



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****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made publicInformation about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**Open to Public Inspection**

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation

WILLIAM T KEMPER CHARITABLE TRUST 100152

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

UMB BANK N.A. P. O. BOX 415044 M/S 1020307

City or town, state or province, country, and ZIP or foreign postal code

KANSAS CITY, MO 64141-6692

G Check all that apply

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

H Check type of organization

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

I Fair market value of all assets at

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

16) \$ 60,725,956.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify) _____

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

A Employer identification number

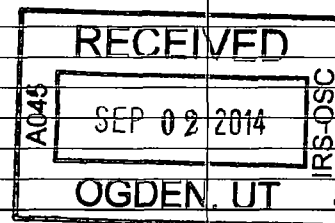
43-6362480

B Telephone number (see instructions)

816-860-7711

C If exemption application is
pending check here ☐D 1 Foreign organizations check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60 month termination
under section 507(b)(1)(B) check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,339,949.	1,339,574.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	84,522.			
b Gross sales price for all assets on line 6a	7,801,739.			
7 Capital gain net income (from Part IV, line 2)		86,843.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	108,807.	-49.		
12 Total Add lines 1 through 11	1,533,278.	1,426,368.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	234,943.	117,472.		117,472.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	800.	NONE	NONE	800.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	34,950.	5,214.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 5	9,329.	9,371.		
24 Total operating and administrative expenses Add lines 13 through 23	280,022.	132,057.	NONE	118,272.
25 Contributions, gifts, grants paid	2,556,927.			2,556,927.
26 Total expenses and disbursements Add lines 24 and 25	2,836,949.	132,057.	NONE	2,675,199.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,303,671.			
b Net investment income (if negative, enter -0-)		1,294,311.		
c Adjusted net income (if negative, enter -0-)				



G14 72

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		3,083,888.	3,083,888.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	34,120,754.	32,409,479.	57,642,068.	
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶ <u>ARTWORK (SEE ATTACHED)</u>)	2,655,748.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	36,776,502.	35,493,367.	60,725,956.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	36,776,502.	35,493,367.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
30	Total net assets or fund balances (see instructions)	36,776,502.	35,493,367.		
31	Total liabilities and net assets/fund balances (see instructions)	36,776,502.	35,493,367.		

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	36,776,502.
2	Enter amount from Part I, line 27a	2	-1,303,671.
3	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 6</u>	3	20,673.
4	Add lines 1, 2, and 3	4	35,493,504.
5	Decreases not included in line 2 (itemize) ▶ <u>CORP. ACTION VF CORP</u>	5	137.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,493,367.

Form 990-PF (2013)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 7,801,739.		7,714,896.	86,843		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			86,843.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	86,843.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3		

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (for tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,467,066.	56,275,785.	0.043839
2011	2,707,926.	56,411,885.	0.048003
2010	2,345,066.	55,602,702.	0.042175
2009	2,261,574.	55,099,607.	0.041045
2008	2,576,677.	59,811,764.	0.043080
2 Total of line 1, column (d)			2 0.218142
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.043628
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 58,310,378.
5 Multiply line 4 by line 3			5 2,543,965.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12,943.
7 Add lines 5 and 6			7 2,556,908.
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 2,675,199.

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	12,943.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	12,943.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,943.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	33,001.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	12,027.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	45,028.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	32,085	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☒ 12,944. Refunded ☐	11	19,141.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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 (2013)

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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ UMB BANK, N.A. Telephone no ☐ (816) 860-7711			
	Located at ☐ 1010 GRAND, KANSAS CITY, MO ZIP+4 ☐ 64106			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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)	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 2013 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 2013)	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 2013?	4b	X

Form 990-PF (2013)

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UMB BANK, N.A. P O BOX 419692, KANSAS CITY, MO 64141	CO-TRUSTEE 20	117,817.	-0-	-0-
R CROSBY KEMPER UMB BANK, P O BOX 41962, KANSAS CITY, MO 64141	CO-TRUSTEE 20	117,126.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

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

Form 990-PF (2013)

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2013)

