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Return of Private Foundation

OMB No 1545-0052

2013

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

For calendar year 2013 or tax year beginning

APR 1, 2013

, and ending

MAR 31, 2014

Name of foundation

WILLIAM T. KEMPER II CHARITABLE TRUST

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

118 WEST 47TH STREET

A Employer identification number

43-6337610

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

KANSAS CITY, MO 64112

B Telephone number
(816) 234-2568G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeD 1. Foreign organizations, check here ►
2. Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► I Fair market value of all assets at end of year Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

► \$ 5,161,042. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3 Dividends and interest from securities		134,452.	134,452.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	388,660.	128,711.	128,711.		
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		263,163.	263,163.		
13 Compensation of officers, directors, trustees, etc		57,948.	29,849.		28,099.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes	STMT 2	3,708.	0.		
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		61,656.	29,849.		28,099.
25 Contributions, gifts, grants paid		218,500.			218,500.
26 Total expenses and disbursements. Add lines 24 and 25		280,156.	29,849.		246,599.
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)		-16,993.	233,314.	N/A	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	38,396.	41,251.	41,251.
2	Savings and temporary cash investments			
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 3	2,013,793.	2,076,771.
c	Investments - corporate bonds	STMT 4	1,384,769.	1,301,943.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 5	234,999.	234,999.
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,671,957.	3,654,964.
				5,161,042.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0.	0.
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds		3,671,957.	3,654,964.
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.
30	Total net assets or fund balances		3,671,957.	3,654,964.
31	Total liabilities and net assets/fund balances		3,671,957.	3,654,964.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,671,957.
2	Enter amount from Part I, line 27a	2	-16,993.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	3,654,964.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,654,964.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				VARIOUS	03/31/14
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 388,660.		259,949.	128,711.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			128,711.		
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	128,711.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	234,815.	4,520,891.	.051940
2011	287,754.	4,482,299.	.064198
2010	224,027.	4,346,545.	.051541
2009	239,445.	4,003,335.	.059811
2008	240,572.	4,217,048.	.057047

2 Total of line 1, column (d)

2 .284537

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 .056907

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 4,872,632.

5 Multiply line 4 by line 3

5 277,287.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 2,333.

7 Add lines 5 and 6

7 279,620.

8 Enter qualifying distributions from Part XII, line 4

8 246,599.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	1	4,666.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				2	0.
3	Add lines 1 and 2				3	4,666.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-				5	4,666.
6	Credits/Payments:					
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,680.			
b	Exempt foreign organizations - tax withheld at source	6b				
c	Tax paid with application for extension of time to file (Form 8868)	6c				
d	Backup withholding erroneously withheld	6d				
7	Total credits and payments. Add lines 6a through 6d	7	3,680.			
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	986.			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10				
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► Refunded	11				

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>	1a	X
1c	Did the foundation file Form 1120-POL for this year?	1b	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.	1c	X
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	2	X
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A	8a	
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► COMMERCE BANK, N.A. Located at ► 118 W. 47TH ST. KANSAS, CITY, MO	Telephone no. ► (816) 234-2568	ZIP+4 ► 64112
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 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)?
 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

►

5b

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?

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?

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

N/A

7b

X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMMERCE BANK, N.A. P.O. BOX 419248	TRUSTEE			
KANSAS CITY, MO 64141-6248	5.00	29,849.	0.	0.
ROBERT W. LOYD 2046 CONDOLEA DR LEAWOOD, KS 66209-1652	TRUSTEE			
	5.00	28,099.	0.	0.

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

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

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

►

0

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

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

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



0

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

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		

Total. Add lines 1 through 3



0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 4,892,207.
b	Average of monthly cash balances	1b 54,628.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 4,946,835.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 4,946,835.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 74,203.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4,872,632.
6	Minimum investment return. Enter 5% of line 5	6 243,632.

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	1 243,632.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 4,666.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 4,666.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 238,966.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 238,966.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 238,966.

