



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

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 NOV 1, 2012, and ending OCT 31, 2013

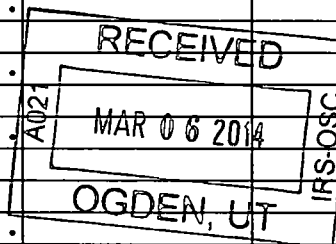
Name of foundation WILLIAM T. KEMPER FOUNDATION		A Employer identification number 43-6345116
Number and street (or P O box number if mail is not delivered to street address) COMMERCE BANK, TRUSTEE, 118 WEST 47TH ST		B Telephone number (816) 234-2568
City or town, state, and ZIP code KANSAS CITY, MO 64112		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 279,011,459. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	200,629.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	5,229,305.	5,773,800.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,737,614.			STATEMENT 1
	b Gross sales price for all assets on line 6a 123,644,678.				
	7 Capital gain net income (from Part IV, line 2)		13,518,420.		
	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	195,875.	171,776.		STATEMENT 3	
12 Total. Add lines 1 through 11	18,363,423.	19,463,996.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	843,840.	497,496.		346,344.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	4,836.	0.		4,836.
	b Accounting fees				
	c Other professional fees STMT 5	40,000.	0.		40,000.
	17 Interest				
	18 Taxes STMT 6	327,843.	14,061.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,006.	0.		1,006.
	22 Printing and publications				
	23 Other expenses STMT 7	41,714.	653,869.		33,018.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,259,239.	1,165,426.		425,204.
	25 Contributions, gifts, grants paid	11,547,724.			11,547,724.
26 Total expenses and disbursements. Add lines 24 and 25	12,806,963.	1,165,426.		11,972,928.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	5,556,460.				
b Net investment income (if negative, enter -0-)		18,298,570.			
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)

MAR 13 2014



G/G

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				
	2	Savings and temporary cash investments		1,043,639.	2,726,241.	2,726,241.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		10,075,681.	11,844,641.	12,598,103.
	b	Investments - corporate stock STMT 9		40,239,880.	42,402,578.	54,186,651.
	c	Investments - corporate bonds STMT 10		22,656,871.	22,620,188.	23,622,892.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans STMT 11		6,810,107.	5,178,859.	5,678,440.	
13	Investments - other STMT 12		130,281,458.	131,906,592.	180,116,744.	
14	Land, buildings, and equipment basis ▶ 1.					
	Less accumulated depreciation ▶		1.	1.	1.	
15	Other assets (describe ▶ ARTWORK)		129,094.	114,092.	82,387.	
16	Total assets (to be completed by all filers)		211,236,731.	216,793,192.	279,011,459.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		211,236,731.	216,793,192.	
30	Total net assets or fund balances		211,236,731.	216,793,192.		
31	Total liabilities and net assets/fund balances		211,236,731.	216,793,192.		

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	211,236,731.
2	Enter amount from Part I, line 27a	2	5,556,460.
3	Other increases not included in line 2 (itemize) ▶ RECEIPT OF SECURITY	3	1.
4	Add lines 1, 2, and 3	4	216,793,192.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	216,793,192.

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			
b SEE ATTACHED STATEMENT			
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			
b			
c			
d			
e 124,425,484.		110,907,064.	13,518,420.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			13,518,420.

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	13,518,420.
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	11,988,801.	242,113,214.	.049517
2010	11,166,695.	244,568,121.	.045659
2009	10,199,198.	221,521,224.	.046042
2008	13,976,459.	200,341,454.	.069763
2007	13,780,550.	283,053,930.	.048685

2 Total of line 1, column (d)	2	.259666
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	.051933
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	261,208,988.
5 Multiply line 4 by line 3	5	13,565,366.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	182,986.
7 Add lines 5 and 6	7	13,748,352.
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	11,972,928.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	365,971.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	365,971.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	365,971.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	322,203.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	322,203.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	232.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	44,000.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☒	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?	X	
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) <u>MO</u>		
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? Website address ► N/A	13	X	
14	The books are in care of ► COMMERCE BANK Telephone no. ► (816) 234-2568 Located at ► 118 WEST 47TH ST, KANSAS, CITY, MO ZIP+4 ► 64112-1601			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 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 ► CAYMAN ISLANDS	16	X	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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMMERCE BANK, NA-INV.MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	497,496.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 10.00	55,277.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	291,067.	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

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. 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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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	215,281,552.
b	Average of monthly cash balances	1b	3,143,378.
c	Fair market value of all other assets	1c	46,761,860.
d	Total (add lines 1a, b, and c)	1d	265,186,790.
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	265,186,790.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,977,802.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	261,208,988.
6	Minimum investment return. Enter 5% of line 5	6	13,060,449.

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	13,060,449.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	365,971.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	6,133.
c	Add lines 2a and 2b	2c	372,104.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,688,345.
4	Recoveries of amounts treated as qualifying distributions	4	100,000.
5	Add lines 3 and 4	5	12,788,345.
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	12,788,345.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	11,972,928.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,972,928.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,972,928.

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.

Form 990-PF (2012)

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				12,788,345.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			11,415,043.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 11,972,928.				
a Applied to 2011, but not more than line 2a			11,415,043.	
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				557,885.
e Remaining amount distributed out of corpus	0.			
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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				12,230,460.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

2012.05050 WILLIAM T. KEMPER FOUNDATIO WILL5111

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT C	N/A	PUBLIC	SEE STATEMENT	11,547,724.
Total			3a	11,547,724.
b Approved for future payment				
SEE STATEMENT D	N/A	PUBLIC	SEE STATEMENT	9,023,668.
Total			3b	9,023,668.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	5,229,305.		
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			15	95,875.		
8 Gain or (loss) from sales of assets other than inventory			18	12,737,614.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a RETURN OF GRANT						100,000.
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		18,062,794.		100,000.
13 Total. Add line 12, columns (b), (d), and (e)					13	18,162,794.

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

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

WILLIAM T. KEMPER FOUNDATION

Employer identification number

43-6345116

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

WILLIAM T. KEMPER FOUNDATION

43-6345116

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAM T KEMPER CHAR REM ANNUITY TRUST P.O. BOX 419248 KANSAS CITY, MO 64141-6248	\$ 200,629.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

43-6345116

[illegible]

Name of organization	Employer identification number
WILLIAM T. KEMPER FOUNDATION	43-6345116

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

WILLIAM T. KEMPER FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			VARIOUS	VARIOUS
b JPM ALT LN TR REMIC LOSSES			VARIOUS	VARIOUS
c MILTON AVERY-DUNE TRACKS		P		08/05/13
d MAKENA K-1 NET ST CAP GAIN		P	VARIOUS	VARIOUS
e MAKENA K-1 NET LT CAP GAIN		P	VARIOUS	VARIOUS
f MAKENA K-1 SECTION 1231 GAINS		P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 123,599,678.		110,890,973.	12,708,705.
b		803.	-803.
c 45,000.		15,288.	29,712.
d 144,357.			144,357.
e 550,490.			550,490.
f 85,959.			85,959.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12,708,705.
b			-803.
c			29,712.
d			144,357.
e			550,490.
f			85,959.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	13,518,420.
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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,599,678.	110,890,973.	0.	0.	12,708,705.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JPM ALT LN TR REMIC LOSSES			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	803.	0.	0.	-803.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MILTON AVERY-DUNE TRACKS		PURCHASED		08/05/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,000.	15,288.	0.	0.	29,712.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
MAKENA K-1 NET ST CAP GAIN	144,357.	144,357.	0.	0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
MAKENA K-1 NET LT CAP GAIN	550,490.	550,490.	0.	0.		0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
MAKENA K-1 SECTION 1231 GAINS	85,959.	85,959.	0.	0.		0.

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						12,737,614.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	5,229,305.	0.	5,229,305.
TOTAL TO FM 990-PF, PART I, LN 4	5,229,305.	0.	5,229,305.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MINERAL INCOME	95,112.	88,688.	
MISC RECEIPT ACADIA PARTNERS	763.	763.	
MAKENA K-1 BUSINESS INCOME	0.	2,380.	
MAKENA K-1 ROYALTIES	0.	1,690.	
MAKENA K-1 CANCELLATION OF DEBT INCOME	0.	1,308.	
MAKENA K-1 NET OTHER INCOME	0.	76,947.	
RETURN OF GRANT	100,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	195,875.	171,776.	

FORM 990-PF

LEGAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,836.	0.		4,836.
TO FM 990-PF, PG 1, LN 16A	4,836.	0.		4,836.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

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

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ESTIMATED TAX PAYMENTS	261,000.	0.		0.	
FOREIGN TAXES	1,825.	1,825.		0.	
TAX RELIEF FEE	18.	18.		0.	
EXCISE TAXES	65,000.	0.		0.	
MAKENA K-1 FOREIGN TAXES	0.	12,218.		0.	
TO FORM 990-PF, PG 1, LN 18	327,843.	14,061.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE EXPENSES	19,555.	0.		19,555.	
INSURANCE	48.	48.		0.	
FEEs APPLICABLE TO TAX EXEMPT INCOME	0.	-932.		0.	
POSTAGE AND PRINTING	623.	0.		623.	
REGISTRATION FEES	1,750.	0.		1,750.	
MISCELLANEOUS EXPENSES	1,951.	0.		0.	
SUBSCRIPTIONS	1,770.	0.		1,770.	
IRS FEE FOR FOREIGN TAX	85.	85.		0.	
RESEARCH EXP-ART ACQUISITION	9,320.	0.		9,320.	
REAL ESTATE CULP AND NYMEYER ACCRUED INTEREST SUBSEQUENT YR	132.	132.		0.	
MAKENA K-1 INTEREST EXPENSE	6,480.	0.		0.	
MAKENA K-1 INTEREST EXPENSE=INVESTMENT	0.	23,048.		0.	
MAKENA K-1 ROYALTY DEDUCTIONS	0.	27,271.		0.	
MAKENA K-1 PORTFOLIO DEDUCTIONS	0.	1,188.		0.	
MAKENA K-1 OTHER PORTFOLIO DEDUCTIONS	0.	340,744.		0.	
MAKENA K-1 OTHER DEDUCTIONS	0.	1,107.		0.	
MAKENA K-1 RENTAL LOSS	0.	43,570.		0.	
MAKENA K-1 OTHER PORTFOLIO LOSS	0.	18,703.		0.	
MAKENA K-1 NET 1256 LOSS	0.	72,524.		0.	
MAKENA K-1-SECTION 59(E)(2) EXPENDITURES	0.	86,971.		0.	
TO FORM 990-PF, PG 1, LN 23	41,714.	39,410.		0.	
	41,714.	653,869.		33,018.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY STMT A P 28	X		1,663,456.	1,739,772.
US AGENCIES STMT A P 29	X		5,952,551.	6,317,757.
TAXABLE MUNICIPAL BONDS STMT A P 33		X	3,112,480.	3,188,712.
TAX EXEMPT GO STMT A P 33		X	295,275.	454,206.
TAX EXEMPT REVENUE STMT A P 34		X	820,879.	897,656.
TOTAL U.S. GOVERNMENT OBLIGATIONS			7,616,007.	8,057,529.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,228,634.	4,540,574.
TOTAL TO FORM 990-PF, PART II, LINE 10A			11,844,641.	12,598,103.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS STMT A P 14	42,402,578.	54,186,651.
TOTAL TO FORM 990-PF, PART II, LINE 10B	42,402,578.	54,186,651.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CREDIT STMT A P 28	17,938,646.	18,775,538.
ASSET BACKED SECURITIES STMT A P 30	4,681,542.	4,847,354.
TOTAL TO FORM 990-PF, PART II, LINE 10C	22,620,188.	23,622,892.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE STMT A P 22	5,178,859.	5,678,440.
TOTAL TO FORM 990-PF, PART II, LINE 12	5,178,859.	5,678,440.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION		VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS	STMT A P 15	FMV	45,431,539.	69,085,101.
MUTUAL FUNDS	STMT A P 15	FMV	26,685,969.	39,699,102.
INTERNATIONAL EQUITY FUNDS	STMT A P 16	FMV	3,754,431.	4,448,807.
EXCHANGE TRADED FUNDS-INTERNATIONAL	STMT A P 16	FMV	19,142,230.	22,166,699.
ALTERNATIVE INV-BRIDGEWATER	STMT A P 34	FMV	11,630,849.	16,527,666.
ALTERNATIVE INV-MAKENA BLOCKER	Y STMT A P 34	COST	2,805,000.	3,752,531.
ALTERNATIVE INV-MAKENA SPLITTER	X STMT A P 34	COST	22,195,000.	23,531,024.
REAL ESTATE-MINERAL INTERESTS	STMT A P 35	FMV	5,690.	629,572.
TOTAL COMMON STOCK-ADR		COST	255,884.	276,242.
TOTAL TO FORM 990-PF, PART II, LINE 13			131,906,592.	180,116,744.