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	47,398,042.
b	Average of monthly cash balances	1b	1,893,189
c	Fair market value of all other assets (see instructions)	1c	9,907,122
d	Total (add lines 1a, b, and c)	1d	59,198,353
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	59,198,353.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	887,975.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	58,310,378.
6	Minimum investment return. Enter 5% of line 5	6	2,915,519.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,915,519.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,943.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,943
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,902,576
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,902,576.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,902,576.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,675,199.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	2,675,199.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	12,943.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,662,256.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,902,576.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			546,365.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		-
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>2,675,199.</u>				
a Applied to 2012, but not more than line 2a			546,365.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				2,128,834.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				773,742.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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 <i>Paid during the year</i> SEE STATEMENT 10				2,556,927
Total			▶ 3a	2,556,927.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	1,339,949.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	84,522.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	PARTNERSHIP INCOME			1	44,381.	
c	TAX REFUND			1	64,426.	
d						
e						
12	Subtotal Add columns (b), (d), and (e)				1,533,278.	
13	Total Add line 12, columns (b), (d), and (e)				13	1,533,278.

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule

[illegible]

**Sign
Here**

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

Signature of officer or trustee

07/31/2014
Date

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

WESLEY HIRSCHBERG

Preparer's signature

Wesley K. K. K.

Date

07/31/2014

Check ☐ if self-employed

PTIN

P00162244

Firm's name ▶ ERNST & YOUNG U.S. LLP

Firm's address ► 155 N. WACKER

CHICAGO, IL

60606

Phone no 312-879-2000

Form **990-PF** (2013)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	1,339,949.	1,339,574.
TOTAL	1,339,949.	1,339,574.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME	44,381.	-49.
COUNTY TAX REFUND 2010	64,426.	
	-----	-----
TOTALS	108,807.	-49.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FED EST. TAX PAYMENTS	29,869.	
FOREIGN TAXES	5,081.	5,214.
	-----	-----
TOTALS	34,950. =====	5,214. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	540.	540.
OTHER EXPENSE	8,704.	8,704.
8802 TAX PAID.	85.	85.
PARTNERSHIP DEDUCTION		42.
TOTALS	9,329.	9,371.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ACCRUED INTEREST PAID	673.
DIFF. BETWEEN FMV & TC OF GIFTED ART WORK	20,000.

TOTAL	20,673.
	=====

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

RECIPIENT NAME:
KEMPER MUSEUM OF CONTEMPORARY
ARTS
ADDRESS:
4200 WARWICK BLVD
KANSAS CITY, MO 64111
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,979,927.

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

RECIPIENT NAME:
BOULDER MUSEUM OF CONTEMPORARY
ART
ADDRESS:
1750 13TH STREET
BOULDER, CO 80302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 16,000.

RECIPIENT NAME:
EISENHOWER MEDICAL CENTER
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
CHATHAM ORPHEUM THEATER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF PUBLIC CHARITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
ENACTUS 2013 NATIONAL EXPOSITION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
CEDARS CAMP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

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

RECIPIENT NAME:
NATIONAL CHURCHILL MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
AMERICAN ROYAL ASSN. BLDG FUND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF GENERAL ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
LYRIC OPERA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
AVILA UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT OF CHARITABLE ACTIVITIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

KANSAS CITY PUBLIC LIBRARY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:

WOMEN'S FOUNDATION OF K.C.

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

NATIONAL JEWISH MEDICAL RESEARCH

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

CITY UNION MISSION

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT OF CHARITABLE ACTIVITIES

FOUNDATION STATUS OF RECIPIENT:

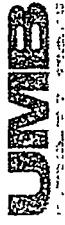
PC

AMOUNT OF GRANT PAID 45,000.

TOTAL GRANTS PAID:

2,556,927.

=====



Account Name.