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 246,599.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 246,599.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 246,599.

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				238,966.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	32,286.			
b From 2009	41,510.			
c From 2010	10,576.			
d From 2011	70,871.			
e From 2012	12,442.			
f Total of lines 3a through e	167,685.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 246,599.			0.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				238,966.
e Remaining amount distributed out of corpus		7,633.		
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:	175,318.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	32,286.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	143,032.			
10 Analysis of line 9:				
a Excess from 2009	41,510.			
b Excess from 2010	10,576.			
c Excess from 2011	70,871.			
d Excess from 2012	12,442.			
e Excess from 2013	7,633.			

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT B	NONE	SEE STATEMENT	SEE STATEMENT	218,500.
Total				► 3a 218,500.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	134,452.	
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	128,711.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)	0.		263,163.		0.
13 Total. Add line 12, columns (b), (d), and (e)				13	263,163.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

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

- (1) Cash
- (2) Other assets

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

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

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

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

Yes No

b. If "Yes," complete the following schedule.

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

**Sign
Here**

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

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

Signature of officer or trustee

► CO-TRUSTEE

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

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST	134,452.	0.	134,452.	134,452.	
TO PART I, LINE 4	134,452.	0.	134,452.	134,452.	

FORM 990-PF	TAXES			STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	28.	0.		0.
EXCISE TAX ESTIMATED PAYMENTS	3,680.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,708.	0.		0.

FORM 990-PF	CORPORATE STOCK			STATEMENT	3
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK Stmt A	2,076,771.	3,444,076.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,076,771.	3,444,076.

FORM 990-PF	CORPORATE BONDS			STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS Stmt A	1,301,943.	1,421,561.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,301,943.	1,421,561.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	5
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNTIVE INVESTMENTS Stmt A	COST	234,999.	254,154.
TOTAL TO FORM 990-PF, PART II, LINE 13		234,999.	254,154.

FORM 990-PF

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

STATEMENT 6

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(816) 234-2568

FORM AND CONTENT OF APPLICATIONS

CONTACT COMMERCE BANK AT (816) 234-2568

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

990-PF

PART XVII
AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS

STATEMENT 7

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

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

STATEMENT 8

NAME OF AFFILIATED OR RELATED ORGANIZATION

LOCAL CEDAR HILL CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MOUNT HOPE MAUSOLEUM ENDOWMENT

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ANN A TRAVER CHARITABLE TRUST B

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER-CHRISTIAN CHURCH

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

IVY J TRIMMER TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ALICE G OGG TRUST UNDER WILL

