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EXTENDED TO SEPTEMBER 15, 2016

Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning NOV 1, 2014, and ending OCT 31, 2015

Name of foundation WILLIAM T. KEMPER FOUNDATION		A Employer identification number 43-6345116
Number and street (or P O box number if mail is not delivered to street address) COMMERCE BANK, TRUSTEE, 118 WEST 47TH ST		B Telephone number (816) 234-2568
City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 64112		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 287,543,863.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)		

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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		6,554,201.	7,163,135.		STATEMENT 2
5a Gross rents		55.	55.		STATEMENT 3
b Net rental income or (loss) -117.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		19,190,028.			STATEMENT 1
b Gross sales price for all assets on line 6a 80,673,277.					
7 Capital gain net income (from Part IV, line 2)			20,448,351.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		55,504.	661,058.		STATEMENT 5
12 Total. Add lines 1 through 11		25,799,788.	28,272,599.		
13 Compensation of officers, directors, trustees, etc		925,277.	561,552.		357,310.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 6		40,000.	0.		40,000.
17 Interest					
18 Taxes STMT 7		585,671.	9,676.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		392.	0.		392.
22 Printing and publications					
23 Other expenses STMT 8		33,468.	487,684.		32,286.
24 Total operating and administrative expenses. Add lines 13 through 23		1,584,808.	1,058,912.		429,988.
25 Contributions, gifts, grants paid		10,743,975.			10,743,975.
26 Total expenses and disbursements. Add lines 24 and 25		12,328,783.	1,058,912.		11,173,963.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		13,471,005.			
b Net investment income (if negative, enter -0-)			27,213,687.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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2014.06010 WILLIAM T. KEMPER FOUNDATIO WILL5111

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SCANNED SEP 27 2016

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		2,560,851.	2,368,679.	2,368,679.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		13,065,000.	17,254,958.	18,365,551.
	b	Investments - corporate stock STMT 10		43,543,593.	37,163,060.	48,597,323.
	c	Investments - corporate bonds STMT 11		30,687,749.	40,343,566.	40,766,029.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans STMT 12		3,955,705.	5,552,646.	5,815,664.
13		Investments - other STMT 13		143,407,050.	148,009,043.	171,548,229.
14		Land, buildings, and equipment basis ▶ 1.		1.	1.	1.
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶)		115,094.	114,093.	82,387.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		237,335,043.	250,806,046.	287,543,863.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		237,335,043.	250,806,046.	
30	Total net assets or fund balances		237,335,043.	250,806,046.		
31	Total liabilities and net assets/fund balances		237,335,043.	250,806,046.		

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	237,335,043.
2	Enter amount from Part I, line 27a	2	13,471,005.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	250,806,048.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	250,806,046.

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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			VARIOUS	VARIOUS
b MAKENA ST K-1 GAINS		P	VARIOUS	VARIOUS
c MAKENA LT K-1 GAINS		P	VARIOUS	VARIOUS
d MAKENA K-1 SECTION 1231		P	VARIOUS	VARIOUS
e MAKENA K-1 SECTION 1256		P	VARIOUS	VARIOUS

(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 79,414,954.		60,224,926.	19,190,028.
b 22,090.			22,090.
c 1,111,468.			1,111,468.
d 84,184.			84,184.
e 40,581.			40,581.

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			19,190,028.
b			22,090.
c			1,111,468.
d			84,184.
e			40,581.

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 20,448,351.
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))
2013	15,008,191.	283,747,812.	.052893
2012	11,972,928.	261,208,988.	.045837
2011	11,988,801.	242,113,214.	.049517
2010	11,166,695.	244,568,121.	.045659
2009	10,199,198.	221,521,224.	.046042

2 Total of line 1, column (d)	2 .239948
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 .047990
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4 289,190,919.
5 Multiply line 4 by line 3	5 13,878,272.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 272,137.
7 Add lines 5 and 6	7 14,150,409.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8 11,173,963.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	544,274.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	544,274.
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	544,274.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	618,367.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	170,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	788,367.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	244,093.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 244,093. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MO, CA, NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 ► <u>COMMERCE BANK</u> Telephone no. ► <u>(816) 234-2568</u> Located at ► <u>118 WEST 47TH ST, KANSAS CITY, MO</u> ZIP+4 ► <u>64112-1601</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ► <u>CAYMAN ISLANDS</u>	16	X	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► _____, _____, _____	☐ Yes ☒ 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	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 2014 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 2014)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

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

7b

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

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMMERCE BANK, NA - INV. MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	561,552.	0.	0.
COMMERCE BANK, NA - CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 10.00	62,395.	0.	0.
COMMERCE BANK, NA - CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	294,915.	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	
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	255,649,904.
b Average of monthly cash balances	1b	7,180,076.
c Fair market value of all other assets	1c	30,764,862.
d Total (add lines 1a, b, and c)	1d	293,594,842.
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	293,594,842.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,403,923.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	289,190,919.
6 Minimum investment return. Enter 5% of line 5	6	14,459,546.

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	14,459,546.
2a Tax on investment income for 2014 from Part VI, line 5	2a	544,274.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	544,274.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	13,915,272.
4 Recoveries of amounts treated as qualifying distributions	4	31,306.
5 Add lines 3 and 4	5	13,946,578.
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	13,946,578.

Part XII**Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	11,173,963.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,173,963.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,173,963.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				13,946,578.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			10,669,149.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 11,173,963.				
a Applied to 2013, but not more than line 2a			10,669,149.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				504,814.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				13,441,764.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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Form 990-PF (2014)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT C	N/A	PUBLIC	SEE STATEMENT	10,743,975.
Total			▶ 3a	10,743,975.
b Approved for future payment				
SEE STATEMENT D	N/A	PUBLIC	SEE STATEMENT	5,110,444.
Total			▶ 3b	5,110,444.

Form 990-PF (2014)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	6,554,201.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	-117.		
6 Net rental income or (loss) from personal property						
7 Other investment income			15	24,080.		
8 Gain or (loss) from sales of assets other than inventory			18	19,190,028.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a RETURNED GRANTS						31,306.
b TAX REFUND				118.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		25,768,310.		31,306.
13 Total. Add line 12, columns (b), (d), and (e)						25,799,616.

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

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

[illegible]

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

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,414,954.	60,224,926.	0.	0.	19,190,028.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAKENA ST K-1 GAINS		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,090.	22,090.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY		MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAKENA LT K-1 GAINS		PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,111,468.	1,111,468.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED PURCHASED	DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
MAKENA K-1 SECTION 1231	84,184.	84,184.	0.			

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MAKENA K-1 SECTION 1256	40,581.	40,581.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	19,190,028.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS AND INTEREST	6,554,201.	0.	6,554,201.	7,163,135.	
TO PART I, LINE 4	6,554,201.	0.	6,554,201.	7,163,135.	

FORM 990-PF	RENTAL INCOME	STATEMENT	3
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NM SURFACE RIGHTS	1	55.
TOTAL TO FORM 990-PF, PART I, LINE 5A		55.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE EXPENSE		163.	
REAL ESTATE TAXES		9.	
- SUBTOTAL -	1		172.
TOTAL RENTAL EXPENSES			172.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-117.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MINERAL INCOME	24,073.	21,433.	
MISC REAL ESTATE RECEIPT	7.	7.	
RETURNED GRANTS	31,306.	0.	
TAX REFUND	118.	118.	
TOTAL TO FORM 990-PF, PART I, LINE 11	55,504.	21,558.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ROBERT STORR	40,000.	0.		40,000.
TO FORM 990-PF, PG 1, LN 16C	40,000.	0.		40,000.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS FOR 990-PF	250,000.	0.		0.
ESTIMATED TAX PAYMENTS FOR 990-T	7,750.	0.		0.
FOREIGN TAXES	233.	233.		0.
EXCISE TAXES	325,000.	0.		0.
MAKENA K-1 FOREIGN TAXES	0.	9,440.		0.
STATE TAXES-NY, OH AND CA	2,685.	0.		0.
REAL ESTATE TAXES LEA CO	3.	3.		0.
TO FORM 990-PF, PG 1, LN 18	585,671.	9,676.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	32,594.	0.		31,594.
FEES APPLICABLE TO TAX EXEMPT INCOME	0.	-701.		0.
POSTAGE AND PRINTING	692.	0.		692.
MISCELLANEOUS EXPENSES	10.	10.		0.
MAKENA K-1 INTEREST EXPENSE	0.	21,947.		0.
MAKENA K-1 INTEREST EXPENSE-INVESTMENT	0.	21,708.		0.
MAKENA K-1 ROYALTY DEDUCTIONS	0.	353.		0.
MAKENA K-1-SECTION 59(E)(2) EXPENDITURES	0.	61,957.		0.

MAKENA K-1 PORTFOLIO			
DEDUCTIONS	0.	338,848.	0.
MAKENA K-1 OTHER PORTFOLIO			
DEDUCTIONS	0.	57.	0.
MAKENA K-1 OTHER DEDUCTIONS	0.	44,275.	0.
MAKENA K-1 RENTAL LOSS	0.	2,120.	0.
MAKENA K-1 UBIT	0.	-4,297.	0.
BDT K-1 PORTFOLIO DEDUCTIONS	0.	1,235.	0.
REAL ESTATE EXPENSE	163.	163.	0.
REAL ESTATE TAXES	9.	9.	0.
TO FORM 990-PF, PG 1, LN 23	33,468.	487,684.	32,286.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY STMT A - P 32	X		5,696,140.	5,995,270.
US AGENCIES STMT A - P 33	X		7,048,439.	7,356,026.
TAXABLE MUNICIPAL BONDS STMT A - P 36		X	3,509,225.	3,655,933.
TAX EXEMPT GENERAL OBLIGATIONS STMT A - P 37		X	295,275.	558,798.
TAX EXEMPT REVENUE STMT A - P 37		X	705,879.	799,524.
TOTAL U.S. GOVERNMENT OBLIGATIONS			12,744,579.	13,351,296.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,510,379.	5,014,255.
TOTAL TO FORM 990-PF, PART II, LINE 10A			17,254,958.	18,365,551.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS STMT A - P 14	36,886,097.	48,347,825.
INTERNATIONAL - COMMON STOCK STMT A - P 16	276,963.	249,498.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,163,060.	48,597,323.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CREDIT STMT A - P 31	33,418,152.	33,805,909.
ASSET BACKED SECURITIES STMT A - P 35	6,925,414.	6,960,120.
TOTAL TO FORM 990-PF, PART II, LINE 10C	40,343,566.	40,766,029.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE STMT A - P 22	5,552,646.	5,815,664.
TOTAL TO FORM 990-PF, PART II, LINE 12	5,552,646.	5,815,664.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EXCHANGE TRADED FUNDS STMT A - P 15	FMV	21,313,932.	31,944,440.
ALTERNATIVE INV-CULTIVATION CAPITAL	COST		
TECH FUND STMT A P 15		100,000.	100,000.
MUTUAL FUNDS STMT A P 15	FMV	58,810,478.	65,921,656.
INTERNATIONAL - EXCHANGE TRADED	FMV		
FUNDS STMT A - P 16		12,400,943.	11,685,951.
INTERNATIONAL - EQUITY MUTUAL FUNDS	FMV		
STMT A P 17		31,690,404.	29,480,648.
ALTERNATIVE INV-MAKENA BLOCKER Y	COST		
STMT A - P 37		2,224,148.	3,764,346.
ALTERNATIVE INV-MAKENA SPLITTER X	COST		
STMT A - P 37		18,916,510.	26,710,256.
REAL ESTATE-MINERAL INTERESTS STMT	FMV		
A - P 38		5,690.	180,932.
CLOSELY HELD - BDT STMT A - P 38	COST	1,760,000.	1,760,000.
COST BASIS - MAKENA BLOCKER Y	COST	101,394.	0.
COST BASIS - MAKENA SPLITER X	COST	685,544.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		148,009,043.	171,548,229.

William T Kemper Foundation Main A/C
 October 1, 2015 - October 31, 2015

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Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Cash and Cash Equivalents						
Commerce Bank Premium Money Market Account # 124581577	1,552.19	1,552.19 1.00	1,552.19 1.00	0.00%	0.00	0.00%
Financial Square Tr Government Fd Admin Cl Fund 466	2,367,126.54	2,367,126.54 1.00	2,367,126.54 1.00	0.82%	143.00	0.01%
Income Cash		-5,809,664.60	-5,809,664.60	-2.02%	0.00	0.00%
Principal Cash		5,809,664.60	5,809,664.60	2.02%	0.00	0.00%
Total Cash and Cash Equivalents		\$ 2,368,678.73	\$ 2,368,678.73	0.82%	\$ 143.00	0.01%

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

Adobe System Inc	2,300	148,962.72 64.77	203,918.00 88.66	0.07%	0.00	0.00%
Allergan PLC	700	200,928.77 287.04	215,929.00 308.47	0.08%	0.00	0.00%
Alliance Data Sys Corp	200	11,683.94 58.42	59,462.00 297.31	0.02%	0.00	0.00%
Allison Transmission Holding	8,000	237,513.08 29.69	229,600.00 28.70	0.08%	4,800.00	2.09%
Alphabet Inc Class A	600	162,272.38 270.45	442,434.00 737.39	0.15%	0.00	0.00%
Alphabet Inc Class C	201	30,004.59 149.28	142,872.81 710.81	0.05%	0.00	0.00%
Altra Group Inc	11,900	352,471.87 29.62	719,593.00 60.47	0.25%	26,894.00	3.74%

William T Kemper Foundation Main A/C

October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Amazon Com Inc	500	222,843.80 445.69	312,950.00 625.90	0.11%	0.00	0.00%
Ametek Aerospace Prods Inc	4,800	197,048.04 41.05	263,136.00 54.82	0.09%	1,728.00	0.66%
Amgen Inc	1,300	130,756.89 100.58	205,634.00 158.18	0.07%	4,108.00	2.00%
Amphenol Corp Cl-A	1,600	76,821.92 48.01	86,752.00 54.22	0.03%	896.00	1.03%
Apple Inc	7,600	237,126.92 31.20	908,200.00 119.50	0.32%	15,808.00	1.74%
AT&T Inc	19,373	568,166.15 29.33	649,189.23 33.51	0.23%	36,421.00	5.61%
Automatic Data Processing Inc	2,100	105,852.35 50.41	182,679.00 86.99	0.06%	4,116.00	2.25%
Autozone Inc	500	185,174.93 370.35	392,205.00 784.41	0.14%	0.00	0.00%
Bank of Hawaii Corp	7,500	298,645.93 39.82	491,100.00 65.48	0.17%	13,500.00	2.75%
Bard C R Inc	1,200	145,447.08 121.21	223,620.00 186.35	0.08%	1,152.00	0.52%
BB & T Corp	13,000	399,116.90 30.70	482,950.00 37.15	0.17%	14,040.00	2.91%
Becton Dickinson & Company	1,400	143,882.98 102.77	199,528.00 142.52	0.07%	3,360.00	1.68%
Bio-Techne Corp	2,500	228,510.41 91.40	220,500.00 88.20	0.08%	3,200.00	1.45%
Boston Properties Inc	900	127,591.21 141.77	113,265.00 125.85	0.04%	2,340.00	2.07%
Brown Forman Inc Class B	900	89,863.38 99.85	95,562.00 106.18	0.03%	1,134.00	1.19%