William T Kemper Charitable Trust

Account Number.
Statement Period

100152

Jan. 1 - Dec. 31, 2013

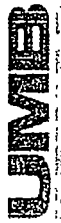
Page 9 of 82

Statement of Investment Position

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Common Stock							
2,875 Abbott Laboratories	ABT 002824100	11.49	33,033.99	38.33	110,198.75	77,164.76	2,530 2 30
2,875 Abbvie Inc	ABBV 00287Y109	12.46	35,822.55	52.81	151,828.75	116,006.20	4,600 3 03
2,990 Ameren Corp	AEE 023608102	47.39	141,708.22	36.16	108,118.40	(33,589.82)	4,784 4 42
14,000 American Electric Power Inc	AEP 025537101	32.11	449,531.60	46.74	654,360.00	204,828.40	28,000 4 28
1,615 American Science & Engr Inc	ASEI 029429107	61.06	98,616.74	71.91	116,134.65	17,517.91	3,230 2 78
10,329 Apache Corp	APA 037411105	8.03	82,914.25	85.94	887,674.26	804,760.01	8,263 0 93
500 Apple Inc	AAPL 037833100	430.12	215,059.10	561.02	280,510.00	65,450.90	6,100 2 17
4,200 Archer Daniels Midland Co	ADM 039483102	38.18	160,375.50	43.40	182,280.00	21,904.50	4,032 2 21
18,856 AT & T Inc	T 00206R102	22.26	419,806.07	35.16	662,976.96	243,170.89	34,695 5 23
6,410 Australia & New Zealand Banking Grp Ltd One ADR Represents 5 Ord Shares	ANZBY 052528304	23.78	152,397.75	28.84	184,832.35	32,434.60	9,339 5 05
6,280 Barrick Gold Corp	ABX 067901108	29.75	186,845.95	17.63	110,716.40	(76,129.55)	1,256 1 13
2,500 BHP Billiton Ltd One ADR Represents 2 Ord Shrs	BHP 088606108	67.04	167,594.74	68.20	170,500.00	2,905.26	5,800 3 40
12,535 Boardwalk Pipeline Partners LP	BWP 096627104	31.02	388,821.32	25.52	319,893.20	(68,928.12)	26,700 8 35
1,300 Bristol Myers Squibb Co	BMJ 110122108	39.14	50,884.47	53.15	69,095.00	18,210.53	1,872 2 71
1,615 Canadian Pacific Railway Ltd	CP 13645T100	19.85	32,057.75	151.32	244,381.80	212,324.05	2,145 0 88
760 Casey's General Stores Inc	CASY 147528103	9.80	7,448.00	70.25	53,390.00	45,942.00	547 1 02
3,700 Cenovus Energy Inc	CVE 15135U109	26.93	99,657.56	28.65	106,005.00	6,347.44	3,448 3 25
31,920 Cerner Corp	CERN 156782104	5.59	178,425.30	55.74	1,779,220.80	1,600,795.50	0
8,733 Chevron Corp	CVX 166764100	60.98	532,520.13	124.91	1,090,839.03	558,318.90	34,932 3 20



000387 304/2319



Account Name:

William T Kemper Charitable Trust

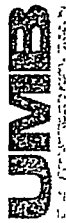
Account Number: 100152

Page 10 of 82

Statement Period: Jan 1 - Dec 31, 2013

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Estimated Annual Yield Income %
		Unit	Total	Unit	Total	
Equity Securities (continued)						
Common Stock (continued)						
3,955 Cintas Corp	CTAS 172908105	5.84	23,095.12	59.59	235,678.45	3,045 1.29
1,440 Cliffs Natural Resources Inc.	CLF 18683K101	34.84	50,173.92	26.21	37,742.40	864 2.29
6,900 Coca Cola Co	KO 191216100	31.47	217,139.75	41.31	285,039.00	7,728 2.71
2,920 Colgate Palmolive Co	CL 194162103	37.30	108,907.00	65.21	190,413.20	3,971 2.09
6,662 Commerce Bancshares Inc	CBSH 200525103	14.39	95,853.11	44.91	299,190.42	5,996 2.00
10,514 ConocoPhillips	COP 20825C104	20.76	218,275.29	70.65	742,814.10	29,019 3.91
3,040 Curtiss Wright Corp	CW 231561101	26.96	81,960.07	62.23	189,179.20	1,216 0.64
2,210 Devon Energy Corp New	DVN 25179M103	12.22	27,001.69	61.87	136,732.70	1,945 1.42
2,500 Digital Realty Trust Inc	DLR 253868103	73.50	183,746.00	49.12	122,800.00	7,800 6.35
7,065 Dominion Resources Inc	D 25746U109	38.94	275,093.48	64.69	457,034.85	15,896 3.48
4,709 Du Pont E I De Nemours & Co	DD 263534109	37.69	177,485.94	64.97	305,943.73	8,476 2.77
2,828 Duke Energy Hldg Corp	DUK 26441C204	54.04	152,838.46	69.01	195,160.28	8,823 4.52
3,500 Eaton Corp Plc Sedol B8KQN82	ETN G29183103	51.91	181,669.60	76.12	266,420.00	5,880 2.21
3,230 Ebay Inc	EBAY 278642103	37.55	121,284.35	54.87	177,213.95	0
5,605 EMC Corp	EMC 268648102	12.89	72,221.79	25.15	140,965.75	2,242 1.59
3,230 Empire District Electric Co	EDE 291641108	17.86	57,696.12	22.69	73,288.70	15,592.58
3,700 Encana Corp (USD)	ECA 292505104	28.60	105,821.94	18.05	66,785.00	3,295 4.50
7,488 ExxonMobil Corp	XOM 30231G102	15.64	117,116.50	101.20	757,785.50	1,036 1.55
7,980 Fedex Corp	FDX 31428X106	41.18	328,582.27	143.77	1,147,284.50	18,870 2.49
						4,788 0.42



Account Name.