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

MARY HARTMANN FOUNDATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

SHAARE SHOLEM CEMETERY TRUST

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

NAME OF AFFILIATED OR RELATED ORGANIZATION

ADATH JOSEPH CEMETERY FUND

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

WILLIAM T. KEMPER II CHARITABLE TRUST

43-6337610

NAME OF AFFILIATED OR RELATED ORGANIZATION

NINA BOZARTH T/U/W FBO KAMPF CEMETERY

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON TRUSTEE

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014

Account Number. 46-0011-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market/ Value/ Per Unit	Percent Of Assets	Annual Income	Projected Annual Income	Current Yield
<i>Cash and Cash Equivalents</i>							
Financial Square Tr Government Fd Admin Cl Fund 466	41,250.77	41,250.77 1.00	41,250.77 1.00	0.80%	2.00	0.01%	
Income Cash	-115.856.55		-115.856.55	-2.24%	0.00	0.00%	
Principal Cash	115.856.55		115.856.55	2.24%	0.00	0.00%	
Total Cash and Cash Equivalents	\$ 41,250.77		\$ 41,250.77	0.80%	\$ 2.00	0.01%	
<i>Equity Investments</i>							
Domestic Equities							
Common Stocks							
Adobe System Inc	1,000	28,255.46 28.26	65,740.00 65.74	1 27%	0.00	0.00%	
American Express Co	655	30,978.18 47.30	58,969.65 90.03	1 14%	602.00	1.02%	
American International Group Inc	500	25,079.95 50.16	25,005.00 50.01	0.48%	250.00	1.00%	
Apple Inc	125	25,205.89 201.65	67,092.50 536.74	1.30%	1,525.00	2.27%	
AT&T Inc	1,170	35,602.87 30.43	41,031.90 35.07	0.80%	2,152.00	5.25%	
Cerner Corp	600	8,187.69 13.65	33,750.00 56.25	0 65%	0.00	0.00%	
Chevron Corporation	500	58,443.85 116.89	59,455.00 118.91	1.15%	2,000.00	3.36%	
Cme Group Inc	250	16,011.55 64.05	18,505.00 74.02	0.36%	470.00	2.54%	

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014

Account Number 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Annual Income</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Commerce Bancshares Inc	5,322	317.24 0.06	247,047.24 46.42	4.79%	4,789.00	4,789.00	1.94%
Conocophillips	900	30,004.67 33.34	63,315.00 70.35	1.23%	2,484.00	2,484.00	3.92%
Continental Resources Inc OK	200	17,117.08 85.59	24,854.00 124.27	0.48%	0.00	0.00	0.00%
Costco Whsl Corp	200	22,485.10 112.43	22,336.00 111.68	0.43%	248.00	248.00	1.11%
Danaher Corp	450	16,027.50 35.62	33,750.00 75.00	0.65%	180.00	180.00	0.53%
Dover Corp	250	15,513.27 62.05	20,437.50 81.75	0.40%	375.00	375.00	1.83%
Eog Resources Incorporated	135	8,301.28 61.49	26,482.95 196.17	0.51%	67.00	67.00	0.25%
Express Scripts Holding Co	415	22,127.63 53.32	31,162.35 75.09	0.60%	0.00	0.00	0.00%
Exxon Mobil Corporation	500	25,006.50 50.01	48,840.00 97.68	0.95%	1,260.00	1,260.00	2.58%
Fidelity National Information Services	700	39,579.82 56.54	37,415.00 53.45	0.72%	672.00	672.00	1.80%
Franklin Resources Inc	750	28,853.05 38.47	40,635.00 54.18	0.79%	360.00	360.00	0.89%
General Electric Co	975	31,754.00 32.57	25,242.75 25.89	0.49%	858.00	858.00	3.40%
General Mills Inc	800	27,283.96 34.11	41,456.00 51.82	0.80%	1,312.00	1,312.00	3.16%
Google Inc Cl A	85	34,341.70 404.02	94,733.35 1,114.51	1.84%	0.00	0.00	0.00%
Intel Corp	500	10,444.70 20.89	12,907.00 25.81	0.25%	450.00	450.00	3.49%