990-PF	PART XVII AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS	STATEMENT 13
--------	--	--------------

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

WILLIAM T. KEMPER FOUNDATION

43-6345116

SHAARE SOLEM CEMETERY TRUST

501 (C) (13)

NINA BOZARTH T/U/W FBO KAMPF CEMETERY

501 (C) (13)

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT 14
--------	--	--------------

NAME OF AFFILIATED OR RELATED ORGANIZATION

LOCAL CEDAR HILL CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MOUNT HOPE MAUSOLEUM ENDOWMENT

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ANN A TRAVER CHARITABLE TRUST B

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER - CHRISTIAN CHURCH

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ALICE G OGG TRUST UNDER WILL

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MARY HARTMANN FOUNDATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ADATH JOSEPH CEMETERY FUND

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

SHAARE SHOLEM CEMETERY TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

NINA BOZARTH T/U/W FBO KAMPF CEMETERY

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

William T Kemper Foundation Main A/C

October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Cash and Cash Equivalents						
Commerce Bank Premium Money Market Account # 124581577	700,002.30	700,002.30	700,002.30	0.25%	0.00	0.00%
Financial Square Tr Government Fd Admin Cl Fund 466	2,026,238.86	2,026,238.86	2,026,238.86	0.73%	123.00	0.01%
Income Cash		-7,464,436.89	-7,464,436.89	-2.68%	0.00	0.00%
Principal Cash		7,464,436.89	7,464,436.89	2.68%	0.00	0.00%
Total Cash and Cash Equivalents		\$ 2,726,241.16	\$ 2,726,241.16	0.98%	\$ 123.00	0.00%

Equity Investments**Domestic Equities****Common Stocks**

Alaska Air Group Inc	1,500	76,984.95	105,990.00	0.04%	1,200.00	1.13%
		51.32	70.66			
Allergan Inc	2,300	148,822.00	208,403.00	0.07%	460.00	0.22%
		64.71	90.61			
Alliance Data Sys Corp	400	23,367.88	94,824.00	0.03%	0.00	0.00%
		58.42	237.06			
Altria Group Inc	21,800	655,601.66	811,614.00	0.29%	41,856.00	5.16%
		30.07	37.23			
Amazon Com Inc	700	166,154.99	254,821.00	0.09%	0.00	0.00%
		237.36	364.03			
American Express Co	2,500	130,219.75	204,500.00	0.07%	2,300.00	1.12%
		52.09	81.80			
Ametek Aerospace Prods Inc	5,800	229,094.55	277,414.00	0.10%	1,392.00	0.50%
		39.50	47.83			

STMT A

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Amgen Inc	2,100	188,071.17 89.56	243,894.00 116.14	0.09%	3,948.00	1.62%
Ansys Inc	2,000	136,718.80 68.36	174,900.00 87.45	0.06%	0.00	0.00%
Apple Inc	2,400	711,608.23 296.50	1,254,484.80 522.70	0.45%	29,280.00	2.33%
AT&T Inc	22,300	697,946.88 31.30	807,260.00 36.20	0.29%	40,140.00	4.97%
Automatic Data Processing Inc	2,700	155,396.07 57.55	202,567.50 75.03	0.07%	4,698.00	2.32%
Autozone Inc	200	27,768.14 138.84	86,938.00 434.69	0.03%	0.00	0.00%
Bank of Hawaii Corp	11,100	476,479.67 42.93	643,578.00 57.98	0.23%	19,980.00	3.10%
Bard C R Inc	1,400	137,194.80 98.00	190,708.00 136.22	0.07%	1,176.00	0.62%
BB & T Corp	16,600	515,259.50 31.04	563,902.00 33.97	0.20%	15,272.00	2.71%
Becton Dickinson & Company	1,900	191,461.67 100.77	199,747.00 105.13	0.07%	3,762.00	1.88%
Blackrock Inc	2,800	524,061.80 187.17	842,268.00 300.81	0.30%	18,816.00	2.23%
Bristol Myers Squibb Company	12,300	488,176.01 39.69	645,996.00 52.52	0.23%	17,220.00	2.67%
Brown & Brown Inc	2,400	77,555.76 32.32	76,632.00 31.93	0.03%	960.00	1.25%
Cadence Design Systems Inc	20,500	246,593.75 12.03	265,782.50 12.97	0.10%	0.00	0.00%
Carter's Inc	1,200	64,311.60 53.59	82,980.00 69.15	0.03%	768.00	0.93%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Cboe Holdings Inc	1,800	81,416.88 45.23	87,174.00 48.43	0.03%	1,296.00	1.49%
Cerner Corp	3,900	190,572.33 48.87	218,517.00 56.03	0.08%	0.00	0.00%
Chevron Corporation	11,400	1,176,590.89 103.21	1,367,544.00 119.96	0.49%	45,600.00	3.33%
Chubb Corp	2,200	185,830.70 84.47	202,576.00 92.08	0.07%	3,872.00	1.91%
Coca Cola	7,000	198,302.30 28.33	276,990.00 39.57	0.10%	7,840.00	2.83%
Colgate Palmolive	4,200	176,670.57 42.06	271,866.00 64.73	0.10%	5,712.00	2.10%
Comcast Corporation Cl-A	4,600	165,107.34 35.89	218,960.00 47.60	0.08%	3,588.00	1.64%
Conocophillips	20,400	1,124,041.07 55.10	1,495,932.00 73.33	0.54%	56,304.00	3.76%
Covance Inc	1,100	80,718.33 73.38	98,186.00 89.26	0.04%	0.00	0.00%
Crown Castle Intl Corp	4,300	299,895.26 69.74	326,886.00 76.02	0.12%	0.00	0.00%
Crown Holdings Inc	2,100	55,478.09 26.42	91,560.00 43.60	0.03%	0.00	0.00%
Cullen Frost Bankers Inc	8,600	463,397.33 53.88	608,794.00 70.79	0.22%	17,200.00	2.83%
Darden Restaurants Inc	12,300	586,872.90 47.71	633,819.00 51.53	0.23%	27,060.00	4.27%
Dentsply International Inc	2,100	76,176.11 36.27	98,920.50 47.11	0.04%	525.00	0.53%
Directv	3,000	148,668.30 49.56	187,470.00 62.49	0.07%	0.00	0.00%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Discovery Communications-A	1,100	89,111.22 81.01	97,747.10 88.86	0.04%	0.00	0.00%
Dominion Resources Inc	9,200	488,386.83 53.09	586,500.00 63.75	0.21%	20,700.00	3.53%
Donaldson Inc	5,000	160,995.00 32.20	198,050.00 39.61	0.07%	2,600.00	1.31%
Dr Pepper Snapple Group Inc	2,000	75,103.02 37.55	94,700.00 47.35	0.03%	3,040.00	3.21%
Du Pont (E I) De Nemours & Co	10,400	512,950.16 49.32	636,480.00 61.20	0.23%	18,720.00	2.94%
Dunkin Brands Group Inc	2,100	63,872.13 30.42	100,128.00 47.68	0.04%	1,596.00	1.59%
Ecolab Inc	1,900	162,944.95 85.76	201,400.00 106.00	0.07%	1,748.00	0.87%
Emerson Electric Co	8,800	413,904.52 47.04	589,336.00 66.97	0.21%	14,432.00	2.45%
Equifax Inc	1,600	74,631.04 46.64	103,472.00 64.67	0.04%	1,408.00	1.36%
Equinix Inc	500	88,361.05 176.72	80,626.00 161.25	0.03%	0.00	0.00%
Erie Indemnity Company-CI A	1,200	90,466.80 75.39	86,184.00 71.82	0.03%	2,844.00	3.30%
Essex Property Trust Inc	600	90,146.70 150.25	96,600.00 161.00	0.03%	2,904.00	3.01%
Extra Space Storage Inc	3,800	137,399.64 36.16	174,762.00 45.99	0.06%	6,080.00	3.48%
Exxon Mobil Corporation	6,700	569,886.93 85.06	600,454.00 89.62	0.22%	16,884.00	2.81%
Fastenal Co	1,900	87,240.30 45.92	94,677.00 49.83	0.03%	1,900.00	2.01%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-I

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>
Federal Realty Investment Trust Sh Ben Int New	900	71,158.43 79.07	93,240.00 103.60	0.03%	2,808.00	3.01%
Fiserv Incorporated	1,700	149,144.06 87.73	178,041.00 104.73	0.06%	0.00	0.00%
Flowserve Corp	4,100	193,394.67 47.17	284,827.00 69.47	0.10%	2,296.00	0.81%
FMC Technologies Inc	1,600	60,814.14 38.01	80,880.00 50.55	0.03%	0.00	0.00%
Gap Inc	2,000	81,490.20 40.75	73,980.00 36.99	0.03%	1,600.00	2.16%
Gartner Group Inc	1,500	69,153.30 46.10	88,425.00 58.95	0.03%	0.00	0.00%
General Electric Co	23,600	419,518.89 17.78	616,904.00 26.14	0.22%	17,936.00	2.91%
Google Inc Cl A	400	119,900.16 299.75	412,232.00 1,030.58	0.15%	0.00	0.00%
Grace W R & Co	1,900	146,997.49 77.37	174,154.00 91.66	0.06%	0.00	0.00%
Grainger W W Inc	900	179,231.79 199.15	242,073.00 268.97	0.09%	3,348.00	1.38%
Harley Davidson Inc	1,400	59,836.84 42.74	89,656.00 64.04	0.03%	1,176.00	1.31%
Harris Corp	1,600	69,834.61 43.65	99,136.00 61.96	0.04%	2,688.00	2.71%
Harsco Corp	23,100	554,672.11 24.01	644,028.00 27.88	0.23%	18,942.00	2.94%
Hasbro Inc	12,500	529,338.03 42.35	645,625.00 51.65	0.23%	20,000.00	3.10%
Hep Inc	13,700	561,092.82 40.96	568,550.00 41.50	0.20%	28,770.00	5.06%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Home Depot Inc	2,400	166,926.00 69.55	186,936.00 77.89	0.07%	3,744.00	2.00%
Honeywell Intl Inc	2,300	147,062.46 63.94	199,479.00 86.73	0.07%	4,140.00	2.08%
Ilex Corporation	1,300	84,007.82 64.62	89,895.00 69.15	0.03%	1,196.00	1.33%
Ilex Labs Inc	2,600	254,748.62 97.98	280,436.00 107.86	0.10%	0.00	0.00%
Illinois Tool Works Inc	2,700	168,106.59 62.26	212,733.00 78.79	0.08%	4,536.00	2.13%
Intel Corp	30,600	627,784.49 20.52	748,782.00 24.47	0.27%	27,540.00	3.68%
Intercontinentalexchange Inc	500	55,421.14 110.84	96,365.00 192.73	0.03%	0.00	0.00%
International Business Machines	2,000	151,776.64 75.89	358,420.00 179.21	0.13%	7,600.00	2.12%
ITT Corp	2,500	72,595.72 29.04	99,325.00 39.73	0.04%	1,000.00	1.01%
Jarden Corp	5,300	185,358.82 34.97	293,408.00 55.36	0.11%	0.00	0.00%
Johnson and Johnson	8,700	602,609.03 69.27	805,707.00 92.61	0.29%	22,968.00	2.85%
JP Morgan Chase & Co	23,500	955,617.72 40.67	1,211,190.00 51.54	0.43%	35,720.00	2.95%
Kansas City Southern	800	60,516.16 75.65	97,216.00 121.52	0.03%	688.00	0.71%
Kellogg Co	3,200	192,248.64 60.08	202,400.00 63.25	0.07%	5,888.00	2.91%
Kimberly Clark Corp	8,000	732,293.59 91.54	864,000.00 108.00	0.31%	25,920.00	3.00%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number. 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Kimco Rlty Corp	28,500	522,251.32 18.33	612,180.00 21.48	0.22%	25,650.00	4.19%
Kinder Morgan Inc	5,500	190,188.69 34.58	194,205.00 35.31	0.07%	9,020.00	4.64%
Kroger Co	4,700	163,570.34 34.80	201,348.00 42.84	0.07%	3,102.00	1.54%
Laboratory Crp of Amer Hldgs	800	59,525.72 74.41	80,720.00 100.90	0.03%	0.00	0.00%
Lauder Estee Cos Inc CIA	2,500	145,339.25 58.14	177,400.00 70.96	0.06%	2,000.00	1.13%
Liberty Interactive Corp A	3,800	74,715.98 19.66	102,448.00 26.96	0.04%	0.00	0.00%
Linear Technology Corp	2,400	75,675.94 31.53	98,772.00 41.16	0.04%	2,496.00	2.53%
Lockheed Martin Corp	5,900	502,773.22 85.22	786,706.00 133.34	0.28%	31,388.00	3.99%
Lowe's Companies Inc	5,100	101,582.31 19.92	253,878.00 49.78	0.09%	3,672.00	1.45%
Lsi Corp	11,600	92,123.72 7.94	98,310.00 8.48	0.04%	1,392.00	1.42%
Macys Inc	4,000	147,674.00 36.92	184,440.00 46.11	0.07%	4,000.00	2.17%
Marriott Intl Inc New CIA	2,200	62,286.59 28.31	99,176.00 45.08	0.04%	1,496.00	1.51%
Mastercard Incorporated Class A	300	138,013.80 460.05	215,130.00 717.10	0.08%	720.00	0.33%
McCormick & Co Inc Non-Voting	3,900	275,893.07 70.74	269,685.00 69.15	0.10%	5,304.00	1.97%
McDonalds Corp	8,400	792,781.84 94.38	810,768.00 96.52	0.29%	27,216.00	3.36%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-I

