			
d Excess from 2011	70,871.			
e Excess from 2012	12,442.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 9	NONE	PUBLIC CHARITY	SEE STATEMENT	210,750.
Total			► 3a	210,750.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	133,232.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	78,226.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)			0.	211,458.
13 Total. Add line 12, columns (b), (d), and (e)			13	211,458.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

- b Other transactions:
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SEE STATEMENT 7		SEE STATEMENT 8

Sign
Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return with the preparer shown below (see instr)?

Signature of officer or trustee *[Signature]* *Business Trust Company* Date *[Redacted]*

13 ➤ CO-TRUSTEE

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no. _____	

William T Kemper II Charitable Trust
 April 1, 2012 - March 31, 2013

Account Number: 46-0011-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Annual Income	Projected Annual Income	Current Yield
<i>Cash and Cash Equivalents</i>							
Financial Square Tr Government Fd	38,396.27	38,396.27	38,396.27	0.80%	2.00	2.00	0.01%
Admin Cl Fund 466		1.00	1.00				
Income Cash	-106,883.62		-106,883.62	-2.22%	0.00	0.00	0.00%
Principal Cash	106,883.62		106,883.62	2.22%	0.00	0.00	0.00%
Total Cash and Cash Equivalents	\$ 38,396.27		\$ 38,396.27	0.80%	\$ 2.00	0.01%	
<i>Equity Investments</i>							
Domestic Equities							
Common Stocks							
Adobe System Inc	1,000	28,255.46	43,515.00	0.90%	0.00	0.00	0.00%
		28.26	43.52				
American Express Co	655	30,978.18	44,186.30	0.92%	524.00	524.00	1.19%
		47.30	67.46				
Ameriprise Financial Inc	425	19,653.70	31,301.25	0.65%	765.00	765.00	2.44%
		46.24	73.65				
Apple Inc	125	25,205.89	55,332.50	1.15%	1,325.00	1,325.00	2.39%
		201.65	442.66				
AT&T Inc	1,170	35,602.87	42,927.30	0.89%	2,106.00	2,106.00	4.91%
		30.43	36.69				
Bard C R Inc	175	14,048.42	17,636.50	0.37%	140.00	140.00	0.79%
		80.28	100.78				
Cerner Corp	300	8,187.69	28,422.00	0.59%	0.00	0.00	0.00%
		27.29	94.74				
Chevron Corporation	500	58,443.85	59,410.00	1.23%	1,800.00	1,800.00	3.03%
		116.89	118.82				

William T Kemper II Charitable Trust
 April 1, 2012 - March 31, 2013

Account Number 46-0011-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Annual Income	Projected Annual Income	Current Yield
Commerce Bancshares Inc	5,069	317.27 0.06	206,967.27 40.83	4.30%	4,562.00	4,562.00	2.20%
Conocophillips	900	30,004.67 33.34	54,090.00 60.10	1.12%	2,376.00	2,376.00	4.39%
Continental Resources Inc OK	200	17,117.08 85.59	17,386.00 86.93	0.36%	0.00	0.00	0.00%
Crown Holdings Inc	365	10,040.97 27.51	15,187.65 41.61	0.32%	0.00	0.00	0.00%
Danaher Corp	450	16,027.50 35.62	27,967.50 62.15	0.58%	45.00	45.00	0.16%
Dick's Sporting Goods Inc	500	14,514.33 29.03	23,650.00 47.30	0.49%	250.00	250.00	1.06%
Dollar Tree Inc	474	9,830.62 20.74	22,955.82 48.43	0.48%	0.00	0.00	0.00%
Eog Resources Incorporated	250	15,372.75 61.49	32,017.50 128.07	0.66%	187.00	187.00	0.59%
Express Scripts Holding Co	415	22,127.63 53.32	23,912.30 57.62	0.50%	0.00	0.00	0.00%
Exxon Mobil Corporation	500	25,006.50 50.01	45,055.00 90.11	0.94%	1,140.00	1,140.00	2.53%
Franklin Resources Inc	250	28,853.05 115.41	37,702.50 150.81	0.78%	290.00	290.00	0.77%
General Electric Co	975	31,754.00 32.57	22,542.00 23.12	0.47%	741.00	741.00	3.29%
General Mills Inc	800	27,283.96 34.11	39,448.00 49.31	0.82%	1,216.00	1,216.00	3.08%
Google Inc Cl A	85	34,341.70 404.02	67,505.98 794.19	1.40%	0.00	0.00	0.00%
Hess Corporation	220	11,407.55 51.85	15,754.20 71.61	0.33%	88.00	88.00	0.56%