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014

Account Number 46-0011-01-8

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Annual Income	Projected Annual Income	Current Yield
International Business Machines	150	16,498.50 109.99	28,873.50 192.49	0.56%	570.00	570.00	1.97%
iShares Nasdaq Biotechnology Index Fund	250	30,203.30 120.81	59,100.00 236.40	1 15%	18.00	18.00	0.03%
iShares US Basic Materials ETF	550	24,064.34 43.75	45,798.50 83.27	0 89%	765.00	765.00	1.67%
Johnson and Johnson	475	28,856.25 60.75	46,659.25 98.23	0.90%	1,254.00	1,254.00	2.69%
JP Morgan Chase & Co	500	20,307.18 40.61	30,355.00 60.71	0 59%	800.00	800.00	2 64%
Kinder Morgan Inc	1,575	45,191.17 28.69	51,171.75 32.49	0.99%	2,583.00	2,583.00	5 05%
Kraft Foods Group Inc	658	29,268.34 44.48	36,913.80 56.10	0 72%	1,381.00	1,381.00	3.74%
Lockheed Martin Corp	225	16,895.25 75.09	36,729.00 163.24	0 71%	1,197.00	1,197.00	3 26%
Lowes Companies Inc	1,360	29,747.84 21.87	66,504.00 48.90	1.29%	979.00	979.00	1 47%
McKesson Corporation	150	11,077.30 73.85	26,485.50 176.57	0 51%	144.00	144.00	0 54%
Mednax Inc	600	14,597.04 24.33	37,188.00 61.98	0.72%	0.00	0.00	0 00%
Merck & Co Inc	800	26,127.49 32.66	45,416.00 56.77	0 88%	1,408.00	1,408.00	3 10%
Microsoft Corp	1,690	44,840.91 26.53	69,273.10 40.99	1.34%	1,892.00	1,892.00	2 73%
Mondelez International Inc	925	23,591.19 25.50	31,958.75 34.55	0.62%	518.00	518.00	1.62%
Newell Rubbermaid Incorporated	750	20,016.60 26.69	22,425.00 29.90	0 43%	450.00	450.00	2 01%

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014

Account Number 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Northeast Utilities	750	31,317.38 41.76	34,125.00 45.50	0.66%	1,177.00	3.45%
Occidental Petroleum Corp	245	20,277.41 82.77	23,346.05 95.29	0.45%	705.00	3.02%
Omnicom Group Inc	250	12,517.50 50.07	18,150.00 72.60	0.35%	400.00	2.20%
Oracle Corporation	450	12,371.54 27.49	18,409.50 40.91	0.36%	216.00	1.17%
PepsiCo Inc	550	28,282.89 51.42	45,925.00 83.50	0.89%	1,248.00	2.72%
Pfizer Inc	1,996	40,562.01 20.32	64,111.52 32.12	1.24%	2,075.00	3.24%
Phillips 66	450	8,915.83 19.81	34,677.00 77.06	0.67%	702.00	2.02%
Procter & Gamble Co	750	41,867.50 55.82	60,450.00 80.60	1.17%	1,804.00	2.99%
Qualcomm Inc	535	28,831.36 53.89	42,190.10 78.86	0.82%	749.00	1.78%
Schlumberger LTD	410	26,414.29 64.43	39,975.00 97.50	0.77%	656.00	1.64%
Tupperware Brands Corporation	315	16,981.65 53.91	26,384.40 83.76	0.51%	856.00	3.25%
Union Pacific Corp	320	20,148.99 62.97	60,051.20 187.66	1.16%	1,164.00	1.94%
United Parcel Service B	400	29,265.25 73.16	38,952.00 97.38	0.75%	1,072.00	2.75%
United Technologies Corp	150	10,078.50 67.19	17,526.00 116.84	0.34%	354.00	2.02%
US Bancorp	650	18,791.50 28.91	27,859.00 42.86	0.54%	598.00	2.15%

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014

Account Number: 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Wellpoint Inc	600	24,690.74 41.15	59,730.00 99.55	1 16%	1,050.00	1.76%
Wells Fargo & Company	700	23,856.00 34.08	34,818.00 49.74	0.67%	840.00	2.41%
Zoetis Inc	271	5,711.43 21.08	7,842.74 28.94	0 15%	78.00	1.00%
Total Common Stocks	\$ 1,339,087.41		\$ 2,429,536.85	47.07%	\$ 49,757.00	2.05%
Exchange Traded Funds						
iShares DJ Select Dividend ETF	700	40,800.97 58.29	51,324.00 73.32	0 99%	1,558.00	3.04%
iShares Russell Midcap Value ETF	2,920	64,891.45 22.22	200,691.60 68.73	3.89%	3,541.00	1.76%
Total Exchange Traded Funds	\$ 105,692.42		\$ 252,015.60	4.88%	\$ 5,099.00	2.02%
Mutual Funds						
Artisan Mid Cap Value Fund-Ins	3,845.302	70,595.85 18.36	105,745.81 27.50	2 05%	422.00	0.40%
Clearbridge Small Cap Growth Fund Class I	1,632.011	51,196.20 31.37	48,291.21 29.59	0.94%	0.00	0.00%
Commerce Midcap Growth Fund Institutional # 339	4,511.367	103,039.15 22.84	166,153.65 36.83	3.22%	509.00	0.31%
Target Small Capitalization Value Portfolio	3,322.683	77,106.01 23.21	90,343.75 27.19	1.75%	917.00	1.02%
Total Mutual Funds	\$ 301,937.21		\$ 410,534.42	7.95%	\$ 1,848.00	0.45%
Total Domestic Equities	\$ 1,746,717.04		\$ 3,092,086.87	59.91%	\$ 56,704.00	1.83%
International Equities						