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>
McKesson Corporation	1,400	114,264.33 81.62	218,876.00 156.34	0.08%	1,344.00	0.61%
Merck & Co Inc	18,900	705,119.35 37.31	852,201.00 45.09	0.31%	32,508.00	3.81%
Mettler-Toledo Intl Inc	400	87,634.96 219.09	98,984.00 247.46	0.04%	0.00	0.00%
Microchip Technology Inc	6,500	240,502.17 37.00	279,240.00 42.96	0.10%	9,217.00	3.30%
Micros Sys Inc	1,800	57,911.80 32.17	97,650.00 54.25	0.03%	0.00	0.00%
Microsoft Corp	14,700	114,499.22 7.79	520,453.50 35.41	0.19%	16,464.00	3.16%
Monsanto Co	1,800	164,151.90 91.20	188,784.00 104.88	0.07%	3,096.00	1.64%
Morningstar Inc	1,200	94,786.80 78.99	96,348.00 80.29	0.03%	600.00	0.62%
Msc Industrial Direct Co-A	1,100	89,286.56 81.17	84,007.00 76.37	0.03%	1,452.00	1.73%
Nextera Energy Inc	7,100	442,209.94 62.28	601,725.00 84.75	0.22%	18,744.00	3.12%
Nielsen Holdings NV	2,500	84,734.00 33.89	98,600.00 39.44	0.04%	2,000.00	2.03%
Nike Inc Class B	2,700	139,017.33 51.49	204,552.00 75.76	0.07%	2,268.00	1.11%
Noble Energy Inc	1,400	65,950.36 47.11	104,902.00 74.93	0.04%	784.00	0.75%
Nordstrom Inc	1,500	63,608.48 42.41	90,705.00 60.47	0.03%	1,800.00	1.98%
Northrop Grumman Corp	6,000	349,622.04 58.27	645,060.00 107.51	0.23%	14,640.00	2.27%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Occidental Petroleum Corp	6,000	467,693.48 77.95	576,480.00 96.08	0.21%	15,360.00	2.66%
Oceaneering Intl Inc	1,100	58,880.58 53.53	94,468.00 85.88	0.03%	968.00	1.02%
Oreilly Automotive Inc	800	66,113.12 82.64	99,048.00 123.81	0.04%	0.00	0.00%
Packaging Corp of America	4,700	139,642.83 29.71	292,716.00 62.28	0.10%	7,520.00	2.57%
Pall Corp	3,400	206,150.70 60.63	273,768.00 80.52	0.10%	3,740.00	1.37%
Paychex Inc	21,300	642,611.75 30.17	900,244.50 42.27	0.32%	29,820.00	3.31%
Pepsico Inc	2,600	182,139.88 70.05	218,634.00 84.09	0.08%	5,902.00	2.70%
Petsmart Inc	1,300	44,092.31 33.92	94,575.00 72.75	0.03%	1,014.00	1.07%
Pfizer Inc	30,600	652,312.21 21.32	938,961.00 30.69	0.34%	29,376.00	3.13%
Philip Morris International	3,000	162,546.85 54.18	267,360.00 89.12	0.10%	11,280.00	4.22%
PPL Corporation	19,200	550,377.73 28.67	588,096.00 30.63	0.21%	28,224.00	4.80%
Procter & Gamble Co	7,300	489,973.79 67.12	589,475.00 80.75	0.21%	17,563.00	2.98%
Public Storage	1,100	159,145.47 144.68	183,667.00 166.97	0.07%	6,160.00	3.35%
Qualcomm Inc	3,500	205,663.75 58.76	243,215.00 69.49	0.09%	4,900.00	2.01%
Quanta Services Inc	3,300	86,342.52 26.16	99,693.00 30.21	0.04%	0.00	0.00%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Ralph Lauren Corp	1,500	235,511.38 157.01	248,460.00 165.64	0.09%	2,400.00	0.97%
Resmed Inc	1,800	86,004.72 47.78	93,132.00 51.74	0.03%	1,800.00	1.93%
Reynolds American Inc	11,800	469,440.57 39.78	606,166.00 51.37	0.22%	29,736.00	4.91%
Rockwood Holdings Inc	1,200	80,043.96 66.70	75,900.00 63.25	0.03%	2,160.00	2.85%
Ross Stores Inc	1,400	91,366.48 65.26	108,290.00 77.35	0.04%	952.00	0.88%
Rpm Inc Ohio	7,100	256,739.66 36.16	274,912.00 38.72	0.10%	6,816.00	2.48%
SBA Communications Corp	1,200	46,857.48 39.05	104,868.00 87.39	0.04%	0.00	0.00%
Schlumberger LTD	2,100	177,330.09 84.44	196,812.00 93.72	0.07%	2,625.00	1.33%
Schwab Charles Corp	9,000	193,199.40 21.47	203,850.00 22.65	0.07%	2,160.00	1.06%
Service Corp International	14,300	255,524.47 17.87	257,543.00 18.01	0.09%	4,004.00	1.55%
Sherwin Williams Co	1,500	230,712.15 153.81	282,000.00 188.00	0.10%	3,000.00	1.06%
Sigma Aldrich Corp	1,100	41,238.80 37.49	95,073.00 86.43	0.03%	946.00	1.00%
Silgan Holdings Inc	1,800	84,452.76 46.92	81,126.00 45.07	0.03%	1,008.00	1.24%
Simon Ppty Group Inc	1,200	152,452.50 127.04	185,460.00 154.55	0.07%	5,760.00	3.11%
Sirona Dental Systems Incorporated	1,300	90,239.40 69.42	93,925.00 72.25	0.03%	0.00	0.00%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Smith A O Corp	2,000	71,835.80 35.92	103,300.00 51.65	0.04%	960.00	0.93%
Solera Holdings Inc	5,100	279,876.10 54.88	286,722.00 56.22	0.10%	3,468.00	1.21%
Sonoco Prods Co	14,600	454,703.59 31.14	593,344.00 40.64	0.21%	18,104.00	3.05%
Southern Co	13,900	587,507.79 42.27	568,649.00 40.91	0.20%	28,217.00	4.96%
Staples Inc	38,900	527,314.25 13.56	627,418.10 16.13	0.22%	18,672.00	2.98%
Stryker Corp	2,700	187,095.96 69.30	199,422.00 73.86	0.07%	2,862.00	1.44%
Symantec Corp	7,800	193,193.52 24.77	177,489.00 22.76	0.06%	4,680.00	2.64%
Sysco Corp	18,000	552,488.75 30.69	582,120.00 32.34	0.21%	20,160.00	3.46%
T Rowe Price Group Inc	3,700	216,307.18 58.46	286,417.00 77.41	0.10%	5,624.00	1.96%
The Madison Square Garden Company	1,500	61,507.05 41.01	90,780.00 60.52	0.03%	0.00	0.00%
Toro Company	1,600	46,333.30 28.96	94,304.00 58.94	0.03%	896.00	0.95%
Total System Services Inc	3,100	73,322.60 23.65	92,473.00 29.83	0.03%	1,240.00	1.34%
Tupperware Brands Corporation	8,300	628,742.15 75.75	744,095.00 89.65	0.27%	20,584.00	2.77%
Union Pacific Corp	1,300	123,382.47 94.91	196,820.00 151.40	0.07%	4,108.00	2.09%
United Parcel Service B	2,100	182,999.46 87.14	206,304.00 98.24	0.07%	5,208.00	2.52%

Page 14 of 120

Account Number: 46-0001-00-1

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
United Technologies Corp	1,700	119,929.88 70.55	180,625.00 106.25	0.06%	4,012.00	2.22%
Varian Medical System Incorporated	1,200	64,335.96 53.61	87,096.00 72.58	0.03%	0.00	0.00%
Verizon Communications	21,300	885,258.67 41.56	1,075,863.00 50.51	0.39%	45,156.00	4.20%
Visa Inc Class A Shares	900	120,852.36 134.28	177,003.00 196.67	0.06%	1,440.00	0.81%
Wal-Mart Stores Inc	3,000	214,976.94 71.66	230,250.00 76.75	0.08%	5,640.00	2.45%
Walgreen Co	3,400	151,487.68 44.56	201,416.00 59.24	0.07%	4,284.00	2.13%
Waste Management Inc Del	18,400	669,058.57 36.36	801,136.00 43.54	0.29%	26,864.00	3.35%
Wells Fargo & Company	27,300	965,409.33 35.36	1,165,437.00 42.69	0.42%	32,760.00	2.81%
Williams Sonoma Inc	1,500	81,605.85 54.40	78,660.00 52.44	0.03%	1,860.00	2.36%
Wyndham Worldwide Corporation	1,700	92,741.77 54.55	112,880.00 66.40	0.04%	1,972.00	1.75%
Xilinx Inc	1,900	52,262.08 27.51	86,315.10 45.43	0.03%	1,900.00	2.20%
Zebra Technologies Corp Class A	2,000	54,783.64 27.39	96,620.00 48.31	0.03%	0.00	0.00%
Zimmer Holdings Inc	1,200	74,130.00 61.78	104,964.00 87.47	0.04%	960.00	0.91%
Total Common Stocks		\$ 42,402,577.82	\$ 54,186,650.60	19.42%	\$ 1,416,783.00	2.61%

Exchange Traded Funds

October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
iShares Russell Midcap Value ETF	201,800	7,910,938.82 39.20	12,854,660.00 63.70	4.61%	223,998.00	1.74%
iShares Russell 1000 Growth ETF	189,000	14,818,711.80 78.41	15,430,905.00 81.65	5.53%	226,233.00	1.47%
iShares Russell 1000 Value ETF	331,100	16,011,039.41 48.36	29,792,378.00 89.98	10.68%	595,980.00	2.00%
iShares Russell 2000 Growth ETF	66,000	4,619,384.42 69.99	8,444,040.00 127.94	3.03%	96,624.00	1.14%
iShares Russell 2000 Value ETF	27,100	2,071,464.29 76.44	2,563,118.00 94.58	0.92%	51,490.00	2.01%
Total Exchange Traded Funds		\$ 45,431,538.74	\$ 69,085,101.00	24.76%	\$ 1,194,325.00	1.73%

Artisan Mid Cap Value Fund-Ins	83,681.66	1,507,844.78 18.02	2,273,630.70 27.17	0.81%	0.00	0.00%
Morgan Stanley Institutional Fund Trust	198,948.373	6,744,241.33 33.90	8,831,318.28 44.39	3.17%	23,475.00	0.27%
Mid Cap Growth Portfolio						
T.Rowe Price Mid-Cap Value Fund	75,231.674	1,579,112.85 20.99	2,268,987.29 30.16	0.81%	24,074.00	1.06%
Target Small Capitalization Value Portfolio	336,938.319	4,674,478.84 13.87	9,336,560.82 27.71	3.35%	100,744.00	1.08%
Vanguard Morgan Growth Fund-Ad	217,523.75	12,180,290.98 56.00	16,988,604.88 78.10	6.09%	159,879.00	0.94%
Total Mutual Funds		\$ 26,685,968.78	\$ 39,699,101.97	14.23%	\$ 308,172.00	0.78%
Total Domestic Equities		\$ 114,520,085.34	\$ 162,970,853.57	58.41%	\$ 2,919,280.00	1.79%

Common Stock - ADR

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Signet Jewelers LTD	3,700	255,883.79 69.16	276,242.00 74.66	0.10%	2,220.00	0.80%
Total Common Stock - ADR		\$ 255,883.79	\$ 276,242.00	0.10%	\$ 2,220.00	0.80%
Exchange Traded Funds						
1Shares MSCI EAFE Growth ETF	72,800	3,953,572.06 54.31	5,089,448.00 69.91	1.82%	98,425.00	1.93%
1Shares MSCI EAFE Value ETF	37,000	1,648,277.40 44.55	2,093,460.00 56.58	0.75%	62,456.00	2.98%
SPDR S&P International Small Cap ETF	183,700	4,833,546.72 26.31	6,150,276.00 33.48	2.20%	127,487.00	2.07%
Vanguard Ftse Emerging Markets-ETF	211,000	8,706,833.93 41.27	8,833,515.00 41.87	3.17%	286,749.00	3.25%
Total Exchange Traded Funds		\$ 19,142,230.11	\$ 22,166,699.00	7.94%	\$ 575,117.00	2.59%
International Equity Mutual Funds						
Columbia Acorn International Fund-Z	24,813.52	1,000,233.00 40.31	1,190,552.69 47.98	0.43%	27,766.00	2.33%
MFS Research International Fund-I	176,886.788	2,754,198.00 15.57	3,258,254.63 18.42	1.17%	53,773.00	1.65%
Total International Equity Mutual Funds		\$ 3,754,431.00	\$ 4,448,807.32	1.59%	\$ 81,539.00	1.83%
Total International Equities		\$ 23,152,544.90	\$ 26,891,748.32	9.64%	\$ 658,876.00	2.45%
Total Equity Investments		\$ 137,672,630.24	\$ 189,862,601.89	68.05%	\$ 3,578,156.00	1.88%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number. 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Fixed Income Investments						
Mortgage						
Federal Home Loan Mortgage Corp Gold Pool # C90036 6% Due 10/1/13 Dated 10/1/93		0.00 0.00	0.00 100.71	0.00%	0.00	0.00%
Federal National Mortgage Assoc Pool # 50847 6% Due 12/1/13 Dated 12/1/93	289.32	280.37 96.91	316.02 109.23	0.00%	17.00	5.49%
Federal National Mortgage Assoc Pool # 589395 6% Due 7/1/16 Dated 7/1/01	6,138.017	6,141.86 100.06	6,380.47 103.95	0.00%	368.00	5.77%
Federal National Mortgage Assoc REMIC Series 2002-18 Class PC 5.5% Due 4/25/17 Dated 3/1/02	4,478.66	4,508.05 100.66	4,490.37 100.26	0.00%	246.00	5.49%
Cs First Boston Mortgage Securities Corp Series 2003-29 Class 8A1 6% Due 11/25/18 Dated 12/1/03	136,520.789	120,564.92 88.31	141,329.60 103.52	0.05%	8,191.00	5.80%
Countrywide Alternative Loan Trust Series 2004-18cb Class 3A1 5.25% Due 9/25/19 Dated 7/1/04	65,843.83	66,543.44 101.06	67,192.71 102.05	0.02%	3,486.00	5.19%
Washington Mutual Mortgage Pass Through Series 2005-4 Class 4A1 5.5% Due 6/25/20 Dated 5/1/05	109,213.687	108,028.13 98.91	112,061.87 102.61	0.04%	6,006.00	5.36%
J.P. Morgan Alternative Loan Trust Series 2006-S1 Class 2A4 5.5% Due 2/25/21 Dated 2/1/06	76,774.649	75,344.10 98.14	74,177.59 96.62	0.03%	4,222.00	5.69%
Federal Home Loan Mortgage Corp Gold Pool # G13098 5.5% Due 9/1/21 Dated 3/1/08	58,251.476	59,389.20 101.95	61,204.24 105.07	0.02%	3,203.00	5.23%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Federal Home Loan Mortgage Corp Multiclass Mortgage Participation Certificate Guaranteed Series 1579 Class Pm 6.7% Due 9/15/23 Dated 9/1/93	36,097.44	36,041.02 99.84	41,774.81 115.73	0.01%	2,418.00	5.79%
Federal Home Loan Mortgage Corp REMIC Series 2790 Class TN 4% Due 5/15/24 Dated 5/1/04	258,888.41	230,329.78 88.97	279,283.64 107.88	0.10%	10,355.00	3.71%
Federal National Mortgage Assoc REMIC Trust Series 1994-G6 Class Pj 8% Due 5/17/24 Dated 5/1/94	35,688.06	37,684.34 105.59	41,422.10 116.07	0.01%	2,855.00	6.89%
Federal National Mortgage Assoc REMIC Series 2004-S3 Class NC 5.5% Due 7/25/24 Dated 6/1/04	154,815	154,011.90 99.48	171,860.60 111.01	0.06%	8,514.00	4.95%
Federal National Mortgage Assoc Pool # 350204 9% Due 2/1/25 Dated 8/1/96	12,277.04	12,982.94 105.75	14,115.53 114.98	0.01%	1,104.00	7.83%
Federal National Mortgage Assoc Pool # 346283 6.5% Due 3/1/26 Dated 5/1/96	1,660.05	1,607.80 96.85	1,831.85 110.35	0.00%	107.00	5.89%
Federal National Mortgage Assoc Pool # 345063 7.5% Due 4/1/26 Dated 4/1/96	76,630.64	78,797.83 102.83	79,692.03 104.00	0.03%	5,747.00	7.21%
Federal Home Loan Mortgage Corp Gold Pool #C00456 7% Due 5/1/26 Dated 5/1/96	22,298.68	21,316.16 95.59	25,873.38 116.03	0.01%	1,560.00	6.03%
Government National Mortgage Assoc II Pool # 002248 7.5% Due 7/20/26 Dated 7/1/96	16,035.91	15,675.09 97.75	18,731.71 116.81	0.01%	1,202.00	6.42%
Federal National Mortgage Assoc Pool # 323380 6.5% Due 10/1/28 Dated 10/1/98	9,740.84	9,698.22 99.56	10,974.03 112.66	0.00%	633.00	5.77%

