Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public

▶ Information about Form 990-PF and its separate instructions is at www irs gov/form990pf

OMB No 1545-0052

2013

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

A Employer identification number: 43-6362480

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

Room/suite:

B Telephone number (see instructions): 816-860-7711

City or town, state or province, country, and ZIP or foreign postal code: KANSAS CITY, MO 64141-6692

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 ▶ ☐

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)

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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.		STMT 2
	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-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing		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 ▶ ARTWORK (SEE ATTACHED))	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, ▶ [X] **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) ▶ SEE STATEMENT 6	3	20,673.
4	Add lines 1, 2, and 3	4	35,493,504.
5	Decreases not included in line 2 (itemize) ▶ CORP. ACTION VF CORP	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.

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) 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				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 (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))
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	8	2,675,199.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] 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 [X] 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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.*	8b	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.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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.	Line	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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? — 5b

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: 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? — 7b

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

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

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

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 ▶	

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 11 ,20 ,20		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 ▶ $ 2,675,199.				
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 XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers.

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 10				2,556,927
Total . . . . ▶ **3a**				2,556,927.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	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.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

▶ Jenilee M. Booth-Lions | 07/31/2014 | ▶

Signature of officer or trustee | 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG	Wesley Hirschberg	07/31/2014		P00162244
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 155 N. WACKER CHICAGO, IL 60606			Phone no 312-879-2000	

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.

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.

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 CHARITBALE 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.

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

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 FOOUNDATION 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.

Statement of Investment Position

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Public Securities								
	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	BMY 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

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Equity Securities (continued)								
	Common Stock *(continued)*								
3,955	Cintas Corp	CTAS 172908105	5.84	23,095.12	59.59	235,678 45	212,583 33	3,045	1 29
1,440	Cliffs Natural Resources Inc.	CLF 18683K101	34.84	50,173.92	26.21	37,742 40	(12,431.52)	864	2 29
6,900	Coca Cola Co	KO 191216100	31.47	217,139.75	41 31	285,039 00	67,899.25	7,728	2 71
2,920	Colgate Palmolive Co	CL 194162103	37.30	108,907.00	65.21	190,413 20	81,506 20	3,971	2.09
6,662	Commerce Bancshares Inc	CBSH 200525103	14.39	95,853.11	44.91	299,190 42	203,337 31	5,996	2.00
10,514	ConocoPhillips	COP 20825C104	20.76	218,275.29	70 65	742,814 10	524,538 81	29,019	3 91
3,040	Curtiss Wright Corp	CW 231561101	26.96	81,960.07	62.23	189,179 20	107,219.13	1,216	0 64
2,210	Devon Energy Corp New	DVN 25179M103	12.22	27,001.69	61.87	136,732 70	109,731.01	1,945	1.42
2,500	Digital Realty Trust Inc	DLR 253868103	73.50	183,746.00	49 12	122,800 00	(60,946 00)	7,800	6.35
7,065	Dominion Resources Inc	D 25746U109	38.94	275,093.48	64.69	457,034 85	181,941.37	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	128,457.79	8,476	2.77
2,828	Duke Energy Hldg Corp	DUK 26441C204	54.04	152,838.46	69.01	195,160 28	42,321.82	8,823	4.52
3,500	Eaton Corp Plc Sedol B8KQN82	ETN G29183103	51.91	181,669.60	76.12	266,420 00	84,750.40	5,880	2 21
3,230	Ebay Inc	EBAY 278642103	37.55	121,284.35	54.87	177,213 95	55,929 60	0	
5,605	EMC Corp	EMC 268648102	12.89	72,221.79	25.15	140,965 75	68,743.96	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	3,295	4.50
3,700	Encana Corp (USD)	ECA 292505104	28.60	105,821.94	18.05	66,785 00	(39,036.94)	1,036	1.55
7,488	ExxonMobil Corp	XOM 30231G102	15.64	117,116.50	101.20	757,785 60	640,669.10	18,870	2 49
7,980	Fedex Corp	FDX 31428X106	41.18	328,582.27	143.77	1,147,284 60	818,702.33	4,788	0.42