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014

Account Number 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market/ Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Annual income</i>	<i>Projected Annual income</i>	<i>Current Yield</i>
Exchange Traded Funds							
iShares MSCI Emerging Markets ETF	1,800	39,989.00 22.22	73,818.00 41.01	1.43%	1,544.00	2,096	
SPDR S&P International Small Cap ETF	1,495	46,903.53 31.37	50,665.55 33.89	0.98%	1,536.00	3.03%	
Total Exchange Traded Funds		\$ 86,892.53	\$ 124,483.55	2.41%	\$ 3,080.00	2.48%	
International Equity Mutual Funds							
MFS Research International Fund-I	12,391.377	243,161.50 19.62	227,505.68 18.36	4.41%	3,395.00	1.49%	
Total International Equity Mutual Funds		\$ 243,161.50	\$ 227,505.68	4.41%	\$ 3,395.00	1.49%	
Total International Equities		\$ 330,054.03	\$ 351,989.23	6.82%	\$ 6,475.00	1.84%	
Total Equity Investments		\$ 2,076,771.07	\$ 3,444,076.10	66.73%	\$ 63,179.00	1.83%	
Fixed Income Investments							
Treasury Tips							
iShares Treasury Inflation Protected Securities Bond ETF	325	33,562.75 103.27	36,432.50 112.10	0.71%	383.00	1.05%	
Total Treasury Tips		\$ 33,562.75	\$ 36,432.50	0.71%	\$ 383.00	1.05%	
Diversified Taxable Mutual Funds							
Commerce Bond Fund Fund #333	63,416.354	1,172,974.21 18.50	1,286,083.66 20.28	24.92%	43,464.00	3.38%	
Total Diversified Taxable Mutual Funds		\$ 1,172,974.21	\$ 1,286,083.66	24.92%	\$ 43,464.00	3.38%	
Domestic Preferred Stock							
Du Pont Nemours Preferred Stock	700	48,261.74 68.95	52,697.40 75.28	1.02%	2,450.00	4.65%	

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014
 Account Number 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market/ Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Total Domestic Preferred Stock	\$ 48,261.74		\$ 52,697.40	1.02%	\$ 2,450.00	4.65%
International Non-Dollar Funds						
Wells Fargo Advantage International Bond Fund, Inst	1,991.158	23,693.26 11.90	21,962.47 11.03	0.43%	144.00	0.66%
Total International Non-Dollar Funds	\$ 23,693.26		\$ 21,962.47	0.43%	\$ 144.00	0.66%
Emerging Markets						
Fidelity Advisor Emerging Markets Income Fund-1	1,785.107	23,450.68 13.14	24,384.56 13.66	0.47%	1,116.00	4.58%
Total Emerging Markets	\$ 23,450.68		\$ 24,384.56	0.47%	\$ 1,116.00	4.58%
Total Fixed Income Investments	\$ 1,301,942.64		\$ 1,421,560.59	27.54%	\$ 47,557.00	3.35%
<i>Alternative Investments</i>						
Hedge Funds						
Absolute Strategies Fund-1	13,158.682	139,380.88 10.59	144,877.09 11.01	2.81%	0.00	0.00%
Total Hedge Funds	\$ 139,380.88		\$ 144,877.09	2.81%	\$ 0.00	0.00%
Traded Real Estate						
DWS Reef Real Estate Securities Fund-Inst	2,294.622	30,082.50 13.11	49,196.70 21.44	0.95%	1,358.00	2.76%
Vanguard REIT Index Fund-Adm	213.022	15,166.30 71.20	21,317.11 100.07	0.41%	817.00	3.84%
Total Traded Real Estate	\$ 45,248.80		\$ 70,513.81	1.37%	\$ 2,175.00	3.09%
Commodities						