William T Kemper Foundation Main A/C

October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Federal National Mortgage Assoc Pool # 507042 7.5% Due 9/1/29 Dated 8/1/99	8,230.20	8,381.97 101.84	9,404.90 114.27	0.00%	617.00	6.56%
Federal Home Loan Mortgage Corp Gold Pool # C43561 7% Due 10/1/30 Dated 10/1/00	1,592.18	1,602.37 100.64	1,621.52 101.84	0.00%	111.00	6.87%
Federal Home Loan Mortgage Corp Gold Pool # C01103 7.5% Due 12/1/30 Dated 12/1/00	14,267.16	14,521.30 101.78	17,204.34 120.59	0.01%	1,070.00	6.22%
Federal Home Loan Mortgage Corp Gold Pool # C55996 7% Due 1/1/31 Dated 7/1/01	17,927.44	18,328.02 102.23	20,424.37 113.93	0.01%	1,254.00	6.14%
Federal National Mortgage Assoc Pool # 579215 7% Due 3/1/31 Dated 4/1/01	17,710.52	17,864.12 100.87	19,930.36 112.53	0.01%	1,239.00	6.22%
Government National Mortgage Assoc II Pool # 003133 6.5% Due 9/20/31 Dated 9/1/01	28,782.40	29,735.82 103.31	32,680.11 113.54	0.01%	1,870.00	5.72%
Federal National Mortgage Assoc REMIC Tr 2001-45 Class Wg 6.5% Due 9/25/31 Dated 8/1/01	88,403.11	85,861.51 97.13	100,515.22 113.70	0.04%	5,746.00	5.72%
Federal National Mortgage Assoc Pool # 613340 7% Due 11/1/31 Dated 11/1/01	17,138.25	17,572.05 102.53	19,427.75 113.36	0.01%	1,199.00	6.18%
Federal National Mortgage Assoc Pool # 625186 7% Due 1/1/32 Dated 1/1/02	10,272.26	10,488.94 102.11	11,618.65 113.11	0.00%	719.00	6.19%
Master Asset Securitization Trust Series 2004-3 Class 5A1 6.25% Due 1/25/32 Dated 2/1/04	5,349.59	5,471.62 102.28	5,439.48 101.68	0.00%	334.00	6.15%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Federal National Mortgage Assoc Pool # 675570 6% Due 12/1/32 Dated 12/1/02	34,639.31	35,613.54 102.81	38,539.70 111.26	0.01%	2,078.00	5.39%
Government National Mortgage Assoc REMIC Series 2004-108 Class C 5.039% Due 12/16/32 Dated 12/1/04	43,555.68	41,092.06 94.34	43,814.40 100.59	0.02%	2,194.00	5.01%
Federal National Mortgage Assoc Pool # 659517 5.5% Due 3/1/33 Dated 2/1/03	83,449.70	85,353.41 102.28	91,190.49 109.28	0.03%	4,589.00	5.03%
Government National Mortgage Assoc Pool # 603566 5.5% Due 4/15/33 Dated 4/1/03	94,641.79	96,157.52 101.60	103,950.76 109.84	0.04%	5,205.00	5.01%
Federal National Mortgage Assoc Pool # 696434 5% Due 5/1/33 Dated 5/1/03	97,233.77	98,859.41 101.67	107,529.85 110.59	0.04%	4,861.00	4.52%
Residential Funding Securities Corporation Series 2003-RM2 Class Aiii 6% Due 5/25/33 Dated 5/1/03	47,270.139	47,546.44 100.59	49,796.40 105.34	0.02%	2,836.00	5.70%
Cs First Boston Mortgage Securities Corp Series 2003-19 Class 1A4 5.25% Due 7/25/33 Dated 7/1/03	212,685.622	186,631.64 87.75	217,189.24 102.12	0.08%	11,165.00	5.14%
Countrywide Home Loans Series 2003-J6 Class 1A1 5.5% Due 8/25/33 Dated 6/01/03	148,359.756	148,637.93 100.19	153,622.08 103.55	0.06%	8,159.00	5.31%
Government National Mortgage Assoc Pool # 622123 5.5% Due 10/15/33 Dated 10/1/03	47,245.914	48,951.20 103.61	53,300.95 112.82	0.02%	2,598.00	4.88%
Structured Asset Securities Corp Series 2003-31a Class 2A7 Variable Rate Due 10/25/33 Dated 9/1/03	384,479.818	304,700.26 79.25	385,648.25 100.30	0.14%	9,465.00	2.45%

William T Kemper Foundation Main A/C

October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Chase Mortgage Finance Corporation Series 2003-S13 Class A1 5.5% Due 11/25/33 Dated 11/1/03	108,314.514	93,962.84 86.75	113,137.98 104.45	0.04%	5,957.00	5.27%
Federal National Mortgage Assoc REMIC Series 2003-17 Class Kb 6% Due 12/25/33 Dated 11/1/03	450,000	466,601.56 103.69	518,853.15 115.30	0.19%	27,000.00	5.20%
Federal National Mortgage Assoc Pool # 735648 Variable Rate Due 2/1/34 Dated 6/1/05	132,973.05	132,640.60 99.75	140,496.67 105.66	0.05%	3,358.00	2.39%
Residential Accredit Loans Inc Series 2004-QS2 Class CB 5.75% Due 2/25/34 Dated 2/1/04	178,741.89	144,557.50 80.88	187,082.52 104.67	0.07%	10,277.00	5.49%
Federal National Mortgage Assoc REMIC Series 2004-60 Class PA 5.5% Due 4/25/34 Dated 7/1/04	147,053.008	145,513.55 98.95	159,503.25 108.47	0.06%	8,087.00	5.07%
Federal Home Loan Mortgage Corp Pool # 781530 Variable Rate Due 5/1/34 Dated 4/1/04	52,490.971	50,694.80 96.58	55,350.15 105.45	0.02%	1,235.00	2.23%
Structured Asset Securities Corp Series 2004-13 Class 1A2 5.5% Due 7/25/34 Dated 6/1/04	149,005.226	137,084.82 92.00	150,798.50 101.20	0.05%	8,195.00	5.43%
Federal National Mortgage Assoc Pool # 802650 5.109% Due 10/1/34 Dated 10/1/04	45,834.033	46,643.29 101.77	48,503.87 105.83	0.02%	1,196.00	2.47%
Federal National Mortgage Assoc Pool # 808051 4.5% Due 2/1/35 Dated 2/1/05	120,522.336	113,309.84 94.02	129,284.31 107.27	0.05%	5,423.00	4.20%
Federal National Mortgage Assoc Pool # 816308 Variable Rate Due 2/1/35 Dated 2/1/05	107,728.549	107,728.55 100.00	113,532.96 105.39	0.04%	2,283.00	2.01%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Gst Mortgage Loan Trust Series 2005-5f Class 2A8 5.5% Due 6/25/35 Dated 5/1/05	139,421.39	135,892.28 97.47	140,117.24 100.50	0.05%	7,668.00	5.47%
Federal Home Loan Mortgage Corp Pool # 1B3915 Variable Rate Due 9/1/35 Dated 9/1/05	240,499.88	234,337.09 97.44	255,718.71 106.33	0.09%	9,057.00	3.54%
Merrill Lynch Mortgage Investors Tr Series 2005-A7 Class 2A1 5.4005% Due 9/25/35 Dated 9/1/05	195,155.998	190,521.05 97.63	185,984.84 95.30	0.07%	9,947.00	5.35%
Federal Home Loan Mortgage Corp Pool # 847512 Variable Rate Due 1/1/36 Dated 1/1/06	51,535.424	51,181.12 99.31	55,217.63 107.15	0.02%	1,405.00	2.55%
Wells Fargo Mortgage Backed Securities Trust Series 2006-AR6 Class 5A1 5.1095% Due 3/25/36 Dated 3/1/06	134,316.452	131,546.19 97.94	133,590.47 99.46	0.05%	3,515.00	2.63%
Nrp Mortgage Trust Series 2013-1 Class A23 3.25% Due 7/25/43 Dated 6/1/13	420,225.53	422,579.29 100.56	429,253.66 102.15	0.15%	13,657.00	3.18%
Morgan Stanley Baml Trust Series 2013-C9 Class A2 1.97% Due 5/15/46 Dated 5/1/13	225,000	231,748.33 103.00	226,452.60 100.65	0.08%	4,432.00	1.96%
Total Mortgage		\$ 5,178,858.98	\$ 5,678,439.88	2.04%	\$ 250,235.00	4.41%
Credit						
Bank of New York Mellon Note 1.2% Due 2/20/15 Dated 2/21/12 Callable	200,000	199,818.00 99.91	201,740.00 100.87	0.07%	2,400.00	1.19%
Royal Bank of Canada Unsecured Note 1.15% Due 3/13/15 Dated 3/14/12 Non Callable	470,000	469,849.60 99.97	474,328.70 100.92	0.17%	5,405.00	1.14%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Pfizer Inc Senior Unsecured Note 5.35% Due 3/15/15 Dated 3/24/09 Callable	400,000	399,500.00 99.88	426,012.00 106.50	0.15%	21,400.00	5.02%
Duke Energy Corporation Note 5.3% Due 10/1/15 Dated 9/23/03 Callable	300,000	301,197.00 100.40	326,691.00 108.90	0.12%	15,900.00	4.87%
Metropolitan Life Insurances Co Surplus Note 144a 7.7% Due 11/1/15 Dated 11/1/95 Non Callable	700,000	709,840.50 101.41	777,910.00 111.13	0.28%	53,900.00	6.93%
Equitable Life Assur Soc Surplus Note 144a 7.7% Due 12/1/15 Dated 12/1/95 Non Callable	675,000	733,702.21 108.70	752,746.50 111.52	0.27%	51,975.00	6.90%
Bhp Billiton Finance Note 5.25% Due 12/15/15 Dated 12/12/05 Non Callable	290,000	287,752.50 99.23	317,297.70 109.41	0.11%	15,225.00	4.80%
Citigroup Inc Senior Note 5.3% Due 1/7/16 Dated 12/8/05 Non Callable	275,000	246,441.25 89.62	298,317.25 108.48	0.11%	14,575.00	4.89%
PNC Bank Na Senior Unsecured Note 0.8% Due 1/28/16 Dated 1/28/13 Non Callable	440,000	439,907.60 99.98	439,648.00 99.92	0.16%	3,520.00	0.80%
Verizon Communications Senior Note 5.55% Due 2/15/16 Dated 2/15/06 Callable	465,000	441,619.80 94.97	511,011.75 109.90	0.18%	25,807.00	5.05%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Jpmorgan Chase & Co Senior Unsecured Note 1.125% Due 2/26/16 Dated 2/26/13 Non Callable	150,000	149,818.50 99.88	150,645.00 100.43	0.05%	1,687.00	1.12%
Caterpillar Financial Service Corp Senior Unsecured Note 5.5% Due 3/15/16 Dated 3/10/06 Non Callable	240,000	278,256.00 115.94	265,219.20 110.51	0.10%	13,200.00	4.98%
Goldman Sachs Group Incorporated Senior Note 5.75% Due 10/1/16 Dated 9/19/06 Non Callable	355,000	374,436.25 105.48	399,502.80 112.54	0.14%	20,412.00	5.11%
Receipts on Corporate Securities Trust Amortizing Series Nsc 1998-1 6.375% Due 5/15/17 Dated 11/15/97 Callable-Sinking Fund	251,597.56	246,661.21 98.04	256,629.51 102.00	0.09%	16,039.00	6.25%
Georgia Power Company Note 5.7% Due 6/1/17 Dated 6/12/07 Callable	240,000	239,481.60 99.78	274,200.00 114.25	0.10%	13,680.00	4.99%
Swiss Bank Corp New York Subordinated Note 7.375% Due 6/15/17 Dated 6/13/97 Non Callable	500,000	536,215.00 107.24	557,950.00 111.59	0.20%	36,875.00	6.61%
Merrill Lynch & Company Senior Unsecured Note 6.4% Due 8/28/17 Dated 8/28/07 Non Callable	180,000	211,957.20 117.75	209,172.60 116.21	0.07%	11,520.00	5.51%
Emerson Electric Co Note 5.375% Due 10/15/17 Dated 5/18/07 Callable	325,000	321,499.75 98.92	376,424.75 115.82	0.13%	17,468.00	4.64%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Ameritech Capital Funding Note 6.45% Due 1/15/18 Dated 1/21/98 Non Callable	400,000	475,164.00 118.79	461,992.00 115.50	0.17%	25,800.00	5.58%
Key Bank Na Senior Unsecured Note 1.65% Due 2/1/18 Dated 2/1/13 Non Callable	445,000	444,572.80 99.90	440,647.90 99.02	0.16%	7,342.00	1.67%
Hewlett Packard Co Note 5.5% Due 3/1/18 Dated 3/3/08 Callable	305,000	311,060.35 101.99	340,120.75 111.52	0.12%	16,775.00	4.93%
Morgan Stanley Senior Unsecured Note 6.625% Due 4/1/18 Dated 4/1/08 Callable	270,000	275,383.80 101.99	316,661.40 117.28	0.11%	17,887.00	5.65%
BP Capital Markets PLC Unsecured Note 1.375% Due 5/10/18 Dated 5/10/13 Callable	440,000	438,772.40 99.72	432,471.60 98.29	0.16%	6,050.00	1.40%
Statoil Asa Unsecured Note 1.15% Due 5/15/18 Dated 5/15/13 Callable	440,000	439,040.80 99.78	432,691.60 98.34	0.16%	5,060.00	1.17%
Dupont Et Nemour Senior Note 6% Due 7/15/18 Dated 7/28/08 Callable	290,000	289,878.20 99.96	343,278.80 118.37	0.12%	17,400.00	5.07%
Merrill Lynch & Company Incorp Note 6.5% Due 7/15/18 Dated 7/15/98 Non Callable	215,000	253,781.70 118.04	253,059.30 117.70	0.09%	13,975.00	5.52%
Rio Tinto Finance USA PLC Senior Unsecured Note 2.25% Due 12/14/18 Dated 6/19/13 Callable	430,000	426,069.80 99.09	431,423.30 100.33	0.15%	9,675.00	2.24%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Honeywell International Senior Unsecured Note 5% Due 2/15/19 Dated 2/20/09 Callable	275,000	272,893.50 99.23	314,770.50 114.46	0.11%	13,750.00	4.37%
Banc One Corp Note 8.53% Due 3/1/19 Dated 3/1/98 Non Callable	200,000	253,779.00 126.89	248,438.00 124.22	0.09%	17,060.00	6.87%
Canadian National Railway Note 5.55% Due 3/1/19 Dated 2/25/09 Callable	525,000	555,229.50 105.76	614,559.75 117.06	0.22%	29,137.00	4.74%
Abbott Laboratories Senior Unsecured Note 4.125% Due 5/27/20 Dated 5/27/10 Callable	425,000	459,089.25 108.02	463,500.75 109.06	0.17%	17,531.00	3.78%
General Electric Capital Corp Note 4.375% Due 9/16/20 Dated 9/16/10 Non Callable	260,000	257,964.20 99.22	283,142.60 108.90	0.10%	11,375.00	4.02%
Blackrock Inc Senior Unsecured Note 4.25% Due 5/24/21 Dated 5/24/11 Callable	600,000	596,568.00 99.43	649,362.00 108.23	0.23%	25,500.00	3.93%
Massmutual Global Funding Senior Unsecured Note 2.5% Due 10/17/22 Dated 10/17/12 Non Callable	440,000	439,304.80 99.84	406,652.40 92.42	0.15%	11,000.00	2.71%
Toyota Motor Credit Corp Senior Unsecured Note 2.625% Due 1/10/23 Dated 1/10/13 Callable	425,000	422,335.25 99.37	403,295.25 94.89	0.14%	11,156.00	2.77%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Berkshire Hathaway Inc Senior Unsecured Note 3% Due 2/11/23 Dated 2/11/13 Callable	435,000	431,319.90 99.15	424,868.85 97.67	0.15%	13,050.00	3.07%
Diageo Capital PLC Senior Unsecured Note 2.625% Due 4/29/23 Dated 4/29/13 Callable	400,000	399,020.00 99.76	374,324.00 93.58	0.13%	10,500.00	2.81%
Apple Inc Senior Unsecured Note 2.4% Due 5/3/23 Dated 5/3/13 Callable	440,000	439,414.80 99.87	402,080.80 91.38	0.14%	10,560.00	2.63%
Hydro Quebec Note 8.05% Due 7/7/24 Dated 7/7/94 Putable 7/7/06 @ 100	40,000	53,907.60 134.77	54,656.40 136.64	0.02%	3,220.00	5.89%
Siemens Financierngsmat Senior Unsecured Note 6.125% Due 8/17/26 Dated 8/16/06 Callable	400,000	477,416.00 119.35	477,824.00 119.46	0.17%	24,500.00	5.13%
Tosco Corporation Note 8.125% Due 2/15/30 Dated 2/15/00 Callable	225,000	292,225.50 129.88	317,533.50 141.13	0.11%	18,281.00	5.76%
South Carolina Electric & Gas Note 6.625% Due 2/1/32 Dated 1/31/02 Callable	450,000	533,817.45 118.63	548,014.50 121.78	0.20%	29,812.00	5.44%
Oracle Corp Senior Unsecured Note 6.125% Due 7/8/39 Dated 7/8/09 Callable	500,000	496,670.00 99.33	595,790.00 119.16	0.21%	30,625.00	5.14%
Southern Cal Edison Note 5.5% Due 3/15/40 Dated 3/11/10 Callable	275,000	271,691.75 98.80	312,735.50 113.72	0.11%	15,125.00	4.84%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Florida Power Corporation Note 5.65% Due 4/1/40 Dated 3/25/10 Callable	635,000	685,730.15 107.99	729,240.35 114.84	0.26%	35,877.00	4.92%
SBA Tower Trust Secured Note 2.24% Due 4/15/43 Dated 4/18/13 Callable	400,000	388,592.00 97.15	396,705.60 99.18	0.14%	8,960.00	2.26%
GE Capital Trust I Subordinated Note Variable Rate Due 11/15/67 Dated 11/15/09 Callable	270,000	270,000.00 100.00	290,250.00 107.50	0.10%	17,212.00	5.93%
Total Credit		\$ 17,938,646.47	\$ 18,775,538.16	6.73%	\$ 815,183.00	4.34%
Treasury						
United States Treasury Note 2% Due 2/15/23 Dated 2/15/13	860,000	824,864.38 95.91	825,935.40 96.04	0.30%	17,200.00	2.08%
United States Treasury Bonds 4.5% Due 2/15/36 Dated 2/15/06	400,000	448,126.60 112.03	467,000.00 116.75	0.17%	18,000.00	3.85%
United States Treasury Bond 3.5% Due 2/15/39 Dated 2/17/09	450,000	390,464.69 86.77	446,836.50 99.30	0.16%	15,750.00	3.52%
Total Treasury		\$ 1,663,455.67	\$ 1,739,771.90	0.62%	\$ 50,950.00	2.93%
Agencies						
Federal Farm Credit Bank Note 5.3% Due 5/27/14 Dated 5/27/04 Non Callable	840,000	856,472.40 101.96	864,864.00 102.96	0.31%	44,520.00	5.15%
Federal National Mortgage Assoc Note 5% Due 2/13/17 Dated 1/12/07 Non Callable	560,000	613,577.44 109.57	636,473.60 113.66	0.23%	28,000.00	4.40%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Federal National Mortgage Assoc Note 5% Due 5/11/17 Dated 4/16/07 Non Callable	650,000	750,195.55 115.42	742,352.00 114.21	0.27%	32,500.00	4.38%
Federal Home Loan Bank Note 5% Due 11/17/17 Dated 10/19/07 Non Callable	590,000	609,769.13 103.35	681,975.10 115.59	0.24%	29,500.00	4.33%
Federal Home Loan Mortgage Corp Note 4.875% Due 6/13/18 Dated 6/13/08 Non Callable	665,000	758,190.44 114.01	770,096.60 115.80	0.28%	32,418.00	4.21%
Federal Home Loan Mortgage Corp Note 3.75% Due 3/27/19 Dated 3/27/09 Non Callable	500,000	481,737.00 96.35	554,910.00 110.98	0.20%	18,750.00	3.38%
Federal Home Loan Bank Note 4.5% Due 9/13/19 Dated 8/12/09 Non Callable	540,000	572,308.20 105.98	614,034.00 113.71	0.22%	24,300.00	3.96%
Federal Home Loan Bank Note 5.375% Due 8/15/24 Dated 8/20/04 Non Callable	360,000	369,586.80 102.66	424,710.00 117.98	0.15%	19,350.00	4.56%
Tennessee Valley Authority Note 6.75% Due 11/1/25 Dated 11/1/95 Non Callable	230,000	276,604.90 120.26	301,005.60 130.87	0.11%	15,525.00	5.16%
Federal Home Loan Mortgage Corp Note 6.25% Due 7/15/32 Dated 2/20/02 Non Callable	300,000	354,569.40 118.19	391,011.00 130.34	0.14%	18,750.00	4.80%
Tennessee Valley Authority Note 5.88% Due 4/1/36 Dated 7/23/97 Puttable	280,000	309,540.00 110.55	336,324.80 120.12	0.12%	16,464.00	4.90%
Total Agencies		\$ 5,952,551.26	\$ 6,317,756.70	2.26%	\$ 280,077.00	4.43%