William T Kemper Charitable Trust

Account Number
Statement Period

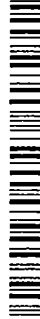
100152

Jan. 1 - Dec. 31, 2013

Page 11 of 82

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Common Stock (continued)							
15,000 Firstenergy Corp	FE 337932107	35.82	537,232.60	32.98	494,700.00	(42,532.60)	23,000 6.67
1,615 Gallagher Arthur J & CO	AJG 363576109	28.04	45,284.60	46.93	75,791.95	30,507.35	2,261 2.98
4,000 General Electric Co	GE 369604103	24.60	98,399.60	28.03	112,120.00	13,720.40	3,520 3.14
6,215 GlaxoSmithKline Plc One ADR rpstg 2 Ord Shares	GSK 37733W105	38.65	240,239.72	53.39	331,818.85	91,579.13	11,972 4.51
1,995 Great Plains Energy Inc	GXP 391164100	21.98	43,847.45	24.24	48,358.80	4,511.35	1,835 3.80
1,710 Hubbell Inc	HUB/B 443510201	25.76	44,052.86	108.90	186,219.00	142,166.14	3,420 1.84
7,204 Intel Corp	INTC 458140100	20.95	150,890.66	25.96	186,979.82	36,089.16	6,484 3.47
3,230 International Business Machines	IBM 459200101	12.96	41,868.87	187.57	605,851.10	563,982.23	12,274 2.03
3,560 Johnson & Johnson	JNJ 478160104	59.98	213,515.04	91.59	326,060.40	112,545.36	9,398 2.88
2,000 JPMorgan Chase & Co	JPM 46625H100	49.05	98,100.60	58.48	116,960.00	18,859.40	3,040 2.60
4,845 Kansas City Life Insurance Co	KCLI 484836101	21.94	106,280.00	47.74	231,300.30	125,020.30	5,233 2.26
4,615 Kraft Foods Group Inc	KRFT 50076Q106	43.85	202,375.06	53.91	248,794.65	46,419.59	9,692 3.90
5,605 Lilly Eli & Co	LLY 532457108	13.55	75,938.25	51.00	285,855.00	209,916.75	10,986 3.84
8,500 Marathon Oil Corp	MRO 565849106	7.00	59,510.57	35.30	300,050.00	240,539.43	6,460 2.15
4,250 Marathon Petroleum Corp	MPC 56585A102	9.47	40,255.68	91.73	389,852.50	349,596.82	7,140 1.83
4,375 Matson Inc	MATX 57686G105	17.17	75,111.98	26.11	114,231.25	39,119.27	2,800 2.45
3,230 McCormick & Co Inc	MKC 579780206	10.94	35,328.12	68.92	222,611.60	187,283.48	4,780 2.15
2,429 McDonalds Corp	MCD 580135101	79.06	192,036.18	97.03	235,685.87	43,649.69	7,870 3.34
715 Medtronic Inc	MDT 585055106	45.15	32,282.25	57.39	41,033.85	8,751.60	801 1.95