UMB

Account Name. William T Kemper Charitable Trust

Account Number 100152
Statement Period Jan. 1 - Dec. 31, 2013

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Equity Securities (continued)								
	Common Stock (continued)								
15,000	Firstenergy Corp	FE 337932107	35.82	537,232 60	32 98	494,700 00	(42,532.60)	33,000	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

000367 305/2319

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
Equity Securities (continued)									
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

Statement of Investment Position (continued)

Units	Description	Symbol / Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Equity Securities (continued)								
	Common Stock (continued)								
3,000	Plains All Amern 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 Sponsored ADR repstg .5 ord shs	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

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	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	782,22[illegible]	
	Total Equity Securities			13,935,989.91		32,387,303.72	18,451,313.81	782,22[illegible]	
	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

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	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

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	Fixed Income Securities (continued)								
	Corporate Bonds *(continued)*								
400,000	Home Depot Inc		1.16	464,604.00	109.69	438,756.00	(25,848.00)	21,600	1.35
	DTD 3/24/2006 5.400% 3/1/2016	437076AP7							
	Senior Notes								
	A								
500,000	Honeywell International Inc		1.19	592,890.00	111.38	556,875.00	(36,015.00)	26,500	1.33
	DTD 3/15/2007 5.300% 3/15/2017	438516AS5							
	A								
500,000	JPMorgan Chase & Co		1.00	502,350.00	101.44	507,175.00	4,825.00	10,000	1.88
	DTD 8/20/2012 2.000% 8/15/2017	48126EAA5							
	Sr Unsecured Notes								
	A								
500,000	Lilly Eli & Co		1.08	540,365.00	100.66	503,290.00	(37,075.00)	21,000	0.82
	DTD 3/6/2009 4.200% 3/6/2014	532457BE7							
	Sr Unsecured Notes								
	AA-								
400,000	Lowes Companies Inc		1.02	406,680.00	102.57	410,272.00	3,592.00	8,500	1.73
	DTD 11/22/2010 2.125% 4/15/2016	548661CS4							
	Sr Unsecured Notes								
	Call 3/15/16 @ 100								
	A-								
400,000	Merck & Co Inc		1.04	414,824.00	103.30	413,200.00	(1,624.00)	9,000	1.34
	DTD 12/10/2010 2.250% 1/15/2016	58933YAB1							
	AA								
500,000	Paccar Finl Corp		1.02	511,770.00	99.86	499,280.00	(12,490.00)	8,000	1 08
	DTD 3/6/2012 1.600% 3/15/2017	69371RK54							
	Sr Unsecured Notes								
	A+								
500,000	Pepsico Inc		1.05	525,980.00	102.75	513,730.00	(12,250 00)	15,500	1 58
	DTD 1/14/2010 3.100% 1/15/2015	713448BM9							
	A-								
400,000	Praxair Inc		1.17	466,386.00	111.53	446,116.00	(20,270.00)	21,500	1.89
	DTD 11/2/2006 5 375% 11/1/2016	74005PAN4							
	A								
500,000	Shell International Fin		1 08	538,580.00	100.79	503,970.00	(34,610.00)	20,000	1 10
	DTD 3/23/2009 4.000% 3/21/2014	822582AF9							
	Sr Unsecured Notes								
	AA								

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	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								
	Real Estate / Oil & Gas								
1	505 ounces (101 five ounce bars) @ $991 = $500,455.00		500,455.00	500,455 00	500,455.00	500,455 00		0	

Statement of Investment Position (continued)

Units	Description	Symbol Cusip	Cost Basis Unit	Cost Basis Total	Market Value Unit	Market Value Total	Unrealized Gain / (Loss)	Estimated Annual Income	Yield %
	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	

Form **8868** (Rev January 2014) Department of the Treasury Internal Revenue Service

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	Name of exempt organization or other filer, see instructions WILLIAM T KEMPER CHARITABLE TRUST 100152	Employer identification number (EIN) or 43-6362480
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions UMB BANK N.A. P. O. BOX 415044 M/S 1020307	Social security number (SSN)
	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) . . . . [0 4]

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

▶ [X] calendar year 20 13 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