Asset Backed Securities

William T Kemper Foundation Main A/C

October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Prestige Auto Receivables Trust Series 2011-1a Class A3 1.9% Due 8/17/15 Dated 3/28/11	22,574.58	22,572.13 99.99	22,582.21 100.03	0.01%	428.00	1.90%
Mmaf Equipment Finance LLC Series 2011-AA Class A3 1.27% Due 9/15/15 Dated 7/27/11	396,994.77	396,989.68 100.00	397,562.08 100.14	0.14%	5,041.00	1.27%
Westlake Automobile Receivables Trust Series 2012-1a Class A2 1.03% Due 3/15/16 Dated 9/27/12	250,404.20	250,402.08 100.00	250,611.53 100.08	0.09%	2,579.00	1.03%
Exeter Automobile Receivables Trust Series 2012-1a Class A 2.02% Due 8/15/16 Dated 3/1/12	115,895.94	115,895.38 100.00	116,343.53 100.39	0.04%	2,341.00	2.01%
Ally Master Owner Trust Series 2012-1 Class A2 7% Due 2/15/17 Dated 2/22/12	430,000	429,966.76 99.99	433,707.46 100.86	0.16%	6,192.00	1.43%
Avis Budget Rental Car Funding Aesop Series 2012-3a Class A 2.1% Due 3/20/19 Dated 7/31/12	440,000	439,803.58 99.96	441,586.64 100.36	0.16%	9,240.00	2.09%
Cps Auto Trust Series 2012-B Class A 3.09% Due 9/1/19 Dated 6/20/12	222,971.75	222,945.60 99.99	225,658.11 101.20	0.08%	5,618.00	2.49%
Residential Funding Mortgage Securities I Series 2000-HI2 Class A15 Variable Rate Due 3/25/25 Dated 3/1/00	12,602.25	13,885.62 110.18	12,303.29 97.63	0.00%	1,115.00	9.07%
Slim Student Loan Trust Series 2012-A Class A1 Variable Rate Due 8/15/25 Dated 2/9/12	300,837.51	300,837.51 100.00	303,147.94 100.77	0.11%	4,735.00	1.56%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Residential Funding Mortgage Securities Series 2004-H11 Class A5 Variable Rate Due 4/25/29 Dated 3/1/04	380,720.822	247,468.55 65.00	403,229.04 105.91	0.14%	21,624.00	5.36%
Equity One Abs Inc Series 2003-4 Class AF6 Variable Rate Due 10/25/34 Dated 10/1/03	261,022.39	258,738.46 99.13	264,702.81 101.41	0.09%	12,615.00	4.77%
Structured Asset Securities Corp Series 2005-NC1 Class A11 Variable Rate Due 2/25/35 Dated 1/1/05	513,482.994	520,864.31 101.44	510,568.46 99.43	0.18%	24,082.00	4.72%
Goldman Sachs Mortgage Securities Corp II Series 2011-GC3 Class A1 2.331% Due 3/10/44 Dated 3/10/11	212,963.16	215,087.96 101.00	215,650.97 101.26	0.08%	4,964.00	2.30%
Wf-Rbs Commercial Mortgage Trust Series 2011-C3 Class A1 1.988% Due 3/15/44 Dated 6/1/11	330,589.91	333,893.17 101.00	334,801.96 101.27	0.12%	6,572.00	1.96%
Morgan Stanley Capital I Series 2011-C2 Class A1 1.48% Due 6/15/44 Dated 6/1/11	160,047.52	160,046.75 100.00	160,703.07 100.41	0.06%	2,368.00	1.47%
Wf-Rbs Commercial Mortgage Trust Series 2012-C7 Class A1 2.3% Due 6/15/45 Dated 6/1/12	411,484.71	415,584.76 101.00	413,770.92 100.56	0.15%	9,464.00	2.29%
Northstar Education Finance Inc Series 2005-1 Class A5 4.74% Due 10/28/45 Dated 10/25/05	94,278.80	94,268.40 99.99	92,578.01 98.20	0.03%	966.00	1.04%
Springleaf Mortgage Loan Trust Series 2012-1a Class A 2.667% Due 9/25/57 Dated 3/1/12	242,294.33	242,291.51 100.00	247,845.54 102.29	0.09%	6,461.00	2.61%
Total Asset Backed Securities		\$ 4,681,542.21	\$ 4,847,353.57	1.74%	\$ 126,405.00	2.61%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-I

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>
Taxable Municipal Bonds						
MO Joint Municipal Electric Utility Commission Power Project Revenue Taxable Series B Ambac Insured 5.25% Due 1/1/14 Dated 9/26/07 Non Callable	450,000	450,000.00 100.00	453,069.00 100.68	0.16%	23,625.00	5.21%
University IL Certificates of Participation Taxable Uic College of Medicine 4.74% Due 2/15/14 Dated 2/24/05 Non Callable	10,000	10,000.00 100.00	10,099.90 101.00	0.00%	474.00	4.69%
Convention Center Authority RI Revenue Taxable Civic Center Series A 5.77% Due 5/15/14 Dated 6/8/06 Callable	225,000	225,000.00 100.00	230,114.25 102.27	0.08%	12,982.00	5.64%
College Park GA Revenue Taxable Atlanta International Airport-A Fgic Insured 5.758% Due 1/1/15 Dated 6/21/06 Non Callable	185,000	184,916.75 99.96	191,343.65 103.43	0.07%	10,652.00	5.57%
University IL Certificates of Participation Taxable Uic College of Medicine 4.8% Due 2/15/15 Dated 2/24/05 Non Callable	10,000	10,000.00 100.00	10,436.70 104.37	0.00%	480.00	4.60%
Co State Department of Corrections Cops Tax Ref Co St Penitentiary II Project Certificate of Participation 1.167% Due 9/1/15 Dated 7/24/13 Callable	420,000	420,000.00 100.00	419,748.00 99.94	0.15%	4,901.00	1.17%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
MO State Housing Development Commission Multi Family Housing Revenue Taxable Refunding Series 2 1.5% Due 1/1/17 Dated 6/27/13 Non Callable	270,000	270,000.00 100.00	267,769.80 99.17	0.10%	4,050.00	1.51%
Milwaukee WI Taxable Corp Purp-TS General Obligation Unlimited 4% Due 5/15/18 Dated 6/9/11 Non Callable	455,000	475,980.05 104.61	497,301.35 109.30	0.18%	18,200.00	3.66%
OH State Build America Bonds General Obligation Unlimited 3.625% Due 11/1/20 Dated 10/29/10 Callable	550,000	551,611.50 100.29	585,629.00 106.48	0.21%	19,937.00	3.40%
TX State A & M University Revenue Taxable Financing Systems Series C 4.772% Due 5/15/33 Dated 8/15/13 Sinkable Callable	420,000	420,000.00 100.00	427,694.40 101.83	0.15%	20,042.00	4.69%
WI Housing & Economic Development Authority Home Ownership Revenue Taxable Series F 5.727% Due 9/1/37 Dated 10/25/06 Sinkable Callable	95,000	94,971.20 99.97	95,506.35 100.53	0.03%	5,440.00	5.70%
Total Taxable Municipal Bonds		\$ 3,112,479.50	\$ 3,188,712.40	1.14%	\$ 120,783.00	3.79%
Tax Exempt General Obligations						
Fremont CA Union High School Dist Santa Clara Co Cap Apprec Elec 08-B General Obligation Unlimited 0% Due 8/1/34 Dated 3/23/11 Callable	1,520,000	295,275.20 19.43	454,206.40 29.88	0.16%	0.00	0.00%
Total Tax Exempt General Obligations		\$ 295,275.20	\$ 454,206.40	0.16%	\$ 0.00	0.00%