William T Kemper Foundation Main A/C

October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Cadence Design Systems Inc	4,300	89,972.34 20.92	95,546.00 22.22	0.03%	0.00	0.00%
Carter's Inc	1,000	56,284.12 56.28	90,880.00 90.88	0.03%	880.00	0.97%
Caterpillar Inc	7,000	605,713.13 86.53	510,930.00 72.99	0.18%	21,560.00	4.22%
Choe Holdings Inc	1,300	61,644.84 47.42	87,152.00 67.04	0.03%	1,196.00	1.37%
CBS Corp-Cl B	4,700	251,853.22 53.59	218,644.00 46.52	0.08%	2,820.00	1.29%
Cerner Corp	4,000	224,282.00 56.07	265,160.00 66.29	0.09%	0.00	0.00%
Chevron Corporation	10,500	998,117.47 95.06	954,240.00 90.88	0.33%	44,940.00	4.71%
Chipotle Mexican Grill Inc Class A	200	137,924.26 689.62	128,046.00 640.23	0.04%	0.00	0.00%
Church & Dwight Co. Incorporated	1,100	75,067.08 68.24	94,699.00 86.09	0.03%	1,474.00	1.56%
Cincinnati Financial Corp	4,300	241,794.16 56.23	258,989.00 60.23	0.09%	7,912.00	3.05%
Coach Inc	15,900	614,019.58 38.62	496,080.00 31.20	0.17%	21,465.00	4.33%
Coca Cola	5,700	155,038.17 27.20	241,395.00 42.35	0.08%	7,524.00	3.12%
Coca-Cola Enterprises	1,800	80,429.22 44.68	92,412.00 51.34	0.03%	2,016.00	2.18%
Colgate Palmolive	3,000	128,800.55 42.93	199,050.00 66.35	0.07%	4,560.00	2.29%
Comcast Corporation Cl-A	3,000	107,678.70 35.89	187,860.00 62.62	0.07%	3,000.00	1.60%

William T Kemper Foundation Main A/C
 October 1, 2015 - October 31, 2015

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Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Conocophillips	16,800	915,388.14 54.49	896,280.00 53.35	0.31%	49,728.00	5.55%
Constellation Brands Inc-CI A	700	58,225.44 83.18	94,360.00 134.80	0.03%	868.00	0.92%
Cooper Cos Inc	500	88,439.25 176.88	76,180.00 152.36	0.03%	30.00	0.04%
Crown Castle International Corp	3,400	237,507.25 69.86	290,564.00 85.46	0.10%	12,036.00	4.14%
Crown Holdings Inc	1,600	40,372.32 25.23	84,864.00 53.04	0.03%	0.00	0.00%
Cullen Frost Bankers Inc	7,400	388,543.23 52.51	506,456.00 68.44	0.18%	15,688.00	3.10%
Darden Restaurants Inc	4,800	223,708.87 46.61	297,072.00 61.89	0.10%	10,560.00	3.55%
Dentsply International Inc	1,700	60,269.37 35.45	103,445.00 60.85	0.04%	493.00	0.48%
Disney Walt Co	1,900	216,744.02 114.08	216,106.00 113.74	0.08%	2,508.00	1.16%
Dollar Tree Inc	3,598	209,275.16 58.16	235,633.02 65.49	0.08%	0.00	0.00%
Dominion Resources Inc	4,900	246,107.31 50.23	350,007.00 71.43	0.12%	12,691.00	3.63%
Donaldson Inc	5,300	171,784.86 32.41	160,060.00 30.20	0.06%	3,604.00	2.25%
Dr Pepper Snapple Group Inc	3,500	226,148.35 64.61	312,795.00 89.37	0.11%	6,720.00	2.15%
Du Pont (E I) De Nemours & Co	9,500	470,306.55 49.51	602,300.00 63.40	0.21%	14,440.00	2.40%
Dun & Bradstreet Corp	800	80,960.40 101.20	91,096.00 113.87	0.03%	1,480.00	1.62%

William T Kemper Foundation Main A/C

October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Dunkin Brands Group Inc	1,700	51,706 01 30.42	70,397.00 41.41	0.02%	1,802.00	2.56%
Ecolab Inc	1,800	159,594 39 88.66	216,630.00 120.35	0.08%	2,376.00	1.10%
Emerson Electric Co	10,500	496,816.60 47.32	495,915 00 47.23	0.17%	19,740 00	3.98%
Equifax Inc	1,000	46,644.40 46.64	106,570.00 106.57	0.04%	1,160.00	1.09%
Erie Indemnity Company-CI A	2,800	253,024 10 90.37	244,888 00 87.46	0.09%	7,627 00	3.11%
Extra Space Storage Inc	2,100	75,931 38 36.16	166,404.00 79.24	0.06%	4,956.00	2.98%
Exxon Mobil Corporation	6,000	506,880 04 84.48	496,440 00 82.74	0.17%	17,520 00	3.53%
Facebook Inc-A	2,800	247,549 96 88.41	285,516 00 101.97	0.10%	0 00	0.00%
Federal Realty Investment Trust	800	61,420.56 76.78	114,792 00 143.49	0.04%	3,008.00	2.62%
Sh Ben Int New						
Fiserv Incorporated	3,400	186,738 96 54.92	328,134.00 96.51	0.11%	0.00	0.00%
Foot Locker Inc	1,200	67,813 56 56.51	81,300.00 67.75	0.03%	1,200 00	1.48%
Gartner Group Inc	1,000	46,102 20 46.10	90,670.00 90.67	0.03%	0.00	0.00%
General Electric Co	23,400	427,244 91 18.26	676,728 00 28.92	0.24%	21,528 00	3.18%
Gilead Sciences Inc	1,600	163,986 56 102.49	173,008 00 108.13	0.06%	2,752 00	1.59%
Grace W R & Co	1,500	116,050 65 77.37	150,450 00 100.30	0.05%	0 00	0.00%

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Graco Inc	1,200	92,613.84 77.18	88,080.00 73.40	0.03%	1,440.00	1.63%
Grainger W W Inc	1,100	231,479.97 210.44	231,000.00 210.00	0.08%	5,148.00	2.23%
Harley Davidson Inc	1,500	72,005.62 48.00	74,175.00 49.45	0.03%	1,860.00	2.51%
Harris Corp	1,100	47,421.78 43.11	87,043.00 79.13	0.03%	2,200.00	2.53%
Hcp Inc	11,900	453,965.61 38.15	442,680.00 37.20	0.15%	26,894.00	6.08%
Health Net Inc	1,400	89,949.30 64.25	89,964.00 64.26	0.03%	0.00	0.00%
Home Depot Inc	1,600	111,284.00 69.55	197,824.00 123.64	0.07%	3,776.00	1.91%
Honeywell Intl Inc	1,800	115,092.36 63.94	185,904.00 103.28	0.06%	4,284.00	2.30%
Idex Corporation	1,200	78,477.09 65.40	92,112.00 76.76	0.03%	1,536.00	1.67%
Illinois Tool Works Inc	1,900	118,297.23 62.26	174,686.00 91.94	0.06%	4,180.00	2.39%
Intel Corp	22,200	486,067.98 21.90	751,692.00 33.86	0.26%	21,312.00	2.84%
Intercontinental Exchange Inc	1,200	203,373.46 169.48	302,880.00 252.40	0.11%	3,600.00	1.19%
International Business Machines	1,200	94,749.75 78.96	168,096.00 140.08	0.06%	6,240.00	3.71%
Invesco LTD	5,100	193,068.58 37.86	169,167.00 33.17	0.06%	5,508.00	3.26%
Jarden Corp	4,850	113,071.04 23.31	217,280.00 44.80	0.08%	0.00	0.00%

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Johnson and Johnson	9,300	697,197.17 74.97	939,579.00 101.03	0.33%	27,900.00	2.97%
JP Morgan Chase & Co	15,700	572,385.79 36.46	1,008,725.00 64.25	0.35%	27,632.00	2.74%
Kar Auction Services Inc	2,500	72,469.00 28.99	96,000.00 38.40	0.03%	2,700.00	2.81%
Kellogg Co	2,700	163,997.37 60.74	190,404.00 70.52	0.07%	5,400.00	2.84%
Kimberly Clark Corp	6,000	528,268.17 88.05	718,260.00 119.71	0.25%	21,120.00	2.94%
Kimco Rlty Corp	19,100	333,625.93 17.47	511,307.00 26.77	0.18%	18,336.00	3.59%
Kinder Morgan Inc	15,600	534,050.04 34.23	426,660.00 27.35	0.15%	31,824.00	7.46%
Kroger Co	5,600	105,134.40 18.77	211,680.00 37.80	0.07%	2,352.00	1.11%
Laboratory Crp of Amer Hldgs	800	61,018.91 76.27	98,192.00 122.74	0.03%	0.00	0.00%
Landstar System Inc	1,300	86,157.63 66.28	81,952.00 63.04	0.03%	416.00	0.51%
Lauder Estee Cos Inc Cl A	2,100	130,971.57 62.37	168,966.00 80.46	0.06%	2,016.00	1.19%
Lennox Intl Inc	1,400	114,443.42 81.75	185,934.00 132.81	0.06%	2,016.00	1.08%
Linear Technology Corp	2,400	79,023.03 32.93	106,608.00 44.42	0.04%	2,880.00	2.70%
Lockheed Martin Corp	3,200	263,324.83 82.29	703,456.00 219.83	0.24%	21,120.00	3.00%
Lowes Companies Inc	2,900	65,806.00 22.69	214,107.00 73.83	0.07%	3,248.00	1.52%

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Macys Inc	3,900	156,041.99 40.01	198,822.00 50.98	0.07%	5,616.00	2.82%
Marriott Intl Inc New CLA	1,300	42,861.67 32.97	99,814.00 76.78	0.03%	1,300.00	1.30%
Mastercard Incorporated Class A	2,200	101,210.12 46.01	217,778.00 98.99	0.08%	1,408.00	0.65%
McCormick & Co Inc Non-Voting	1,000	70,597.83 70.60	83,980.00 83.98	0.03%	1,600.00	1.91%
McDonalds Corp	4,700	442,384.67 94.12	527,575.00 112.25	0.18%	15,980.00	3.03%
McKesson Corporation	900	71,091.81 78.99	160,920.00 178.80	0.06%	1,008.00	0.63%
Mead Johnson Nutrition Company	1,700	165,569.46 97.39	139,400.00 82.00	0.05%	2,805.00	2.01%
Merck & Co Inc	13,600	491,713.58 36.16	743,376.00 54.66	0.26%	24,480.00	3.29%
Mettler-Toledo Intl Inc	900	265,178.12 294.64	279,891.00 310.99	0.10%	0.00	0.00%
Microchip Technology Inc	11,100	479,128.18 43.17	536,019.00 48.29	0.19%	15,895.00	2.97%
Microsoft Corp	16,900	528,554.52 31.28	889,616.00 52.64	0.31%	24,336.00	2.74%
Monsanto Co	2,400	225,091.10 93.79	223,728.00 93.22	0.08%	5,184.00	2.32%
Moodys Corporation	1,900	151,384.97 79.68	182,704.00 96.16	0.06%	2,584.00	1.41%
Morningstar Inc	1,200	91,200.21 76.00	98,532.00 82.11	0.03%	912.00	0.93%
Motorola Solutions Inc	1,200	74,319.60 61.93	83,964.00 69.97	0.03%	1,632.00	1.94%

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MSCI Inc-A	1,400	84,125.16 60.09	93,800.00 67.00	0.03%	1,232.00	1.31%
Nextera Energy Inc	3,500	197,485.40 56.42	359,310.00 102.66	0.12%	10,780.00	3.00%
Nike Inc Class B	1,700	87,529.43 51.49	222,751.00 131.03	0.08%	1,904.00	0.85%
Nordstrom Inc	1,200	46,572.80 38.81	78,252.00 65.21	0.03%	1,776.00	2.27%
Occidental Petroleum Corp	6,700	507,956.68 75.81	499,418.00 74.54	0.17%	20,100.00	4.02%
Oreilly Automotive Inc	400	33,056.56 82.64	110,504.00 276.26	0.04%	0.00	0.00%
Paccar Inc	1,500	97,204.35 64.80	78,975.00 52.65	0.03%	1,440.00	1.82%
Panera Bread Company Class A	1,400	263,586.44 188.28	248,318.00 177.37	0.09%	0.00	0.00%
Paychex Inc	15,100	435,112.82 28.82	778,858.00 51.58	0.27%	25,368.00	3.26%
Pepsico Inc	1,900	133,102.22 70.05	194,161.00 102.19	0.07%	5,339.00	2.75%
Pfizer Inc	21,900	414,858.27 18.94	740,658.00 33.82	0.26%	24,528.00	3.31%
Philip Morris International	2,800	161,818.71 57.79	247,520.00 88.40	0.09%	11,424.00	4.62%
PPL Corporation	12,700	333,107.73 26.23	436,880.00 34.40	0.15%	19,177.00	4.39%
Principal Financial Group	9,600	483,219.84 50.34	481,536.00 50.16	0.17%	14,592.00	3.03%
Procter & Gamble Co	6,400	424,977.01 66.40	488,832.00 76.38	0.17%	16,972.00	3.47%

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Ptc Inc	2,700	99,662.06 36.91	95,688.00 35.44	0.03%	0.00	0.00%
Public Storage	900	130,209.93 144.68	206,514.00 229.46	0.07%	6,120.00	2.96%
Qualcomm Inc	4,400	255,160.79 57.99	261,448.00 59.42	0.09%	8,448.00	3.23%
Regal Entertainment Group-A	4,200	78,487.80 18.69	81,396.00 19.38	0.03%	3,696.00	4.54%
Reynolds American Inc	10,900	203,916.11 18.71	526,688.00 48.32	0.18%	15,696.00	2.98%
Rockwell Collins	3,000	283,279.72 94.43	260,160.00 86.72	0.09%	3,960.00	1.52%
Rollins Incorporated	3,200	63,934.93 19.98	85,824.00 26.82	0.03%	1,024.00	1.19%
Ross Stores Inc	5,700	246,854.84 43.31	288,306.00 50.58	0.10%	2,679.00	0.93%
Rpm Inc Ohio	5,300	194,126.42 36.63	242,263.00 45.71	0.08%	5,830.00	2.41%
SBA Communications Corp	800	38,442.53 48.05	95,216.00 119.02	0.03%	0.00	0.00%
Service Corp International	8,800	157,433.55 17.89	248,688.00 28.26	0.09%	4,224.00	1.70%
Sherwin Williams Co	1,200	199,152.96 165.96	320,196.00 266.83	0.11%	3,216.00	1.00%
Sirona Dental Systems Incorporated	900	62,339.56 69.27	98,217.00 109.13	0.03%	0.00	0.00%
Smith A O Corp	1,300	49,412.35 38.01	99,866.00 76.82	0.03%	988.00	0.99%
Sonoco Prods Co	12,100	382,325.73 31.60	516,549.00 42.69	0.18%	16,940.00	3.28%