000387 3052319

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Common Stock (continued)							
4,602 Merck & Co Inc	MRK 58933Y105	11.25	51,787.66	50.05	230,330.10	178,542.44	8,100 3.52
1,615 MGE Energy Inc	MGEE 55277P104	31.55	50,959.71	57.71	93,208.11	42,248.40	2,632 2.82
3,515 Microsoft Corp	MSFT 594918104	22.57	79,331.75	37.41	131,496.15	52,164.40	3,937 2.99
4,590 Monarch Cement Co	MCEM 609031109	16.80	77,094.10	24.35	111,766.50	34,672.40	4,223 3.78
2,000 Monsanto Co	MON 61166W101	76.09	152,179.40	116.55	233,100.00	80,920.60	3,440 1.48
12,410 Murphy Oil Corp	MUR 626717102	7.27	90,271.99	64.88	805,160.80	714,888.81	15,513 1.93
3,102 Murphy USA Inc	MUSA 626755102	4.69	14,558.49	41.56	128,919.12	114,360.63	0
4,280 Newmont Mining Corp	NEM 651639106	24.13	103,277.37	23.03	98,568.40	(4,708.97)	3,424 3.47
6,150 NextEra Energy Inc	NEE 65339F101	46.96	288,785.73	85.62	526,563.00	237,777.27	16,236 3.08
12,240 Noble Energy Inc	NBL 655044105	5.41	66,177.94	68.11	833,666.40	767,488.46	6,854 0.82
4,900 Northern Trust Corp	NTRS 665859104	39.17	191,939.96	61.89	303,261.00	111,321.04	6,076 2.00
1,500 Novartis AG - ADR One ADR repstg 1 Ord Share	NVS 66987V109	70.14	105,212.55	80.38	120,570.00	15,357.45	3,086 2.56
2,250 Nucor Corp	NUE 670346105	12.12	27,278.91	53.38	120,105.00	92,826.09	3,330 2.77
6,600 Oracle Corp	ORCL 68389X105	5.44	35,881.74	38.26	252,516.00	216,634.26	3,168 1.25
4,000 Paychex Inc	PAYX 704326107	34.37	137,478.90	45.53	182,120.00	44,641.10	5,600 3.07
3,965 Pepsico Inc	PEP 713448108	42.96	170,321.08	82.94	328,857.10	158,536.02	9,001 2.74
10,000 Pfizer Inc	PFE 717081103	17.38	173,750.00	30.63	306,300.00	132,550.00	10,400 3.40
13,370 PG&E Corporation	PCG 69331C108	41.94	560,737.85	40.28	538,543.60	(22,194.25)	24,333 4.52
5,257 Phillips 66	PSX 718546104	12.34	64,860.09	77.13	405,472.41	340,612.32	8,201 2.02



Account Name.

William T Kemper Charitable Trust

Account Number
Statement Period.

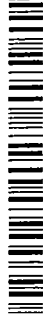
100152

Jan 1 - Dec 31, 2013

Page 13 of 82

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Common Stock (continued)							
3,000 Plains All Amer Pipeline LP	PAA 726503105	39.06	117,167.00	51.77	155,310.00	38,143.00	7,200 4.64
12,825 Qualcomm Inc	QCOM 747525103	3.35	42,983.79	74.25	952,256.25	909,272.46	17,955 1.89
950 Raytheon Co	RTN 755111507	42.76	40,623.00	90.70	86,165.00	45,542.00	2,090 2.43
1,360 Schlumberger Ltd	SLB 806857108	19.73	26,836.86	90.11	122,549.60	95,712.74	1,700 1.39
3,230 Sherwin Williams CO	SHW 824348106	23.20	74,928.60	183.50	592,705.00	517,776.40	6,460 1.09
6,000 Southern Co	SO 842587107	46.16	276,933.80	41.11	246,660.00	(30,273.80)	12,180 4.94
4,000 Spectra Energy Corp	SE 847560109	30.58	122,326.80	35.62	142,480.00	20,153.20	4,880 3.43
1,995 Target Corp	TGT 87612E106	24.14	48,165.48	63.27	126,223.65	78,058.17	3,431 2.72
5,985 Torchmark Corp	TMK 891027104	18.09	108,275.55	78.15	467,727.75	359,452.20	4,070 0.87
2,000 Toronto Dominion Bank	TD 891160509	72.70	145,391.20	94.24	188,480.00	43,088.80	6,444 3.42
2,696 Total S A	TOT 89151E109	54.63	147,294.07	61.27	165,183.92	17,889.85	7,080 4.29
53,922 UMB Financial Corp	UMBF 902788108	11.81	636,562.50	64.28	3,466,106.16	2,829,543.66	18,530 1.40
1,200 Union Pacific Corp	UNP 907818108	111.99	134,386.20	168.00	201,600.00	67,213.80	3,792 1.88
1,615 United Parcel Service Inc Class B Shares	UPS 911312106	59.88	96,710.24	105.08	169,704.20	72,993.96	4,005 2.36
1,615 United Technologies Corp	UTX 913017109	33.80	54,587.00	113.80	183,787.00	129,200.00	3,811 2.07
10,056 V F Corp	VFC 918204108	20.60	207,170.01	62.34	626,891.04	419,721.03	10,559 1.68
10,000 Vale SA-SP ADR 1 ADR Repsts 1 Ord Shr	VALE 91912E105	16.31	163,125.00	15.25	152,500.00	(10,625.00)	1,310 0.86
4,000 Verizon Communications Inc	VZ 92343V104	43.41	173,652.00	49.14	196,560.00	22,908.00	8,480 4.31
5,000 Vodafone Group Plc One ADR Represents 10 Ord Shares	VOD 92857W209	33.42	167,097.50	39.31	196,550.00	29,452.50	7,950 4.04