William T Kemper II Charitable Trust
 April 1, 2012 - March 31, 2013

Account Number 46-0011-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Annual Income	Projected Annual Income	Current Yield
Intel Corp	500	10,444.70 20.89	10,917.50 21.84	0.23%	450.00	450.00	4.12%
International Business Machines	150	16,498.50 109.99	31,995.00 213.30	0.66%	510.00	510.00	1.59%
iShares Dow Jones US Basic Materials Sector Index Fund	550	24,064.34 43.75	38,643.00 70.26	0.80%	785.00	785.00	2.03%
iShares Nasdaq Biotechnology Index Fund	250	30,203.30 120.81	39,982.50 159.93	0.83%	157.00	157.00	0.39%
Johnson and Johnson	475	28,856.25 60.75	38,726.75 81.53	0.80%	1,159.00	1,159.00	2.99%
JP Morgan Chase & Co	500	20,307.18 40.61	23,730.00 47.46	0.49%	600.00	600.00	2.53%
Kinder Morgan Inc	1,575	45,191.17 28.69	60,921.00 38.68	1.26%	2,331.00	2,331.00	3.83%
Kraft Foods Group Inc	658	29,268.34 44.48	33,906.74 51.53	0.70%	1,316.00	1,316.00	3.88%
Lockheed Martin Corp	225	16,895.25 75.09	21,717.00 96.52	0.45%	1,035.00	1,035.00	4.77%
Lowes Companies Inc	1,360	29,747.84 21.87	51,571.20 37.92	1.07%	870.00	870.00	1.69%
McKesson Corporation	150	11,077.30 73.85	16,194.00 107.96	0.34%	120.00	120.00	0.74%
Mednax Inc	300	14,597.04 48.66	26,889.00 89.63	0.56%	0.00	0.00	0.00%
Merck & Co Inc	800	26,127.49 32.66	35,360.00 44.20	0.73%	1,376.00	1,376.00	3.89%
Microsoft Corp	1,690	44,840.91 26.53	48,342.45 28.61	1.00%	1,554.00	1,554.00	3.22%
Mondelez International Inc	925	23,591.19 25.50	28,318.88 30.62	0.59%	481.00	481.00	1.70%

William T Kemper II Charitable Trust
 April 1, 2012 - March 31, 2013

Account Number: 46-0011-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Annual Income	Projected Annual Income	Current Yield
Northeast Utilities	750	31,317.38 41.76	32,595.00 43.46	0.68%	1,102.00		3.38%
Occidental Petroleum Corp	245	20,277.41 82.77	19,200.65 78.37	0.40%	627.00		3.27%
Omnicom Group Inc	250	12,517.50 50.07	14,725.00 58.90	0.31%	400.00		2.72%
Oracle Corporation	450	12,371.54 27.49	14,548.50 32.33	0.30%	108.00		0.74%
Partnerre Hldgs LTD	225	16,224.73 72.11	20,949.75 93.11	0.43%	576.00		2.75%
PepsiCo Inc	550	28,282.89 51.42	43,510.50 79.11	0.90%	1,182.00		2.72%
Pfizer Inc	2,270	46,277.76 20.39	65,512.20 28.86	1.36%	2,179.00		3.33%
Phillips 66	450	8,915.83 19.81	31,486.50 69.97	0.65%	562.00		1.79%
Procter & Gamble Co	750	41,867.50 55.82	57,795.00 77.06	1.20%	1,686.00		2.92%
Qualcomm Inc	535	28,831.36 53.89	35,812.90 66.94	0.74%	535.00		1.49%
Schlumberger LTD	410	26,414.29 64.43	30,704.90 74.89	0.64%	512.00		1.67%
Time Warner Cable	150	14,818.50 98.79	14,409.00 96.06	0.30%	390.00		2.71%
Tupperware Brands Corporation	315	16,981.65 53.91	25,748.10 81.74	0.53%	781.00		3.03%
Union Pacific Corp	320	20,148.99 62.97	45,571.20 142.41	0.95%	883.00		1.94%
United Parcel Service B	400	29,265.25 73.16	34,360.00 85.90	0.71%	992.00		2.89%