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014

Account Number 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Pimco Commodity Realreturn Strategy Fund-Its	6,558.851	50,369.00 7.68	38,762.81 5.91	0.75%	337.00	0.87%
Total Commodities	\$ 50,369.00		\$ 38,762.81	0.75%	\$ 337.00	0.87%
Total Alternative Investments	\$ 234,998.68		\$ 254,153.71	4.92%	\$ 2,512.00	0.99%
<i>Miscellaneous</i>						
AIG Securities Litigation 10/28/99 - 12/1/5/10 Filing Date 1/23/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
AIG-Starr Defendants Securities Litigation 10/28/99 - 12/1/5/10 Filing Date 6/4/12	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Alhanz Funds Securities Litigation 2/23/99 - 2/17/04 Filing Date 12/8/10	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
American International Group Inc Securities Litigation Gen Re Setlmnt 10/27/99 - 6/29/05 Filing Date 9/12/13	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Bank of America Corporation Securities Litigation 9/18/08-4/21/09 Filing Date 4/25/13	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Dell Computer Corporation Securities Litigation 5/2/01 - 9/8/06 Filing Date 5/25/13	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%

William T Kemper II Charitable Trust
 March 1, 2014 - March 31, 2014

Account Number: 46-0011-01-8

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Johnson & Johnson Securities Litigation 10/14/08 - 11/26/10 Filing Date 12/24/13	1	0.00 0.00	0.00 0.00	0 00%	0.00	0 00%
<i>Total Miscellaneous</i>		<i>\$ 0.00</i>	<i>\$ 0.00</i>	<i>0.00%</i>	<i>\$ 0.00</i>	<i>0.00%</i>
<i>Net Assets and Liabilities</i>		<i>\$ 3,654,963.16</i>	<i>\$ 5,161,041.17</i>	<i>100.00%</i>	<i>\$ 113,250.00</i>	<i>2.19%</i>

The Commerce Trust Company

A division of Commerce Banc

William L. Kemper U.L. Charitable Inst. 46-001101-8
Grant Summary for FYE March 31, 2014