000357 306/2319



Account Name:

William T Kemper Charitable Trust

Account Number:

100152

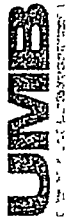
Statement Period:

Jan. 1 - Dec. 31, 2013

Page 14 of 82

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Equity Securities (continued)							
Common Stock (continued)							
2,600 Wells Fargo & Co	WFC 949746101	37.64	97,855.68	45.40	118,040.00	20,184.32	3,120 2.64
3,506 Weyerhaeuser Co	WY 962166104	22.18	77,770.67	31.57	110,684.42	32,913.75	3,085 2.79
3,300 Williams Partners LP	WPZ 96950F104	46.18	152,404.56	50.86	167,838.00	15,433.44	11,583 6.90
3,910 Woodside Petroleum Ltd One ADR Represents 1 Ord Shr	WOPEY 980228308	5.07	19,823.70	34.80	136,075.82	116,252.12	5,830 4.28
Total Common Stock		13,935,989.91	32,387,303.72		18,451,313.81	782,221	
Total Equity Securities		13,935,989.91	32,387,303.72		18,451,313.81	782,221	
Fixed Income Securities							
Government & Agency Bonds							
2,257 515 Govt National Mtg Assn DTD 6/1/2002 5.5000% 6/20/2017 Pool # 003244	36202DS93	1.01	2,280.10	106.94	2,414.13	134.03	124 5.14
Total Government & Agency Bonds		2,280.10	2,414.13		134.03	124	
Corporate Bonds							
600,000 Aflac Inc DTD 8/9/2010 3.450% 8/15/2015 Sr Unsecured Notes A-	001055AE2	1.06	638,958.00	104.42	626,538.00	(12,420.00)	20,700 1.45
500,000 American Express Credit Corp DTD 9/19/2011 2.800% 9/19/2016 Sr Unsecured Notes A-	0258M0DC0	1.04	521,435.00	104.49	522,440.00	1,005.00	14,000 1.34
500,000 AT&T Inc DTD 2/13/2012 1.600% 2/15/2017 Sr Unsecured Notes A-	00206RBC5	1.02	509,590.00	99.86	499,300.00	(10,290.00)	8,000 1.17
500,000 Bank New York Co Inc MTN DTD 7/28/2011 2.300% 7/28/2016 A+	06406HBX6	1.04	518,870.00	103.28	516,390.00	(2,480.00)	11,500 1.01
500,000 Baxter International Inc DTD 8/8/2006 5.900% 9/1/2016 Sr Unsecured A	071813AW9	1.15	577,390.00	112.68	563,405.00	(13,985.00)	29,500 1.05



Account Name:

William T Kemper Charitable Trust

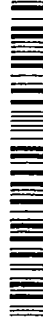
Account Number: 100152

Page 15 of 82

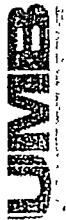
Statement Period: Jan 1 - Dec 31, 2013

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income %	Yield %
			Unit	Total	Unit	Total			
Fixed Income Securities (continued)									
Corporate Bonds (continued)									
500,000	BP Capital Markets Plc DTD 5/8/2009 3.625% 5/8/2014 A	05565QBL1	1.06	529,070.00	101.10	505,495.00	(23,575.00)	18,125	1.30
400,000	Caterpillar Inc DTD 5/27/2011 1.375% 5/27/2014 Sr Unsecured Notes A	149123BU4	1.01	403,376.00	100.39	401,552.00	(1,824.00)	5,500	1.08
400,000	Cisco Systems Inc DTD 3/16/2011 1.625% 3/14/2014 AA-	17275RAJ1	1.01	405,408.00	100.25	401,016.00	(4,392.00)	6,500	1.12
106,000	Conocophillips DTD 2/3/2009 4.750% 2/1/2014 A	20825CAS3	1.09	115,977.78	100.34	106,359.34	(9,618.44)	5,035	1.06
500,000	Daimler Finance Na LLC DTD 1/11/2013 1.250% Ser 144A 1/11/2016 Sr Unsecurity A-	233851AT1	1.00	501,510.00	100.07	500,355.00	(1,155.00)	6,250	1.13
500,000	E I Du Pont De Nemours Co DTD 9/23/2010 1.950% 1/15/2016 Sr Unsecured Notes A	263534CD9	1.02	510,240.00	102.04	510,200.00	(40.00)	9,750	1.45
600,000	Fiserv Inc DTD 9/21/2010 3.125% 10/1/2015 Sr Unsecured Notes BBB-	337738AH1	1.04	623,316.00	103.53	621,204.00	(2,112.00)	18,750	1.95
600,000	General Electric Co DTD 12/6/2007 5.250% 12/6/2017 Senior Unsecured Notes AA+	369604BC6	1.16	696,744.00	113.19	679,164.00	(17,580.00)	31,500	2.19
325,000	Goldman Sachs Group Inc DTD 9/29/2004 5.000% 10/1/2014 A-	38143UAW1	1.05	342,121.00	103.18	335,331.75	(6,789.25)	16,250	2.77
200,000	Hewlett Packard Co DTD 2/26/2009 4.750% 6/2/2014 Sr Unsecured Notes BBB+	428236AV5	1.05	209,600.00	101.60	203,202.00	(6,398.00)	9,500	3.71



000367 307/2319



Account Name:

William T Kemper Charitable Trust

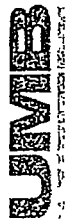
Account Number: 100152

Page 16 of 82

Statement Period: Jan 1 - Dec 31, 2013

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Corporate Bonds (continued)							
400,000 Home Depot Inc DTD 3/24/2006 5.400% 3/1/2016 Senior Notes A	437076AP7	1.16	464,604.00	109.69	438,756.00	(25,848.00)	21,600 1.35
500,000 Honeywell International Inc DTD 3/15/2007 5.300% 3/15/2017	438516AS5	1.19	592,890.00	111.38	556,875.00	(36,015.00)	26,500 1.33
500,000 JPMorgan Chase & Co DTD 8/20/2012 2.000% 8/15/2017 Sr Unsecured Notes A	48126EAA5	1.00	502,350.00	101.44	507,175.00	4,825.00	10,000 1.38
500,000 Lilly Eli & Co DTD 3/6/2009 4.200% 3/6/2014 Sr Unsecured Notes AA-	532457BE7	1.08	540,365.00	100.66	503,290.00	(37,075.00)	21,000 0.82
400,000 Lowes Companies Inc DTD 11/22/2010 2.125% 4/15/2016 Sr Unsecured Notes Call 3/15/16 @ 100 A-	548661CS4	1.02	406,680.00	102.57	410,272.00	3,592.00	8,500 1.73
400,000 Merck & Co Inc DTD 12/10/2010 2.250% 1/15/2016 AA	58933YAB1	1.04	414,824.00	103.30	413,200.00	(1,624.00)	9,000 1.34
500,000 Paccar Finl Corp DTD 3/6/2012 1.600% 3/15/2017 Sr Unsecured Notes A+	69371RK54	1.02	511,770.00	99.86	499,280.00	(12,490.00)	8,000 1.08
500,000 Pepsico Inc DTD 1/14/2010 3.100% 1/15/2015 A-	713448BM9	1.05	525,980.00	102.75	513,730.00	(12,250.00)	15,500 1.58
400,000 Praxair Inc DTD 11/2/2006 5.375% 11/1/2016 A	74005PAN4	1.17	466,386.00	111.53	446,116.00	(20,270.00)	21,500 1.39
500,000 Shell International Fin DTD 3/23/2009 4.000% 3/21/2014 Sr Unsecured Notes AA	822582AF9	1.08	538,580.00	100.79	503,970.00	(34,610.00)	20,000 1.10



Account Name.