William T Kemper II Charitable Trust
 April 1, 2012 - March 31, 2013

Account Number. 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Annual Income</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
United Technologies Corp	150	10,078.50 67.19	14,014.50 93.43	0.29%	321.00	321.00	2.29%
US Bancorp	650	18,791.50 28.91	22,054.50 33.93	0.46%	507.00	507.00	2.30%
Wellpoint Inc	600	24,690.74 41.15	39,738.00 66.23	0.83%	900.00	900.00	2.26%
Wells Fargo & Company	700	23,856.00 34.08	25,893.00 36.99	0.54%	700.00	700.00	2.70%
Total Common Stocks		\$ 1,318,015.76	\$ 2,070,716.79	42.99%	\$ 45,242.00	\$ 45,242.00	2.19%
Exchange Traded Funds							
1Shares DJ Select Dividend Index Fund	700	40,800.97 58.29	44,380.00 63.40	0.92%	1,523.00	1,523.00	3.43%
1Shares Russell Midcap Value Index Fund	2,920	64,891.45 22.22	166,440.00 57.00	3.46%	3,063.00	3,063.00	1.84%
Total Exchange Traded Funds		\$ 105,692.42	\$ 210,820.00	4.38%	\$ 4,586.00	\$ 4,586.00	2.18%
Mutual Funds							
Artisan Mid Cap Value Fund-Ins	3,845.302	70,595.85 18.36	93,017.86 24.19	1.93%	0.00	0.00	0.00%
Blackrock Small Cap Growth Equity Portfolio Inst	1,579.602	39,695.40 25.13	41,938.43 26.55	0.87%	110.00	110.00	0.26%
Commerce Midcap Growth Fund Institutional # 339	4,511.367	103,039.15 22.84	155,551.93 34.48	3.23%	464.00	464.00	0.30%
Target Small Capitalization Value Portfolio	2,210.15	46,700.47 21.13	53,198.31 24.07	1.10%	660.00	660.00	1.24%
Total Mutual Funds		\$ 260,030.87	\$ 343,706.53	7.14%	\$ 1,234.00	\$ 1,234.00	0.36%
Total Domestic Equities		\$ 1,683,739.05	\$ 2,625,243.32	54.51%	\$ 51,062.00	\$ 51,062.00	1.95%

William T Kemper II Charitable Trust
 April 1, 2012 - March 31, 2013

Account Number: 46-0011-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Annual Income	Projected Annual Income	Current Yield
International Equities							
Exchange Traded Funds							
iShares MSCI Emerging Markets Index	1,800	39,989.00	76,986.00	1.60%	1,341.00	1,341.00	1.74%
SPDR S&P International Small Cap ETF	1,495	46,903.53	45,821.75	0.95%	1,140.00	1,140.00	2.49%
Total Exchange Traded Funds		\$ 86,892.53	\$ 122,807.75	2.55%	\$ 2,481.00	\$ 2,481.00	2.02%
International Equity Mutual Funds							
MFS Research International Fund-I	12,391.377	243,161.50	202,970.76	4.21%	3,766.00	3,766.00	1.86%
Total International Equity Mutual Funds		\$ 243,161.50	\$ 202,970.76	4.21%	\$ 3,766.00	\$ 3,766.00	1.86%
Total International Equities		\$ 330,054.03	\$ 325,778.51	6.76%	\$ 6,247.00	\$ 6,247.00	1.92%
Total Equity Investments		\$ 2,013,793.08	\$ 2,951,021.83	61.27%	\$ 57,309.00	\$ 57,309.00	1.94%
Fixed Income Investments							
Treasury Tips							
1Shares Barclays Treasury Inflation Protected Securities Bond Fund	325	33,562.75	39,412.10	0.82%	796.00	796.00	2.02%
Total Treasury Tips		\$ 33,562.75	\$ 39,412.10	0.82%	\$ 796.00	\$ 796.00	2.02%
Diversified Taxable Mutual Funds							
Commerce Bond Fund Fund #333	67,684.335	1,255,800.70	1,413,925.76	29.36%	47,002.00	47,002.00	3.32%
Total Diversified Taxable Mutual Funds		\$ 1,255,800.70	\$ 1,413,925.76	29.36%	\$ 47,002.00	\$ 47,002.00	3.32%