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Southern Co	9,200	377,543.27 41.04	414,920.00 45.10	0.14%	19,964.00	4.81%
St Jude Medical Inc	1,300	96,827.51 74.48	82,953.00 63.81	0.03%	1,508.00	1.82%
Stryker Corp	2,000	138,589.60 69.30	191,240.00 95.62	0.07%	2,760.00	1.44%
Sysco Corp	11,500	337,655.24 29.36	474,375.00 41.25	0.16%	13,800.00	2.91%
T Rowe Price Group Inc	10,200	715,919.76 70.19	771,324.00 75.62	0.27%	21,216.00	2.75%
Target Corp	5,800	347,686.22 59.95	447,644.00 77.18	0.16%	12,992.00	2.90%
The Hershey Company	800	77,237.12 96.55	70,952.00 88.69	0.02%	1,865.00	2.63%
Thermo Fisher Corp	1,600	206,873.44 129.30	209,248.00 130.78	0.07%	960.00	0.46%
Toro Company	1,300	36,239.71 27.88	97,851.00 75.27	0.03%	1,300.00	1.33%
Total System Services Inc	1,900	44,919.44 23.64	99,655.00 52.45	0.03%	760.00	0.76%
Transdigm Group Inc	400	86,555.68 216.39	87,940.00 219.85	0.03%	0.00	0.00%
Tupperware Brands Corporation	9,300	669,103.05 71.95	547,491.00 58.87	0.19%	25,296.00	4.62%
United Parcel Service B	1,900	168,228.34 88.54	195,738.00 103.02	0.07%	5,548.00	2.83%
United Technologies Corp	2,100	156,746.70 74.64	206,661.00 98.41	0.07%	5,376.00	2.60%
V F Corp	2,700	165,421.71 61.27	182,304.00 67.52	0.06%	3,996.00	2.19%

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Valmont Industries Inc	800	106,486.39 133.11	86,752.00 108.44	0.03%	1,200.00	1.38%
Verizon Communications	15,900	637,465.12 40.09	745,392.00 46.88	0.26%	35,934.00	4.82%
Visa Inc Class A Shares	2,600	87,282.26 33.57	201,708.00 77.58	0.07%	1,456.00	0.72%
Waddell & Reed Finl Inc CL A	13,100	554,553.14 42.33	483,914.00 36.94	0.17%	24,104.00	4.98%
Waste Management Inc Del	13,100	489,852.49 37.39	704,256.00 53.76	0.24%	20,174.00	2.86%
Wells Fargo & Company	18,800	625,481.53 33.27	1,017,832.00 54.14	0.35%	28,200.00	2.77%
Whirlpool Corp	600	92,431.02 154.05	96,084.00 160.14	0.03%	2,160.00	2.25%
Williams Sonoma Inc	1,100	59,844.29 54.40	81,125.00 73.75	0.03%	1,540.00	1.90%
Wyndham Worldwide Corporation	1,000	54,424.90 54.43	81,350.00 81.35	0.03%	1,680.00	2.07%
Zimmer Biomet Holdings Inc	1,000	68,567.98 68.57	104,570.00 104.57	0.04%	880.00	0.84%
Total Common Stocks		\$ 36,886,097.19	\$ 48,347,825.06	16.81%	\$ 1,291,159.00	2.67%
Exchange Traded Funds						
iShares Russell Midcap Growth ETF	30,800	3,035,996.04 98.57	2,900,744.00 94.18	1.01%	28,798.00	0.99%
iShares Russell Midcap Value ETF	238,500	10,568,838.19 44.31	16,988,355.00 71.23	5.91%	343,201.00	2.02%
iShares Russell 1000 Growth ETF	3,400	320,313.66 94.21	343,706.00 101.09	0.12%	4,583.00	1.33%

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iShares Russell 2000 Growth ETF	50,500	3,317,122.82	7,148,275.00	2.49%	59,842.00	0.84%
		65.69	141.55			
iShares Russell 2000 Value ETF	48,000	4,071,661.17	4,563,360.00	1.59%	95,040.00	2.08%
		84.83	95.07			
Total Exchange Traded Funds		\$ 21,313,931.88	\$ 31,944,440.00	11.11%	\$ 531,464.00	1.66%
Private Equities						
Cultivation Capital Tech Fund II Limited Liability Company \$500,000 Original Commitment \$450,000 Remaining Commitment	100,000	100,000.00	100,000.00	0.03%	0.00	0.00%
		1.00	1.00			
Total Private Equities		\$ 100,000.00	\$ 100,000.00	0.03%	\$ 0.00	0.00%
Mutual Funds						
Artisan Mid Cap Fund-Ins	35,355.835	1,725,718.32	1,746,224.69	0.61%	0.00	0.00%
		48.81	49.39			
DFA US Targeted Value Portfolio	389,248.764	8,801,584.00	8,392,203.35	2.92%	106,264.00	1.27%
		22.61	21.56			
Morgan Stanley Institutional Fund Trust Mid Cap Growth Portfolio	46,786.523	1,581,389.75	1,689,461.35	0.59%	4,285.00	0.25%
		33.80	36.11			
T Rowe Price Mid-Cap Value Fund	27,514.353	577,526.27	784,159.06	0.27%	8,529.00	1.09%
		20.99	28.50			
TIAA-CREF Large-Cap Growth Index Fund	706,274.911	13,574,206.59	15,714,616.77	5.47%	204,819.00	1.30%
		19.22	22.25			
TIAA-CREF Large-Cap Value Index Fund	1,409,533.982	23,850,879.43	24,328,556.53	8.46%	459,508.00	1.89%
		16.92	17.26			
Vanguard Morgan Growth Fund-Ad	156,038.987	8,699,173.55	13,266,434.67	4.61%	113,440.00	0.86%
		55.75	85.02			
Total Mutual Funds		\$ 58,810,477.91	\$ 65,921,656.42	22.93%	\$ 896,845.00	1.36%

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Total Domestic Equities		\$ 117,110,506.98	\$ 146,313,921.48	50.88%	\$ 2,719,468.00	1.86%
International Equities						
Common Stock - ADR						
Nielsen Holdings PLC	1,800	81,094.84 45.05	85,518.00 47.51	0.03%	2,016.00	2.36%
Tyco International PLC	4,500	195,867.86 43.53	163,980.00 36.44	0.06%	3,690.00	2.25%
Total Common Stock - ADR		\$ 276,962.70	\$ 249,498.00	0.09%	\$ 5,706.00	2.29%
Exchange Traded Funds						
SPDR S&P International Small Cap ETF	159,300	4,206,551.93 26.41	4,630,851.00 29.07	1.61%	78,853.00	1.70%
Vanguard Ftse Emerging Markets-ETF	202,500	8,194,391.19 40.47	7,055,100.00 34.84	2.45%	218,902.00	3.10%
Total Exchange Traded Funds		\$ 12,400,943.12	\$ 11,685,951.00	4.06%	\$ 297,755.00	2.55%
International Equity Mutual Funds						
Columbia Acorn International Fund-Z	57,267.315	2,512,034.92 43.87	2,367,430.80 41.34	0.82%	38,540.00	1.63%
DFA International Small Company Portfolio	81,566.721	1,500,012.00 18.39	1,450,256.30 17.78	0.50%	34,421.00	2.37%
Dodge & Cox International Stock Fund	131,797.528	6,097,610.00 46.27	5,257,403.39 39.89	1.83%	127,843.00	2.43%
MFS Research International Fund-I	435,592.464	7,531,144.74 17.29	7,392,004.11 16.97	2.57%	183,384.00	2.48%

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Vanguard Developed Markets Index Fund Admiral Shares	1,064,938.878	14,049,602.00 13.19	13,013,553.09 12.22	4.53%	373,793.00	2.87%
Total International Equity Mutual Funds		\$ 31,690,403.66	\$ 29,480,647.69	10.25%	\$ 757,981.00	2.57%
Total International Equities		\$ 44,368,309.48	\$ 41,416,096.69	14.40%	\$ 1,061,442.00	2.56%
Total Equity Investments		\$ 161,478,816.46	\$ 187,730,018.17	65.29%	\$ 3,780,910.00	2.01%

Fixed Income Investments**Mortgage**

Federal National Mortgage Assoc Pool # 589395 6% Due 7/1/16 Dated 7/1/01	959,397	959.99 100.06	967.19 100.81	0.00%	57.00	5.95%
Cs First Boston Mortgage Securities Corp Series 2003-29 Class 8A1 6% Due 11/25/18 Dated 12/1/03	82,002.769	72.418 68 88.31	85,166 81 103.86	0.03%	4,920.00	5.78%
Countrywide Alternative Loan Trust Series 2004-18cb Class 3A1 5.25% Due 9/25/19 Dated 7/1/04	33,771.64	34,130.49 101.06	34,407.60 101.88	0.01%	1,773.00	5.15%
Washington Mutual Mortgage Pass Through Series 2005-4 Class 4A1 5.5% Due 6/25/20 Dated 5/1/05	77,550.417	76,706.53 98.91	75,301.68 97.10	0.03%	4,265.00	5.66%
J P Morgan Alternative Loan Trust Series 2006-S1 Class 2A4 5.5% Due 2/25/21 Dated 2/1/06	42,295.339	41,507.24 98.14	41,123.22 97.23	0.01%	2,326.00	5.66%
Federal Home Loan Mortgage Corp Multiclass Mortgage Participation Certificate Guaranteed Series 1579 Class Pm 6.7% Due 9/15/23 Dated 9/1/93	22,655.76	22,620.35 99.84	25,597.72 112.99	0.01%	1,517.00	5.93%

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Federal Home Loan Mortgage Corp REMIC Series 2790 Class TN 4% Due 5/15/24 Dated 5/1/04	135,150.22	120,241.45 88.97	142,063.75 105.12	0.05%	5,406.00	3.81%
Federal National Mortgage Assoc REMIC Trust Series 1994-G6 Class Pj 8% Due 5/17/24 Dated 5/1/94	22,440.07	23,695.31 105.59	25,691.19 114.49	0.01%	1,795.00	6.99%
Federal National Mortgage Assoc REMIC Series 2004-53 Class NC 5.5% Due 7/25/24 Dated 6/1/04	88,527.22	88,067.99 99.48	96,688.08 109.22	0.03%	4,868.00	5.04%
Federal National Mortgage Assoc Pool # 350204 9% Due 2/1/25 Dated 8/1/96	9,585.57	10,136.72 105.75	10,849.43 113.19	0.00%	862.00	7.95%
Federal National Mortgage Assoc Pool # 346283 6.5% Due 3/1/26 Dated 5/1/96	1,440.70	1,395.35 96.85	1,646.68 114.30	0.00%	93.00	5.69%
Federal Home Loan Mortgage Corp Gold Pool #C00456 7% Due 5/1/26 Dated 5/1/96	15,592.64	14,905.61 95.59	18,017.30 115.55	0.01%	1,091.00	6.06%
Government National Mortgage Assoc II Pool # 002248 7.5% Due 7/20/26 Dated 7/1/96	11,821.81	11,555.82 97.75	14,120.92 119.45	0.00%	886.00	6.28%
Federal National Mortgage Assoc Pool # 323380 6.5 Due 10/1/28 Dated 10/1/98	6,344.88	6,317.11 99.56	7,355.81 115.93	0.00%	412.00	5.61%
Federal National Mortgage Assoc Pool # 507042 7.5% Due 9/1/29 Dated 8/1/99	2,698.33	2,748.08 101.84	2,743.90 101.69	0.00%	202.00	7.38%
Federal Home Loan Mortgage Corp Gold Pool # C43561 7% Due 10/1/30 Dated 10/1/00	855.28	860.76 100.64	858.03 100.32	0.00%	59.00	6.98%

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<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Federal Home Loan Mortgage Corp Gold Pool # C01103	9,512.46	9,681.91 101.78	11,462.32 120.50	0.00%	713.00	6.22%
7.5% Due 12/1/30 Dated 12/1/00						
Federal Home Loan Mortgage Corp Gold Pool # C55996	6,012.43	6,146.77 102.23	6,739.21 112.09	0.00%	420.00	6.25%
7% Due 1/1/31 Dated 7/1/01						
Federal National Mortgage Assoc Pool # 579215	13,089.35	13,202.88 100.87	14,724.47 112.49	0.01%	916.00	6.22%
7% Due 3/1/31 Dated 4/1/01						
Government National Mortgage Assoc II Pool # 003133	20,098.98	20,764.76 103.31	23,732.88 118.08	0.01%	1,306.00	5.50%
6.5% Due 9/20/31 Dated 9/1/01						
Federal National Mortgage Assoc REMIC Tr 2001-45 Class Wg	53,783.88	52,237.59 97.13	61,482.20 114.31	0.02%	3,495.00	5.69%
6.5% Due 9/25/31 Dated 8/1/01						
Federal National Mortgage Assoc Pool # 613340	4,867.13	4,990.32 102.53	5,013.29 103.00	0.00%	340.00	6.80%
7% Due 11/1/31 Dated 11/1/01						
Federal National Mortgage Assoc Pool # 625186	2,156.17	2,201.65 102.11	2,219.80 102.95	0.00%	150.00	6.80%
7% Due 1/1/32 Dated 1/1/02						
Master Asset Securitization Trust Series 2004-3 Class 5A1	1,436.44	1,469.20 102.28	1,454.27 101.24	0.00%	89.00	6.17%
6.25% Due 1/25/32 Dated 2/1/04						
Federal National Mortgage Assoc Pool # 675570	19,656.80	20,209.65 102.81	22,417.40 114.04	0.01%	1,179.00	5.26%
6% Due 12/1/32 Dated 12/1/02						
Federal National Mortgage Assoc Pool # 659517	42,158.47	43,120.20 102.28	47,520.18 112.72	0.02%	2,318.00	4.88%
5.5% Due 3/1/33 Dated 2/1/03						

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Federal National Mortgage Assoc Pool # 696434 5% Due 5/1/33 Dated 5/1/03	80,045.58	81,383.86 101.67	90,216.97 112.71	0.03%	4,002.00	4.44%
Residential Funding Securities Corporation Series 2003-RM2 Class AIII 6% Due 5/25/33 Dated 5/1/03	27,649.939	27,811.57 100.59	29,077.07 105.16	0.01%	1,658.00	5.71%
Cs First Boston Mortgage Securities Corp Series 2003-19 Class 1A4 5.25% Due 7/25/33 Dated 7/1/03	143,638.662	126,042.93 87.75	148,010.86 103.04	0.05%	7,541.00	5.09%
Government National Mortgage Assoc Pool # 622123 5.5% Due 10/15/33 Dated 10/1/03	36,834.394	38,163.88 103.61	42,553.67 115.53	0.01%	2,025.00	4.76%
Structured Asset Securities Corp Series 2003-31a Class 2A7 Variable Rate Due 10/25/33 Dated 9/1/03	239,310.278	189,653.40 79.25	235,686.93 98.49	0.08%	6,088.00	2.58%
Federal National Mortgage Assoc REMIC Series 2003-117 Class Kb 6% Due 12/25/33 Dated 11/1/03	450,000	466,601.56 103.69	511,784.82 113.73	0.18%	27,000.00	5.28%
Federal National Mortgage Assoc Pool # 735648 Variable Rate Due 2/1/34 Dated 6/1/05	63,435.99	63,277.37 99.75	67,729.34 106.77	0.02%	1,417.00	2.09%
Residential Accredit Loans Inc Series 2004-QS2 Class CB 5.75% Due 2/25/34 Dated 2/1/04	124,262.98	100,497.70 80.88	128,593.43 103.48	0.04%	7,145.00	5.56%
Federal National Mortgage Assoc REMIC Series 2004-60 Class PA 5.5% Due 4/25/34 Dated 7/1/04	70,883.558	70,141.48 98.95	75,014.37 105.83	0.03%	3,898.00	5.20%
Federal Home Loan Mortgage Corp Pool # 781530 Variable Rate Due 5/1/34 Dated 4/1/04	37,163.021	35,891.33 96.58	39,390.94 106.00	0.01%	921.00	2.34%