William T Kemper Charitable Trust

Account Number: 100152

Page 17 of 82

Statement Period: Jan. 1 - Dec. 31, 2013

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Yield Income %
		Unit	Total	Unit	Total		
Fixed Income Securities (continued)							
Corporate Bonds (continued)							
400,000 Simon Property Group Inc DTD 11/16/2011 2.800% 1/30/2017 Sr Unsecured A	828807CH8	1.07	426,996.00	103.43	413,724.00	(13,272.00)	11,200 1.16
500,000 Total Capital SA DTD 9/15/2010 2.300% 3/15/2016 AA-	89152UAE2	1.05	524,550.00	103.03	515,155.00	(9,395.00)	11,500 0.89
400,000 United Technologies Corp DTD 4/29/2005 4.875% 5/1/2015 A	913017BH1	1.12	449,204.00	105.68	422,720.00	(26,484.00)	19,500 1.11
400,000 UnitedHealth Group Inc DTD 3/2/2006 5.375% 3/15/2016 A	91324PAQ5	1.16	463,888.00	109.46	437,848.00	(26,040.00)	21,500 1.40
625,000 Vale Overseas Ltd DTD 1/10/2006 6.250% 1/11/2016 A-	91911TAF0	1.14	710,125.00	108.88	680,468.75	(29,656.25)	39,063 2.41
500,000 Verizon Communications Inc DTD 3/28/2011 1.950% 3/28/2014 Sr Unsecured Notes BBB+	92343VBA1	1.02	512,375.00	100.37	501,835.00	(10,540.00)	9,750 0.95
400,000 Wachovia Corp DTD 6/8/2007 5.750% 6/15/2017 Senior Notes A+	929903DT6	1.19	475,636.00	114.07	456,280.00	(19,356.00)	23,000 1.49
400,000 Wyeth DTD 11/14/2005 5.500% 2/15/2016 AA	983024AJ9	1.16	464,652.00	109.81	439,248.00	(25,404.00)	22,000 1.45
Total Corporate Bonds		16,095,460.78		15,651,894.84		(443,565.94)	529,973
Total Fixed Income Securities		16,097,740.88		15,654,308.97		(443,431.91)	530,097

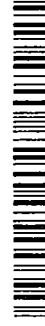


Real Estate / Oil & Gas

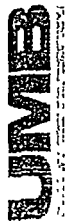
1 505 ounces (101 five ounce bars) @ \$991
= \$500,455.00

500,455.00 500,455.00 500,455.00

0



000367 308/2319



Account Name:

William T Kemper Charitable Trust

Account Number. 100152

Page 18 of 82

Statement Period: Jan. 1 - Dec. 31, 2013

Statement of Investment Position (continued)

Units Description	Symbol Cusip	Cost Basis		Market Value		Unrealized Gain / (Loss)	Estimated Annual Income %
		Unit	Total	Unit	Total		
Real Estate / Oil & Gas (continued)							
Real Estate / Oil & Gas (continued)							
1 Autumn Trees-The Chestnut Tree The Chestnut Tree-Red-Red, 1924 by George O'keeffe 36.13" x 30.06" Oil on Canvas		875,293.55	875,293.55	2,100,000.00	2,100,000.00	1,224,706.45	0
1 Painting "Untitled" By Willem Dekooning 1977 Oil On Canvas 60 x 48 Purchased in 1999 On Loan To KMCA		1,000,000.00	1,000,000.00	7,000,000.00	7,000,000.00	6,000,000.00	0
Total Real Estate / Oil & Gas			2,375,748.55		9,600,455.00	7,224,706.45	0
Total Real Estate / Oil & Gas			2,375,748.55		9,600,455.00	7,224,706.45	0
Money Markets and Cash							
Money Market Funds							
3,082,949.6 Fidelity Treasury Only Fund #680	233809300	1.00	3,082,949.60	1.00	3,082,949.60		304 0 01
Total Money Market Funds			3,082,949.60		3,082,949.60	0.00	304
Cash							
938.47 Cash		1.00	938.47	1.00	938.47		0
Total Cash			938.47		938.47	0.00	0
Total Money Markets and Cash			3,083,888.07		3,083,888.07	0.00	304
Account Total			35,493,367.41		60,725,955.76	25,232,588.35	1,312,628

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return**
 ► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WILLIAM T KEMPER CHARITABLE TRUST 100152	43-6362480
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	UMB BANK N.A. P. O. BOX 415044 M/S 1020307	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	KANSAS CITY, MO 64141-6692	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► UMB BANK, N.A.

Telephone No ► (816) 860-7711

FAX No ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ► ☒ calendar year 2013 or
 ► ☐ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	25,796.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	33,001.
c Balance due Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	

Caution If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2014)