William T Kemper Foundation Main A/C

October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Tax Exempt Revenue						
MA State Housing Finance Agency	300,000	300,000.00	303,240.00	0.11%	7,500.00	2.47%
AMT Housing Series A		100.00	101.08			
2.5% Due 12/1/15 Dated 11/3/11						
Non Callable						
Denver Co City & County Airport	530,000	520,878.70	594,416.20	0.21%	27,825.00	4.68%
Revenue AMT Series A		98.28	112.15			
5.25% Due 11/15/23 Dated 4/14/11						
Callable						
Total Tax Exempt Revenue		\$ 820,878.70	\$ 897,656.20	0.32%	\$ 35,325.00	3.94%
Total Fixed Income Investments		\$ 39,643,687.99	\$ 41,899,435.21	15.02%	\$ 1,678,958.00	4.01%
Alternative Investments						
Hedge Funds						
Bridgewater All Weather LP	11,342,987	11,630,849.00	16,527,665.56	5.92%	0.00	0.00%
Class B Series 007		1,025.38	1,457.08			
Makena Capital Blocker Y (Cayman) LP	3,752,531	2,805,000.00	3,752,531.00	1.34%	0.00	0.00%
		0.75	1.00			
Makena Capital Splitter X LP	23,531,024	22,195,000.00	23,531,024.00	8.43%	0.00	0.00%
		0.94	1.00			
Total Hedge Funds		\$ 36,630,849.00	\$ 43,811,220.56	15.70%	\$ 0.00	0.00%
Total Alternative Investments		\$ 36,630,849.00	\$ 43,811,220.56	15.70%	\$ 0.00	0.00%
Real Estate and Minerals						
Miscellaneous Real Estate						
Culp Properties Lea Co NM	0.028	5,640.08	55.10	0.00%	0.00	0.00%
		201,431.43	1,968.00			

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
2560a Nymeyer Property Lea Co NM	0.028	1.00 35.71	13,440.00 480,000.00	0.00%	0.00	0.00%
Total Miscellaneous Real Estate		\$ 5,641.08	\$ 13,495.10	0.00%	\$ 0.00	0.00%
Oil Gas Or Mineral Interests						
Kemper Foundation Mineral Value	1	1.00 1.00	616,029.13 616,029.13	0.22%	12,034.00	1.95%
Various Mineral Assets	48	48.00 1.00	48.00 1.00	0.00%	0.00	0.00%
Total Oil Gas Or Mineral Interests		\$ 49.00	\$ 616,077.13	0.22%	\$ 12,034.00	1.95%
Total Real Estate and Minerals		\$ 5,690.08	\$ 629,572.23	0.23%	\$ 12,034.00	1.91%

Miscellaneous

AIG Securities Litigation 10/28/99 - 12/15/10 Filing Date 1/23/12	3	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
AIG - Pwc Securities Litigation Filing Date 1/28/09	4	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
AIG-Starr Defendants Securities Litigation 10/28/99 - 12/15/10 Filing Date 6/4/12	3	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Ambac Finl Group Inc Securities Litigation 10/19/05 - 7/18/09 Filing Date 10/24/11	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%

William T Kemper Foundation Main A/C
 October 1, 2013 - October 31, 2013

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
American International Group Inc Securities Litigation Gen Re Settlmnt 10/27/99 - 6/29/05 Filing Date 9/12/13	3	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Apollo Group Inc Securities Litigation 2/26/04 - 12/20/04 Filing Date 5/2/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Citigroup Inc Securities Litigation 5/11/06 - 3/18/13 Filing Date 8/21/13	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Citizens Utilities Company Litigation	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Dell Computer Corporation Securities Litigation 5/2/01 - 9/8/06 Filing Date 5/25/13	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Miscellaneous Office Equipment	1	1.00 1.00	1.00 1.00	0.00%	0.00	0.00%
Motorola Inc Securities Litigation 7/16/06 - 6/19/07 Filing Date 5/28/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Nortel Networks Corp Securities Litigation 10/23/00 - 4/27/04 Filing Date 3/16/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Pall Corporation Securities Litigation 4/20/07 - 10/31/07 Filing Date 12/13/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%

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>
Par Pharmaceutical Companies Inc Securities Litigation 7/22/01 - 10/3/06 Filing Date 8/2/13	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Pharmacia Corporation Securities Litigation 4/14/00 - 11/2/01 Filing Date 1/28/13	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
United Rentals Inc Fairfund Securities Litigation 2/28/01 - 8/30/04 Filing Date 3/31/11	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Various Art Pieces	15	114,092.50 7,606.17	82,386.09 5,492.41	0.03%	0.00	0.00%
Wyeth Securities Litigation 6/23/06 - 10/19/07 Filing Date 3/7/13	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Total Miscellaneous		\$ 114,093.50	\$ 82,387.09	0.03%	\$ 0.00	0.00%

Net Assets and Liabilities **\$ 216,793,191.97** **\$ 279,011,458.14** **100.00%** **\$ 5,269,271.00** **1.89%**

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2013**

43-6345116

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

WILLIAM T. KEMPER FOUNDATION – COMMERCE BANK TRUSTEE

PROPOSAL GUIDELINES

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

Education
Health and Human Services
Civic Improvements
The Arts

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

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

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

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

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2013**

43-6345116

The Terms

Grant recipients are required to submit a written narrative report and an accounting of all disbursements from the proceeds of the grant on an annual basis. Any grant that extends for more than one year will be conditional on further review and evaluation of the program or project as may be determined by the staff and Contributions Committee.

The recipient is responsible to ensure that the grant is used for the purposes indicated in the grant request. Variations will be made only at the discretion of the Foundation, and must be requested in writing. If the grant is used for other than the stated purposes without explicit permission, the Foundation reserves the right to withdraw funding.

Address Application To:

Executive Director
William T. Kemper Foundation
Commerce Bank, Trustee
922 Walnut, Suite 200
Kansas City, Missouri 64106-1809
(816) 234-2577

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Academie Lafayette 6903 Oak St. Kansas City, MO 64113		EDU	25,000.00	1 of 1	2/27/2013
Aim High-St. Louis 755 S. Price Rd. St. Louis, MO 63124		EDU	15,000.00	1 of 1	5/23/2013
Alphapointe 7501 Prospect Kansas City, MO 64132		HUM	10,500.00	1 of 1	5/14/2013
American Academy of Arts and Sciences Norton's Woods 136 Irving St. Cambridge, MA 02138-1996		EDU	2,500.00	1 of 1	8/13/2013
American Cancer Society Inc. (High Plains Division) 6700 Antioch Rd., Ste. 100 Merriam, KS 66204-1200		HEA	25,000.00	1 of 1	12/11/2012
American National Red Cross (Greater Kansas City Chapter) 211 W. Armour Blvd. Kansas City, MO 64111-2094		HUM	10,000.00	1 of 1	5/23/2013
American Royal Association 1701 American Royal Ct. Kansas City, MO 64102		CIV	10,000.00	1 of 1	9/17/2013
America's Second Harvest of Greater St. Joseph DBA Second Harvest Community Food Bank 915 Douglas St. Joseph, MO 64505		HUM	10,000.00	1 of 1	6/12/2013

STMT C

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Archdiocese of St. Louis (Kemper Donor Advised Fund) Cardinal Rigali Center 20 Archbishop May Dr St. Louis, MO 63119		ART	40,000 00	1 of 1	12/18/2012
Avila University 11901 Wornall Rd. Kansas City, MO 64145-1698		EDU	50,000 00	1 of 2	4/16/2013
Basilica of St. Louis 209 Walnut St. St. Louis, MO 63102		CIV	100,000.00	1 of 1	12/18/2012
Bishop Seabury Academy 4120 Clinton Pkwy. Lawrence, KS 66047		EDU	8,333.00	2 of 3	5/2/2013
Boy Scouts of America - Heart of America Council 10210 Holmes Rd. Kansas City, MO 64131-4212		HUM	24,000 00	1 of 1	12/18/2012
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		HUM	500.00	1 of 1	6/10/2013
Boy Scouts of America - St. Louis Area Council 4568 W. Pine Blvd. St. Louis, MO 63108-2193		HUM	10,000 00	1 of 1	9/4/2013
Boys Club of Greater Kansas City 6301 Rockhill Rd., Ste 303 Kansas City, MO 64131		HUM	50,000 00	2 of 3	3/7/2013
Bradley University 201 Swords Hall Peoria, IL 61625		EDU	27,500 00	2 of 3	2/5/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Butterfield Youth Services Inc 1126 E. Hwy WW P O Box 333 Marshall, MO 65340-0333		HUM	16,488.00	1 of 1	3/12/2013
Cardinal Glennon Children's Foundation 3800 Park Ave. St. Louis, MO 63110		HEA	8,500.00	1 of 1	9/17/2013
Cardinal Ritter College Prep 701 N Spring Ave St. Louis, MO 63108		EDU	50,000 00	2 of 3	11/2/2012
Casa de Salud 3200 Chouteau Ave. St. Louis, MO 63103		HEA	7,225 00	1 of 1	1/29/2013
Catholic Charities of KC-St Joseph Inc 20 W. 9th St., Ste 600 Kansas City, MO 64105		HUM	50,000.00	2 of 2	10/2/2013
Catholic Charities of Northeast Kansas Inc. 9720 W 87th St. Overland Park, KS 66212		HUM	20,000.00	1 of 1	1/9/2013
Center for Practical Bioethics Inc. Hartzfeld Building 1111 Main St., Ste. 500 Kansas City, MO 64105-2116		EDU	10,000 00	1 of 1	10/16/2013
Cerebral Palsy Research Foundation of Kansas Inc 5111 E 21st St. N. P.O. Box 8217 Wichita, KS 67208-0217		HEA	22,500 00	1 of 1	1/9/2013
Charlotte Street Foundation P.O. Box 10263 Kansas City, MO 64171-0263		ART	5,000 00	1 of 1	2/12/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Chestnut Health Systems Inc. 1003 Martin Luther King Dr. Bloomington, IL 61701		HEA	15,000.00	1 of 1	3/26/2013
Child Advocacy Services Center Inc DBA Children's Place 2 E 59th St. Kansas City, MO 64113		HUM	25,000.00	1 of 1	6/25/2013
Children's Mercy Hospital 2401 Gilham Rd. Kansas City, MO 64108		HEA	500,000 00	1 of 3	12/19/2012
City Arch River 2015 Foundation 211 N Broadway, Ste 3600 St. Louis, MO 63102-2769		CIV	1,666,666.00	1 of 3	4/16/2013
Community Cancer Center Foundation 407 E Vernon Ave Normal, IL 61761		HEA	20,000 00	1 of 1	1/3/2013
Community Linc 4012-14 Troost Kansas City, MO 64110		HUM	35,000 00	1 of 2	12/18/2012
Community of the Good Shepherd 10101 James A Reed Rd Kansas City, MO 64134		HUM	22,500 00	1 of 1	4/23/2013
Contemporary Art Museum St. Louis 3750 Washington Ave. St. Louis, MO 63108		ART	500.00	1 of 1	1/9/2013
Contemporary Art Museum St Louis 3750 Washington Ave St. Louis, MO 63108		ART	20,984.00	1 of 1	6/11/2013
Cultural Festivals 225 S. Meramec Ave., Ste 105 St Louis, MO 63105		ART	15,000 00	1 of 1	7/16/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
De La Salle Education Center 3737 Troost Ave. Kansas City, MO 64109		EDU	60,000.00	1 of 3	4/16/2013
Developmental Center of the Ozarks 1545 E. Pythian St. Springfield, MO 65802		HUM	50,000.00	1 of 1	4/16/2013
Discovery Center of Springfield Inc. 438 East St. Louis Street Springfield, MO 65806		EDU	15,000.00	1 of 1	7/8/2013
Donald Danforth Plant Science Center 975 N. Watson Rd. St. Louis, MO 63132		CIV	25,000.00	1 of 1	12/18/2012
Donald Danforth Plant Science Center 975 N. Watson Rd. St. Louis, MO 63132		CIV	1,000,000.00	1 of 1	12/19/2012
Drumm Foundation 3210 Lee's Summit Rd. Independence, MO 64055-1943		HUM	150,000.00	1 of 1	10/16/2013
Eisenhower Foundation P.O. Box 295 Ablene, KS 67410		CIV	50,000.00	1 of 3	4/16/2013
Fair St. Louis Foundation 301 Prospect St. Louis, MO 63110		CIV	15,000.00	1 of 1	6/11/2013
Family Crisis Services Inc. 106 W. Fulton St. Garden City, KS 67846		HUM	10,000.00	1 of 1	3/12/2013
Finney County Public Library Fund 605 E. Walnut St. Garden City, KS 67846	Western Kansas Community Foundation	EDU	9,000.00	1 of 1	1/3/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
First Call Alcohol Drug Prevention & Recovery 633 E 63rd St. Kansas City, MO 64110		HUM	20,000 00	1 of 1	1/15/2013
Florissant Valley Historical Society 1896 S. New Florissant Rd. Florissant, MO 63031-8311		CIV	5,000 00	1 of 1	7/31/2013
Focus St. Louis 815 Olive St., Ste. 110 St. Louis, MO 63101		HUM	12,500 00	2 of 2	8/13/2013
Foundation of the Daniel Boone Regional Library P.O. Box 1267 Columbia, MO 65205		EDU	10,000.00	1 of 1	1/29/2013
French Heritage Society Inc. 14 E 60th St., Ste 605 New York, NY 10022		CIV	23,333 00	2 of 3	1/29/2013
Friends of Chamber Music 4635 Wyandotte, Ste 201 Kansas City, MO 64112-1542		ART	80,000.00	1 of 1	12/18/2012
Friends of Chamber Music 4635 Wyandotte, Ste. 201 Kansas City, MO 64112-1542		ART	20,000 00	1 of 1	1/29/2013
Friends of Characterplus 1460 Craig Rd. St Louis, MO 63146		EDU	5,000 00	2 of 3	4/2/2013
Friends of Jcids Inc. 10501 Lackman Rd. Lenexa, KS 66219		HUM	20,000.00	1 of 1	10/16/2013
Friends of Powell Gardens Inc 1609 N W. US Hwy. 50 Kingsville, MO 64061-9000		CIV	10,000 00	1 of 1	7/16/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Friends of the Park 1920 Grand Ave. St Joseph, MO 64505		ART	5,000 00	1 of 1	6/4/2013
Fund St. Louis Inc. DBA Rally Saint Louis 1101 Lucas Ave St Louis, MO 63101		CIV	37,500.00	2 of 2	5/24/2013
Gateway Greening Inc 2211 Washington Ave., Ste. 102 St. Louis, MO 63103		HUM	12,500.00	1 of 2	3/7/2013
Girl Scouts of Eastern Missouri Inc. 2300 Ball Dr. St. Louis, MO 63146		HUM	10,000 00	1 of 1	7/8/2013
Good Samaritan Project 3030 Walnut Kansas City, MO 64108-3811		HUM	20,189 00	1 of 1	4/11/2013
Grace and Holy Trinity Cathedral 415 W 13th St. P.O Box 412048 Kansas City, MO 64141		CIV	5,000 00	1 of 1	4/2/2013
Grace and Holy Trinity Cathedral 415 W 13th St. P O Box 412048 Kansas City, MO 64141		CIV	200,000 00	1 of 1	6/10/2013
Grace United Community Ministries Inc. 801-811 Benton Blvd Kansas City, MO 64124		HUM	14,500 00	1 of 1	3/12/2013
Habitat for Humanity International Inc. (Joplin Area Affiliate) 211 South Main Street, Suite 216 Joplin, MO 64801		HUM	50,000 00	1 of 1	7/16/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Habitat for Humanity International Inc. (Truman Heritage Affiliate) 505 N Dodgion St Independence, MO 64050		HUM	25,000.00	1 of 1	3/7/2013
Harris-Stowe State University 3026 Laclede Ave. St Louis, MO 63103		EDU	25,000 00	1 of 1	3/26/2013
Harvesters-The Community Food Network 3801 Topping Ave. Kansas City, MO 64129		HUM	25,000 00	1 of 1	7/8/2013
Heart of America Shakespeare Festival 3619 Broadway, Ste. 2 Kansas City, MO 64111		ART	3,000.00	1 of 1	2/27/2013
Heartland Men's Chorus P O. Box 32374 Kansas City, MO 64171-5374		ART	2,500.00	1 of 1	11/6/2012
Hope Network of Raytown 10500 E. 350 Hwy. Raytown, MO 64138		HEA	25,000 00	1 of 1	8/5/2013
Illinois State University Foundation 1101 N Main St Campus Box 8000 Normal, IL 61790		EDU	25,000 00	2 of 2	12/4/2012
Immacolata Manor 2135 Manor Wy Liberty, MO 64068		HUM	10,000 00	1 of 1	7/8/2013
International Council of the Museum of Modern Art 11 W 53rd St New York, NY 10019-5498		ART	10,000 00	1 of 1	12/4/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
International Relations Council 2226 Commerce Tower 911 Main St Kansas City, MO 64105-2049		EDU	4,000 00	1 of 1	1/29/2013
Isabella Stewart Gardner Museum Inc 2 Palace Rd. Boston, MA 02115		ART	2,500 00	1 of 1	6/17/2013
Itn-Greater Kansas City Inc. % Research Medical Ctr 6601 Rockhill Rd., Ste. 101 Kansas City, MO 64131		HUM	25,000 00	1 of 1	8/13/2013
Jefferson College Foundation Incorporated 1000 Viking Dr Hillsboro, MO 63050-2441		EDU	25,000.00	1 of 1	11/6/2012
John Burroughs School 755 S Price Rd St. Louis, MO 63124-1899		EDU	2,500 00	2 of 2	11/2/2012
John Burroughs School 755 S. Price Rd. St. Louis, MO 63124-1899		EDU	147,334 00	3 of 3	10/2/2013
Johnson County Community College Foundation 12345 College Blvd Overland Park, KS 66210-1299		EDU	4,669 00	1 of 1	7/31/2013
Junior Achievement of Central Illinois 4450 N Prospect, Ste. C4 Peoria Heights, IL 61602		HUM	5,000.00	1 of 1	1/15/2013
Kansas Big Brothers Big Sisters Inc 310 E 2nd St. Wichita, KS 67202		HUM	25,000 00	1 of 1	3/7/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		ART	75,000 00	1 of 2	6/4/2013
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		ART	250,000 00	1 of 1	6/10/2013
Kansas City Ballet Association 500 W Pershing Road Kansas City, MO 64108-2430		ART	25,000.00	1 of 1	12/11/2012
Kansas City Board of Parks and Recreation 4600 E. 63rd St Kansas City, MO 64130-4629		CIV	25,000.00	1 of 1	12/18/2012
Kansas City Chamber Orchestra Incorporated 11 E. 40th St. Kansas City, MO 64111		ART	5,000 00	1 of 1	1/29/2013
Kansas City Chorale 5601 Wyandotte St., Ste. 412 Kansas City, MO 64113		ART	10,000 00	1 of 1	12/18/2012
Kansas City Community Gardens Inc. 6917 Kensington Kansas City, MO 64132		HUM	101,000 00	1 of 3	4/16/2013
Kansas City Design Center Inc. 1018 Baltimore Ave Kansas City, MO 64105		CIV	100,000 00	1 of 2	12/18/2012
Kansas City Public Library 14 W 10th St. Kansas City, MO 64105		EDU	100,000.00	1 of 1	7/16/2013
Kansas City Repertory Theatre Inc. 4825 Troost Avenue, Suite 101 Kansas City, MO 64110-2030		ART	20,000 00	1 of 1	11/6/2012