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Structured Asset Securities Corp Series 2004-13 Class 1A2 5 5% Due 7/25/34 Dated 6/1/04	62,558.976	57,554.26 92.00	64,243.86 102.69	0.02%	3,440.00	5.36%
Federal National Mortgage Assoc Pool # 802650 5 109% Due 10/1/34 Dated 10/1/04	35,222.123	35,844.01 101.77	37,462.25 106.36	0.01%	889.00	2.37%
Federal National Mortgage Assoc Pool # 808051 4 5% Due 2/1/35 Dated 2/1/05	86,566.876	81,386.41 94.02	94,281.72 108.91	0.03%	3,895.00	4.13%
Federal National Mortgage Assoc Pool # 816308 Variable Rate Due 2/1/35 Dated 2/1/05	90,738.999	90,739.00 100.00	96,491.85 106.34	0.03%	1,987.00	2.06%
Merrill Lynch Mortgage Investors Tr Series 2005-A7 Class 2A1 5 4005% Due 9/25/35 Dated 9/1/05	125,118.248	122,146.69 97.63	112,692.20 90.07	0.04%	3,514.00	3.12%
Federal Home Loan Mortgage Corp Pool # 847512 Variable Rate Due 1/1/36 Dated 1/1/06	42,267.424	41,976.82 99.31	45,343.22 107.28	0.02%	994.00	2.19%
Wells Fargo Mortgage Backed Securities Trust Series 2006-AR6 Class 5A1 5 1095% Due 3/25/36 Dated 3/1/06	77,726.952	76,123.84 97.94	77,596.09 99.83	0.03%	2,107.00	2.72%
Federal Home Loan Mortgage Corp REMIC Series 4272 Class Dg 3% Due 4/15/43 Dated 11/1/13	593,467.753	603,853.44 101.75	608,849.31 102.59	0.21%	17,804.00	2.92%
Nrp Mortgage Trust Series 2013-1 Class A23 3.25% Due 7/25/43 Dated 6/1/13	352,012.07	353,983.76 100.56	348,575.73 99.02	0.12%	11,440.00	3.28%
Agate Bay Mortgage Loan Trust Series 2015-3 Class A8 Variable Rate Due 4/25/45 Dated 4/1/15	181,720.04	185,297.65 101.97	183,777.20 101.13	0.06%	5,451.00	2.97%

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Sequoia Mortgage Trust Series 2015-2 Class A10 Variable Rate Due 5/25/45 Dated 4/1/15	253,410.44	261,919.70 103.36	260,296.11 102.72	0.09%	8,869.00	3.41%
Winwater Mortgage Loan Trust Series 2015-A Class A5 3.5% Due 6/20/45 Dated 5/1/15	283,000.732	286,361.36 101.19	287,809.48 101.70	0.10%	9,905.00	3.44%
Winwater Mortgage Loan Trust Series 2015-5 Class A5 3.5% Due 8/20/45 Dated 9/1/15	98,913.38	100,783.46 101.89	100,783.46 101.89	0.04%	3,461.00	3.44%
Morgan Stanley Baml Trust Series 2013-C9 Class A2 1.97% Due 5/15/46 Dated 5/1/13	225,000	231,748.33 103.00	226,440.16 100.64	0.08%	4,432.00	1.96%
Towd Point Mortgage Trust Series 2015-4 Class A1b 2.75% Due 4/26/55 Dated 9/1/15	670,000	669,743.39 99.96	671,278.49 100.19	0.23%	18,425.00	2.74%
Citigroup Mortgage Loan Trust Inc Series 2015-A Class A1 3.5% Due 6/25/58 Dated 3/1/15	445,433.52	451,426.39 101.35	452,319.03 101.55	0.16%	15,590.00	3.45%
Total Mortgage		\$ 5,552,646.00	\$ 5,815,663.89	2.02%	\$ 215,356.00	3.70%
Credit						
Vanguard Intermediate Term Investment Grade Fund Adm	203,285.976	2,000,334.00 9.84	1,988,136.85 9.78	0.69%	62,619.00	3.15%
Equitable Life Assur Soc Surplus Note 144a 7.7% Due 12/1/15 Dated 12/1/95 Non Callable	675,000	733,702.21 108.70	677,997.00 100.44	0.24%	51,975.00	7.67%
Questar Corp Senior Notes 2.75% Due 2/1/16 Dated 12/14/10 Callable	675,000	682,425.00 101.10	678,078.00 100.46	0.24%	18,562.00	2.74%

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Goldman Sachs Group Incorporated Senior Note 5 75% Due 10/1/16 Dated 9/19/06 Non Callable	355,000	374,436.25 105.48	370,389.25 104.34	0.13%	20,412.00	5.51%
Principal Life Global Funding II Secured Note 1.125% Due 2/24/17 Dated 2/26/14 Non Callable	250,000	249,662.50 99.87	250,037.50 100.02	0.09%	2,812.00	1.12%
Bank of Nova Scotia Senior Unsecured Note 1.25% Due 4/11/17 Dated 4/11/14 Non Callable	500,000	499,605.00 99.92	499,840.00 99.97	0.17%	6,250.00	1.25%
Receipts on Corporate Securities Trust Amortizing Series Nsc 1998-1 6.375% Due 5/15/17 Dated 11/15/97 Callable-Sinking Fund	133,682.771	131,059.90 98.04	136,979.39 102.47	0.05%	8,522.00	6.22%
Georgia Power Company Note 5 7% Due 6/1/17 Dated 6/12/07 Callable	240,000	239,481.60 99.78	255,736.80 106.56	0.09%	13,680.00	5.35%
Wells Fargo & Company Senior Unsecured Note 1.15% Due 6/2/17 Dated 6/3/14 Non Callable	400,000	399,496.00 99.87	400,292.00 100.07	0.14%	4,600.00	1.15%
Swiss Bank Corp New York Subordinated Note 7 375% Due 6/15/17 Dated 6/13/97 Non Callable	500,000	536,215.00 107.24	541,290.00 108.26	0.19%	36,875.00	6.81%
Bank of Montreal Senior Unsecured Note 1 3% Due 7/14/17 Dated 7/14/14 Callable	510,000	509,984.70 100.00	510,948.60 100.19	0.18%	6,630.00	1.30%

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Merrill Lynch & Company Senior Unsecured Note 6.4% Due 8/28/17 Dated 8/28/07 Non Callable	180,000	211,957.20 117.75	194,990.40 108.33	0.07%	11,520.00	5.91%
American Express Bank FSB Senior Unsecured Note 6% Due 9/13/17 Dated 9/13/07 Non Callable	450,000	519,525.00 115.45	485,379.00 107.86	0.17%	27,000.00	5.56%
Royal Bank of Canada Secured Note 1.2% Due 9/19/17 Dated 9/19/12 Non Callable	470,000	467,541.90 99.48	469,111.70 99.81	0.16%	5,640.00	1.20%
Emerson Electric Co Note 5.375% Due 10/15/17 Dated 5/18/07 Callable	325,000	321,499.75 98.92	350,239.50 107.77	0.12%	17,468.00	4.99%
Ameritech Capital Funding Note 6.45% Due 1/15/18 Dated 1/21/98 Non Callable	400,000	475,164.00 118.79	436,316.00 109.08	0.15%	25,800.00	5.91%
Key Bank Na Senior Unsecured Note 1.65% Due 2/1/18 Dated 2/1/13 Non Callable	445,000	444,572.80 99.90	444,986.65 100.00	0.15%	7,342.00	1.65%
Eli Lilly & Co Senior Unsecured Note 1.25% Due 3/1/18 Dated 3/5/15 Callable	530,000	529,533.60 99.91	530,127.20 100.02	0.18%	6,625.00	1.25%
Morgan Stanley Senior Unsecured Note 6.625% Due 4/1/18 Dated 4/1/08 Callable	270,000	275,383.80 101.99	299,932.20 111.09	0.10%	17,887.00	5.96%

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BP Capital Markets PLC Unsecured Note 1.375% Due 5/10/18 Dated 5/10/13 Callable	440,000	438,772.40 99.72	440,598.40 100.14	0.15%	6,050.00	1.37%
Statoil Asa Unsecured Note 1.15% Due 5/15/18 Dated 5/15/13 Callable	440,000	439,040.80 99.78	437,228.00 99.37	0.15%	5,060.00	1.16%
Dupont Et Nemour Senior Note 6% Due 7/15/18 Dated 7/28/08 Callable	290,000	289,878.20 99.96	320,945.90 110.67	0.11%	17,400.00	5.42%
Merrill Lynch & Company Incorp Note 6.5% Due 7/15/18 Dated 7/15/98 Non Callable	215,000	253,781.70 118.04	238,198.50 110.79	0.08%	13,975.00	5.87%
Toronto-Dominion Bank Senior Unsecured Note 2.625% Due 9/10/18 Dated 9/10/13 Non Callable	420,000	433,125.00 103.13	431,348.40 102.70	0.15%	11,025.00	2.56%
Rio Tinto Finance USA PLC Senior Unsecured Note 2.25% Due 12/14/18 Dated 6/19/13 Callable	430,000	426,069.80 99.09	429,204.50 99.82	0.15%	9,675.00	2.25%
New York Life Global Funding Secured Note 2.1% Due 1/2/19 Dated 12/12/13 Callable	425,000	424,511.25 99.89	427,856.00 100.67	0.15%	8,925.00	2.09%
Total Capital International Sa Senior Unsecured Note 2.125% Due 1/10/19 Dated 1/15/14 Callable	500,000	498,030.00 99.61	507,170.00 101.43	0.18%	10,625.00	2.09%

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Rabobank Nederland NY Senior Unsecured Note 2.25% Due 1/14/19 Dated 1/14/14 Non Callable	500,000	497,140.00 99.43	504,305.00 100.86	0.18%	11,250.00	2.23%
Honeywell International Senior Unsecured Note 5% Due 2/15/19 Dated 2/20/09 Callable	275,000	272,893.50 99.23	302,896.00 110.14	0.11%	13,750.00	4.54%
Banc One Corp Note 8.53% Due 3/1/19 Dated 3/1/98 Non Callable	200,000	253,779.00 126.89	236,604.00 118.30	0.08%	17,060.00	7.21%
Canadian National Railway Note 5.55% Due 3/1/19 Dated 2/25/09 Callable	525,000	555,229.50 105.76	582,855.00 111.02	0.20%	29,137.00	5.00%
Midamerican Energy Co Secured Note 2.4% Due 3/15/19 Dated 9/19/13 Callable	500,000	504,455.00 100.89	508,460.00 101.69	0.18%	12,000.00	2.36%
Statoil Asa Senior Unsecured Note 5.25% Due 4/15/19 Dated 4/23/09 Callable	225,000	258,336.00 114.82	249,480.00 110.88	0.09%	11,812.00	4.73%
Anheuser Busch Inbev Wor Senior Unsecured Note 6.875% Due 11/15/19 Dated 11/15/10 Callable	425,000	524,841.00 123.49	493,845.75 116.20	0.17%	29,218.00	5.92%
Caterpillar Financial SE Unsecured Note 2.25% Due 12/1/19 Dated 12/1/14 Non Callable	240,000	239,808.00 99.92	241,382.40 100.58	0.08%	5,400.00	2.24%

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Pepsico Inc Notes 4.5% Due 1/15/20 Dated 1/14/10 Callable	665,000	729,119.30 109.64	730,755.20 109.89	0.25%	29,925.00	4.10%
JP Morgan Chase & Co Senior Unsecured Note 2.25% Due 1/23/20 Dated 1/23/15 Callable	150,000	150,000.00 100.00	148,815.00 99.21	0.05%	3,375.00	2.27%
National Rural Util Coop Secured Note 2% Due 1/27/20 Dated 1/27/15 Callable	535,000	533,887.20 99.79	527,403.00 98.58	0.18%	10,700.00	2.03%
AFLAC Inc Senior Unsecured Note 2.4% Due 3/16/20 Dated 3/12/15 Callable	530,000	529,851.60 99.97	534,510.30 100.85	0.19%	12,720.00	2.38%
Abbott Laboratories Senior Unsecured Note 4.125% Due 5/27/20 Dated 5/27/10 Callable	425,000	459,089.25 108.02	461,337.50 108.55	0.16%	17,531.00	3.80%
Comerica Bank Senior Unsecured Note 2.5% Due 6/2/20 Dated 6/2/15 Non Callable	670,000	669,564.50 99.94	670,020.10 100.00	0.23%	16,750.00	2.50%
Precision Castparts Corp Senior Unsecured Note 2.25% Due 6/15/20 Dated 6/10/15 Callable	660,000	659,934.00 99.99	662,659.80 100.40	0.23%	14,850.00	2.24%
Union Pacific Corp Senior Unsecured Note 2.25% Due 6/19/20 Dated 6/19/15 Callable	660,000	659,472.00 99.92	667,689.00 101.17	0.23%	14,850.00	2.22%

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General Electric Capital Corp Note 4 375% Due 9/16/20 Dated 9/16/10 Non Callable	260,000	257,964 20 99 22	285,279 80 109 72	0.10%	11,375.00	3.99%
Blackrock Inc Senior Unsecured Note 4 25% Due 5/24/21 Dated 5/24/11 Callable	600,000	596,568.00 99 43	654,624 00 109 10	0.23%	25,500 00	3.90%
Coca-Cola Co Senior Unsecured Note 3 3% Due 9/1/21 Dated 8/10/11 Callable	400,000	416,616 00 104 15	420,832 00 105.21	0.15%	13,200 00	3 14%
Massmutual Global Funding Senior Unsecured Note 2 5% Due 10/17/22 Dated 10/17/12 Non Callable	440,000	439,304 80 99 84	423,601.20 96.27	0.15%	11,000.00	2 60%
Toyota Motor Credit Corp Senior Unsecured Note 2 625% Due 1/10/23 Dated 1/10/13 Callable	425,000	422,335 25 99 37	419,228 50 98 64	0 15%	11,156.00	2.66%
Berkshire Hathaway Inc Senior Unsecured Note 3% Due 2/11/23 Dated 2/11/13 Callable	435,000	431,319 90 99.15	441,459.75 101.49	0.15%	13,050.00	2.96%
Diageo Capital PLC Senior Unsecured Note 2 625% Due 4/29/23 Dated 4/29/13 Callable	400,000	399,020.00 99.76	387,628.00 96.91	0.13%	10,500.00	2 71%
Texas Instruments Inc Senior Unsecured Note 2.25% Due 5/1/23 Dated 5/8/13 Callable	650,000	612,592 50 94.25	624,117 00 96 02	0.22%	14,625 00	2 34%