William T Kemper II Charitable Trust
 April 1, 2012 - March 31, 2013

Account Number: 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Domestic Preferred Stock						
Du Pont Nemours Preferred Stock	700	48,261.74 68.95	61,467.00 87.81	1.28%	\$ 2,450.00	3.99%
Total Domestic Preferred Stock		\$ 48,261.74	\$ 61,467.00	1.28%	\$ 2,450.00	3.99%
International Non-Dollar Funds						
Wells Fargo Advantage International Bond Fund Inst	1,991.158	23,693.26 11.90	22,639.47 11.37	0.47%	477.00	2.11%
Total International Non-Dollar Funds		\$ 23,693.26	\$ 22,639.47	0.47%	\$ 477.00	2.11%
Emerging Markets						
Fidelity Advisor Emerging Markets Income Fund-1	1,785.107	23,450.68 13.14	25,937.60 14.53	0.54%	1,133.00	4.37%
Total Emerging Markets		\$ 23,450.68	\$ 25,937.60	0.54%	\$ 1,133.00	4.37%
Total Fixed Income Investments		\$ 1,384,769.13	\$ 1,563,381.93	32.46%	\$ 51,858.00	3.32%

Alternative Investments

<i>Hedge Funds</i>						
Absolute Strategies Fund-1	13,158.682	139,380.88 10.59	147,903.59 11.24	3.07%	0.00	0.00%
Total Hedge Funds		\$ 139,380.88	\$ 147,903.59	3.07%	\$ 0.00	0.00%
Traded Real Estate						
DWS Reef Real Estate Securities Fund-Inst	2,294.622	30,082.50 13.11	51,307.75 22.36	1.07%	975.00	1.90%
Vanguard Signal Shares REIT Index Fund Sig # 1355	797.893	15,166.30 19.01	21,295.76 26.69	0.44%	716.00	3.36%
Total Traded Real Estate		\$ 45,248.80	\$ 72,603.51	1.51%	\$ 1,691.00	2.33%

William T Kemper II Charitable Trust
 April 1, 2012 - March 31, 2013

Account Number 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Annual Income</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Commodities							
Pimco Commodity Realreturn Strategy Fund-Ins	6,558.851	50,369.00 7.68	43,091.65 6.57	0.89%	970.00	2.25%	
Total Commodities		\$ 50,369.00	\$ 43,091.65	0.89%	\$ 970.00	2.25%	
Total Alternative Investments		\$ 234,998.68	\$ 263,598.75	5.47%	\$ 2,661.00	1.01%	
Miscellaneous							
AIG - Pwc Securities Litigation	1	0.00 0.00	0.00	0.00%	0.00	0.00%	
AIG Securities Litigation 10/28/99 - 12/15/10 Due 1/23/12	1	0.00 0.00	0.00	0.00%	0.00	0.00%	
AIG-Starr Defendants Securities Litigation 10/28/99 - 12/15/10 Due 6/4/12	1	0.00 0.00	0.00	0.00%	0.00	0.00%	
Allianz Funds Litigation 2/23/99-2/17/04 Due 12/8/10	1	0.00 0.00	0.00	0.00%	0.00	0.00%	
Total Miscellaneous		\$ 0.00	\$ 0.00	0.00%	\$ 0.00	0.00%	
Net Assets and Liabilities			\$ 3,671,957.16	\$ 4,816,398.78	100.00%	\$ 111,830.00	2.32%

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	133,232.	0.	133,232.
TOTAL TO FM 990-PF, PART I, LN 4	133,232.	0.	133,232.

FORM 990-PF	TAXES	STATEMENT 2
-------------	-------	-------------

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	5,300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,300.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 3
-------------	-----------------	-------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - <i>STMT A</i>	2,013,793.	2,951,022.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,013,793.	2,951,022.

FORM 990-PF	CORPORATE BONDS	STATEMENT 4
-------------	-----------------	-------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - <i>STMT A</i>	1,384,769.	1,563,382.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,384,769.	1,563,382.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS - <i>SMTA</i>	COST	234,999.	263,599.
TOTAL TO FORM 990-PF, PART II, LINE 13		234,999.	263,599.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 6

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHRISTOPHER G. BLAIR, COMMERCE BANK, N.A.
118 WEST 47TH STREET
KANSAS CITY, MO 64112

TELEPHONE NUMBER

(816) 234-2568

FORM AND CONTENT OF APPLICATIONS

CONTACT COMMERCE BANK AT (816) 234-2568

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

DONATIONS MUST BE USED FOR RELIGIOUS, CHARITABLE, SCIENTIFIC OR EDUCATIONAL
PURPOSES IN THE UNITED STATES.