EIN 41 611760

Name and Address	Relationship to any foundation manager or substantial contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
AMERICAN ROYAL ASSOCIATION	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION	Washington DC	DC	Used at the discretion of the board of trustees & administration	5,000
AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION	Overland Park	-	Used at the discretion of the board of trustees & administration	5,000
ARTS AND RECREATION FOUNDATION OF OVERLAND PARK	Kansas City	KS	Used at the discretion of the board of trustees & administration	2,500
BOY SCOUTS OF AMERICA, HEART OF AMERICA COUNCIL	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
CITY UNION MISSION	Kansas City	MO	Used at the discretion of the board of trustees & administration	1,500
DON BOSCO COMMUNITY CENTER	Kansas City	MO	Used at the discretion of the board of trustees & administration	1,000
FOLY THEATRE (PERFORMING ARTS FOUNDATION OF KC)	Ottawa	KS	Used at the discretion of the board of trustees & administration	1,000
FRANKLIN COUNTY HISTORICAL SOCIETY	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
GIRLS SCOUTS OF NE KS/NW MO	Overland Park	-	Used at the discretion of the board of trustees & administration	6,000
HEARTLAND THERAPEUTIC RIDING INC	Kansas City	KS	Used at the discretion of the board of trustees & administration	1,000
HIGHER M-PACT	Kansas City	MO	Used at the discretion of the board of trustees & administration	1,500
KANSAS CITY SYMPHONY	Kansas City	MO	Used at the discretion of the board of trustees & administration	1,000
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION	Lawrence	KS	Used at the discretion of the board of trustees & administration	10,000
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION	Lawrence	KS	Used at the discretion of the board of trustees & administration	5,000
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION	Lawrence	KS	Used at the discretion of the board of trustees & administration	10,000
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION - LAW SCHOOL	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
KC HEALTHY KIDS (HARTWIG LEGACY FOUNDATION)	Kansas City	MO	Used at the discretion of the board of trustees & administration	2,000
LAKEMARY CENTER INC	Palo Alto	CA	Used at the discretion of the board of trustees & administration	2,500
LIBERTY MEMORIAL ASSOCIATION (NAT'L WWII MUSEUM)	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
MAAAT (MID-AMERICA ASSN FOR AUTISTIC TRAINING & RESEARCH)	Overland Park	-	Used at the discretion of the board of trustees & administration	1,000
MEDICAL MISSIONS FOUNDATION	Lenexa	-	Used at the discretion of the board of trustees & administration	5,000
MIDWESTERN INNOCENCE PROJECT	Kansas City	MO	Used at the discretion of the board of trustees & administration	15,000
MUSCULAR DYSTROPHY ASSN (MDA)	Tucson	AZ	Used at the discretion of the board of trustees & administration	1,000
MUSICAL THEATRE HERITAGE INC	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
MUSICAL THEATRE HERITAGE INC	Kansas City	MO	Used at the discretion of the board of trustees & administration	10,000
NAIA - CHAMPIONS OF CHARACTER FOUNDATION	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
PARK UNIVERSITY	Parkville	-	Used at the discretion of the board of trustees & administration	1,000
PEMBROKE HILL SCHOOL	Kansas City	MO	Used at the discretion of the board of trustees & administration	25,000
PHEASANTS FOREVER	St. Paul	MN	Used at the discretion of the board of trustees & administration	10,000
ROTARY CLUB YOUTH CAMP ASSOCIATION INC	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
SAFEHOME	Overland Park	-	Used at the discretion of the board of trustees & administration	1,000
SAFEHOME	Kansas City	MO	Used at the discretion of the board of trustees & administration	1,500
SALVATION ARMY-KANSAS & WESTERN MISSOURI DIV HQ	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
SECRET ORDER OF THE KEY INCORPORATED	Olathe	KS	Used at the discretion of the board of trustees & administration	2,000
SIMPHONY IN THE FLINT HILLS INC	Coltonwood Falls	KS	Used at the discretion of the board of trustees & administration	6,500
THOMAS S. WATSON SUPPORTING FOUNDATION	Westwood	KS	Used at the discretion of the board of trustees & administration	3,500
UMKC CONSERVATORY OF MUSIC AND DANCE	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
UNION STATION KANSAS CITY INC	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
UNION STATION KANSAS CITY INC	Kansas City	MO	Used at the discretion of the board of trustees & administration	5,000
UNION STATION KANSAS CITY INC	Colorado Springs	CO	Used at the discretion of the board of trustees & administration	5,000
UNITED STATES AMATEUR BOXING INC	Olympia Plaza	-	Used at the discretion of the board of trustees & administration	10,000
WOMEN'S FOUNDATION OF GREATER KANSAS CITY	6800 W 66th St, Ste 110	KS	Used at the discretion of the board of trustees & administration	

Totals

216,500

Start B

JOINT FIDUCIARY STATEMENT

Name of Trust: William T Kemper II Charitable Trust
Name of Fiduciary: Commerce Trust Company
Identification Number: 43-6337610
Year End: 3/31/2014

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

STATEMENT C