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kansas City Rescue Mission 1520 Cherry St Kansas City, MO 64108-1530		HUM	100,000.00	1 of 1	7/16/2013
Kansas City Symphony 1703 Wyandotte St., Ste. 200 Kansas City, MO 64108		ART	185,000.00	1 of 2	12/18/2012
Kansas City Symphony 1703 Wyandotte St., Ste. 200 Kansas City, MO 64108		ART	1,000,000.00	1 of 3	9/25/2013
Kansas State University Foundation Foundation Office 2323 Anderson Ave., Ste 500 Manhattan, KS 66502-2911		EDU	13,500.00	1 of 1	12/4/2012
Kansas State University Foundation College of Business Administration Foundation Office 2323 Anderson Ave., Ste. 500 Manhattan, KS 66502-2911		EDU	50,000.00	1 of 1	10/16/2013
Kansas University Endowment Assoc P.O. Box 928 Lawrence, KS 66044-0928		EDU	25,000.00	1 of 1	9/17/2013
Kansas University Endowment Assoc - Hall Center for the Humanities 900 Sunnyside Ave. Lawrence, KS 66045-7622		EDU	15,000.00	1 of 3	11/2/2012
Kansas University Endowment Assoc - Spencer Museum of Art 1301 Mississippi St. Lawrence, KS 66045-7500		ART	20,000.00	1 of 1	9/4/2013
KC Fringe Festival P.O. Box 415001 Kansas City, MO 64141-5001		ART	25,000.00	1 of 1	3/7/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Kidstlc Inc. 480 S. Rogers Rd. Olathe, KS 66062-1706		HUM	125,000.00	2 of 2	7/3/2013
KIPP St Louis DBA Kipp Inspire Academy 2647 Ohio Ave. St. Louis, MO 63118		EDU	25,000.00	1 of 1	4/23/2013
Kirkwood Business Development Corporation 108 W. Adams Kirkwood, MO 63122		CIV	8,500.00	1 of 1	11/6/2012
Lakemary Center Inc. 100 Lakemary Dr. Paola, KS 66071		HUM	50,000.00	2 of 2	10/2/2013
Lawrence Memorial Hospital Endowment Association 325 Maine St. Lawrence, KS 66044		HEA	50,000.00	2 of 2	7/8/2013
Liberty Memorial Association DBA National World War I Museum 100 W 26th St. Kansas City, MO 64108-4616		CIV	50,000.00	1 of 3	10/16/2013
Library Foundation for the Benefit of St. Louis Public Library DBA St. Louis Public Library Foundation 1301 Olive Blvd. St. Louis, MO 63103		EDU	10,000.00	1 of 1	12/18/2012
Lincoln University - Jefferson City, MO 820 Chestnut St. Jefferson City, MO 65102-0029		EDU	25,000.00	1 of 1	7/31/2013
Lindenwood College DBA Lindenwood University 209 S. Kingshighway St. Charles, MO 63301-1695		EDU	33,333.00	2 of 3	1/3/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Literacy Kansas City 211 W Armour Blvd., 3rd fl Kansas City, MO 64111		EDU	48,071.00	2 of 2	10/2/2013
Living Room Collective DBA Living Room Theatre 4741 Central St. #255 Kansas City, MO 64112		ART	15,000.00	1 of 1	3/12/2013
Magic House 516 S. Kirkwood Rd St. Louis, MO 63122		EDU	25,000.00	1 of 1	3/26/2013
Magnificent Missouri Inc. c/o Oakwood Medical Investors 10411 Clayton Rd., Ste. 302 St. Louis, MO 63131		CIV	10,000.00	1 of 1	7/8/2013
Manhattan Library Foundation Inc. 629 Poyntz Ave Manhattan, KS 66502-6131		EDU	10,000.00	1 of 1	11/16/2012
Mark Twain Home Foundation 120 N Main St. Hannibal, MO 63401		CIV	24,000.00	1 of 1	6/11/2013
Maryville University of St. Louis 650 Maryville University Dr St. Louis, MO 63141		EDU	46,667.00	2 of 3	8/5/2013
Mattie Rhodes Center 1740 Jefferson St. Kansas City, MO 64108		HUM	25,000.00	1 of 1	5/23/2013
Meds & Food For Kids 4488 Forest Park Blvd. St. Louis, MO 63108-2215		HUM	25,000.00	1 of 1	12/18/2012
Mercy Health Foundation Joplin 2817 St John's Blvd Joplin, MO 64804-1563		HEA	50,000.00	1 of 3	4/16/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Mercy Health Foundation Springfield 1235 E. Cherokee Springfield, MO 65804		HEA	125,000.00	1 of 1	1/3/2013
Metro Theater Company 3311 Washington Ave. St. Louis, MO 63103-1118		ART	15,000.00	1 of 1	5/23/2013
Metropolitan Beautification Fund 1055 Broadway, Ste. 130 Kansas City, MO 64105	Greater Kansas City Community Foundation	CIV	100,000.00	1 of 1	10/16/2013
Metropolitan Lutheran Ministry 3031 Holmes St Kansas City, MO 64109-1435		HUM	15,500.00	1 of 1	2/27/2013
Metropolitan Organization to Counter Sexual Assault DBA MOCOSA 3100 Broadway, Ste 400 Kansas City, MO 64111		HUM	20,000.00	1 of 1	12/11/2012
Mid-America Arts Alliance 2018 Baltimore Ave. Kansas City, MO 64108-1914		ART	25,000.00	1 of 1	2/27/2013
Mid-America Regional Council Community Services Corporation 300 Rivergate Center 600 Broadway Kansas City, MO 64105-1554		CIV	25,000.00	2 of 2	3/7/2013
Mid-Continent Public Library 15616 E. 24 Hwy Independence, MO 64050		CIV	93,925.00	1 of 1	4/16/2013
Midwestern Innocence Project Inc 6320 Brookside Plz , #1500 Kansas City, MO 64113		HUM	6,500.00	1 of 1	4/30/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Missouri 4-H Foundation 819 Clark Hall Columbia, MO 65211		HUM	12,500 00	2 of 2	8/5/2013
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St Louis, MO 63166-0299		CIV	5,000.00	1 of 1	11/2/2012
Missouri Civil War Museum 222 Worth Rd. St Louis, MO 63125		CIV	25,000 00	1 of 1	11/6/2012
Monteverde Conservation League Us Inc. DBA Friends of the Children's Eternal Rainforest 242 Old Sulphur Spring Rd. Ballwin, MO 63021-5353		CIV	5,000 00	1 of 1	2/12/2013
Municipal Theatre Association of St Louis DBA Muny Forest Park St. Louis, MO 63112-1098		ART	50,000 00	1 of 1	4/16/2013
Music/Arts Institute 1010 S. Pearl St. Independence, MO 64050		ART	10,000.00	1 of 1	1/29/2013
Nature Conservancy (Kansas Chapter) 700 S.W. Jackson, Ste 804 Topeka, KS 66603-3758		CIV	10,000 00	2 of 2	6/4/2013
Nelson Gallery Foundation Society of Fellows 4525 Oak St Kansas City, MO 64111-1873		ART	9,000.00	1 of 1	5/23/2013
Nelson Gallery Foundation 4525 Oak St. Kansas City, MO 64111-1873		ART	50,000 00	1 of 1	6/10/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Nelson Gallery Foundation 4525 Oak St. Kansas City, MO 64111-1873		ART	5,000 00	1 of 1	10/2/2013
Newberry Library 60 W Walton St Chicago, IL 60610		EDU	25,000.00	1 of 1	3/26/2013
Newhouse Inc 660 Brooklyn P O Box 240019 Kansas City, MO 64124-0019		HUM	25,000 00	1 of 1	7/16/2013
Northcare Hospice & Palliative Care 2900 Clay Edwards Dr North Kansas City, MO 64116-3235		HEA	17,614.00	1 of 1	6/25/2013
Oasis Institute (St. Louis Oasis) 7710 Cardondelet Ave. Ste. 125 St. Louis, MO 63105		HUM	25,000 00	1 of 1	11/27/2012
Opera Theatre of Saint Louis 210 Hazel Ave St. Louis, MO 63119-3236		ART	59,000 00	1 of 3	4/16/2013
Operation Breakthrough Inc. St Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		HUM	50,000 00	2 of 3	12/4/2012
OSF Healthcare Foundation 530 N E Glen Oak Ave Peoria, IL 61637		HEA	3,500 00	2 of 2	3/7/2013
Outpost Journal 460 Harris Ave., Unit 104 Providence, RI 02909-1089		ART	3,900 00	1 of 1	1/23/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Ozanam 421 E. 137th St. Kansas City, MO 64145		HUM	25,000.00	1 of 1	9/4/2013
Paul Mesner Puppets Inc. 1006 Linwood Blvd. Kansas City, MO 64109		ART	13,775.00	1 of 1	6/11/2013
Phoenix Family Housing Corporation 2838 Warwick Tfwy Kansas City, MO 64108		EDU	20,000.00	1 of 1	6/18/2013
Pro Musica 211 S Main St., Ste. 312 Joplin, MO 64801-2368		ART	8,000.00	1 of 1	1/15/2013
Public Television 19 Inc. DBA KCPT 125 E. 31st St Kansas City, MO 64108		EDU	1,906.14	1 of 1	11/27/2012
Public Television 19 Inc DBA KCPT 125 E. 31st St Kansas City, MO 64108		EDU	98,418.00	1 of 1	4/16/2013
Quality Hill Productions DBA Quality Hill Playhouse 303 W 10th St Kansas City, MO 64105-1615		ART	7,500.00	1 of 1	12/18/2012
Rediscover 901 N.E. Independence Ave. Lee's Summit, MO 64086-5544		HUM	50,000.00	1 of 3	4/16/2013
Repertory Theatre of St Louis P O Box 191730 St Louis, MO 63119		ART	10,000.00	1 of 1	1/29/2013
Revolve 5100 Troost Ave Kansas City, MO 64110		CIV	6,700.00	1 of 1	6/11/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Rockhurst University 1100 Rockhurst Rd. Kansas City, MO 64110-2561		EDU	150,000.00	1 of 2	4/16/2013
Ronald McDonald House Charities of Mid-Mo Inc 1001 E. Stadium Blvd Columbia, MO 65201-8542		HUM	25,000.00	1 of 1	9/4/2013
Rose Brooks Center Inc. P.O. Box 320599 Kansas City, MO 64132-0599		HUM	25,000.00	1 of 2	12/18/2012
Rotary Club Youth Camp Association Inc. 22310 E. Colbern Rd. Lee's Summit, MO 64086		HUM	25,000.00	1 of 1	5/23/2013
Russell Child Development Center Inc. 714 Ballinger Garden City, KS 67846		EDU	18,000.00	1 of 1	10/8/2013
Safelink Inc. P O Box 4563 Overland Park, KS 66204-0563		HUM	150,000.00	1 of 1	10/16/2013
Saint Louis Symphony Orchestra 718 N Grand Blvd St Louis, MO 63103		ART	20,000.00	1 of 1	5/23/2013
Saint Mary's High School 4701 S. Grand Blvd St Louis, MO 63111		EDU	25,000.00	1 of 1	11/27/2012
Saint Vincent Clinic 818 N 7th St. Leavenworth, KS 66048		HEA	25,000.00	1 of 1	4/11/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Salvation Army of Kansas City, MO Olathe Corps 3637 Broadway P.O. Box 412577 Kansas City, MO 64111-2503		HUM	25,000 00	3 of 3	8/13/2013
Santa's Helpers Inc. 5835 Manchester St. Louis, MO 63110		HUM	5,000 00	1 of 1	11/20/2012
Science Pioneers Inc 30 W Pershing Rd , Ste 410 Kansas City, MO 64108		EDU	10,000 00	1 of 1	5/23/2013
Shawnee Mission Medical Center Inc. 7315 Frontage Rd , Ste. 221 Shawnee Mission, KS 66204		HEA	10,000.00	1 of 1	5/23/2013
Shawnee Mission Medical Center Inc 7315 Frontage Rd , Ste. 221 Shawnee Mission, KS 66204		HEA	250,000.00	1 of 1	10/2/2013
Sheffield Place 6604 E 12th St. Kansas City, MO 64126-2208		HUM	23,100 00	1 of 1	12/18/2012
Sheldon Arts Foundation 3648 Washington Blvd. St Louis, MO 63108		ART	10,000 00	2 of 2	1/3/2013
Skowhegan School of Painting and Sculpture Inc. 200 Park Ave. S., Ste. 1116 New York, NY 10003-1503		ART	2,750 00	1 of 1	12/4/2012
Smithsonian Institution Office of the Comptroller 1000 Jefferson Dr. S.W , 4th Fl. MRC 035 P.O. Box 37012 Washington, DC 20013-7012		CIV	25,000 00	1 of 1	9/4/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Smoky Hill Public Television Corp 604 Elm St P.O. Box 9 Bunker Hill, KS 67626-0009		EDU	16,320.00	1 of 1	8/13/2013
Southwest Boulevard Family Health Care Inc DBA Family Health Care 340 Southwest Blvd. Kansas City, KS 66103		HEA	50,000.00	1 of 2	7/17/2013
Specialty Industries of St. Joseph Inc. P O Box 1502 3801 S. Leonard Rd. St Joseph, MO 64502		HUM	14,600.00	1 of 1	12/4/2012
St Joseph Youth Alliance Inc. 5223 Mitchell Ave St Joseph, MO 64507		HUM	25,000.00	2 of 2	10/2/2013
St. Louis Art Museum Foundation 1 Fine Arts Dr Forest Park St. Louis, MO 63110-5130		ART	5,000.00	1 of 1	3/26/2013
St. Louis Beacon 3655 Olive St St. Louis, MO 63108-3601		CIV	25,000.00	1 of 1	10/8/2013
St Louis Center for International Relations DBA World Trade Center St. Louis 121 S Meramec Ave. Ste 900 St. Louis, MO 63105		CIV	25,000.00	1 of 1	1/15/2013
St Louis Crisis Nursery 11710 Administration Dr., Ste 18 St. Louis, MO 63146		HUM	10,000.00	1 of 1	12/18/2012
St. Louis Sports Foundation Inc. 308 N. 21st Street, Ste 500 St. Louis, MO 63103		CIV	25,000.00	1 of 1	9/4/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Sts Joachim and Ann Care Service 4116 McClay Rd St. Charles, MO 63304		HUM	25,000.00	1 of 1	12/4/2012
Sunflower House 15440 W. 65th St Shawnee, KS 66217		HUM	12,020.00	1 of 1	4/11/2013
The Finney County Kansas Historical Society Inc 403 S 4th P O Box 796 Garden City, KS 67846-0796		CIV	3,485.00	1 of 1	11/6/2012
Theatre Lawrence Inc. P.O. Box 3205 Lawrence, KS 66046		ART	25,000.00	1 of 1	12/11/2012
Toy and Miniature Museum of Kansas City 5235 Oak St. Kansas City, MO 64112	Greater Kansas City Community Foundation	CIV	100,000.00	1 of 1	4/16/2013
Truman Medical Center Incorporated 2310 Holmes Kansas City, MO 64108		HEA	100,000.00	1 of 2	1/29/2013
Trustees of Princeton University P O. Box 5357 Princeton, NJ 08543		EDU	50,000.00	1 of 4	4/16/2013
Trustees of the Home for Little Wanderers DBA Noyes Home For Children 801 N Noyes Blvd. St. Joseph, MO 64506		HUM	60,000.00	2 of 2	10/2/2013
Unicorn Theatre 3828 Main St Kansas City, MO 64111		ART	100,000.00	1 of 1	10/16/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
United Way of Greater St. Louis Inc. 910 N. 11th St. St Louis, MO 63101-1018		HUM	5,000.00	1 of 1	7/31/2013
University of Kansas Medical Center DBA Kansas University Medical Center 3901 Rainbow Blvd. Kansas City, KS 66160	Kansas University Endowment Assoc	HEA	66,667.00	2 of 3	3/20/2013
University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		EDU	25,000.00	1 of 1	11/27/2012
University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		EDU	50,000.00	1 of 1	6/10/2013
University of Missouri-Kansas City - Conservatory of Music Center for the Performing Arts 4949 Cherry St. Kansas City, MO 64110-2299		ART	25,000.00	1 of 1	8/13/2013
University of Missouri-Kansas City - Henry W. Bloch School of Management 5100 Rockhill Rd. Kansas City, MO 64110-2499		EDU	50,000.00	1 of 1	6/10/2013
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste 202 Kansas City, MO 64110		EDU	160,000.00	1 of 2	4/16/2013
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste. 202 Kansas City, MO 64110		EDU	10,000.00	1 of 1	10/8/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Urban League of Metropolitan St. Louis 3701 Grandel Sq St. Louis, MO 63108		CIV	45,000.00	1 of 1	1/3/2013
Urban Ranger Corps 5908 Swope Pkwy Kansas City, MO 64130		HUM	17,000 00	1 of 1	6/11/2013
Urban Strategies Inc. 720 Olive St., Ste 2600 St. Louis, MO 63101		HUM	25,000 00	1 of 1	11/2/2012
Vision Research Foundation of Kansas City Inc 2310 Holmes St. Kansas City, MO 64108		HEA	89,452.00	1 of 1	12/18/2012
Washington University Danforth Circle - William Greenleaf Eliot Society 1 Brookings Dr , Campus Box 1192 St. Louis, MO 63130		EDU	25,000 00	1 of 1	6/4/2013
Webster University 470 E. Lockwood Ave. St. Louis, MO 63119-3194		EDU	32,000 00	2 of 3	7/2/2013
Wellesley College 106 Central St. Wellesley, MA 02481-8203		EDU	10,000 00	1 of 1	5/15/2013
Wellston Center 1705 Kienlen P.O. Box 11969 St. Louis, MO 63112-0069		HUM	8,500 00	1 of 1	11/2/2012
Westminster College 501 Westminster Ave Fulton, MO 65251-1299		EDU	103,300.00	1 of 1	4/16/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Westport Garden Club 1207 W 57th St. Kansas City, MO 64113-1144		CIV	2,500.00	1 of 1	2/12/2013
Wichita Childrens Home 810 N. Holyoke Wichita, KS 67208		HUM	22,500.00	1 of 3	10/16/2013
Wichita State University Foundation <i>Ulrich Museum of Art</i> 1845 Fairmount Wichita, KS 67260-0095		ART	8,000 00	1 of 1	6/18/2013
William Jewell College 500 College Hill Liberty, MO 64068-1896		EDU	50,000.00	1 of 3	4/16/2013
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		ART	5,000.00	1 of 1	6/10/2013
Women's Christian Association of Kansas City Missouri DBA Armour Oaks 8100 Wornall Rd Kansas City, MO 64114		HUM	10,000.00	1 of 1	2/12/2013
Women's Employment Network 920 Main St., Ste. 100 Kansas City, MO 64105-2000		EDU	5,000 00	1 of 1	1/29/2013
Wornall-Majors House Museums Inc 6115 Wornall Rd. Kansas City, MO 64113		CIV	50,000 00	1 of 2	4/16/2013
Youth Entrepreneurs of Kansas Inc. 4111 E 37th St. N., Ste. D101 Wichita, KS 67220		EDU	20,000.00	1 of 1	6/18/2013