990-PF

PART XVII
AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS

STATEMENT 7

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

990-PF

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

STATEMENT 8

NAME OF AFFILIATED OR RELATED ORGANIZATION

LOCAL CEDAR HILL CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MOUNT HOPE MAUSOLEUM ENDOWMENT

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

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MARY HARTMANN FOUNDATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

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NAME OF AFFILIATED OR RELATED ORGANIZATION

SHAARE SHOLEM CEMETERY TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ADATH JOSEPH CEMETERY FUND

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

AHA DANCE THEATRE	Kansas City	MO	Arts	25,000
AMERICAN ROYAL ASSOCIATION	Kansas City	MO	Civic	1,500
CENTRAL CITY SCHOOL FUND	Kansas City	MO	Education	1,000
CITY UNION MISSION	Kansas City	MO	Human Services	2,500
FOLLY THEATRE	Kansas City	MO	Arts	1,500
FRANKLIN CNTY HISTORICAL SOCIETY	Ottawa	KS	Civic	5,000
FRIENDSHIP INN KANSAS CITY	Lee's Summit	MO	Human Services	1,000
GKCCF - KC WIND SYMPHONY COMMUNITY ARTS	Kansas City	MO	Arts	2,500
HARWIG LEGACY FOUNDATION	Kansas City	MO		2,500
HEARTLAND THERAPEUTIC RIDING	Stillwell	KS	Human Services	1,000
JOHNSON COUNTY COMMUNITY COLLEGE FDN	Overland Park	KS	Arts	1,500
KANSAS CITY CHORALE	Kansas City	MO	Arts	1,000
KANSAS CITY METROPOLITAN CRIME COMMISSION	Kansas City	MO	Civic	5,000
KANSAS CITY SYMPHONY	Kansas City	MO	Arts	1,000
KANSAS UNIVERSITY ENDOWMENT	Lawrence	KS	Education	10,000
LAKE MARY CENTER	Kansas City	MO	Civic	5,000
LITTLE SISTERS OF THE POOR	Kansas City	MO	Human Services	2,500
MAATR	Paola	KS	Human Services	5,000
MEDICAL MISSIONS FONDATION	Overland Park	KS	Human Services	1,000
MIDWESTERN INNOCENCE PROJECT	Kansas City	MO	Human Services	10,000
MUSCULAR DYSTROPHY ASSN	Kansas City	KS	Human Services	1,000
MUSICAL THEATRE HERITAGE	Shawnee Mission	KS	Human Services	30,000
NAIA	Westwood	KS	Arts	10,000
NELSON ATKINS MUSEUM	Kansas City	MO	Arts	1,000
PARKINSON FOUNDATION OF THE HEARTLAND	Kansas City	MO	Human Services	2,500
PEMBROKE DAY SCHOOL	Kansas City	MO	Education	25,000
PHEASANTS FOREVER	Shawnee Mission	KS	Human Services	10,000
ROTARY CLUB YOUTH CAMP ASSOC	Kansas City	MO	Human Services	5,000
SALVATION ARMY	Kansas City	MO	Human Services	2,500
SECRET ORDER OF THE KEY INC	Olathe	KS	Civic	5,000
SHEPHERDS CENTER CENTRAL	Kansas City	MO	Human Services	1,500
SYMPHONY IN THE FLINT HILLS	Cottonwood Falls	KS	Arts	1,750
UMKC CONSERVATORY OF MUSIC	Kansas City	MO	Arts	5,000
UNION STATION KANSAS CITY	Kansas City	MO	Civic	10,000
WOMEN'S FOUNDATION OF GREATER KC	Shawnee Mission	KS	Human Services	15,000
Totals				<u>210,750</u>

JOINT FIDUCIARY STATEMENT

Name of Trust: William T Kemper II Charitable Trust

Name of Fiduciary: Commerce Trust Company

Identification Number: 43-6337610

Year End: 3/31/2013

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