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Apple Inc Senior Unsecured Note 2 4% Due 5/3/23 Dated 5/3/13 Callable	855,000	814,666 10 95.28	836,489 25 97 84	0 29%	20,520.00	2 45%
Entergy Mississippi Inc Secured Note 3 1% Due 7/1/23 Dated 12/11/12 Callable	235,000	231,738 20 98.61	230,151 95 97.94	0 08%	7,285 00	3 17%
Rockwell Collins Inc Senior Unsecured Note 3 7% Due 12/15/23 Dated 12/16/13 Callable	500,000	498,550.00 99.71	520,785 00 104 16	0 18%	18,500.00	3 55%
One Gas Inc Senior Unsecured Note 3 61% Due 2/1/24 Dated 8/1/14 Callable	500,000	500,000.00 100.00	514,970.00 102.99	0 18%	18,050.00	3 51%
Simon Property Group LP Senior Unsecured Note 3 75% Due 2/1/24 Dated 1/21/14 Callable	500,000	496,895 00 99.38	518,340 00 103 67	0 18%	18,750 00	3 62%
Stryker Corp Senior Unsecured Note 3 375% Due 5/15/24 Dated 5/1/14 Callable	500,000	495,620 00 99.12	505,610 00 101.12	0 18%	16,875 00	3 34%
Hydro Quebec Note 8 05% Due 7/7/24 Dated 7/7/94 Puttable 7/7/06 @ 100	40,000	53,907.60 134.77	54,604 80 136 51	0 02%	3,220.00	5 90%
Cdp Financial Senior Unsecured Note 3 15% Due 7/24/24 Dated 7/24/14 Callable	500,000	498,130.00 99.63	505,445 00 101 09	0 18%	15,750 00	3 12%

William T Kemper Foundation Main A/C
 October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Shell International Finance Senior Unsecured Note 3 25% Due 5/11/25 Dated 5/11/15 Callable	650,000	658,170 50 101 26	649,031 50 99.85	0.23%	21,125 00	3.25%
Henry J Kaiser Family Fo Unsecured Note 3.356% Due 12/1/25 Dated 6/25/15 Callable	660,000	660,000.00 100.00	672,876 60 101.95	0.23%	22,149 00	3.29%
Siemens Financieringsmat Senior Unsecured Note 6 125% Due 8/17/26 Dated 8/16/06 Callable	400,000	477,416 00 119 35	496,088 00 124.02	0.17%	24,500 00	4.94%
Tosco Corporation Note 8 125% Due 2/15/30 Dated 2/15/00 Callable	225,000	292,225 50 129.88	310,421 25 137 97	0.11%	18,281 00	5.89%
South Carolina Electric & Gas Note 6 625% Due 2/1/32 Dated 1/31/02 Callable	450,000	533,817 45 118 63	562,801 50 125.07	0.20%	29,812 00	5.30%
Southern Cal Edison Secured Note 5 35% Due 7/15/35 Dated 6/27/05 Callable	700,000	837,008 00 119 57	809,718 00 115 67	0.28%	37,450 00	4.63%
Trans-Canada Pipelines Senior Unsecured Note 7 25% Due 8/15/38 Dated 8/11/08 Callable	275,000	352,602 25 128 22	344,762 00 125 37	0.12%	19,937 00	5.78%
Oracle Corp Senior Unsecured Note 6 125% Due 7/8/39 Dated 7/8/09 Callable	500,000	496,670 00 99.33	599,775 00 119 96	0.21%	30,625 00	5.11%

William T Kemper Foundation Main A/C

October 1, 2015 - October 31, 2015

Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Florida Power Corporation Note 5.65% Due 4/1/40 Dated 3/25/10 Callable	635,000	685,730.15 107.99	772,198.10 121.61	0.27%	35,877.00	4.65%
SBA Tower Trust Secured Note 2.24% Due 4/15/43 Dated 4/18/13 Callable	400,000	388,592.00 97.15	395,956.00 98.99	0.14%	8,960.00	2.26%
Methlife Inc Senior Unsecured Note 4.05% Due 3/1/45 Dated 3/5/15 Callable	300,000	298,503.00 99.50	283,974.00 94.66	0.10%	12,150.00	4.28%
GE Capital Trust I Subordinated Note Variable Rate Due 11/15/67 Dated 11/15/09 Callable	270,000	270,000.00 100.00	288,765.00 106.95	0.10%	17,212.00	5.96%
Total Credit		\$ 33,418,151.61	\$ 33,805,908.99	11.76%	\$ 1,192,716.00	3.53%
Treasury						
United States Treasury Note 1.375% Due 7/31/18 Dated 7/31/13	750,000	755,861.89 100.78	758,025.00 101.07	0.26%	10,312.00	1.36%
United States Treasury Note 1.75% Due 9/30/19 Dated 9/30/14	750,000	753,371.65 100.45	761,902.50 101.59	0.26%	13,125.00	1.72%
United States Treasury Note 2% Due 2/28/21 Dated 2/28/14	525,000	520,408.35 99.13	535,248.00 101.95	0.19%	10,500.00	1.96%
United States Treasury Note 1.875% Due 11/30/21 Dated 11/30/14	1,250,000	1,240,678.83 99.25	1,256,875.00 100.55	0.44%	23,437.00	1.86%
United States Treasury Note 2% Due 2/15/23 Dated 2/15/13	860,000	824,864.38 95.91	864,953.60 100.58	0.30%	17,200.00	1.99%
United States Treasury Bonds 4.5% Due 2/15/36 Dated 2/15/06	400,000	448,126.60 112.03	520,112.00 130.03	0.18%	18,000.00	3.46%

William T Kemper Foundation Main A/C
 October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
United States Treasury Bond 3 5% Due 2/15/39 Dated 2/17/09	450,000	390,464.69 86.77	505,336.50 112.30	0.18%	15,750.00	3.12%
United States Treasury Bonds 3 875% Due 8/15/40 Dated 8/15/10	670,000	762,363.23 113.79	792,817.70 118.33	0.28%	25,962.00	3.27%
Total Treasury		\$ 5,696,139.62	\$ 5,995,270.30	2.08%	\$ 134,286.00	2.24%
Agencies						
Federal National Mortgage Assoc Note 5% Due 2/13/17 Dated 1/12/07 Non Callable	560,000	613,577.44 109.57	591,505.60 105.63	0.21%	28,000.00	4.73%
Federal National Mortgage Assoc Note 5% Due 5/11/17 Dated 4/16/07 Non Callable	650,000	750,195.55 115.42	692,679.00 106.57	0.24%	32,500.00	4.69%
Federal Home Loan Bank Note 5% Due 11/17/17 Dated 10/19/07 Non Callable	590,000	609,769.13 103.35	639,884.50 108.46	0.22%	29,500.00	4.61%
Federal Home Loan Mortgage Corp Note 4 875% Due 6/13/18 Dated 6/13/08 Non Callable	665,000	758,190.44 114.01	731,214.05 109.96	0.25%	32,418.00	4.43%
Federal Home Loan Mortgage Corp Note 3.75% Due 3/27/19 Dated 3/27/09 Non Callable	500,000	481,737.00 96.35	541,605.00 108.32	0.19%	18,750.00	3.46%
Federal Home Loan Bank Note 4 5% Due 9/13/19 Dated 8/12/09 Non Callable	540,000	572,308.20 105.98	600,917.40 111.28	0.21%	24,300.00	4.04%
Federal Home Loan Mortgage Corp Note 1 375% Due 5/1/20 Dated 4/4/13 Non Callable	1,000,000	944,028.00 94.40	994,520.00 99.45	0.35%	13,750.00	1.38%
Federal Home Loan Mortgage Corp Note 2.375% Due 1/13/22 Dated 1/13/12 Non Callable	1,000,000	1,008,332.00 100.83	1,023,610.00 102.36	0.36%	23,750.00	2.32%

William T Kemper Foundation Main A/C
 October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Federal Home Loan Bank Note 5 375% Due 8/15/24 Dated 8/20/04 Non Callable	360,000	369,586.80 102.66	440,132.40 122.26	0.15%	19,350.00	4.40%
Tennessee Valley Authority Note 6 75% Due 11/1/25 Dated 11/1/95 Non Callable	230,000	276,604.90 120.26	306,688.90 133.34	0.11%	15,525.00	5.06%
Federal Home Loan Mortgage Corp Note 6.25% Due 7/15/32 Dated 2/20/02 Non Callable	300,000	354,569.40 118.19	426,069.00 142.02	0.15%	18,750.00	4.40%
Tennessee Valley Authority Note 5.88% Due 4/1/36 Dated 7/23/97 Puttable	280,000	309,540.00 110.55	367,200.40 131.14	0.13%	16,464.00	4.48%
Total Agencies		\$ 7,048,438.86	\$ 7,356,026.25	2.56%	\$ 273,057.00	3.71%
Asset Backed Securities						
Capital Auto Receivables Asset Trust Series 2014-1 Class A3 1 32% Due 6/20/18 Dated 1/22/14	500,000	499,902.85 99.98	500,439.75 100.09	0.17%	6,600.00	1.32%
Avis Budget Rental Car Funding Aesop Series 2012-3a Class A 2.1% Due 3/20/19 Dated 7/31/12	440,000	439,803.58 99.96	442,315.54 100.53	0.15%	9,240.00	2.09%
Chrysler Capital Auto Receivables Trust Series 2014-Ba Class A3 1 27% Due 5/15/19 Dated 9/25/14	295,000	294,723.44 99.91	295,093.84 100.03	0.10%	3,746.00	1.27%
Nextgear Floorplan Master Owner Trust Series 2015-1a Class A 1.8% Due 7/15/19 Dated 7/29/15	600,000	599,928.66 99.99	598,930.86 99.82	0.21%	10,800.00	1.80%
Cps Auto Trust Series 2012-B Class A 3 09% Due 9/1/19 Dated 6/20/12	75,571.67	75,562.81 99.99	75,809.34 100.31	0.03%	1,904.00	2.51%

William T Kemper Foundation Main A/C

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October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Bcc Funding Corp Series 2014-1a Class A 1.794% Due 6/20/20 Dated 4/15/14	176,960 18	176,960.18 100 00	176,351 44 99.66	0.06%	3,174 00	1 80%
Avis Budget Rental Car Funding Aesop LLC Series 2015-2a Class A 2.63% Due 12/20/21 Dated 5/27/15	520,000	519,883 52 99.98	521,547.21 100.30	0.18%	13,676.00	2 62%
Cabelas Master Credit Card Trust Series 2015-2 Class A1 2.25% Due 7/17/23 Dated 7/15/15	660,000	659,737.39 99 96	660,545.89 100 08	0.23%	14,850.00	2 25%
Residential Funding Mortgage Securities I Series 2000-HI2 Class A15 Variable Rate Due 3/25/25 Dated 3/1/00	622.31	685 69 110.19	618.72 99.42	0.00%	55.00	8 90%
Slm Student Loan Trust Series 2012-A Class A1 Variable Rate Due 8/15/25 Dated 2/9/12	124,674 85	124,674.85 100 00	125,032.52 100 29	0 04%	1,988 00	1 59%
Slm Student Loan Trust Series 2011-A Class A2 4 37% Due 4/17/28 Dated 4/26/11	500,000	533,964 84 106.79	526,892.40 105 38	0.18%	21,850 00	4 15%
Navient Student Loan Trust Series 2015-AA Class A2a 2.65% Due 12/15/28 Dated 1/22/15	550,000	549,797.43 99.96	554,315 36 100.78	0.19%	14,575.00	2.63%
Residential Funding Mortgage Securities Series 2004-HI1 Class A5 Variable Rate Due 4/25/29 Dated 3/1/04	103,089.372	67,008.11 65.00	110,711 05 107 39	0.04%	5,855 00	5.29%
Progress Residential Trust Series 2015-SFR2 Class A 2 74% Due 6/12/32 Dated 6/2/15	425,000	424,991 36 100 00	418,339 36 98.43	0 15%	11,645 00	2 78%

William T Kemper Foundation Main A/C

October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Social Professional Loan Program LLC Series 2015-B Class A2 2.51% Due 9/27/32 Dated 6/9/15	599,618.81	599,541.52 99.99	597,324.25 99.62	0.21%	15,050.00	2.52%
Argent Securities Inc Series 2004-W8 Class A2 Variable Rate Due 5/25/34 Dated 5/6/04	343,023.585	339,593.36 99.00	337,848.94 98.49	0.12%	3,965.00	1.17%
Equity One Abs Inc Series 2003-4 Class AF6 Variable Rate Due 10/25/34 Dated 10/1/03	133,386.22	132,219.10 99.13	134,824.36 101.08	0.05%	6,788.00	5.03%
Wf-Rbs Commercial Mortgage Trust Series 2012-C7 Class A1 2.3% Due 6/15/45 Dated 6/1/12	299,844.89	302,832.56 101.00	302,094.00 100.75	0.11%	6,896.00	2.28%
Sequoia Mortgage Trust Series 2015-3 Class A5 3% Due 7/25/45 Dated 6/1/15	299,795.52	301,013.44 100.41	301,517.85 100.57	0.10%	8,993.00	2.98%
Northstar Education Finance Inc Series 2005-1 Class A5 4.74% Due 10/28/45 Dated 10/25/05	94,278.80	94,268.40 99.99	91,504.17 97.06	0.03%	1,005.00	1.10%
Jpmc Commercial Mortgage Securities Trust Series 2014-C21 Class A1 1.322% Due 8/15/47 Dated 7/1/14	188,321.63	188,321.40 100.00	188,062.80 99.86	0.07%	2,489.00	1.32%
Total Asset Backed Securities		\$ 6,925,414.49	\$ 6,960,119.65	2.42%	\$ 165,144.00	2.37%
Taxable Municipal Bonds						
MO State Housing Development Commission Multi Family Housing Revenue Taxable Refunding Series 2 1.5% Due 1/1/17 Dated 6/27/13 Non Callable	270,000	270,000.00 100.00	269,867.70 99.95	0.09%	4,050.00	1.50%

William T Kemper Foundation Main A/C

October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Milwaukee WI Taxable Corp Purpose-T5 General Obligation Unlimited 4% Due 5/15/18 Dated 6/9/11 Non Callable	455,000	467,958.40 102.85	487,013.80 107.04	0.17%	18,200.00	3.74%
El Paso County TX Refunding Taxable Series A General Obligation Limited 2.484% Due 2/15/20 Dated 6/1/15 Non Callable	250,000	250,000.00 100.00	252,370.00 100.95	0.09%	6,210.00	2.46%
OH State Build America Bonds General Obligation Unlimited 3.625% Due 11/1/20 Dated 10/29/10 Callable	550,000	551,221.00 100.22	589,231.50 107.13	0.20%	19,937.00	3.38%
Hurst Euless Bedford TX Indep Sch Dist Txbl Ref Ser-B General Obligation Unlimited 3.005% Due 8/15/24 Dated 5/1/15 Non Callable	640,000	640,000.00 100.00	651,136.00 101.74	0.23%	19,232.00	2.95%
TX State A & M University Revenue Taxable Financing Systems Series C 4.772% Due 5/15/33 Dated 8/15/13 Sinkable Callable	420,000	420,000.00 100.00	447,678.00 106.59	0.16%	20,042.00	4.48%
Port Auth of New York & New Jersey NY Taxable Consol Series 187 4.426% Due 10/15/34 Dated 10/21/14 Sinkable Callable	500,000	500,000.00 100.00	514,390.00 102.88	0.18%	22,130.00	4.30%
Colorado Springs Co Utilities Rev Build America Bonds 6.615% Due 11/15/40 Dated 12/23/10 Sinkable Callable	325,000	410,046.00 126.17	444,245.75 136.69	0.15%	21,498.00	4.84%
Total Taxable Municipal Bonds		\$ 3,509,225.40	\$ 3,655,932.75	1.27%	\$ 131,299.00	3.59%