Recipient Name & Address	Fiscal Agent	Purpose	Payment Amount	Payment Number	Payment Date
Youth Symphony Association of Kansas City Inc. 5960 Dearborn, Ste. 206 Mission, KS 66202		ART	10,000 00	1 of 1	3/26/2013
Total Contributions for the Year:			11,547,724.14		

10/31/2013

William T. Kemper Foundation
Outstanding Commitments

Page 1

Region	Notes	Organization	FY13/14	FY14/15	FY15/16	FY16/17	FY17/18	FY18/19
ILWC		Bradley University	27,500	02/14				
KCMT		Avila University	27,500					
KCMT		Boys & Girls Club of Greater Kansas City	50,000	04/14				
KCMT		Children's Mercy Hospital	50,000	03/14				
KCMT		Community LINC	250,000	12/13				
KCMT		Community Services League	15,000	12/13				
KCMT		DeLaSalle Education Center	25,000	11/13				
KCMT		Family Health Care	45,000	04/14				
KCMT		Hartman-Jewell Series	50,000	07/14				
KCMT		Kansas City Art Institute	80,000	11/13				
KCMT	up to 25,000	Kansas City Community Gardens	25,000	01/14				
KCMT		Kansas City Design Center	35,000	04/14				
KCMT		Kansas City Repertory Theatre	100,000	12/13				
KCMT		Kansas City Symphony	20,000	11/13				
KCMT		Kansas City Symphony - Endowment	185,000	12/13				
KCMT		Kansas University Medical Center	500,000	10/14				
KCMT		Kansas University Medical Center	66,666	01/14				
KCMT		Lyric Opera Kansas City	75,000	11/13				
KCMT		Midwest Foster Care and Adoption Association	50,000	11/13				
KCMT		National World War I Museum	50,000	10/14				
KCMT		Nelson-Atkins Museum of Art	1,000,000	11/13				
KCMT		Operation Breakthrough	50,000	12/13				
KCMT		ReDiscover	50,000	04/14				
KCMT		reStart	100,000	11/13				
KCMT		Rockhurst University	150,000	04/14				
KCMT		Rose Brooks Center	25,000	12/13				
KCMT	Contingency	Starlight Theatre	220,000	01/14				
KCMT		Truman Medical Center	100,000	01/14				
KCMT		University of Missouri-Kansas City - KCUR Radio	160,000	04/14				
KCMT	Contingency	Wayside Waifs	50,000	09/14				
KCMT		William Jewell College	50,000	04/14				
KCMT	Contingency	Wornall/Majors Houses	100,000	11/13				
KSNC		Eisenhower Foundation	3,726,666					
		Sub-Total: Outstanding	50,000	04/14				
KSNE		Bishop Seabury Academy	50,000					
KSNE		University of Kansas - Hall Center for the Humanities	8,333	05/14				
		Sub-Total: Outstanding	15,000	11/13				
KSSC		Wichita Children's Home	23,333					
		Sub-Total: Outstanding	22,500	10/14				
MONC	Contingency	Friends of Arrow Rock	22,500					
		Sub-Total: Outstanding	25,000	10/14				
MONW	Contingency	YMCA, St. Joseph	25,000					
		Sub-Total: Outstanding	42,500	12/13				
MOSW		Mercy Health Foundation	42,500					
		Sub-Total: Outstanding	50,000	04/14				
SLMT		Cardinal Ritter College Prep High School	50,000					
SLMT		City Arch River 2015 Foundation	1,666,667	11/13				
SLMT		Friends of CHARACTERplus	5,000	04/14				
		Sub-Total: Outstanding	50,000	04/14				
		Sub-Total: Outstanding	1,666,667					

STATEMENT D

Region	Notes	Organization	FY13/14	FY14/15	FY15/16	FY16/17	FY17/18	FY18/19
SLMT		Gateway Greening	12,500	03/14				
SLMT		Lindenwood University	33,334	01/14				
SLMT		Maryville University	46,667	08/14				
SLMT		Opera Theatre of St. Louis	50,000	04/14	50,000			
SLMT		Webster University	32,000	07/14				
		Sub-Total: Outstanding	1,896,168		0	0	0	0
USA		French Heritage Society	23,334	12/13				
USA	Contingency	Library of American Landscape History	10,000	10/14				
USA		Princeton University	50,000	04/14	50,000			
		Sub-Total: Outstanding	83,334		50,000	0	0	0
		Total: Outstanding	5,947,001		3,026,667	0	0	0

9,023,668