William T Kemper Foundation Main A/C
 October 1, 2015 - October 31, 2015

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Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Tax Exempt General Obligations						
Fremont CA Union High School Dist	1,520,000	295,275.20	558,797.60	0.19%	0.00	0.00%
Santa Clara Co Cap Apprec Elec 08-B		19.43	36.76			
General Obligation Unlimited						
0% Due 8/1/34 Dated 3/23/11						
Callable						
Total Tax Exempt General Obligations		\$ 295,275.20	\$ 558,797.60	0.19%	\$ 0.00	0.00%
Tax Exempt Revenue						
MA State Housing Finance Agency	185,000	185,000.00	185,190.55	0.06%	4,625.00	2.50%
AMT Housing Series A		100.00	100.10			
2.5% Due 12/1/15 Dated 11/3/11						
Non Callable						
Denver Co City & County Airport	530,000	520,878.70	614,333.60	0.21%	27,825.00	4.53%
Revenue AMT Series A		98.28	115.91			
5.25% Due 11/15/23 Dated 4/14/11						
Callable						
Total Tax Exempt Revenue		\$ 705,878.70	\$ 799,524.15	0.28%	\$ 32,450.00	4.06%
Total Fixed Income Investments		\$ 63,151,169.88	\$ 64,947,243.58	22.59%	\$ 2,144,308.00	3.30%
Alternative Investments						
Hedge Funds						
Makana Capital Blocker Y Cayman	3,764,346	2,224,148.49	3,764,346.00	1.31%	0.00	0.00%
Limited Partnership		0.59	1.00			
Makana Capital Splitter X	26,710,256	18,916,510.31	26,710,256.00	9.29%	0.00	0.00%
Limited Partnership		0.71	1.00			
Total Hedge Funds		\$ 21,140,658.80	\$ 30,474,602.00	10.60%	\$ 0.00	0.00%
Total Alternative Investments		\$ 21,140,658.80	\$ 30,474,602.00	10.60%	\$ 0.00	0.00%

William T Kemper Foundation Main A/C
 October 1, 2015 - October 31, 2015

Account Number: 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
<i>Real Estate and Minerals</i>						
<i>Miscellaneous Real Estate</i>						
Culp Properties Lea Co NM	0.028	5,640.08 201,431.43	93.16 3,327.00	0.00%	0.00	0.00%
2560a Nymeyer Property Lea Co NM	0.028	1.00 35.71	13,440.00 480,000.00	0.00%	0.00	0.00%
Total Miscellaneous Real Estate		\$ 5,641.08	\$ 13,533.16	0.00%	\$ 0.00	0.00%
<i>Oil Gas Or Mineral Interests</i>						
Kemper Foundation Mineral Value	1	1.00	167,350.44	0.06%	12,034.00	7.19%
Various Mineral Assets	48	48.00 1.00	48.00 1.00	0.00%	0.00	0.00%
Total Oil Gas Or Mineral Interests		\$ 49.00	\$ 167,398.44	0.06%	\$ 12,034.00	7.19%
Total Real Estate and Minerals		\$ 5,690.08	\$ 180,931.60	0.06%	\$ 12,034.00	6.65%
<i>Closely Held</i>						
<i>Limited Partnerships and Pass Throughs</i>						
Bdt Capital Partners Fund II	1,760,000	1,760,000.00	1,760,000.00	0.61%	0.00	0.00%
Limited Partnership		1.00	1.00			
\$10,000,000 Original Commitment						
Total Limited Partnerships and Pass Throughs		\$ 1,760,000.00	\$ 1,760,000.00	0.61%	\$ 0.00	0.00%
Total Closely Held		\$ 1,760,000.00	\$ 1,760,000.00	0.61%	\$ 0.00	0.00%

William T Kemper Foundation Main A/C
 October 1, 2015 - October 31, 2015

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Account Number 46-0001-00-1

List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Miscellaneous						
Allscripts Healthcare Solution Inc Securities Litigation 11/7/10 - 7/25/12 Filing Date 7/22/15	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Apollo Group Inc Securities Litigation 11/27/01 - 1/12/07 Filing Date 8/3/15	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
J P Morgan Mortgage Trust Securities Litigation 1/1/06 - 5/19/14 Filing Date 9/6/14	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
JP Morgan Chase & Co Fair Fund Securities Litigation 4/12/12 - 5/20/12 Filing Date 9/4/15	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Miscellaneous Office Equipment	1	1.00	1.00	0.00%	0.00	0.00%
Various Art Pieces	15	114,092.50 7,606.17	82,386.09 5,492.41	0.03%	0.00	0.00%
Total Miscellaneous		\$ 114,093.50	\$ 82,387.09	0.03%	\$ 0.00	0.00%
Net Assets and Liabilities		\$ 250,019,107.45	\$ 287,543,861.17	100.00%	\$ 5,937,395.00	2.06%
Cost Adjustment - Makena Splitter		685,543.69				
Cost Adjustment - Makena Blocker		101,393.51				
Total (Rounded)		\$ 250,806,046.00				

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2015**

43-6345116

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

WILLIAM T. KEMPER FOUNDATION – COMMERCE BANK TRUSTEE

PROPOSAL GUIDELINES

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

Education
Health and Human Services
Civic Improvements
The Arts

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

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

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

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

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 20145**

43-6345116

The Terms

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

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

Address Application To:

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

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2015

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
After the Harvest 406 W. 34th St., Ste. 816 Kansas City, MO 64111	Episcopal Community Services Inc.	PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	\$6,305.08	1 of 1	12/16/2014
After the Harvest 406 W. 34th St., Ste. 816 Kansas City, MO 64111		PC	Program expansion over 3 years	\$100,000.00	1 of 3	4/15/2015
American Academy of Arts and Sciences Norton's Woods 136 Irving St. Cambridge, MA 02138-1996		PC	Annual support	\$2,500.00	1 of 1	10/29/2015
American Heart Association Inc. (St. Louis, MO Office) 460 N. Lindbergh St. Louis, MO 63141		PC	2015 Heart Ball	\$5,000.00	1 of 1	12/2/2014
Archdiocese of St. Louis (Kemper Donor Advised Fund) Cardinal Rigali Center 20 Archbishop May Dr St. Louis, MO 63119		PC	2015 Promenade Musicale de Pays d'Auge and concerts with the Venitian Centre for Baroque Music	\$25,000.00	1 of 1	12/16/2014
Benilde Hall 3220 E. 23rd St. Kansas City, MO 64127-4201		PC	Campus renovations	\$25,000.00	1 of 1	10/9/2015
Bethel Neighborhood Center 14 S. 7th St. Kansas City, KS 66101		PC	Capital campaign	\$25,000.00	1 of 1	8/13/2015
Boy Scouts of America - Heart of America Council 10210 Holmes Rd. Kansas City, MO 64131-4212		PC	Urban Scouting program	\$24,000.00	1 of 1	1/13/2015
Boy Scouts of America - Heart of America Council 10210 Holmes Rd. Kansas City, MO 64131-4212		PC	Annual Bequest	\$500.00	1 of 1 Annual Bequest	6/9/2015

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Bradley University 1501 W. Bradley Ave. Peoria, IL 61625		PC	Bradley PDS Partnership. Lifelong Learning and Leadership over 2 years	\$27,500.00	1 of 2	2/10/2015
Bridging The Gap Inc 1427 W 9th St., Ste 201 Kansas City, MO 64101		PC	Tree planting project in downtown Kansas City, MO	\$5,000.00	1 of 1	10/9/2015
Cardinal Ritter College Prep 701 N Spring Ave. St Louis, MO 63108		PC	Marketing campaign and tuition assistance	\$50,000.00	1 of 1	4/15/2015
Central Institute for the Deaf 825 S Taylor Ave. St. Louis, MO 63110		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization.	\$10,000.00	1 of 1	2/10/2015
Child Abuse Prevention Association 503 E 23rd St Independence, MO 64055		PC	Purchase the Donor Perfect Online Essentials management system, three iPads and register stands for use at special events	\$10,000.00	1 of 1	12/9/2014
Child Advocacy Services Center Inc. DBA Children's Place 2 E 59th St. Kansas City, MO 64113		PC	Clinical Services program	\$25,000.00	1 of 1	9/16/2015
Christmas in October 3261 Roanoke Kansas City, MO 64111		PC	Warehouse renovations and upgrades	\$10,000.00	1 of 1	12/16/2014
City Garden Montessori School 1618 Tower Grove Ave St. Louis, MO 63110		PC	Montessori for All Scholarships	\$25,000.00	1 of 1	5/28/2015
Community Capital Fund 3200 Wayne Ave Robert J. Mohart Multipurpose Center Kansas City, MO 64109		PC	Neighborhoods Rising Fund	\$25,000.00	1 of 1	3/17/2015
Community Linc P.O. Box 32697 Kansas City, MO 64171		PC	Phase Two - exterior renovations to six buildings	\$20,000.00	1 of 1	12/2/2014
Community Services League 404 N Noland Rd. Independence, MO 64050		PC	Work Express program expansion over 2 years	\$25,000.00	2 of 2	11/6/2014

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Connecting for Good Inc. 2006 N. 3rd St. Kansas City, KS 66101		PC	Create a new community computer center at Linwood Presbyterian	\$20,000.00	1 of 1	8/25/2015
Cristo Rey Kansas City High School 211 W Linwood Kansas City, MO 64111		PC	Capital campaign - facility renovation	\$60,000.00	1 of 1	7/30/2015
Cross-Lines Community Outreach Inc. 736 Shawnee Ave. Kansas City, KS 66105		PC	Hope for a Better Tomorrow capital campaign - over 2 years	\$50,000.00	2 of 2	7/6/2015
Crossroads Academy of Kansas City 1015 Central St. Kansas City, MO 64105-1619		PC	Phase II of the Facilities Expansion project over 3 years	\$100,000.00	2 of 2	5/28/2015
Cultivate Kansas City Inc 4223 Gibbs Rd. Kansas City, KS 66106		PC	Beans & Greens program transition funding	\$25,000.00	1 of 1	4/2/2015
Cultural Festivals 225 S Meramec Ave., Ste. 105 St. Louis, MO 63105		PC	Creative Castle and Performing Arts Stage	\$15,000.00	1 of 1	6/24/2015
De La Salle Education Center 3737 Troost Ave. Kansas City, MO 64109		PC	Continuous Quality Improvement (CQI) project over 3 years	\$45,000.00	3 of 3	4/2/2015
Donald Danforth Plant Science Center 975 N. Warson Rd. St. Louis, MO 63132		PC	Annual support	\$25,000.00	1 of 1	12/2/2014
Downtown Kansas City Civic Ventures 1000 Walnut, Ste. 200 Kansas City, MO 64106		PC	Equipment upgrades for the Downtown Community Services Center	\$10,000.00	1 of 1	7/30/2015
Eisenhower Foundation P.O. Box 295 Abilene, KS 67410		PC	"World War II Remembered: Leaders, Battles and Heroes" project over 3 years	\$50,000.00	3 of 3	4/2/2015

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Eisenhower Foundation P O Box 295 Abilene, KS 67410		PC	Travel costs, honoraria, receptions and promotion for the speaker series, a part of the commemoration of the 125th anniversary of President Eisenhower's birth and the 70th anniversary of the end of WWII	\$25,000.00	1 of 1	7/30/2015
El Centro Inc 650 Minnesota Ave Kansas City, KS 66101		PC	Playground upgrades	\$16,000.00	1 of 1	6/24/2015
Entrepreneur Startup Business Development Corporation DBA Arch Grants 611 Olive St., Ste. 1378 St Louis, MO 63101-1711		PC	Global Startup Competition	\$25,000.00	1 of 1	3/5/2015
Epec Inc. 4747 Troost, Ste 207 Kansas City, MO 64110		PC	Renovations and equipment for a job training program for women in poverty	\$20,000.00	1 of 1	6/24/2015
Episcopal Diocese of West Missouri (St. Paul's Episcopal Church, Kansas City, MO) 11 E. 40th St Kansas City, MO 64111		PC	Opening Our Doors to Tomorrow capital campaign	\$100,000.00	1 of 1	1/22/2015
Ernest Shepherd Memorial Youth Center Inc 610 E. Shepherd Rd Liberty, MO 64068		PC	'Serving Generations' Capital campaign - renovation and construction	\$20,000.00	1 of 1	5/5/2015
Fair St. Louis Foundation 301 Prospect St Louis, MO 63110		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	\$15,000.00	1 of 1	3/5/2015
Flance Management Inc. 1908 O'Fallon St St. Louis, MO 63106		PC	Director's Discretionary Fund	\$25,000.00	1 of 1	10/29/2015
Flora Of North America Association PO Box 716 Point Arena, CA 95468-0716		PC	Produce a comprehensive botanical publication and online resource	\$100,000.00	1 of 1	4/15/2015
Focus St Louis 815 Olive St., Ste 110 St. Louis, MO 63101		PC	Impact Fellows program over 2 years	\$25,000.00	1 of 2	4/15/2015

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French Heritage Society Inc. 14 E. 60th St., Ste. 605 New York, NY 10022		PC	Restoration project. Chapel Sainte-Marie-Les-Anglais	\$99,027.00	1 of 1	4/15/2015
Friends of Arrow Rock P.O. Box 124 Arrow Rock, MO 65320		PC	Preservation and construction on four properties over 2 years	\$25,000.00	1 of 2	1/7/2015
Friends of Chamber Music 4635 Wyandotte, Ste. 201 Kansas City, MO 64112-1537		PC	2014/2015 International Chamber Music Series	\$100,000.00	1 of 1	1/22/2015
Friends of Kwmu Inc. 3651 Olive St. St. Louis, MO 63108		PC	St. Louis Public Radio Innovation Fund	\$25,000.00	1 of 1	3/5/2015
Gateway Childrens Charity 3 Cityplace Dr., Ste. 900 St. Louis, MO 63141		PC	Kickoff the Fall fundraiser	\$2,000.00	1 of 1	10/9/2015
Gateway Greening Inc. 2211 Washington Ave., Ste. 102 St. Louis, MO 63103		PC	City Seeds Urban Farm and Training program over 2 years	\$12,500.00	1 of 2	7/15/2015
Girl Scouts of Eastern Missouri Inc. 2300 Ball Dr St. Louis, MO 63146		PC	Project Anti-Violence Education (PAVE)	\$10,000.00	1 of 1	6/24/2015
Grace and Holy Trinity Cathedral 415 W. 13th St. P.O. Box 412048 Kansas City, MO 64141		PC	Annual Bequest	\$200,000.00	1 of 1 Annual Bequest	6/9/2015
Great Circle 330 North Gore Ave. St. Louis, MO 63119		PC	For the Path Ahead Campaign	\$100,000.00	1 of 1	1/22/2015
Guadalupe Center Inc. 1015 Avenida Cesar E. Chavez Kansas City, MO 64108		PC	Renovate the Zartman building located on the Villa Guadalupe Campus	\$100,000.00	1 of 1	7/30/2015
Habitat for Humanity International Inc. (Heartland Affiliate) 155 S. 18th St., Ste. 120 Kansas City, KS 66102		PC	Build two single-family, homeowner-occupied residences in the urban core of KCK	\$75,000.00	1 of 1	5/5/2015

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Harry S Truman Library Institute for National & International Affairs 500 W. U.S. Hwy. 24 Independence, MO 64050-1798		PC	Preservation and digital access to archival collections over 3 years	\$50,000.00	2 of 3	1/7/2015
Hawthorn Leadership School for Girls P.O. Box 50059 St. Louis, MO 63105		PC	Science Lab Renovation	\$25,000.00	1 of 1	10/29/2015
Health Partnership Clinic Inc 407 S Clairborne Rd., Ste 104 Olathe, KS 66062		PC	Implement Team of Care program over 3 years	\$50,000.00	2 of 3	4/2/2015
Heart of America Shakespeare Festival 3619 Broadway, Ste. 2 Kansas City, MO 64111		PC	2015 festival support	\$5,000.00	1 of 1	3/17/2015
Heartland Men's Chorus P.O. Box 32374 Kansas City, MO 64171-5374		PC	2014/2015 season support	\$2,500.00	1 of 1	12/9/2014
Hillcrest Transitional Housing of Buchanan County Inc. 3000 Parkway A, #7 St. Joseph, MO 64504		PC	Replace 15 HVAC units	\$22,500.00	1 of 1	12/2/2014
Hope Faith Ministries Inc. 705 Virginia Ave. Kansas City, MO 64106		PC	Replace all conventional lighting with LED lighting	\$15,500.00	1 of 1	12/16/2014
Horizon Academy 4901 Reinhardt Dr Roeland Park, KS 66205		PC	Rays of Success Major Gifts Campaign: scholarships, program development, teacher training and facility renovations	\$50,000.00	1 of 1	1/22/2015
Inspire Stl 1204 Washington Ave., Ste 406 St. Louis, MO 63103-1964		PC	Professional development	\$15,000.00	1 of 1	2/10/2015
Inspire Stl 1204 Washington Ave., Ste. 406 St. Louis, MO 63103-1964		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization.	\$4,000.00	1 of 1	8/25/2015

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Interfaith Community Services Inc. 200 Cherokee P O Box 4038 St. Joseph, MO 64504		PC	"Building InterServ" capital campaign over 2 years	\$100,000.00	1 of 1	10/21/2015
International Institute of Metropolitan St. Louis 3401 Arsenal St. St. Louis, MO 63118		PC	New Beginnings capital campaign	\$500,000.00	1 of 1	1/13/2015
Jackson County Casa 2544 Holmes Kansas City, MO 64108		PC	Transition Program for older foster youth over 3 years	\$40,000.00	1 of 3	7/30/2015
John Burroughs School 755 S. Price Rd. St. Louis, MO 63124-1899		PC	Annual support	\$2,500.00	1 of 1	12/9/2014
Johnson County Interfaith Hospitality Network Inc 6315 W. 110th St. Overland Park, KS 66211-1509		PC	Replace flooring in the common areas of the facility and kitchen renovations	\$8,480.00	1 of 1	12/9/2014
Johnson County Library Foundation 9874 W. 87th St. Overland Park, KS 66212		PC	New Technology Training Lab at the Central Resource Library	\$25,000.00	1 of 1	5/5/2015
Journey To New Life Inc. 3144 Troost Ave Kansas City, MO 64109-1844		PC	Renovations to provide a transitional facility for women leaving prison	\$20,000.00	1 of 1	7/7/2015
Junior Achievement of Middle America Inc. 4049 Pennsylvania Ave., Ste. 150 Kansas City, MO 64111		PC	Purchase additional STEM-focused curriculum kits and equipment to improve technology	\$10,000.00	1 of 1	12/9/2014
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		PC	Annual Bequest	\$250,000.00	1 of 1 Annual Bequest	6/9/2015
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		PC	Exterior renovations and updates to Vanderslice Hall over 2 years	\$250,000.00	1 of 2	7/30/2015
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		PC	Exterior renovations and updates to Vanderslice Hall over 2 years	\$750,000.00	2 of 2	10/21/2015

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Kansas City Ballet Association 500 W. Pershing Rd. Kansas City, MO 64108-2430		PC	Partial underwriting for the 2015 production of "Dances Daring"	\$25,000.00	1 of 1	12/16/2014
Kansas City Chorale 5601 Wyandotte St., Ste. 412 Kansas City, MO 64113		PC	Spring Concert in Kirkwood Hall at the Nelson (04/04/15) underwritten in memory of Laura Kemper Fields	\$20,143.00	1 of 1	4/2/2015
Kansas City Community Gardens Inc. 6917 Kensington Ave Kansas City, MO 64132		PC	Increase operating efficiency over 3 years	\$35,000.00	3 of 3	4/2/2015
Kansas City Design Center Inc 1018 Baltimore Ave. Kansas City, MO 64105		PC	Program support for the Kansas City Urban Design Studio	\$100,000.00	1 of 2	11/6/2014
Kansas City Public Library 14 W 10th St. Kansas City, MO 64105		PC	Roof top interpretive markers	\$25,000.00	1 of 1	9/16/2015
Kansas City Repertory Theatre Inc. 4825 Troost Ave., Ste. 106 Kansas City, MO 64110-2030		PC	Spencer Theatre renovation	\$250,000.00	1 of 1	1/22/2015
Kansas City Symphony 1703 Wyandotte St., Ste. 200 Kansas City, MO 64108		PC	2014/2015 season support	\$185,000.00	1 of 1	1/22/2015
Kansas City Symphony 1703 Wyandotte St., Ste. 200 Kansas City, MO 64108		PC	Masterpiece Campaign over 3 years	\$500,000.00	3 of 3	10/21/2015
Kansas City University of Medicine and Biosciences 1750 Independence Ave Kansas City, MO 64106-1453		PC	Leading the Way Campaign - build a state-of-the-art Center for Medical Simulation over 3 years	\$83,333.00	1 of 3	1/22/2015
Kansas State University Foundation 701 Beach Lane Manhattan, KS 66506-1200		PC	Excellence in Teaching Awards	\$13,500.00	1 of 1	11/13/2014
Kansas State University Foundation 701 Beach Lane Manhattan, KS 66506-1200		PC	Capital campaign-Seaton Hall expansion over 3 years	\$333,333.00	2 of 3	4/3/2015

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Kansas State University Foundation 701 Beach Lane Manhattan, KS 66506-1200		PC	Capital campaign-Seaton Hall expansion over 3 years	\$333,334.00	3 of 3	10/21/2015
Kansas University Endowment Assoc. - Hall Center for the Humanities 900 Summyside Ave. Lawrence, KS 66045-7622		PC	Faculty seminars-visiting speakers over 3 years	\$15,000.00	3 of 3	11/6/2014
Kaufman Center for the Performing Arts 1601 Broadway Blvd. Kansas City, MO 64108		PC	Dr. Jane Chu Endowment Fund for Youth in the Performing Arts	\$9,000.00	1 of 1	2/10/2015
Kidstic Inc. 480 S. Rogers Rd. Olathe, KS 66062-1706		PC	"A New Dimension of Hope" capital improvement project	\$100,000.00	1 of 1	10/19/2015
KIPP St Louis 2647 Ohio Ave. St. Louis, MO 63118		PC	Campaign for Growth and Impact over 3 years	\$333,333.00	2 of 3	7/7/2015
KIPP St Louis 2647 Ohio Ave. St. Louis, MO 63118		PC	William T. Kemper Excellence in Teaching Awards	\$15,000.00	1 of 1	7/30/2015
Lawrence Memorial Hospital Endowment Association 325 Maine St. Lawrence, KS 66044		PC	Fourth Floor Renovation project	\$25,000.00	1 of 1	12/16/2014
Liberty Memorial Association DBA National World War I Museum 100 W 26th St. Kansas City, MO 64108-4616		PC	Digitization project over 3 years	\$50,000.00	3 of 3	10/5/2015
Library Foundation for the Benefit of St. Louis Public Library DBA St. Louis Public Library Foundation 1415 Olive Street St. Louis, MO 63103		PC	After-School and Literacy programs	\$10,000.00	1 of 1	7/15/2015
Library of American Landscape History Inc P.O. Box 1323 Amherst, MA 01004-1323		PC	Hare & Hare Landscape Architects Book over 2 years	\$10,000.00	2 of 2	1/27/2015

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Lindenwood College DBA Lindenwood University 209 S. Kingshighway St. Charles, MO 63301-1695		PC	Doors to the Future Capital Campaign - Library and Academic Resource Center	\$60,000.00	1 of 1	7/30/2015
Linwood Property Inc 3210 Michigan Ave. Kansas City, MO 64109		SO I	Linwood Place/ReDiscover Redevelopment project over 3 years	\$50,000.00	2 of 3	7/30/2015
Literacy Kansas City 211 W. Armour Blvd., 3rd fl Kansas City, MO 64111		PC	Implementation of revised curriculum over 2 years	\$50,000.00	1 of 2	1/22/2015
Logos Inc. 9137 Old Bonhomme Rd St Louis, MO 63132-4417		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	\$3,200.00	1 of 1	10/9/2015
Lyric Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		PC	2014/2015 season support	\$75,000.00	1 of 1	11/6/2014
Magnificent Missouri Inc. 12 Huntleigh Downs St. Louis, MO 63131		PC	Commerce and Conservation project	\$25,000 00	1 of 1	3/5/2015
Mercy Health Foundation Joplin 2817 St. John's Blvd Joplin, MO 64804-1563		PC	"Advancing Care Together" capital campaign to rebuild Mercy Hospital Joplin over 3 years	\$50,000 00	3 of 3	5/5/2015
Metropolitan Beautification Fund 1055 Broadway, Ste. 130 Kansas City, MO 64105	Greater Kansas City Community Foundation	PC	Future project funding	\$250,000 00	1 of 1	4/15/2015
Metropolitan Ensemble Theatre 3614 Main St. Kansas City, MO 64111		PC	Capital improvements to new theater facility over 2 years	\$125,000 00	1 of 2	10/16/2015
Metropolitan Lutheran Ministry 3031 Holmes St. Kansas City, MO 64109-1435		PC	Northland Community Services capital project - renovation and expansion of the St. James Lutheran Church to create the new Northland Community Care Center	\$60,000.00	1 of 1	1/22/2015

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Metropolitan Organization to Counter Sexual Assault DBA MOCSA 3100 Broadway, Ste 400 Kansas City, MO 64111-2591		PC	Child Sexual Abuse Treatment program	\$20,000.00	1 of 1	1/13/2015
Mid-America Arts Alliance 2018 Baltimore Ave. Kansas City, MO 64108-1914		PC	ExhibitsUSA (exhibits in Missouri & Kansas)	\$25,000.00	1 of 1	1/13/2015
Midwest Foster Care and Adoption Association 18600 E 37th Terr. Box 11 Independence, MO 64057		PC	Behavior Intervention program over 2 years	\$50,000.00	1 of 2	7/30/2015
Miles of Smiles Inc 6301 N Oak Trfy., Ste 204 Kansas City, MO 64118		PC	Dental equipment	\$10,000.00	1 of 1	11/13/2014
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St. Louis, MO 63166-0299		PC	Peter H. Raven Biography Project	\$10,000.00	1 of 1	1/7/2015
Missouri Botanical Garden Board of Trustees P.O. Box 299 4344 Shaw St. Louis, MO 63166-0299		PC	Annual gift - Raven Society	\$7,500.00	1 of 1	1/7/2015
Missouri Prairie Foundation Inc P.O. Box 200 Columbia, MO 65205		PC	Purchase Snowball Hill Prairie near Harrisonville, MO	\$25,000.00	1 of 1	8/6/2015
Museum of Prairiefire Foundation 5801 W 135th St. Overland Park, KS 66223		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization.	\$50,000.00	1 of 1	4/15/2015
Music-Arts Institute 1010 S Pearl St Independence, MO 64050		PC	Scholarships and update the dry pipe sprinkler system	\$19,600.00	1 of 1	12/16/2014
N2N P.O. Box 32913 Kansas City, MO 64171		PC	Renovate new facility	\$25,000.00	1 of 1	12/16/2014

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National Council on Education for the Ceramic Arts 4845 Pearl E Circle, Ste 101 Boulder, CO 80301		PC	2016 NCECA conference in Kansas City	\$20,000.00	1 of 1	5/28/2015
National Museum of Toys and Miniatures Fund 5235 Oak St. Kansas City, MO 64112	Greater Kansas City Community Foundation	PC	Design, construct and install the Toytisserie, a two-story sculpture over 2 years	\$200,000.00	2 of 3	2/10/2015
National Museum of Toys and Miniatures Fund 5235 Oak St. Kansas City, MO 64112	Greater Kansas City Community Foundation	PC	Design, construct and install the Toytisserie, a two-story sculpture over 2 years	\$75,000.00	3 of 3	8/6/2015
National Museum of Toys and Miniatures Fund 5235 Oak St. Kansas City, MO 64112	Greater Kansas City Community Foundation	PC	Lighting enhancements	\$25,000.00	1 of 1	8/24/2015
National Trust for Historic Preservation in the United States 1785 Massachusetts Ave., N.W Washington, DC 20036		PC	Annual fundraising campaign	\$25,000.00	1 of 1	6/3/2015
National Urban League Inc. 120 Wall St, 8th Fl. New York, NY 10005		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization.	\$2,500.00	1 of 1	12/2/2014
Nature Conservancy (Kansas Chapter) 2420 N.W. Button Rd. Topeka, KS 66618		PC	"Kansas Prairie Legacy: The Next Steps" capital campaign	\$50,000.00	1 of 1	4/15/2015
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111-1873		PC	Annual Bequest	\$50,000.00	1 of 1 Annual Bequest	6/9/2015
Newhouse Inc 660 Brooklyn P O Box 240019 Kansas City, MO 64124-0019		PC	Repair plumbing and replace two mop sinks, the commercial dishwasher and a pipe	\$25,000.00	1 of 1	12/16/2014
Opera Theatre of Saint Louis 210 Hazel Ave. St Louis, MO 63119-3236		PC	Support for spring operas and professional development programs over 3 years	\$50,000.00	3 of 3	4/2/2015
Opera Theatre of Saint Louis 210 Hazel Ave St. Louis, MO 63119-3236		PC	Professional development programs and Innovation Capital Fund	\$20,000.00	1 of 1	7/30/2015

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Opera Theatre of Saint Louis 210 Hazel Ave. St Louis, MO 63119-3236		PC	40th Anniversary tribute gift	\$2,500.00	1 of 1	9/11/2015
Operation Breakthrough Inc. St Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		PC	Early Education Collaborative over 3 years	\$125,000.00	1 of 3	8/12/2015
Ozanam 421 E 137th St. Kansas City, MO 64145		PC	Behavior Intervention Support Team (BIST) program expansion	\$25,000.00	1 of 1	1/27/2015
Pembroke Hill School Wornall Campus 400 W 51st St. Kansas City, MO 64112		PC	Development of a campus master plan	\$3,689.10	1 of 4	7/6/2015
Pembroke Hill School Wornall Campus 400 W. 51st St. Kansas City, MO 64112		PC	Development of a campus master plan	\$11,998.00	2 of 4	8/12/2015
Pembroke Hill School Wornall Campus 400 W. 51st St. Kansas City, MO 64112		PC	Development of a campus master plan	\$26,241.48	3 of 4	10/29/2015
Pets for Life Inc. 7240 Wornall Rd Kansas City, MO 64114		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization.	\$5,000.00	1 of 1	6/3/2015
Pro Musica 402 S Main St., Ste. 502 Joplin, MO 64801-2358		PC	2014/2015 season support	\$4,000.00	1 of 1	12/9/2014
Pro Musica 402 S Main St., Ste. 502 Joplin, MO 64801-2358		PC	2014/2015 additional season support	\$4,000.00	1 of 1	5/5/2015
Progress In Education Inc. DBA North Side Community School 3033 N Euclid Ave. St Louis, MO 63115		PC	Classroom technology	\$15,000.00	1 of 1	5/28/2015

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Project Cope 3529 Marcus Ave. St Louis, MO 63115		PC	Implementation of the Academy	\$50,000.00	1 of 1	4/15/2015
Provident Inc 2650 Olive St St. Louis, MO 63103-1489		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization.	\$2,500.00	1 of 1	9/16/2015
Reconciliation Services 3101 Troost Ave Kansas City, MO 64109		PC	"Reveal the Strengths" capital campaign over 2 years	\$100,000.00	1 of 2	10/16/2015
Redemptorist Social Services Center Inc. 207 W Linwood Blvd Kansas City, MO 64111-1327		PC	IT project -purchase new equipment, software and create security plan	\$8,075.00	1 of 1	3/17/2015
Rediscover 901 N.E. Independence Ave Lee's Summit, MO 64086-5544		PC	Rediscover Women & Children Campus Campaign -capital improvements/renovation of Friendship House over 3 years	\$50,000.00	3 of 3	4/2/2015
Repertory Theatre of St. Louis P O Box 191730 St Louis, MO 63119		PC	Imaginary Theatre Company	\$10,000.00	1 of 1	5/28/2015
Restart Inc. 918 East 9th St. Kansas City, MO 64106-3072		PC	Laying the Foundation capital campaign over 3 years	\$83,333.00	1 of 3	7/30/2015
Riverview Health Services Inc 722 Reynolds Ave Kansas City, KS 66101		PC	Implement a chronic disease management pilot program	\$25,000.00	1 of 1	7/7/2015
Saint Louis Symphony Orchestra 718 N. Grand Blvd. St Louis, MO 63103		PC	Annual support	\$20,000.00	1 of 1	7/6/2015
Salvation Army of Kansas & Western Missouri Division 3637 Broadway P O Box 412577 Kansas City, MO 64111-2503		PC	Pathway of Hope program over 2 years	\$100,000.00	1 of 2	11/6/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Salvation Army of Kansas & Western Missouri Division 3637 Broadway P.O. Box 412577 Kansas City, MO 64111-2503		PC	Pathway of Hope program over 2 years	\$100,000.00	2 of 2	10/21/2015
Save Inc. P.O. Box 45301 Kansas City, MO 64171-8301		PC	Renovations to establish new administrative offices	\$20,000.00	1 of 1	7/30/2015
Shawnee Mission Medical Center Inc 7315 Frontage Rd., Ste. 221 Shawnee Mission, KS 66204		PC	Speaking of Women's Health Dental Fund	\$10,000.00	1 of 1	6/10/2015
Smithsonian Institution Office of the Comptroller 1000 Jefferson Dr S W., 4th Fl MRC 035 P.O. Box 37012 Washington, DC 20013-7012		PC	2015 annual gift	\$25,000.00	1 of 1	7/30/2015
Smithsonian Institution Office of the Comptroller National Portrait Gallery 1000 Jefferson Dr. S.W., 4th Fl MRC 035 P.O. Box 37012 Washington, DC 20013-7012		PC	Assist with purchase of Daniel Boone portrait by Chester Harding	\$20,000.00	1 of 1	1/13/2015
Society of St. Vincent de Paul, Council of St. Louis 100 N. Jefferson St. Louis, MO 63103		PC	Community Recognition Award - St David Food Pantry	\$5,000.00	1 of 1	10/9/2015
SouthSide Early Childhood Center 2101 S. Jefferson St. Louis, MO 63104		PC	Outdoor classroom enhancement project	\$14,800.00	1 of 1	5/28/2015
Spay and Neuter Kansas City P.O. Box 410303 Kansas City, MO 64141		PC	Renovations for new Kansas City, KS satellite clinic	\$15,000.00	1 of 1	7/30/2015
St. Louis Art Museum Foundation 1 Fine Arts Dr. Forest Park St. Louis, MO 63110-5130		PC	Beaux Arts Council	\$7,500.00	1 of 1	12/9/2014
St. Louis Community Foundation Incorporated 319 N. 4th St., Ste. 300 St. Louis, MO 63102-1906		PC	Blueprint4SummerSTL	\$25,000.00	1 of 1	12/2/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
St. Louis Crisis Nursery 11710 Administration Dr., Ste 18 St. Louis, MO 63146		PC	Community Recognition Award - SOS for Kids program	\$8,500.00	1 of 1	12/2/2014
St. Louis Language Immersion Schools Inc. 4011 Papin St. St. Louis, MO 63110		PC	Marine Campus upgrades	\$25,000.00	1 of 1	12/2/2014
Synergy Services Inc 400 E. 6th St Parkville, MO 64152-3703		PC	Capital Campaign. Renovations and Expansion of Women's and Children's centers	\$500,000.00	1 of 1	10/16/2015
Teach for America Inc (St. Louis Affiliate) 1204 Washington Ave., Ste. 300 St. Louis, MO 63103		PC	Annual support	\$2,500.00	1 of 1	1/7/2015
The Rehabilitation Institute of Kansas City 3011 Baltimore Kansas City, MO 64108		PC	Rebuilding Lives. Restoring Hope Campaign over 2 years	\$125,000.00	1 of 2	10/21/2015
The Tower Grove Park Foundation 4256 Magnolia Ave. St. Louis, MO 63110		PC	John Karel Tree Endowment Fund	\$25,000.00	1 of 1	1/27/2015
Trustees of Princeton University 330 Alexander Street Princeton, NJ 08540		PC	Annual support	\$2,500.00	1 of 1	1/8/2015
Trustees of Princeton University 330 Alexander Street Princeton, NJ 08540		PC	Class of 1978's 35th reunion annual giving campaign over 4 years	\$50,000.00	3 of 4	4/2/2015
Trustees of Princeton University Princeton In France 330 Alexander Street Princeton, NJ 08540		PC	Princeton in France internship program over 2 years	\$5,000.00	2 of 2	6/3/2015
Turner House Clinic Inc 21 N 12th St., Ste 300 Kansas City, KS 66102		PC	Dental clinic equipment	\$25,000.00	1 of 1	10/9/2015
United Inner City Services St. Mark Child and Family Development Center 2008 E. 12th St. Kansas City, MO 64127		PC	Playground renovation	\$20,000.00	1 of 1	3/17/2015

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
United Way of Greater St. Louis Inc 910 N. 11th St. St Louis, MO 63101-1018		PC	Alexis de Tocqueville Society	\$7,500.00	1 of 1	6/10/2015
United Way of Greater St. Louis Inc. 910 N. 11th St. St. Louis, MO 63101-1018		PC	Alexis de Tocqueville Society	\$9,000.00	1 of 1	6/15/2015
University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		PC	Annual Bequest	\$50,000.00	1 of 1 Annual Bequest	6/9/2015
University of Missouri-Kansas City - Henry W. Bloch School of Management 202 Administrative Ctr. 5115 Oak St Kansas City, MO 64112		PC	Annual Bequest	\$50,000.00	1 of 1 Annual Bequest	6/9/2015
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste. 202 Kansas City, MO 64110		PC	2015 Spring & Fall Membership Drive Matching Gift Campaign	\$7,500.00	1 of 2	5/5/2015
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste. 202 Kansas City, MO 64110		PC	2015 Spring & Fall Membership Drive Matching Gift Campaign	\$7,500.00	2 of 2	10/16/2015
Urban Neighborhood Initiative Inc 2700 E. 18th St., Ste. 261 Kansas City, MO 64127		PC	Connecting Neighbors program	\$23,750.00	1 of 1	3/5/2015
Washington University 1 Brookings Dr., Campus Box 1192 St Louis, MO 63130		PC	Summer College Prep program over 3 years	\$25,000.00	1 of 3	1/22/2015
Washington University Danforth Circle (William Greenleaf Eliot Society) 1 Brookings Dr., Campus Box 1192 St Louis, MO 63130		PC	2014/2015 Trustees Annual Giving program	\$25,000.00	1 of 1	7/30/2015
Washington University Mildred Lane Kemper Art Museum 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		PC	Exhibition support over 5 years	\$100,000.00	2 of 5	4/2/2015

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Webster University 470 E. Lockwood Ave St. Louis, MO 63119-3194		PC	William T. Kemper Foundation Excellence in Teaching Awards over 3 years	\$32,000.00	1 of 3	7/30/2015
Wellesley College 106 Central St. Wellesley, MA 02481-8203		PC	Annual gift - Durant Society	\$2,500.00	1 of 1	4/2/2015
Wichita Childrens Home 810 N Holyoke Wichita, KS 67208		PC	Capital campaign over 3 years	\$22,500.00	3 of 3	10/29/2015
Wildwood Outdoor Education Center Inc 7095 W. 399th St. LaCygne, KS 66040		PC	Facility improvements	\$17,000.00	1 of 1	6/24/2015
William Jewell College 500 College Hill Liberty, MO 64068-1896		PC	Shaping the Journey student scholarship campaign over 3 years	\$50,000.00	3 of 3	6/24/2015
William Jewell College 500 College Hill Liberty, MO 64068-1896		PC	Establish a Civil Engineering program with Environmental emphasis	\$150,000.00	1 of 1	10/19/2015
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		PC	Annual Bequest	\$5,000.00	1 of 1 Annual Bequest	6/9/2015
Woodhaven Learning Center 1405 Hathman Pl. Columbia, MO 65201-5552		PC	"Building on Our Strengths" capital campaign	\$100,000.00	1 of 1	4/15/2015
Wornall-Majors House Museums Inc 6115 Wornall Road Kansas City, MO 64113		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization over 3 years	\$25,000.00	2 of 3	7/6/2015
Wyman Center Inc. 600 Kiwanis Dr Eureka, MO 63025		PC	Community Recognition Award - teen development programs	\$8,500.00	1 of 1	5/28/2015
Young Men's Christian Assn. of St. Joseph 315 S 6th St St Joseph, MO 64501		PC	"Building Dreams-Growing Lives" capital campaign over 2 years	\$42,500.00	2 of 2	12/2/2014

Recipient Name & Address	Fiscal Agent	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Young Womens Christian Association of Metropolitan St Louis Missouri 3820 W Pine Blvd St. Louis, MO 63108		PC	Telephone System Integration project	\$107,000.00	1 of 1	4/15/2015
Youth Symphony Association of Kansas City Inc. 5960 Dearborn, Ste 206 Mission, KS 66202		PC	2014/2015 season support	\$10,000.00	1 of 1	1/27/2015
Total Contributions for the Year:				10,743,974.66		

Region	Notes	Organization	FY15/16	FY16/17	FY17/18	FY18/19	FY19/20
ILWC		Bradley University	27,500	02/16			
		Sub-Total Paid & Outstanding	0	27,500	0	0	0
KCMT		After the Harvest	50,000	04/16			
KCMT		Children's Mercy Hospital	250,000	11/15			
KCMT	Contingency	Downtown Kansas City Civic Ventures	50,000	01/16			
KCMT		Friends of Chamber Music	100,000	01/16			
KCMT		Hartman-Jewell Series	80,000	11/15			
KCMT		Harry S. Truman Library Institute	50,000	01/16			
KCMT	Contingency	Harvesters	83,333	09/16	83,334		
KCMT		Health Partnership Clinic of Johnson County	25,000	04/16			
KCMT		Jackson County CASA	30,000	07/16	20,000		
KCMT		Kansas City Chorale	14,205	11/15			
KCMT		Kansas City Chorale	10,000	11/15			
KCMT		Kansas City Design Center	100,000	11/15			
KCMT		Kansas City University of Medicine and Biosciences	83,333	01/16	83,334		
KCMT		Kansas State University	10,000	03/16			
KCMT		Linwood Property	50,000	07/16			
KCMT		Literacy Kansas City	50,000	01/16			
KCMT		Lynx Opera Kansas City	50,000	11/15			
KCMT		Metropolitan Ensemble Theatre	125,000	10/16			
KCMT		Midwest Foster Care and Adoption Association	50,000	07/16			
KCMT	Contingency	MIOCSA	50,000	12/15	50,000		
KCMT		Operation Breakthrough	75,000	07/16	50,000		
KCMT	up to	Pembroke Hill School	58,071	12/15			
KCMT		Reconciliation Services	100,000	10/16			
KCMT		Rehabilitation Institute			125,000		
KCMT		reStart	83,333	07/16	83,334		
KCMT		University of Kansas Hospital	166,666	11/15	166,667		
KCMT		Wornall/Majors Houses	25,000	07/16			
KCMT	Contingency	YMCA, Greater Kansas City	250,000	01/16			
		Sub-Total Outstanding	0	2,068,941	250,001	0	0
KSNE		University of Kansas - Hall Center for the Humanities	25,000	11/15	15,000	0	0
		Sub-Total Outstanding	0	25,000	15,000	0	0
MONC		Friends of Arrow Rock	25,000	01/16			
		Sub-Total Outstanding	0	25,000	0	0	0
SLMT		Catholic Student Center at Washington University	2,500	11/15			
SLMT		FOCUS St. Louis	25,000	04/16			
SLMT		Gateway Greening	12,500	07/16			
SLMT		KIPP St. Louis	333,334	07/16			
SLMT	Contingency	Missouri Botanical Garden	375,000	03/16	250,000		
SLMT	Contingency	St. Louis Public Schools Foundation	150,000	10/16			
SLMT		Washington University	25,000	01/16			
SLMT		Washington University (Mildred Lane Kemper Art Museum)	100,000	04/16	100,000		
SLMT		Webster University	32,000	07/16	32,000		
		Sub-Total Outstanding	0	1,055,334	532,000	0	0
USA		Princeton University	50,000	04/16			
		Sub-Total Outstanding	0	50,000	0	0	0
		Total Outstanding	3,251,775		1,243,668	615,001	0

William T Kemper Foundation
FORM 990PF, PART XVII, LINE 2b -
INFORMATION REGARDING AFFILIATION
WITH TAX-EXEMPT ORGANIZATIONS
DESCRIBED IN SEC. 501(C) OF THE CODE
(OTHER THAN SEC. 501(C)(3)) OR IN SEC. 527

EIN: 43-6345116

NAME OF ORGANIZATION:
LOCAL CEDAR HILL CEMETERY ASSOC
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
MOUNT HOPE MAUSOLEUM ENDOWMENT
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ANN A TRAVER CHARITABLE TRUST B
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
IVY J TRIMMER - CHRISTIAN CHURCH
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
IVY J TRIMMER TRUST
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ALICE G OGG TRUST UNDER WILL
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
MARY HARTMANN FOUNDATION
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
SHAARE SHOLEM CEMETERY TRUST
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ADATH JOSEPH CEMETERY FUND
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
NINA BOZARTH T/U/W FBO KAMPF
CEMETERY
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE