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EXTENDED TO SEPTEMBER 15, 2017

Return of Private Foundation

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

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning NOV 1, 2015, and ending OCT 31, 2016

Name of foundation

WILLIAM T. KEMPER FOUNDATION
COMMERCE BANK, TRUSTEE

A Employer identification number

43-6345116

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

118 WEST 47TH ST.

Room/suite

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☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

☐ Other (specify)

\$ 283,279,632. (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			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	6,422,912.	6,806,817.		STATEMENT 2
	5a Gross rents	110.	110.		STATEMENT 3
	b Net rental income or (loss) -377.				STATEMENT 4
	6a Net gain or (loss) from sale of assets not on line 10	6,358,611.			STATEMENT 1
	b Gross sales price for all assets on line 6a 67,920,974.				
	7 Capital gain net income (from Part IV, line 2)		7,795,387.		
	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	62,695.	102,282.		STATEMENT 5	
12 Total. Add lines 1 through 11	12,844,328.	14,704,596.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	930,874.	539,825.		387,550.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 6	4,162.	0.		4,162.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 7	181,183.	12,013.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	4,268.	583,541.		3,530.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,120,487.	1,135,379.		395,242.
	25 Contributions, gifts, grants paid	13,678,604.			13,678,604.
26 Total expenses and disbursements. Add lines 24 and 25	14,799,091.	1,135,379.		14,073,846.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,954,763.				
b Net investment income (if negative, enter -0-)		13,569,217.			
c Adjusted net income (if negative, enter -0-)			N/A		

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11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

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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	2,368,679.	6,814,787.	6,814,787.
	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	17,254,958.	15,934,374.	17,130,839.
	b Investments - corporate stock STMT 10	37,163,060.	40,755,022.	51,808,962.
	c Investments - corporate bonds STMT 11	40,343,566.	41,426,900.	42,420,002.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans STMT 12		5,552,646.	5,321,200.	5,563,907.
13 Investments - other STMT 13		148,009,043.	138,484,909.	159,458,749.
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶		1.	0.	0.
15 Other assets (describe ▶ ARTWORK)		114,093.	114,093.	82,386.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		250,806,046.	248,851,285.	283,279,632.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	250,806,046.	248,851,285.		
30 Total net assets or fund balances	250,806,046.	248,851,285.		
31 Total liabilities and net assets/fund balances	250,806,046.	248,851,285.		

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	250,806,046.
2 Enter amount from Part I, line 27a	2	-1,954,763.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	2.
4 Add lines 1, 2, and 3	4	248,851,285.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	248,851,285.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	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 66,484,198.		60,125,587.	6,358,611.
b -9,888.			-9,888.
c 1,420,590.			1,420,590.
d 107,399.			107,399.
e -81,325.			-81,325.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			6,358,611.
b			-9,888.
c			1,420,590.
d			107,399.
e			-81,325.

2 Capital gain net income or (net capital loss)	2	7,795,387.
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))
2014	11,173,963.	288,677,695.	.038707
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

2 Total of line 1, column (d)	2	.232613
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	.046523
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	285,959,313.
5 Multiply line 4 by line 3	5	13,303,685.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	135,692.
7 Add lines 5 and 6	7	13,439,377.
8 Enter qualifying distributions from Part XII, line 4	8	14,073,846.

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.

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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	135,692.
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	135,692.
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	135,692.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	254,093.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	100,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	354,093.	
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	218,401.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 218,401. 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	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MO, CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► COMMERCE BANK Telephone no. ► (816) 234-2568 Located at ► 118 WEST 47TH ST, KANSAS CITY, MO ZIP+4 ► 64112-1601		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ► CAYMAN ISLANDS	X	

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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 2015 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 2015)	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 2015?	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

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMMERCE BANK, NA-INV.MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	539,825.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 10.00	59,981.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	327,569.	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	242,782,973.
b	Average of monthly cash balances	1b	9,942,943.
c	Fair market value of all other assets	1c	37,588,107.
d	Total (add lines 1a, b, and c)	1d	290,314,023.
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	290,314,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,354,710.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	285,959,313.
6	Minimum investment return. Enter 5% of line 5	6	14,297,966.

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	14,297,966.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	135,692.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	2,631.
c	Add lines 2a and 2b	2c	138,323.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,159,643.
4	Recoveries of amounts treated as qualifying distributions	4	15,000.
5	Add lines 3 and 4	5	14,174,643.
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	14,174,643.

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	14,073,846.
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	14,073,846.
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	135,692.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,938,154.

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

Form 990-PF (2015)

**WILLIAM T. KEMPER FOUNDATION
COMMERCE BANK, TRUSTEE**

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				14,174,643.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			13,415,628.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: \$ 14,073,846.				
a Applied to 2014, but not more than line 2a			13,415,628.	
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 2015 distributable amount				658,218.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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:				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				13,516,425.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

Form 990-PF (2015)

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

EXECUTIVE DIRECTOR, WILLIAM T. KEMPER FOUNDATION, (816) 234-2577
COMMERCE BANK, TRUSTEE, 922 WALNUT, SUITE 200, KANSAS CITY, MO 64106-1809

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

SEE STATEMENT B

c Any submission deadlines:

SEE STATEMENT B

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

SEE STATEMENT B

WILLIAM T. KEMPER FOUNDATION
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Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT C	N/A	PUBLIC	SEE STATEMENT	13,678,604.
Total			3a	13,678,604.
b Approved for future payment				
SEE STATEMENT D	N/A	PUBLIC	SEE STATEMENT	9,398,502.
Total			3b	9,398,502.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	6,422,912.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	-377.		
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	6,358,611.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MINERAL INCOME			15	30,186.		
b MISC REAL ESTATE RECEIPT			15	567.		
c TAX REFUNDS				16,942.		
d RETURNED GRANT						15,000.
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		12,828,841.		15,000.
13 Total. Add line 12, columns (b), (d), and (e)						12,843,841.

(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
PUBLICLY TRADED SECURITIES				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
66,484,198.	60,125,587.	0.	0.	6,358,611.	

(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	
-9,888.	-9,888.	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	
1,420,590.	1,420,590.	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	107,399.	107,399.	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 1256	-81,325.	-81,325.	0.		0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 6,358,611.

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	6,422,912.	0.	6,422,912.	6,806,817.	
TO PART I, LINE 4	6,422,912.	0.	6,422,912.	6,806,817.	

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	110.
TOTAL TO FORM 990-PF, PART I, LINE 5A		110.

FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE EXPENSE		487.	
- SUBTOTAL -	1		487.
TOTAL RENTAL EXPENSES			487.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-377.

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	30,186.	29,884.	
MISC REAL ESTATE RECEIPT	567.	567.	
TAX REFUNDS	16,942.	1,893.	
RETURNED GRANT	15,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11		62,695.	32,344.

FORM 990-PF	LEGAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,162.	0.		4,162.
TO FM 990-PF, PG 1, LN 16A	4,162.	0.		4,162.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS FOR 990-PF	10,000.	0.		0.
EXCISE TAXES	170,000.	0.		0.
MAKENA K-1 FOREIGN TAXES	0.	12,013.		0.
STATE TAXES	1,183.	0.		0.
TO FORM 990-PF, PG 1, LN 18	181,183.	12,013.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	3,142.	0.		3,142.
FEEs APPLICABLE TO TAX EXEMPT INCOME	0.	-1,002.		0.
POSTAGE AND PRINTING	388.	0.		388.
MISCELLANEOUS EXPENSES	251.	251.		0.
MAKENA K-1 INTEREST EXPENSE	0.	24,860.		0.
MAKENA K-1 INTEREST EXPENSE-INVESTMENT	0.	23,730.		0.
MAKENA K-1 ROYALTY DEDUCTIONS	0.	3,791.		0.
MAKENA K-1-SECTION 59(E)(2) EXPENDITURES	0.	40,012.		0.
MAKENA K-1 PORTFOLIO DEDUCTIONS	0.	326,741.		0.
MAKENA K-1 OTHER PORTFOLIO DEDUCTIONS	0.	138.		0.

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MAKENA K-1 OTHER DEDUCTIONS	0.	37,966.	0.
MAKENA K-1 RENTAL LOSS	0.	16,434.	0.
PARTNERSHIP FLOW-THRU UBTI	0.	24,077.	0.
BDT K-1 PORTFOLIO DEDUCTIONS	0.	68,416.	0.
BDT K-1 INTEREST			
EXPENSE-INVESTMENT	0.	1,658.	0.
CULTIVATION CAPITAL			
K-1-SECTION 59(E)(2)			
EXPENDITURES	0.	10,227.	0.
CULTIVATION CAPITAL K-1			
PORTFOLIO DEDUCTIONS	0.	5,755.	0.
REAL ESTATE EXPENSE	487.	487.	0.
TO FORM 990-PF, PG 1, LN 23	4,268.	583,541.	3,530.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY STMT A - P 32	X		5,645,749.	6,095,879.
US AGENCIES STMT A - P 33	X		5,684,666.	6,106,713.
TAXABLE MUNICIPAL BONDS STMT A - P 37		X	4,083,080.	4,307,018.
TAX EXEMPT GENERAL OBLIGATIONS STMT A		X	0.	0.
TAX EXEMPT REVENUE STMT A - P 37		X	520,879.	621,229.
TOTAL U.S. GOVERNMENT OBLIGATIONS			11,330,415.	12,202,592.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			4,603,959.	4,928,247.
TOTAL TO FORM 990-PF, PART II, LINE 10A			15,934,374.	17,130,839.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS STMT A - P 14	40,429,210.	51,507,161.
INTERNATIONAL - COMMON STOCK STMT A - P 16	325,812.	301,801.
TOTAL TO FORM 990-PF, PART II, LINE 10B	40,755,022.	51,808,962.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CREDIT STMT A - P 31	35,308,375.	36,222,086.
ASSET BACKED SECURITIES STMT A - P 35	6,118,525.	6,197,916.
TOTAL TO FORM 990-PF, PART II, LINE 10C	41,426,900.	42,420,002.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE STMT A - P 22	5,321,200.	5,563,907.
TOTAL TO FORM 990-PF, PART II, LINE 12	5,321,200.	5,563,907.

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 14	FMV	17,963,513.	28,664,910.
PRIVATE EQUITY - CLUTIVATION	COST		
CAPITAL TECH FUND II LLC STMT A - P 15		200,000.	200,000.
MUTUAL FUNDS STMT A - P 15	FMV	40,824,229.	44,979,139.
INTERNATIONAL - EXCHANGE TRADED FUNDS STMT A - P 16	FMV	15,394,587.	15,994,070.
INTERNATIONAL - EQUITY MUTUAL FUNDS STMT A - P 16	FMV	40,269,522.	37,107,196.
PRIVATE EQUITY - MAKENA BLOCKER Y STMT A - P 15	COST	1,933,120.	5,482,174.
PRIVATE EQUITY - MAKENA SPLITTER X STMT A - P 15	COST	17,701,824.	22,731,350.
REAL ESTATE-MINERAL INTERESTS STMT A - P 38	FMV	5,690.	107,486.
PRIVATE EQUITY - BDT STMT A - P 14	COST	3,300,000.	3,300,000.
COST BASIS - MAKENA BLOCKER Y STMT A - P 39	COST	101,394.	101,394.
COST BASIS - MAKENA SPLITTER X STMT A - P 39	COST	685,544.	685,544.
COST BASIS - BDT STMT A - P 39	COST	105,486.	105,486.
TOTAL TO FORM 990-PF, PART II, LINE 13		138,484,909.	159,458,749.

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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	1,738.26	1,738.26 1.00	1,738.26 1.00	0.00%	0.00	0.00%
Financial Square Tr Government Fd Admin Cl Fund 466	6,813,048.93	6,813,048.93 1.00	6,813,048.93 1.00	2.41%	3,053.00	0.04%
Income Cash		-8,714,694.03	-8,714,694.03	-3.09%	0.00	0.00%
Principal Cash		8,714,694.03	8,714,694.03	3.09%	0.00	0.00%
Total Cash and Cash Equivalents		\$ 6,814,787.19	\$ 6,814,787.19	2.41%	\$ 3,053.00	0.04%

Equity Investments

Domestic Equities

Common Stocks

Adobe System Inc	2,000	129,532.80 64.77	215,020.00 107.51	0.08%	0.00	0.00%
Alphabet Inc Class A	800	304,462.74 380.58	647,920.00 809.90	0.23%	0.00	0.00%
Alphabet Inc Class C	101	15,076.93 149.28	79,238.54 784.54	0.03%	0.00	0.00%
Altria Group Inc	12,400	386,165.79 31.14	819,888.00 66.12	0.29%	30,256.00	3.69%
Amazon Com Inc	700	351,493.60 502.13	552,874.00 789.82	0.20%	0.00	0.00%
Ameriprise Financial Inc	7,200	641,477.16 89.09	636,408.00 88.39	0.23%	21,600.00	3.39%
Ametek Aerospace Prods Inc	5,300	224,341.59 42.33	233,730.00 44.10	0.08%	1,908.00	0.82%

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List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Amgen Inc	1,300	134,616.47 103.55	183,508.00 141.16	0.06%	5,200.00	2.83%
Amphenol Corp Cl-A	1,500	72,020.55 48.01	98,895.00 65.93	0.04%	960.00	0.97%
Ansys Inc	1,000	87,079.20 87.08	91,350.00 91.35	0.03%	0.00	0.00%
Apple Inc	7,400	240,831.36 32.55	840,196.00 113.54	0.30%	16,872.00	2.01%
AT&T Inc	26,900	861,700.71 32.03	989,651.00 36.79	0.35%	52,724.00	5.33%
Automatic Data Processing Inc	2,400	132,140.60 55.06	208,944.00 87.06	0.07%	5,088.00	2.44%
Autozone Inc	300	118,821.93 396.07	222,648.00 742.16	0.08%	0.00	0.00%
Bard C R Inc	1,200	154,889.57 129.08	260,016.00 216.68	0.09%	1,248.00	0.48%
BB & T Corp	14,200	449,185.69 31.63	556,640.00 39.20	0.20%	17,040.00	3.06%
Becton Dickinson & Company	1,200	120,923.16 100.77	201,492.00 167.91	0.07%	3,168.00	1.57%
Bio-Techne Corp	2,600	239,636.58 92.17	270,374.00 103.99	0.10%	3,328.00	1.23%
Boeing Co	5,870	729,030.13 124.20	836,064.10 142.43	0.30%	25,593.00	3.06%
Boston Properties Inc	700	98,597.27 140.85	84,336.00 120.48	0.03%	1,820.00	2.16%
Brown Forman Inc Class B	2,000	99,362.34 49.68	92,340.00 46.17	0.03%	1,360.00	1.47%
Cadence Design Systems Inc	11,100	258,667.25 23.30	283,938.00 25.58	0.10%	0.00	0.00%

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William T Kemper Foundation Main A/C
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List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Carter's Inc	900	55,704.60 61.89	77,706.00 86.34	0.03%	1,188.00	1.53%
Caterpillar Inc	6,600	551,224.02 83.52	550,836.00 83.46	0.20%	20,328.00	3.69%
Cboe Holdings Inc	1,300	63,829.90 49.10	82,173.00 63.21	0.03%	1,300.00	1.58%
CBS Corp-CI B	4,300	222,747.98 51.80	243,466.00 56.62	0.09%	3,096.00	1.27%
Cerner Corp	5,000	284,868.88 56.97	292,900.00 58.58	0.10%	0.00	0.00%
Chevron Corporation	12,300	1,141,131.53 92.78	1,288,425.00 104.75	0.46%	53,136.00	4.12%
Church & Dwight Co Incorporated	1,900	66,278.50 34.88	91,694.00 48.26	0.03%	1,349.00	1.47%
Cisco System Inc	17,500	482,608.00 27.58	536,900.00 30.68	0.19%	18,200.00	3.39%
Coca Cola	5,100	147,196.61 28.86	216,240.00 42.40	0.08%	7,140.00	3.30%
Colgate Palmolive	3,000	128,800.55 42.93	214,080.00 71.36	0.08%	4,680.00	2.19%
Comcast Corporation CI-A	3,300	126,821.46 38.43	204,006.00 61.82	0.07%	3,630.00	1.78%
Cooper Cos Inc	600	103,292.42 172.15	105,624.00 176.04	0.04%	36.00	0.03%
Corrections Corp of America	26,100	714,037.66 27.36	377,145.00 14.45	0.13%	56,376.00	14.95%
Crown Castle International Corp	2,300	163,273.32 70.99	209,277.00 90.99	0.07%	8,740.00	4.18%
Crown Holdings Inc	1,800	53,429.94 29.68	97,650.00 54.25	0.03%	0.00	0.00%

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William T Kemper Foundation Main A/C
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List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Cullen Frost Bankers Inc	7,900	425,526.55 53.86	600,321.00 75.99	0.21%	17,064.00	2.84%
CVS Health Corporation	2,400	226,914.46 94.55	201,840.00 84.10	0.07%	4,080.00	2.02%
Digital Realty Trust Inc	1,900	185,389.27 97.57	177,517.00 93.43	0.06%	6,688.00	3.77%
Disney Walt Co	2,700	303,765.13 112.51	250,263.00 92.69	0.09%	3,834.00	1.53%
Dominion Resources Inc	7,200	423,431.34 58.81	541,440.00 75.20	0.19%	20,160.00	3.72%
Dr Pepper Snapple Group Inc	3,100	204,304.90 65.91	272,149.00 87.79	0.10%	6,572.00	2.41%
Dun & Bradstreet Corp	700	70,880.52 101.26	87,395.00 124.85	0.03%	1,351.00	1.55%
Dunkin Brands Group Inc	2,000	65,528.81 32.76	96,720.00 48.36	0.03%	2,400.00	2.48%
Ecolab Inc	1,900	174,843.54 92.02	216,923.00 114.17	0.08%	2,660.00	1.23%
Edwards Lifesciences CP-WI	2,700	266,296.00 98.63	257,094.00 95.22	0.09%	0.00	0.00%
Emerson Electric Co	10,600	495,905.36 46.78	537,208.00 50.68	0.19%	20,352.00	3.79%
Equifax Inc	700	32,651.08 46.64	86,779.00 123.97	0.03%	924.00	1.06%
Erie Indemnity Company-Cl A	2,700	243,931.83 90.35	276,453.00 102.39	0.10%	7,884.00	2.85%
Euronet Svcs Inc	2,300	176,283.73 76.65	182,965.00 79.55	0.06%	0.00	0.00%
Extra Space Storage Inc	3,500	199,445.56 56.98	256,025.00 73.15	0.09%	10,920.00	4.27%

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Exxon Mobil Corporation	10,000	836,239.40 83.62	833,200.00 83.32	0.30%	30,000.00	3.60%
Facebook Inc-A	3,500	333,984.88 95.42	458,465.00 130.99	0.16%	0.00	0.00%
Federal Realty Investment Trust Sh Ben Int New	600	46,065.42 76.78	87,138.00 145.23	0.03%	2,352.00	2.70%
Fidelity National Information Services	2,900	189,659.12 65.40	214,368.00 73.92	0.08%	3,016.00	1.41%
Fiserv Incorporated	3,100	183,231.24 59.11	305,288.00 98.48	0.11%	0.00	0.00%
Fleetcor Technologies Inc	600	87,433.38 145.72	105,180.00 175.30	0.04%	0.00	0.00%
Foot Locker Inc	1,600	91,516.66 57.20	106,832.00 66.77	0.04%	1,760.00	1.65%
Gartner Group Inc	1,100	55,116.20 50.11	94,644.00 86.04	0.03%	0.00	0.00%
General Electric Co	31,900	700,190.38 21.95	928,290.00 29.10	0.33%	29,348.00	3.16%
Graco Inc	1,200	92,447.93 77.04	89,880.00 74.90	0.03%	1,584.00	1.76%
Grainger W W Inc	1,200	246,586.22 205.49	249,744.00 208.12	0.09%	5,856.00	2.34%
Harley Davidson Inc	1,900	90,889.92 47.84	108,338.00 57.02	0.04%	2,660.00	2.46%
Henry Jack & Assoc Inc	3,100	252,691.18 81.51	251,162.00 81.02	0.09%	3,472.00	1.38%
Hologic Inc	2,500	88,501.26 35.40	90,025.00 36.01	0.03%	0.00	0.00%
Home Depot Inc	2,100	180,937.26 86.16	256,221.00 122.01	0.09%	5,796.00	2.26%

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Honeywell Intl Inc	1,900	130,086.51 68.47	208,392.00 109.68	0.07%	5,054.00	2.43%
Hp Inc	36,300	551,015.85 15.18	525,987.00 14.49	0.19%	18,004.00	3.42%
IDEX Corporation	1,100	72,014.95 65.47	95,084.00 86.44	0.03%	1,496.00	1.57%
Illinois Tool Works Inc	1,900	121,472.51 63.93	215,783.00 113.57	0.08%	4,940.00	2.29%
Intel Corp	5,900	128,386.37 21.76	205,733.00 34.87	0.07%	6,136.00	2.98%
Intercontinental Exchange Inc	800	160,949.60 201.19	216,312.00 270.39	0.08%	13,600.00	6.29%
International Business Machines	3,500	484,593.55 138.46	537,915.00 153.69	0.19%	19,600.00	3.64%
Johnson and Johnson	8,700	681,990.76 78.39	1,009,113.00 115.99	0.36%	27,840.00	2.76%
JP Morgan Chase & Co	14,200	623,396.81 43.90	983,492.00 69.26	0.35%	27,264.00	2.77%
Kar Auction Services Inc	2,100	60,873.96 28.99	89,418.00 42.58	0.03%	2,436.00	2.72%
Kellogg Co	2,900	180,331.65 62.18	217,877.00 75.13	0.08%	6,032.00	2.77%
Kimberly Clark Corp	1,700	143,032.48 84.14	194,497.00 114.41	0.07%	6,256.00	3.22%
Kimco Rlty Corp	18,700	332,043.19 17.76	497,607.00 26.61	0.18%	19,074.00	3.83%
Kohls Corp	12,400	457,738.56 36.91	542,500.00 43.75	0.19%	24,800.00	4.57%
Kroger Co	6,900	146,450.53 21.23	213,762.00 30.98	0.08%	3,312.00	1.55%

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Laboratory Crp of Amer Hldgs	700	50,668.78 72.38	87,738.00 125.34	0.03%	0.00	0.00%
Landstar System Inc	1,400	92,422.00 66.02	99,610.00 71.15	0.04%	504.00	0.51%
Lauder Estee Cos Inc Cl A	2,000	122,804.53 61.40	174,260.00 87.13	0.06%	2,400.00	1.38%
Lennox Intl Inc	1,100	101,339.11 92.13	160,479.00 145.89	0.06%	1,892.00	1.18%
Liberty Ventures Series A	2,500	85,481.12 34.19	99,750.00 39.90	0.04%	0.00	0.00%
Life Storage Inc	900	91,492.20 101.66	72,585.00 80.65	0.03%	3,420.00	4.71%
Linear Technology Corp	1,600	53,288.99 33.31	96,096.00 60.06	0.03%	2,048.00	2.13%
Lockheed Martin Corp	3,200	317,817.33 99.32	788,416.00 246.38	0.28%	23,296.00	2.95%
Lowes Companies Inc	3,100	84,871.16 27.38	206,615.00 66.65	0.07%	4,340.00	2.10%
Macys Inc	15,500	515,446.30 33.26	565,595.00 36.49	0.20%	23,405.00	4.14%
Marriott Intl Inc New Cl A	1,300	47,238.56 36.34	89,310.00 68.70	0.03%	1,560.00	1.75%
Mastercard Incorporated Class A	2,200	101,210.12 46.01	235,444.00 107.02	0.08%	1,672.00	0.71%
McCormick & Co Inc Non-Voting	1,000	73,212.38 73.21	95,870.00 95.87	0.03%	1,720.00	1.79%
McDonalds Corp	6,700	684,717.62 102.20	754,219.00 112.57	0.27%	25,192.00	3.34%
McKesson Corporation	1,300	139,905.29 107.62	165,321.00 127.17	0.06%	1,456.00	0.88%

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Mead Johnson Nutrition Company	2,300	214,307.63 93.18	171,971.00 74.77	0.06%	3,795.00	2.21%
Mednax Inc	1,300	91,800.80 70.62	79,625.00 61.25	0.03%	0.00	0.00%
Merck & Co Inc	13,200	529,115.09 40.08	775,104.00 58.72	0.27%	24,288.00	3.13%
Mettler-Toledo Intl Inc	700	208,951.06 298.50	282,856.00 404.08	0.10%	0.00	0.00%
Microsoft Corp	21,600	816,371.14 37.80	1,294,272.00 59.92	0.46%	33,696.00	2.60%
Mohawk Inds Inc	400	76,102.80 190.26	73,720.00 184.30	0.03%	0.00	0.00%
Morningstar Inc	1,200	91,302.63 76.09	84,756.00 70.63	0.03%	1,056.00	1.25%
Motorola Solutions Inc	1,100	68,755.88 62.51	79,838.00 72.58	0.03%	1,804.00	2.26%
Misc Industrial Direct Co-A	1,300	93,648.67 72.04	94,640.00 72.80	0.03%	2,340.00	2.47%
MSCI Inc-A	1,200	72,107.28 60.09	96,228.00 80.19	0.03%	1,344.00	1.40%
Newell Brands Inc	5,980	228,785.23 38.26	287,159.60 48.02	0.10%	4,544.00	1.58%
Nextera Energy Inc	4,400	326,583.95 74.22	563,200.00 128.00	0.20%	15,312.00	2.72%
Occidental Petroleum Corp	7,800	567,530.34 72.76	568,698.00 72.91	0.20%	23,712.00	4.17%
Omnicom Group Inc	1,100	91,905.88 83.55	87,802.00 79.82	0.03%	2,420.00	2.76%
O'Reilly Automotive Inc	300	24,792.42 82.64	79,332.00 264.44	0.03%	0.00	0.00%

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Paccar Inc	1,800	112,262.64 62.37	98,856.00 54.92	0.04%	1,728.00	1.75%
Packaging Corp of America	5,900	319,069.05 54.08	486,750.00 82.50	0.17%	14,868.00	3.05%
Panera Bread Company Class A	1,400	264,418.71 188.87	267,064.00 190.76	0.09%	0.00	0.00%
Paychex Inc	14,900	479,701.77 32.20	822,480.00 55.20	0.29%	27,416.00	3.33%
Pepsico Inc	6,500	628,489.52 96.69	696,800.00 107.20	0.25%	19,565.00	2.81%
Pfizer Inc	23,800	531,590.28 22.34	754,698.00 31.71	0.27%	28,560.00	3.78%
Philip Morris International	2,100	109,257.67 52.03	202,524.00 96.44	0.07%	8,736.00	4.31%
PPL Corporation	15,400	433,099.79 28.12	528,836.00 34.34	0.19%	23,408.00	4.43%
Praxair Inc	1,900	214,102.07 112.69	222,414.00 117.06	0.08%	5,700.00	2.56%
Principal Financial Group	11,200	503,217.90 44.93	611,520.00 54.60	0.22%	19,264.00	3.15%
Procter & Gamble Co	6,400	424,746.70 66.37	555,520.00 86.80	0.20%	17,139.00	3.09%
Ptc Inc	2,200	79,903.09 36.32	104,368.00 47.44	0.04%	0.00	0.00%
Public Storage	1,000	152,628.02 152.63	213,720.00 213.72	0.08%	7,200.00	3.37%
Red Hat Inc	3,500	277,532.58 79.30	271,075.00 77.45	0.10%	0.00	0.00%
Regal Entertainment Group-A	4,300	80,337.73 18.68	92,493.00 21.51	0.03%	3,784.00	4.09%

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Reynolds American Inc	12,000	258,056.85 21.51	660,960.00 55.08	0.23%	22,080.00	3.34%
Rockwell Collins	3,200	299,446.61 93.58	269,824.00 84.32	0.10%	4,224.00	1.57%
Rollins Incorporated	3,600	75,261.89 20.91	110,952.00 30.82	0.04%	1,440.00	1.30%
Roper Inds Inc	1,500	255,760.40 170.51	259,965.00 173.31	0.09%	1,800.00	0.69%
Ross Stores Inc	5,200	223,015.78 42.89	325,208.00 62.54	0.12%	2,808.00	0.86%
Rpm Inc Ohio	5,100	192,434.84 37.73	242,454.00 47.54	0.09%	6,120.00	2.52%
SBA Communications Corp	900	49,397.53 54.89	101,952.00 113.28	0.04%	0.00	0.00%
Sealed Air Corp	1,900	89,754.86 47.24	86,697.00 45.63	0.03%	1,216.00	1.40%
Service Corp International	10,900	220,263.61 20.21	279,040.00 25.60	0.10%	5,668.00	2.03%
Sherwin Williams Co	800	150,878.08 188.60	195,888.00 244.86	0.07%	2,688.00	1.37%
Six Flags Entertainment Corp	1,600	90,295.96 56.44	89,040.00 55.65	0.03%	3,712.00	4.17%
Sonoco Prods Co	10,500	334,337.44 31.84	528,045.00 50.29	0.19%	15,540.00	2.94%
Southern Co	10,500	452,991.01 43.14	541,485.00 51.57	0.19%	23,520.00	4.34%
Starbucks Corp	4,100	227,645.48 55.52	217,587.00 53.07	0.08%	3,280.00	1.51%
Stryker Corp	1,900	139,116.94 73.22	219,165.00 115.35	0.08%	2,888.00	1.32%

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T Rowe Price Group Inc	12,400	871,832.95 70.31	793,724.00 64.01	0.28%	26,784.00	3.37%
Target Corp	8,000	513,207.64 64.15	549,840.00 68.73	0.19%	19,200.00	3.49%
The Hershey Company	1,000	96,620.46 96.62	102,460.00 102.46	0.04%	2,472.00	2.41%
Thermo Fisher Corp	1,400	181,014.26 129.30	205,842.00 147.03	0.07%	840.00	0.41%
Toro Company	2,000	27,876.70 13.94	95,760.00 47.88	0.03%	1,200.00	1.25%
Total System Services Inc	2,200	66,712.80 30.32	109,736.00 49.88	0.04%	880.00	0.80%
Transdigm Group Inc	300	64,916.76 216.39	81,738.00 272.46	0.03%	0.00	0.00%
Tupperware Brands Corporation	8,800	591,105.12 67.17	523,776.00 59.52	0.19%	23,936.00	4.57%
United Parcel Service B	2,100	189,707.36 90.34	226,296.00 107.76	0.08%	6,552.00	2.90%
Valmont Industries Inc	700	92,882.99 132.69	89,565.00 127.95	0.03%	1,050.00	1.17%
Vantiv Inc-Cl A	1,900	102,068.03 53.72	110,884.00 58.36	0.04%	0.00	0.00%
Ventas Inc	1,400	97,834.51 69.88	94,850.00 67.75	0.03%	4,088.00	4.31%
Verisign Inc	1,100	94,464.59 85.88	92,422.00 84.02	0.03%	0.00	0.00%
Verizon Communications	15,500	620,670.51 40.04	745,550.00 48.10	0.26%	35,805.00	4.80%
Visa Inc Class A Shares	2,900	121,739.72 41.98	239,279.00 82.51	0.08%	1,914.00	0.80%

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Wabtec Corporation	1,200	87,128.88 72.61	92,772.00 77.31	0.03%	480.00	0.52%
Waste Management Inc Del	12,300	467,040.06 37.97	807,618.00 65.66	0.29%	20,172.00	2.50%
Wells Fargo & Company	20,800	791,138.73 38.04	957,008.00 46.01	0.34%	31,616.00	3.30%
Whirlpool Corp	600	93,448.81 155.75	89,892.00 149.82	0.03%	2,400.00	2.67%
Wyndham Worldwide Corporation	1,200	68,330.08 56.94	79,008.00 65.84	0.03%	2,400.00	3.04%
Zimmer Biomet Holdings Inc	800	56,212.98 70.27	84,320.00 105.40	0.03%	768.00	0.91%
Total Common Stocks		\$ 40,429,209.63	\$ 51,507,161.24	18.24%	\$ 1,408,066.00	2.73%
Exchange Traded Funds						
iShares Russell Midcap Growth ETF	50,300	4,815,437.34 95.73	4,697,014.00 93.38	1.66%	51,758.00	1.10%
iShares Russell Midcap Value ETF	194,900	7,847,377.17 40.26	14,601,908.00 74.92	5.17%	314,958.00	2.16%
iShares Russell 2000 Growth ETF	43,600	2,741,147.39 62.87	6,098,332.00 139.87	2.16%	60,473.00	0.99%
iShares Russell 2000 Value ETF	32,200	2,559,550.61 79.49	3,267,656.00 101.48	1.16%	64,078.00	1.96%
Total Exchange Traded Funds		\$ 17,963,512.51	\$ 28,664,910.00	10.15%	\$ 491,267.00	1.71%
Private Equities						
Bdt Capital Partners Fund II Limited Partnership \$10,000,000 Original Commitment \$6,700,000 Remaining Commitment	3,300,000	3,300,000.00 1.00	3,300,000.00 1.00	1.17%	0.00	0.00%

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Cultivation Capital Tech Fund II Limited Liability Company \$500,000 Original Commitment \$300,000 Remaining Commitment	200,000	200,000.00 1.00	200,000.00 1.00	0.07%	0.00	0.00%
Makena Capital Blocker Y Cayman Limited Partnership	5,482,174	1,933,119.52 0.35	5,482,174.00 1.00	1.94%	0.00	0.00%
Makena Capital Splitter X Limited Partnership	22,731,350	17,701,824.42 0.78	22,731,350.00 1.00	8.05%	0.00	0.00%
Total Private Equities		\$ 23,134,943.94	\$ 31,713,524.00	11.23%	\$ 0.00	0.00%
Mutual Funds						
Artisan Mid Cap Fund-Ins	35,355,835	1,725,718.32 48.81	1,483,177.28 41.95	0.53%	0.00	0.00%
DFA US Targeted Value Portfolio	389,248,764	8,801,584.00 22.61	8,275,428.72 21.26	2.93%	101,983.00	1.23%
TIAA-CREF Large-Cap Growth Index Fund	643,619,399	12,348,664.78 19.19	14,243,297.30 22.13	5.04%	204,670.00	1.44%
TIAA-CREF Large-Cap Value Index Fund	699,337,315	11,530,643.45 16.49	12,000,628.33 17.16	4.25%	289,525.00	2.41%
Vanguard Morgan Growth Fund-Ad	115,114,224	6,417,618.00 55.75	8,976,607.19 77.98	3.18%	75,514.00	0.84%
Total Mutual Funds		\$ 40,824,228.55	\$ 44,979,138.82	15.93%	\$ 671,692.00	1.49%
Total Domestic Equities		\$ 122,351,894.63	\$ 156,864,734.06	55.55%	\$ 2,571,025.00	1.64%
International Equities						
Common Stock Foreign						
Adient PLC	492	22,919.82 46.59	22,390.92 45.51	0.01%	0.00	0.00%
Total Common Stock Foreign		\$ 22,919.82	\$ 22,390.92	0.01%	\$ 0.00	0.00%

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Common Stock - ADR						
Johnson Controls International PLC	4,920	221,797.59 45.08	198,374.40 40.32	0.07%	4,226.00	2.13%
Nielsen Holdings PLC	1,800	81,094.84 45.05	81,036.00 45.02	0.03%	2,232.00	2.75%
Total Common Stock - ADR		\$ 302,892.43	\$ 279,410.40	0.10%	\$ 6,458.00	2.31%
Exchange Traded Funds						
SPDR S&P International Small Cap ETF	159,300	4,206,551.93 26.41	4,842,720.00 30.40	1.71%	93,668.00	1.93%
Vanguard Ftse Emerging Markets-ETF	295,400	11,188,035.41 37.87	11,151,350.00 37.75	3.95%	262,610.00	2.35%
Total Exchange Traded Funds		\$ 15,394,587.34	\$ 15,994,070.00	5.66%	\$ 356,278.00	2.23%
International Equity Mutual Funds						
DFA International Small Company Portfolio	341,250.88	6,123,811.72 17.95	6,067,440.65 17.78	2.15%	175,744.00	2.90%
Dodge & Cox International Stock Fund	131,798.821	6,097,659.15 46.27	5,116,430.23 38.82	1.81%	110,711.00	2.16%
MFS Research International Fund-I	435,592.464	7,531,144.74 17.29	7,056,597.92 16.20	2.50%	133,291.00	1.89%
TIAA-CREF Institutional International Equity Index Fund-I	377,441.913	6,467,304.50 17.14	6,374,993.91 16.89	2.26%	194,005.00	3.04%
Vanguard Developed Markets Index Fund Admiral Shares	1,064,938.878	14,049,602.00 13.19	12,491,733.04 11.73	4.42%	353,559.00	2.83%
Total International Equity Mutual Funds		\$ 40,269,522.11	\$ 37,107,195.75	13.14%	\$ 967,310.00	2.61%
Total International Equities		\$ 55,989,921.70	\$ 53,403,067.07	18.91%	\$ 1,330,046.00	2.49%
Total Equity Investments		\$ 178,341,816.33	\$ 210,267,801.13	74.46%	\$ 3,901,071.00	1.86%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Fixed Income Investments						
Mortgage						
Cs First Boston Mortgage Securities Corp Series 2003-29 Class 8A1 6% Due 11/25/18 Dated 12/1/03	51,792.189	45,738.97 88.31	52,981.16 102.30	0.02%	3,107.00	5.87%
Countryside Alternative Loan Trust Series 2004-18cb Class 3A1 5.25% Due 9/25/19 Dated 7/1/04	23,192.76	23,439.20 101.06	23,275.92 100.36	0.01%	1,217.00	5.23%
Washington Mutual Mortgage Pass Through Series 2005-4 Class 4A1 5.5% Due 6/25/20 Dated 5/1/05	56,856.237	56,237.55 98.91	55,501.11 97.62	0.02%	3,127.00	5.63%
J P Morgan Alternative Loan Trust Series 2006-S1 Class 2A4 5.5% Due 2/25/21 Dated 2/1/06	25,023.549	24,557.28 98.14	24,595.38 98.29	0.01%	1,376.00	5.60%
Federal Home Loan Mortgage Corp Multiclass Mortgage Participation Certificate Guaranteed Series 1579 Class Pm 6.7% Due 9/15/23 Dated 9/1/93	17,591.34	17,563.83 99.84	19,705.24 112.02	0.01%	1,178.00	5.98%
Federal Home Loan Mortgage Corp REMIC Series 2790 Class TN 4% Due 5/15/24 Dated 5/1/04	97,481.87	86,728.39 88.97	102,033.08 104.67	0.04%	3,899.00	3.82%
Federal National Mortgage Assoc REMIC Trust Series 1994-G6 Class Pj 8% Due 5/17/24 Dated 5/1/94	16,890.80	17,835.63 105.59	19,314.44 114.35	0.01%	1,351.00	7.00%
Federal National Mortgage Assoc REMIC Series 2004-53 Class NC 5.5% Due 7/25/24 Dated 6/1/04	66,945.17	66,597.91 99.48	72,708.67 108.61	0.03%	3,681.00	5.06%
Federal National Mortgage Assoc Pool # 350204 9% Due 2/1/25 Dated 8/1/96	8,039.57	8,501.84 105.75	8,865.80 110.28	0.00%	723.00	8.16%

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Federal National Mortgage Assoc Pool # 346283 6.5% Due 3/1/26 Dated 5/1/96	1,318.54	1,277.04 96.85	1,516.32 115.00	0.00%	85.00	5.65%
Federal Home Loan Mortgage Corp Gold Pool #C00456 7% Due 5/1/26 Dated 5/1/96	12,870.80	12,303.71 95.59	14,944.54 116.11	0.01%	900.00	6.03%
Government National Mortgage Assoc II Pool # 002248 7.5% Due 7/20/26 Dated 7/1/96	10,529.59	10,292.67 97.75	12,565.07 119.33	0.00%	789.00	6.29%
Federal National Mortgage Assoc Pool # 323380 6.5 Due 10/1/28 Dated 10/1/98	5,268.81	5,245.76 99.56	6,085.48 115.50	0.00%	342.00	5.63%
Federal National Mortgage Assoc Pool # 507042 7.5% Due 9/1/29 Dated 8/1/99	2,584.87	2,632.53 101.84	2,634.14 101.91	0.00%	193.00	7.36%
Federal Home Loan Mortgage Corp Gold Pool # C43561 7% Due 10/1/30 Dated 10/1/00	441.48	444.31 100.64	442.67 100.27	0.00%	30.00	6.98%
Sequoia Mortgage Trust Series 2015-4 Class A1 3% Due 11/25/30 Dated 11/1/15	121,322.67	122,971.90 101.36	124,839.09 102.90	0.04%	3,639.00	2.92%
Federal Home Loan Mortgage Corp Gold Pool # C01103 7.5% Due 12/1/30 Dated 12/1/00	8,286.28	8,433.88 101.78	10,213.83 123.26	0.00%	621.00	6.08%
Federal Home Loan Mortgage Corp Gold Pool # C55996 7% Due 1/1/31 Dated 7/1/01	5,684.83	5,811.85 102.23	6,336.77 111.47	0.00%	397.00	6.28%
Federal National Mortgage Assoc Pool # 579215 7% Due 3/1/31 Dated 4/1/01	12,533.06	12,641.77 100.87	14,009.08 111.78	0.00%	877.00	6.26%

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Government National Mortgage Assoc II Pool # 003133 6 5% Due 9/20/31 Dated 9/1/01	16,961.50	17,523.35 103.31	20,049.51 118.21	0.01%	1,102.00	5.50%
Federal National Mortgage Assoc REMIC Tr 2001-45 Class W/g 6 5% Due 9/25/31 Dated 8/1/01	37,289.39	36,217.32 97.13	42,987.60 115.28	0.02%	2,423.00	5.64%
Federal National Mortgage Assoc Pool # 613340 7% Due 11/1/31 Dated 11/1/01	4,675.85	4,794.21 102.53	4,885.80 104.49	0.00%	327.00	6.70%
Federal National Mortgage Assoc Pool # 625186 7% Due 1/1/32 Dated 1/1/02	2,045.45	2,088.60 102.11	2,099.49 102.64	0.00%	143.00	6.82%
Master Asset Securitization Trust Series 2004-3 Class 5A1 6 25% Due 1/25/32 Dated 2/1/04	868.60	888.39 102.28	873.20 100.53	0.00%	54.00	6.22%
Federal National Mortgage Assoc Pool # 675570 6% Due 12/1/32 Dated 12/1/02	18,595.54	19,118.56 102.81	21,523.41 115.75	0.01%	1,115.00	5.18%
Federal National Mortgage Assoc Pool # 659517 5 5% Due 3/1/33 Dated 2/1/03	25,728.31	26,315.24 102.28	29,161.75 113.35	0.01%	1,415.00	4.85%
Federal National Mortgage Assoc Pool # 696434 5% Due 5/1/33 Dated 5/1/03	65,179.73	66,269.47 101.67	73,551.41 112.84	0.03%	3,258.00	4.43%
Cs First Boston Mortgage Securities Corp Series 2003-19 Class 1A4 5.25% Due 7/25/33 Dated 7/1/03	119,067.532	104,481.76 87.75	121,757.77 102.26	0.04%	6,251.00	5.13%
Government National Mortgage Assoc Pool # 622123 5 5% Due 10/15/33 Dated 10/1/03	31,983.254	33,137.63 103.61	37,019.98 115.75	0.01%	1,759.00	4.75%

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Structured Asset Securities Corp Series 2003-31a Class 2A7 Variable Rate Due 10/25/33 Dated 9/1/03	197,222.288	156,298.67 79.25	198,578.76 100.69	0.07%	5,758.00	2.90%
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	523,001.52 116.22	0.19%	27,000.00	5.16%
Federal National Mortgage Assoc Pool # 735648 Variable Rate Due 2/1/34 Dated 6/1/05	55,611.48	55,472.40 99.75	59,047.71 106.18	0.02%	1,454.00	2.46%
Residential Accredit Loans Inc Series 2004-QS2 Class CB 5.75% Due 2/25/34 Dated 2/1/04	100,302.13	81,119.36 80.88	102,553.24 102.24	0.04%	5,767.00	5.62%
Federal National Mortgage Assoc REMIC Series 2004-60 Class PA 5.5% Due 4/25/34 Dated 7/1/04	44,039.548	43,578.50 98.95	45,678.87 103.72	0.02%	2,422.00	5.30%
Federal Home Loan Mortgage Corp Pool # 781530 Variable Rate Due 5/1/34 Dated 4/1/04	33,254.661	32,116.71 96.58	35,149.18 105.70	0.01%	913.00	2.60%
Structured Asset Securities Corp Series 2004-13 Class 1A2 5.5% Due 7/25/34 Dated 6/1/04	41,320.076	38,014.47 92.00	41,698.78 100.92	0.01%	2,272.00	5.45%
Federal National Mortgage Assoc Pool # 802650 5.109% Due 10/1/34 Dated 10/1/04	28,690.963	29,197.55 101.77	30,363.07 105.83	0.01%	842.00	2.78%
Federal National Mortgage Assoc Pool # 808051 4.5% Due 2/1/35 Dated 2/1/05	68,835.836	64,716.45 94.02	75,449.58 109.61	0.03%	3,097.00	4.11%
Federal National Mortgage Assoc Pool # 816308 Variable Rate Due 2/1/35 Dated 2/1/05	86,964.449	86,964.45 100.00	92,157.10 105.97	0.03%	2,308.00	2.51%

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Merrill Lynch Mortgage Investors Tr Series 2005-A7 Class 2A1 5.4005% Due 9/25/35 Dated 9/1/05	109,022.498	106,433.21 97.63	97,967.45 89.86	0.03%	3,592.00	3.67%
Federal Home Loan Mortgage Corp Pool # 847512 Variable Rate Due 1/1/36 Dated 1/1/06	27,111.164	26,924.76 99.31	28,935.75 106.73	0.01%	729.00	2.52%
Wells Fargo Mortgage Backed Securities Trust Series 2006-AR6 Class 5A1 5.1095% Due 3/25/36 Dated 3/1/06	60,866.662	59,611.30 97.94	60,453.09 99.32	0.02%	1,824.00	3.02%
Federal Home Loan Mortgage Corp REMIC Series 4272 Class Dg 3% Due 4/15/43 Dated 11/1/13	419,918.673	427,267.25 101.75	430,490.04 102.52	0.15%	12,597.00	2.93%
Nrp Mortgage Trust Series 2013-1 Class A23 3.25% Due 7/25/43 Dated 6/1/13	308,986.66	310,717.34 100.56	314,862.60 101.90	0.11%	10,042.00	3.19%
Agate Bay Mortgage Loan Trust Series 2015-3 Class A8 Variable Rate Due 4/25/45 Dated 4/1/15	116,285.14	118,574.51 101.97	118,332.86 101.76	0.04%	3,488.00	2.95%
JP Morgan Mortgage Trust Series 2016-1 Class A3 3.5% Due 4/25/45 Dated 6/1/16	459,887.90	471,528.81 102.53	473,037.93 102.86	0.17%	16,096.00	3.40%
Sequoia Mortgage Trust Series 2015-2 Class A10 Variable Rate Due 5/25/45 Dated 4/1/15	191,725.46	198,163.39 103.36	197,638.27 103.08	0.07%	6,710.00	3.40%
Winwater Mortgage Loan Trust Series 2015-A Class A5 3.5% Due 6/20/45 Dated 5/1/15	192,446.702	194,732.00 101.19	195,536.43 101.61	0.07%	6,735.00	3.44%

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Winwater Mortgage Loan Trust Series 2015-5 Class A5 3.5% Due 8/20/45 Dated 9/1/15	68,609 20	69,906.34 101 89	69,906 34 101 89	0 02%	2,401.00	3 44%
Winwater Mortgage Loan Trust Series 2016-1 Class 1A5 3.5% Due 1/20/46 Dated 1/1/16	349,629.28	354,655.21 101 44	355,218.45 101 60	0 13%	12,237 00	3 44%
Morgan Stanley Baml Trust Series 2013-C9 Class A2 1 97% Due 5/15/46 Dated 5/1/13	201,939 27	207,995 95 103 00	203,290 22 100.67	0 07%	3,978 00	1 96%
Towd Point Mortgage Trust Series 2015-4 Class A1b 2.75% Due 4/26/55 Dated 9/1/15	520,994.34	520,794 80 99 96	527,654.21 101.28	0 19%	14,327.00	2 72%
Citigroup Mortgage Loan Trust Inc Series 2015-A Class A1 3 5% Due 6/25/58 Dated 3/1/15	354,948 84	359,724.34 101 35	360,427.58 101 54	0 13%	12,423 00	3 45%
Total Mortgage		\$ 5,321,199.88	\$ 5,563,906.74	1.97%	\$ 204,391.00	3.67%
Credit						
Vanguard Intermediate Term Investment Grade Fund Adm	203,285.976	2,000,334 00 9 84	2,036,925 48 10 02	0 72%	54,955.00	2 70%
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	250,040.00 100.02	0 09%	2,812 00	1 12%
Receipts on Corporate Securities Trust Amortizing Series Nsc 1998-1 6.375% Due 5/15/17 Dated 11/15/97 Callable-Sinking Fund	68,937 741	67,585.18 98.04	69,616.78 100 99	0 02%	4,394.00	6 31%
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	517,690 00 103 54	0 18%	36,875 00	7 12%

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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	187,228.80 104 02	0.07%	11,520 00	6.15%
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	467,973.00 103 99	0.17%	27,000 00	5.77%
Emerson Electric Co Note 5 375% Due 10/15/17 Dated 5/18/07 Callable	325,000	321,499 75 98 92	338,565 50 104 17	0.12%	17,468 00	5.16%
Ameritech Capital Funding Note 6.45% Due 1/15/18 Dated 1/21/98 Non Callable	400,000	475,164 00 118 79	421,916.00 105.48	0.15%	25,800.00	6.11%
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	446,361.70 100 31	0.16%	7,342 00	1.64%
Morgan Stanley Senior Unsecured Note 6 625% Due 4/1/18 Dated 4/1/08 Callable	270,000	275,383 80 101 99	288,276 30 106 77	0.10%	17,887.00	6.20%
BP Capital Markets PLC Unsecured Note 1.375% Due 5/10/18 Dated 5/10/13 Callable	440,000	438,772 40 99 72	439,045 20 99.78	0.16%	6,050.00	1.38%
Statoil Asa Unsecured Note 1.15% Due 5/15/18 Dated 5/15/13 Callable	440,000	439,040 80 99 78	438,680 00 99 70	0.16%	5,060 00	1.15%

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Dupont Ei Nemour Senior Note 6% Due 7/15/18 Dated 7/28/08 Callable	290,000	289,878.20 99.96	312,031.30 107.60	0.11%	17,400.00	5.58%
Merrill Lynch & Company Incorp Note 6.5% Due 7/15/18 Dated 7/15/98 Non Callable	215,000	253,781.70 118.04	232,036.60 107.92	0.08%	13,975.00	6.02%
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	428,786.40 102.09	0.15%	11,025.00	2.57%
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	431,030.75 101.42	0.15%	8,925.00	2.07%
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	507,490.00 101.50	0.18%	10,625.00	2.09%
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	506,620.00 101.32	0.18%	11,250.00	2.22%
Bank of Nova Scotia Senior Unsecured Note 1.95% Due 1/15/19 Dated 1/15/16 Non Callable	500,000	499,405.00 99.88	503,560.00 100.71	0.18%	9,750.00	1.94%
Honeywell International Senior Unsecured Note 5% Due 2/15/19 Dated 2/20/09 Callable --- 275,000 Pledged ---	275,000	272,893.50 99.23	297,497.75 108.18	0.11%	13,750.00	4.62%

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Banc One Corp Note 8 53% Due 3/1/19 Dated 3/1/98 Non Callable	200,000	253,779 00 126 89	228,840.00 114 42	0.08%	17,060 00	7 45%
Canadian National Railway Note 5.55% Due 3/1/19 Dated 2/25/09 Callable	525,000	555,229.50 105 76	573,714.75 109 28	0.20%	29,137.00	5 08%
Johnson & Johnson Senior Unsecured Note 1 125% Due 3/1/19 Dated 3/1/16 Callable	650,000	649,922.00 99.99	650,825.50 100 13	0.23%	7,312.00	1.12%
Midamerican Energy Co Secured Note 2.4% Due 3/15/19 Dated 9/19/13 Callable	500,000	504,455 00 100 89	511,325 00 102 27	0 18%	12,000 00	2 35%
Statoil Asa Senior Unsecured Note 5 25% Due 4/15/19 Dated 4/23/09 Callable	225,000	258,336.00 114.82	244,914.75 108 85	0.09%	11,812 00	4.82%
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	489,090.00 115 08	0 17%	29,218 00	5 97%
Caterpillar Financial SE Unsecured Note 2 25% Due 12/1/19 Dated 12/1/14 Non Callable	240,000	239,808.00 99 92	244,363.20 101 82	0.09%	5,400.00	2 21%
Pepsico Inc Notes 4 5% Due 1/15/20 Dated 1/14/10 Callable	665,000	729,119 30 109 64	727,456 80 109.39	0.26%	29,925 00	4 11%

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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	151,042 50 100 70	0.05%	3,375 00	2 23%
National Rural Util Coop Secured Note 2% Due 1/27/20 Dated 1/27/15 Callable	535,000	533,887.20 99.79	538,477.50 100 65	0 19%	10,700 00	1 99%
AFLAC Inc Senior Unsecured Note 2 4% Due 3/16/20 Dated 3/12/15 Callable	530,000	529,851 60 99 97	542,200 60 102 30	0.19%	12,720 00	2 35%
Abbott Laboratories Senior Unsecured Note 4 125% Due 5/27/20 Dated 5/27/10 Callable	425,000	459,089 25 108.02	458,094 75 107 79	0.16%	17,531 00	3 83%
Comerica Bank Senior Unsecured Note 2 5% Due 6/2/20 Dated 6/2/15 Non Callable	670,000	669,564 50 99 94	680,632 90 101.59	0.24%	16,750 00	2 46%
Precision Castparts Corp Senior Unsecured Note 2 25% Due 6/15/20 Dated 6/10/15 Callable	660,000	659,934 00 99 99	676,302.00 102 47	0 24%	14,850 00	2.20%
Union Pacific Corp Senior Unsecured Note 2 25% Due 6/19/20 Dated 6/19/15 Callable	660,000	659,472 00 99 92	673,807.20 102.09	0.24%	14,850 00	2.20%
General Electric Capital Corp Note 4 375% Due 9/16/20 Dated 9/16/10 Non Callable	260,000	257,964 20 99 22	285,820 60 109 93	0.10%	11,375 00	3 98%

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Procter & Gamble Co/The Senior Unsecured Note 1.85% Due 2/2/21 Dated 2/2/16 Callable	630,000	629,880 30 99 98	636,255 90 100 99	0 23%	11,655.00	1.83%
Wells Fargo & Company Senior Unsecured Note 2.5% Due 3/4/21 Dated 3/4/16 Non Callable	400,000	399,908 00 99 98	404,468.00 101 12	0.14%	10,000 00	2.47%
Georgia Power Co Senior Unsecured Note 2 4% Due 4/1/21 Dated 3/8/16 Callable	240,000	239,145 60 99 64	245,505.60 102 29	0.09%	5,760.00	2 35%
Bank of New York Mellon Corp Senior Unsecured Note 2 5% Due 4/15/21 Dated 2/19/16 Callable	630,000	629,376 30 99.90	642,354.30 101.96	0.23%	15,750 00	2 45%
Blackrock Inc Senior Unsecured Note 4 25% Due 5/24/21 Dated 5/24/11 Callable	600,000	596,568.00 99.43	662,394.00 110 40	0 23%	25,500 00	3 85%
USAA Capital Corp Senior Unsecured Note 2% Due 6/1/21 Dated 5/26/16 Callable	600,000	599,346 00 99 89	601,764 00 100 29	0 21%	12,000 00	1.99%
Coca-Cola Co Senior Unsecured Note 3.3% Due 9/1/21 Dated 8/10/11 Callable	400,000	416,616 00 104 15	428,264.00 107 07	0.15%	13,200.00	3 08%
Jackson Natl Life Global Secured Note 2 1% Due 10/25/21 Dated 10/25/16 Non Callable	500,000	499,695 00 99 94	499,020 00 99 80	0 18%	10,500 00	2 10%

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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	444,114.00 100.94	0.16%	11,000.00	2.48%
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	434,541.25 102.25	0.15%	11,156.00	2.57%
Berkshire Hathaway Inc Senior Unsecured Note 3% Due 2/11/23 Dated 2/11/13 Callable	435,000	431,319.90 99.15	455,297.10 104.67	0.16%	13,050.00	2.87%
Diageo Capital PLC Senior Unsecured Note 2 625% Due 4/29/23 Dated 4/29/13 Callable	400,000	399,020.00 99.76	409,824.00 102.46	0.15%	10,500.00	2.56%
Texas Instruments Inc Senior Unsecured Note 2 25% Due 5/1/23 Dated 5/8/13 Callable	650,000	612,592.50 94.25	643,838.00 99.05	0.23%	14,625.00	2.27%
Apple Inc Senior Unsecured Note 2.4% Due 5/3/23 Dated 5/3/13 Callable	855,000	814,666.10 95.28	858,992.85 100.47	0.30%	20,520.00	2.39%
Entergy Mississippi Inc Secured Note 3.1% Due 7/1/23 Dated 12/11/12 Callable	545,000	541,183.30 99.30	555,115.20 101.86	0.20%	16,895.00	3.04%
Rockwell Collins Inc Senior Unsecured Note 3 7% Due 12/15/23 Dated 12/16/13 Callable	500,000	498,550.00 99.71	529,595.00 105.92	0.19%	18,500.00	3.49%

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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>
One Gas Inc Senior Unsecured Note 3 61% Due 2/1/24 Dated 8/1/14 Callable	500,000	500,000.00 100.00	530,975.00 106.20	0.19%	18,050.00	3.40%
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	536,740.00 107.35	0.19%	18,750.00	3.49%
Stryker Corp Senior Unsecured Note 3 375% Due 5/15/24 Dated 5/1/14 Callable	500,000	495,620.00 99.12	520,240.00 104.05	0.18%	16,875.00	3.24%
Hydro Quebec Note 8 05% Due 7/7/24 Dated 7/7/94 Putable 7/7/06 @ 100	40,000	53,907.60 134.77	54,138.80 135.35	0.02%	3,220.00	5.95%
Cdp Financial Senior Unsecured Note 3 15% Due 7/24/24 Dated 7/24/14 Callable	500,000	498,130.00 99.63	527,835.00 105.57	0.19%	15,750.00	2.98%
Shell International Finance Senior Unsecured Note 3 25% Due 5/11/25 Dated 5/11/15 Callable	650,000	638,170.50 101.26	671,196.50 103.26	0.24%	21,125.00	3.15%
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	673,404.60 102.03	0.24%	22,149.00	3.29%
Baltimore Gas & Electric Senior Unsecured Note 2 4% Due 8/15/26 Dated 8/18/16 Callable	600,000	598,200.00 99.70	587,514.00 97.92	0.21%	14,400.00	2.45%

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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>
Siemens Financials Senior Unsecured Note 6.125% Due 8/17/26 Dated 8/16/06 Callable	400,000	477,416.00 119.35	511,628.00 127.91	0.18%	24,500.00	4.79%
Ameriprise Financial Inc Senior Unsecured Note 2.875% Due 9/15/26 Dated 8/11/16 Callable	650,000	649,304.50 99.89	646,100.00 99.40	0.23%	18,687.00	2.89%
Tosco Corporation Note 8.125% Due 2/15/30 Dated 2/15/00 Callable	225,000	292,225.50 129.88	308,250.00 137.00	0.11%	18,281.00	5.93%
South Carolina Electric & Gas Note 6.625% Due 2/1/32 Dated 1/31/02 Callable	450,000	533,817.45 118.63	588,307.50 130.74	0.21%	29,812.00	5.07%
Southern Cal Edison Secured Note 5.35% Due 7/15/35 Dated 6/27/05 Callable	700,000	837,008.00 119.57	861,399.00 123.06	0.31%	37,450.00	4.35%
Trans-Canada Pipelines Senior Unsecured Note 7.25% Due 8/15/38 Dated 8/11/08 Callable	275,000	352,602.25 128.22	388,841.75 141.40	0.14%	19,937.00	5.13%
Oracle Corp Senior Unsecured Note 6.125% Due 7/8/39 Dated 7/8/09 Callable	500,000	496,670.00 99.33	655,845.00 131.17	0.23%	30,625.00	4.67%
Florida Power Corporation Note 5.65% Due 4/1/40 Dated 3/25/10 Callable	635,000	685,730.15 107.99	807,821.60 127.22	0.29%	35,877.00	4.44%

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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>
SBA Tower Trust Secured Note 2.24% Due 4/15/43 Dated 4/18/13 Callable	400,000	388,592.00 97.15	400,873.72 100.22	0.14%	8,960.00	2.24%
MetLife Inc Senior Unsecured Note 4.05% Due 3/1/45 Dated 3/5/15 Callable	300,000	298,503.00 99.50	297,888.00 99.30	0.11%	12,150.00	4.08%
Gonzaga University Secured Note 4.158% Due 4/1/46 Dated 10/20/16 Sinkable Callable	370,000	370,000.00 100.00	368,135.20 99.50	0.13%	15,384.00	4.18%
Ww Grainger Inc Senior Unsecured Note 3.75% Due 5/15/46 Dated 5/16/16 Callable	420,000	417,152.40 99.32	421,890.00 100.45	0.15%	15,750.00	3.73%
Burlington Northern Santa Fe Senior Unsecured Note 3.9% Due 8/1/46 Dated 5/16/16 Callable	600,000	595,194.00 99.20	613,440.00 102.24	0.22%	23,400.00	3.81%
Total Credit		\$ 35,308,375.03	\$ 36,222,086.48	12.83%	\$ 1,199,621.00	3.31%
Treasury						
United States Treasury Note 1.375% Due 7/31/18 Dated 7/31/13	700,000	705,471.10 100.78	706,510.00 100.93	0.25%	9,625.00	1.36%
United States Treasury Note 1.75% Due 9/30/19 Dated 9/30/14	750,000	753,371.65 100.45	766,320.00 102.18	0.27%	13,125.00	1.71%
United States Treasury Note 2% Due 2/28/21 Dated 2/28/14	525,000	520,408.35 99.13	541,212.00 103.09	0.19%	10,500.00	1.94%
United States Treasury Note 1.875% Due 11/30/21 Dated 11/30/14	1,250,000	1,240,678.83 99.25	1,280,787.50 102.46	0.45%	23,437.00	1.83%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
United States Treasury Note 2% Due 2/15/23 Dated 2/15/13	860,000	824,864.38 95.91	883,220.00 102.70	0.31%	17,200.00	1.95%
United States Treasury Bonds 4.5% Due 2/15/36 Dated 2/15/06	400,000	448,126.60 112.03	543,984.00 136.00	0.19%	18,000.00	3.31%
United States Treasury Bond 3.5% Due 2/15/39 Dated 2/17/09	450,000	390,464.69 86.77	535,428.00 118.98	0.19%	15,750.00	2.94%
United States Treasury Bonds 3.875% Due 8/15/40 Dated 8/15/10	670,000	762,363.23 113.79	838,417.90 125.14	0.30%	25,962.00	3.10%
Total Treasury		\$ 5,645,748.83	\$ 6,095,879.40	2.16%	\$ 133,599.00	2.19%

Agencies

Federal Home Loan Bank Unsecured Note 5% Due 11/17/17 Dated 10/19/07 Non Callable	590,000	609,769.13 103.35	616,308.10 104.46	0.22%	29,500.00	4.79%
Federal Home Loan Mortgage Corp Unsecured Note 4.875% Due 6/13/18 Dated 6/13/08 Non Callable	665,000	758,190.44 114.01	707,566.65 106.40	0.25%	32,418.00	4.58%
Federal Home Loan Mortgage Corp Unsecured Note 3.75% Due 3/27/19 Dated 3/27/09 Non Callable	500,000	481,737.00 96.35	532,775.00 106.56	0.19%	18,750.00	3.52%
Federal Home Loan Bank Unsecured Note 4.5% Due 9/13/19 Dated 8/12/09 Non Callable	540,000	572,308.20 105.98	591,910.20 109.61	0.21%	24,300.00	4.11%
Federal Home Loan Mortgage Corp Unsecured Note 1.375% Due 5/1/20 Dated 4/4/13 Non Callable	1,000,000	944,028.00 94.40	1,007,940.00 100.79	0.36%	13,750.00	1.36%

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List of Assets

<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Federal Home Loan Mortgage Corp Unsecured Note 2 375% Due 1/13/22 Dated 1/13/12 Non Callable	1,000,000	1,008,332.00 100.83	1,044,610.00 104.46	0.37%	23,750.00	2.27%
Federal Home Loan Bank Unsecured Note 5 375% Due 8/15/24 Dated 8/20/04 Non Callable	360,000	369,586.80 102.66	451,576.80 125.44	0.16%	19,350.00	4.28%
Tennessee Valley Authority Senior Unsecured Note 6 75% Due 11/1/25 Dated 11/1/95 Non Callable	230,000	276,604.90 120.26	314,948.20 136.93	0.11%	15,525.00	4.93%
Federal Home Loan Mortgage Corp Unsecured Note 6 25% Due 7/15/32 Dated 2/20/02 Non Callable	300,000	354,569.40 118.19	443,049.00 147.68	0.16%	18,750.00	4.23%
Tennessee Valley Authority Senior Unsecured Note 5 88% Due 4/1/36 Dated 7/23/97 Puttable	280,000	309,540.00 110.55	396,029.20 141.44	0.14%	16,464.00	4.16%
Total Agencies		\$ 5,684,665.87	\$ 6,106,713.15	2.16%	\$ 212,557.00	3.48%
Asset Backed Securities						
Capital Auto Receivables Asset Trust Series 2014-1 Class A3 1 32% Due 6/20/18 Dated 1/22/14	107,715.38	107,694.45 99.98	107,750.11 100.03	0.04%	1,421.00	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	441,332.85 100.30	0.16%	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	126,928.99	126,809.99 99.91	126,974.99 100.04	0.04%	1,611.00	1.27%

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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	600,206.94 100.03	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	35,795.29	35,791.10 99.99	35,924.01 100.36	0.01%	902.00	2.51%
Bcc Funding Corp Series 2014-1a Class A 1.794% Due 6/20/20 Dated 4/15/14	60,112.86	60,112.86 100.00	60,037.72 99.88	0.02%	1,078.00	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	524,326.30 100.83	0.19%	13,676.00	2.61%
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	669,405.00 101.43	0.24%	14,850.00	2.22%
Slm Student Loan Trust Series 2012-A Class A1 Variable Rate Due 8/15/25 Dated 2/9/12	33,985.73	33,985.73 100.00	34,053.46 100.20	0.01%	657.00	1.93%
Slm Student Loan Trust Series 2011-A Class A2 4.37% Due 4/17/28 Dated 4/26/11	435,394.70	464,970.92 106.79	449,265.11 103.19	0.16%	19,026.00	4.24%
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	557,887.55 101.43	0.20%	14,575.00	2.61%
Residential Funding Mortgage Securities Series 2004-H11 Class A5 Variable Rate Due 4/25/29 Dated 3/1/04	103,089.372	67,008.11 65.00	108,718.23 105.46	0.04%	5,855.00	5.39%
Progress Residential Trust Series 2015-SFR2 Class A 2.74% Due 6/12/32 Dated 6/2/15	422,525.23	422,516.64 100.00	426,964.07 101.05	0.15%	11,577.00	2.71%

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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	410,476.42	410,423.52 99.99	414,746.07 101.04	0.15%	10,302.00	2.48%
Home Partners of America Trust Series 2016-1 Class A Variable Rate Due 3/17/33 Dated 2/4/16	577,085.61	567,246.88 98.30	583,333.31 101.08	0.21%	12,551.00	2.15%
Argent Securities Inc Series 2004-W8 Class A2 Variable Rate Due 5/25/34 Dated 5/6/04	266,434.805	263,770.47 99.00	266,581.85 100.06	0.09%	3,980.00	1.49%
Equity One Abs Inc Series 2003-4 Class AF6 Variable Rate Due 10/25/34 Dated 10/1/03	53,737.26	53,267.07 99.13	53,848.62 100.21	0.02%	2,657.00	4.93%
Wf-Rbs Commercial Mortgage Trust Series 2012-C7 Class A1 2.3% Due 6/15/45 Dated 6/1/12	260,885	263,484.46 101.00	265,246.71 101.67	0.09%	6,000.00	2.26%
Sequoia Mortgage Trust Series 2015-3 Class A5 3% Due 7/25/45 Dated 6/1/15	235,276.13	236,231.95 100.41	238,107.44 101.20	0.08%	7,058.00	2.96%
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	91,489.09 97.04	0.03%	1,438.00	1.57%
Jpmbs Commercial Mortgage Securities Trust Series 2014-C21 Class A1 1.322% Due 8/15/47 Dated 7/1/14	141,791.76	141,791.59 100.00	141,716.75 99.95	0.05%	1,874.00	1.32%
Total Asset Backed Securities		\$ 6,118,524.72	\$ 6,197,916.18	2.19%	\$ 151,128.00	2.44%

Taxable Municipal Bonds

Statement A

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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	270,121 50 100.05	0.10%	4,050 00	1.50%
Milwaukee W1 Taxable Corp Purpose-T5 General Obligation Unlimited 4% Due 5/15/18 Dated 6/9/11 Non Callable	455,000	463,767 85 101 93	476,075.60 104 63	0.17%	18,200 00	3.82%
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	258,745 00 103.50	0 09%	6,210.00	2 40%
OH State Build America Bonds General Obligation Unlimited 3.625% Due 11/1/20 Dated 10/29/10 Callable	550,000	551,017.50 100 19	590,172.00 107 30	0.21%	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	684,089 60 106 89	0 24%	19,232 00	2 81%
Foothill De Anza CA Cmnty Clg Dist Taxable Election 2006 Series E General Obligation Unlimited 2 796% Due 8/1/30 Dated 10/19/16 Callable	580,000	580,000.00 100.00	568,023 00 97.94	0.20%	16,216 00	2 85%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
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	454,326.60 108.17	0.16%	20,042.00	4.41%
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	540,880.00 108.18	0.19%	22,130.00	4.09%
Colorado Springs Co Utilities Rev Build America Bonds 6.615% Due 11/15/40 Dated 12/23/10 Sinkable Callable	325,000	408,294.25 125.63	464,584.25 142.95	0.16%	21,498.00	4.63%
Total Taxable Municipal Bonds		\$ 4,083,079.60	\$ 4,307,017.55	1.53%	\$ 147,515.00	3.43%
Tax Exempt Revenue						
Denver Co City & County Airport Revenue AMT Series A 5.25% Due 11/15/23 Dated 4/14/11 Callable	530,000	520,878.70 98.28	621,228.90 117.21	0.22%	27,825.00	4.48%
Total Tax Exempt Revenue		\$ 520,878.70	\$ 621,228.90	0.22%	\$ 27,825.00	4.48%
Total Fixed Income Investments		\$ 62,682,472.63	\$ 65,114,748.40	23.06%	\$ 2,076,636.00	3.19%
Real Estate and Minerals						
Miscellaneous Real Estate						
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%

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Oil Gas Or Mineral Interests						
Kemper Foundation Mineral Value	1	1.00	93,904.64	0.03%	12,034.00	12.82%
		1.00	93,904.64			
Various Mineral Assets	48	48.00	48.00	0.00%	0.00	0.00%
		1.00	1.00			
Total Oil Gas Or Mineral Interests		\$ 49.00	\$ 93,952.64	0.03%	\$ 12,034.00	12.81%
Total Real Estate and Minerals		\$ 5,690.08	\$ 107,485.80	0.04%	\$ 12,034.00	11.20%
Miscellaneous						
Avon Products Inc	1	0.00	0.00	0.00%	0.00	0.00%
Securities Litigation		0.00	0.00			
7/31/06-1/24/12						
Filing Date 1/19/16						
Cliffs Natural Resources Inc	1	0.00	0.00	0.00%	0.00	0.00%
Securities Litigation		0.00	0.00			
3/14/12 - 6/24/13						
Filing Date 8/8/16						
J P Morgan Mortgage Trust	1	0.00	0.00	0.00%	0.00	0.00%
Securities Litigation		0.00	0.00			
1/1/06 - 5/19/14						
Filing Date 9/6/14						
JP Morgan Chase & Co Fair Fund	1	0.00	0.00	0.00%	0.00	0.00%
Securities Litigation		0.00	0.00			
4/12/12 - 5/20/12						
Filing Date 9/4/15						
JP Morgan Chase & Company	1	0.00	0.00	0.00%	0.00	0.00%
Securities Litigation		0.00	0.00			
4/13/12 - 8/17/12						
Filing Date 6/13/16						

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Merck & Company Securities Litigation 5/21/99 - 1/28/05 Filing Date 9/12/16	2	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Various Art Pieces	15	114,092.50 7,606.17	82,386.09 5,492.41	0.03%	0.00	0.00%
Wyeth Sac Capital Securities Litigation 1/14/08 - 7/29/08 Filing Date 5/21/16	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
Total Miscellaneous		\$ 114,092.50	\$ 82,386.09	0.03%	\$ 0.00	0.00%
Net Assets and Liabilities		\$ 247,958,858.73	\$ 282,387,208.61	100.00%	\$ 5,992,794.00	2.12%
Cost Adjustment - Makena Splitter		685,543.69				
Cost Adjustment - Makena Blocker		101,393.51				
Cost Adjustment - BDT		105,486.00				
		<u>\$ 248,851,281.93</u>				

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2016**

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
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2016

Recipient Name & Address	Fiscal Sponsor	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		PC	Program expansion over 3 years	\$50,000 00	2 of 3	4/11/2016
Alphapointe 7501 Prospect Kansas City, MO 64132		PC	Capital equipment Injection Stretch Blow Molding	\$25,000 00	1 of 1	9/6/2016
American Public Square 4747 Troost Ave, Ste 211 Kansas City, MO 64110	UMKC Foundation	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	9/6/2016
Americans for Oxford Inc 500 5th Ave, Fl 32 New York, NY 10110		PC	Tercentenary Campaign to augment initial support for the Tutorial Fellowship in English at Worcester College Oxford	\$766,407 00	1 of 1	10/7/2016
Amyotrophic Lateral Sclerosis Association (St Louis Chapter) 2258 Weldon Pkwy St Louis, MO 63146		PC	ALS Ice Bucket Bash	\$1,000 00	1 of 1	10/20/2016
Arch City Defenders Inc 1210 Locust St St Louis, MO 63103		PC	Headquarters relocation	\$10,000 00	1 of 1	10/20/2016
Archdiocese of St Louis (Kemper Donor Advised Fund) Cardinal Rigali Center 20 Archbishop May Dr St Louis, MO 63119		PC	2015/2016 season, Venice "Between The Sacred and The Secular"	\$6,000 00	1 of 1	12/3/2015
Archdiocese of St Louis (Kemper Donor Advised Fund) Cardinal Rigali Center 20 Archbishop May Dr St Louis, MO 63119		PC	2016 Promenade Musicale de Pays d'Auge	\$25,000 00	1 of 1	1/14/2016
Association of Missouri Charter Schools 1300 Papin St St Louis, MO 63103		PC	From Good to Great - 2016 Conference	\$5,000 00	1 of 1	10/20/2016

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Avila University 11901 Wornall Rd Kansas City, MO 64145-1698		PC	Capital campaign Renovation and expansion of the Goppert Performing Arts Center	\$150,000 00	1 of 1	10/7/2016
Beyond Housing Inc 4156 Manchester Ave St Louis, MO 63110		PC	Campaign for Community Investing for the Future	\$100,000 00	1 of 1	5/5/2016
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	6/8/2016
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	7/14/2016
Boy Scouts of America - St. Louis Area Council 4568 W Pine Blvd St Louis, MO 63108-2193		PC	Learning for Life and Exploring program	\$10,000 00	1 of 1	6/15/2016
Boys Club of Greater Kansas City 4001 Blue Parkway, Ste 102 Nancy and Gordon Beahm Legacy Center Kansas City, MO 64130		PC	Leadership Transition plan	\$50,000 00	1 of 1	10/7/2016
Bradley University 1501 W Bradley Ave Peoria, IL 61625		PC	Bradley PDS Partnership Lifelong Learning and Leadership over 2 years	\$27,500 00	2 of 2	2/4/2016
Calvary Community Outreach Network 2940 Holmes Kansas City, MO 64109		PC	Performance of "The Lot" at the KCPA	\$6,000 00	1 of 1	3/30/2016
Cardinal Ritter College Prep 701 N Spring Ave St Louis, MO 63108		PC	Scholarship assistance over two years	\$50,000 00	1 of 2	8/3/2016
Casa de Salud 3200 Chouteau Ave St Louis, MO 63103		PC	Collaborate System Upgrades	\$25,000 00	1 of 1	6/28/2016

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Chabad Lubavitch of Greater St Louis Inc 8124 Delmar Blvd St Louis, MO 63130		PC	Capital Funds Campaign	\$2,500.00	1 of 1	12/3/2015
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	7/14/2016
Child Center Marygrove 2705 Mullanphy Ln Florissant, MO 63031		PC	Community Recognition Award - Independent Living program	\$8,500.00	1 of 1	2/24/2016
Childrens Education Alliance of Missouri 1310 Papin St, Ste 106 St Louis, MO 63103		PC	Parents for Educational Progress	\$7,500.00	1 of 1	9/6/2016
Childrens Mercy Hospital 2401 Gilham Rd Kansas City, MO 64108		PC	2gen Thrive program	\$250,000.00	1 of 1	11/6/2015
City Garden Montessori School 1618 Tower Grove Ave St Louis, MO 63110		PC	Montessori for All scholarships	\$25,000.00	1 of 1	6/15/2016
City of Fountains Foundation 6807 Broadmoor St Overland Park, KS 66204		PC	Kansas City fountains repairs	\$10,000.00	1 of 1	1/14/2016
City Year Inc 4801 Rockhill Rd Kansas City, MO 64110		PC	Support program expansion over 3 years	\$100,000.00	1 of 3	5/5/2016
Community Capital Fund 3200 Wayne Ave Robert J Mohart Multipurpose Center Kansas City, MO 64109		PC	Neighborhoods Rising Fund	\$20,000.00	1 of 1	3/30/2016
Cortex 4320 Forest Park Ave St Louis, MO 63108		PC	Art@Murmuration Exhibit and Competition	\$25,000.00	1 of 1	5/5/2016

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Crossroads Academy of Kansas City 1015 Central St Kansas City, MO 64105-1619		PC	Start-up funding to open second school	\$250,000 00	1 of 1	5/5/2016
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	6/28/2016
Donald Danforth Plant Science Center 975 N Warson Rd St Louis, MO 63132		PC	Innovation Fund annual support	\$25,000 00	1 of 1	1/21/2016
Donald Danforth Plant Science Center 975 N Warson Rd St Louis, MO 63132		PC	Expansion campaign	\$250,000 00	1 of 1	1/21/2016
Donald Danforth Plant Science Center 975 N Warson Rd St Louis, MO 63132		PC	Donald Danforth Society annual support over 5 years	\$1,000 00	1 of 5	10/20/2016
Downtown Kansas City Civic Ventures 1000 Walnut, Ste 200 Kansas City, MO 64106		PC	LaunchGrantsKC (LGKC) initiative over 2 years	\$50,000 00	2 of 2	9/20/2016
Eisenhower Foundation P O Box 295 Abilene, KS 67410		PC	Karl Weissenbach Program Fund in honor of Karl Weissenbach	\$25,000 00	1 of 1	5/23/2016
Eisenhower Foundation P O Box 295 Abilene, KS 67410		PC	IKEducation marketing materials	\$25,000 00	1 of 1	10/20/2016
Entrepreneur Startup Business Development Corporation DBA Arch Grants 911 Washington Avenue, Ste 420 St Louis, MO 63101		PC	Global Startup Competition over 2 years	\$50,000 00	1 of 2	5/5/2016
Fair St Louis Foundation 301 Prospect St Louis, MO 63110		PC	Support for Fair Saint Louis	\$10,000 00	1 of 1	12/3/2015

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Focus St Louis 815 Olive St., Ste 110 St Louis, MO 63101		PC	Impact Fellows program over 2 years	\$25,000 00	2 of 2	4/13/2016
Foster Adopt Connect Inc 18600 E 37th Terr S Box 11 Independence, MO 64057		PC	Behavior Intervention program over 2 years	\$50,000 00	2 of 2	7/5/2016
Free the Children 4301 Highway 7, Ste 120 Minneapolis, MN 55414		PC	WE Schools St Louis over 3 years	\$5,000 00	1 of 3	9/20/2016
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	2 of 2	1/21/2016
Friends of Chamber Music 4635 Wyandotte, Ste 201 Kansas City, MO 64112-1537		PC	2015/2016 International Chamber Music Series	\$100,000 00	1 of 1	11/17/2015
Friends of Characterplus 1460 Craig Rd St Louis, MO 63146		PC	CharacterPlus School partnerships over 3 years	\$5,000 00	1 of 3	12/3/2015
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	2 of 2	7/5/2016
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	6/28/2016
Grace and Holy Trinity Cathedral 415 W 13th St P O Box 412048 Kansas City, MO 64141		PC	2015 Trinity Choir tour to England	\$10,000 00	1 of 1	12/3/2015
Grace and Holy Trinity Cathedral 415 W 13th St P O Box 412048 Kansas City, MO 64141		PC	Young adult outreach over 3 years	\$120,000 00	1 of 3	5/5/2016

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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	6/8/2016
Habitat for Humanity International Inc (St Louis Affiliate) 3763 Forest Park Ave St Louis, MO 63108		PC	2016 Hazelwood Build	\$10,000 00	1 of 1	9/20/2016
Habitat for Humanity International Inc (Truman Heritage Affiliate) 505 N Dodgion St Independence, MO 64050		PC	Restoration and renovation of Hiram Young School Building	\$25,000 00	1 of 1	3/30/2016
Happybottoms 14820 W 107th St Lenexa, KS 66215		PC	Database portal system upgrades	\$25,000 00	1 of 1	10/20/2016
Harry S Truman Library Institute for National & International Affair 500 W U S Hwy 24 Independence, MO 64050-1798		PC	Preservation and digital access to archival collections over 3 years	\$50,000 00	3 of 3	1/8/2016
Health Partnership Clinic Inc 407 S Clairborne Rd , Ste 104 Olathe, KS 66062		PC	Implement Team of Care program over 3 years	\$25,000 00	3 of 3	4/11/2016
Heart of America Shakespeare Festival 3619 Broadway, Ste 2 Kansas City, MO 64111		PC	2016 festival support	\$10,000 00	1 of 1	5/23/2016
Historic Kansas City Foundation 234 W 10th St Kansas City, MO 64105		PC	Plaza Walking Tour brochure	\$20,200 00	1 of 1	5/5/2016
Historic Kansas City Foundation 234 W 10th St Kansas City, MO 64105		PC	Plaza Walking Tour brochure	\$24,800 00	1 of 1	7/26/2016
Immacolata Manor 2135 Manor Wy Liberty, MO 64068		PC	LED lighting project	\$22,703 00	1 of 1	12/9/2015

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International Institute of Metropolitan St Louis 3401 Arsenal St St Louis, MO 63118		PC	Landscaping project	\$50,000.00	1 of 1	1/21/2016
International Institute of Metropolitan St Louis 3401 Arsenal St St Louis, MO 63118		PC	Refugee Resettlement Assistance	\$23,400.00	1 of 1	7/14/2016
Jackson County Casa 2544 Holmes Kansas City, MO 64108		PC	Transition Program for older foster youth over 3 years	\$30,000.00	2 of 3	7/21/2016
John Burroughs School 755 S Price Rd St Louis, MO 63124-1899		PC	Annual support	\$2,500.00	1 of 1	11/19/2015
John Burroughs School 755 S Price Rd St Louis, MO 63124-1899		PC	2016/2017 Annual giving	\$2,500.00	1 of 1	9/6/2016
John Burroughs School 755 S Price Rd St Louis, MO 63124-1899		PC	Establish Jerome Taylor/Kemper Family Science and Technology Directorship	\$1,500,000.00	1 of 1	10/7/2016
Johnson County Museum Foundation 6305 Lackman Rd Shawnee, KS 66217		PC	"On the Move" capital campaign	\$10,000.00	1 of 1	10/20/2016
Junior Achievement of Middle America Inc DBA Junior Achievement of Greater Kansas City 4001 Blue Parkway, Ste 210 Kansas City, MO 64130		PC	Finance Park pilot project	\$50,000.00	1 of 1	8/3/2016
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		PC	Annual Bequest	\$250,000.00	1 of 1 Annual Bequest	6/8/2016
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		PC	Phase II of Vanderslice Hall Renovation project -restoration of the south terrace and adjacent interior space of Vanderslice Hall	\$1,000,000.00	1 of 1	8/3/2016

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Kansas City Ballet Association 500 W Pershing Rd Kansas City, MO 64108-2430		PC	Partial underwriting for the 2016 production of "Rite of Spring"	\$25,000.00	1 of 1	12/3/2015
Kansas City Board of Parks and Recreation 4600 E 63rd St Kansas City, MO 64130-4629		PC	West Terrace Dog Park	\$150,000.00	1 of 3	4/11/2016
Kansas City Board of Parks and Recreation 4600 E 63rd St Kansas City, MO 64130-4629		PC	West Terrace Dog Park	\$100,000.00	2 of 3	5/5/2016
Kansas City Chorale 5601 Wyandotte St, Ste 412 Kansas City, MO 64113		PC	Annual Spring song concert in Kirkwood Hall at the Nelson (03/26/2016) underwritten in memory of Laura Kemper Fields	\$14,205.00	1 of 1	11/6/2015
Kansas City Chorale 5601 Wyandotte St, Ste 412 Kansas City, MO 64113		PC	2015/2016 season support	\$10,000.00	1 of 1	11/6/2015
Kansas City Design Center Inc 1018 Baltimore Ave Kansas City, MO 64105		PC	Program support for the Kansas City Urban Design Studio over 2 years	\$100,000.00	2 of 2	11/6/2015
Kansas City Metropolitan Crime Commission Inc 3100 Broadway, Ste 226 Kansas City, MO 64111		PC	Information Technology project	\$15,000.00	1 of 1	8/10/2016
Kansas City Symphony 1703 Wyandotte St, Ste 200 Kansas City, MO 64108		PC	2015/2016 season support	\$185,000.00	1 of 1	1/21/2016
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	2 of 3	9/20/2016
Kansas State University Foundation 701 Beach Lane Manhattan, KS 66506-1200		PC	Excellence in Teaching Awards	\$13,500.00	1 of 1	12/3/2015

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Kansas State University Foundation College of Architecture, Planning & Design 701 Beach Lane Manhattan, KS 66506-1200		PC	Adam Reed Tucker LEGO exhibit	\$10,000.00	1 of 1	4/11/2016
Kansas State University Foundation College of Business 701 Beach Lane Manhattan, KS 66506-1200		PC	Distinguished Lecture Series	\$22,500.00	1 of 1	3/18/2016
Kansas University Endowment Assoc - Hall Center for the Humanities 900 Sunnyside Ave Lawrence, KS 66045-7622		PC	Seminar Series and new pilot program for visiting regional faculty over 3 years	\$25,000.00	1 of 3	11/6/2015
KidSmart 12175 Bridgeton Sq Dr Bridgeton, MO 63044		PC	New KidSmart website	\$15,000.00	1 of 1	9/6/2016
Kipp Endeavor Academy MCC-Pioneer Campus 2700 E 18th St Kansas City, MO 64127	KIPP Foundation	PC	Development of a strategic plan	\$25,000.00	1 of 2	3/4/2016
Kipp Endeavor Academy MCC-Pioneer Campus 2700 E 18th St Kansas City, MO 64127	KIPP Foundation	PC	Development of a strategic plan	\$50,000.00	2 of 2	9/20/2016
KIPP St Louis 1310 Papin St, Ste 203 St Louis, MO 63103		PC	Excellence in Education Teaching Awards over 5 years	\$20,000.00	1 of 5	5/5/2016
KIPP St Louis 1310 Papin St, Ste 203 St Louis, MO 63103		PC	Campaign for Growth and Impact over 3 years	\$333,334.00	3 of 3	7/5/2016
Library Foundation for the Benefit of St Louis Public Library DBA St Louis Public Library Foundation 1415 Olive St St Louis, MO 63103		PC	After-School and Literacy programs	\$10,000.00	1 of 1	9/6/2016

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Linwood Property Inc 3210 Michigan Ave Kansas City, MO 64109		SO I	Linwood Place/ReDiscover Redevelopment project over 3 years	\$50,000 00	3 of 3	7/21/2016
Literacy Kansas City 211 W Armour Blvd, 3rd fl Kansas City, MO 64111		PC	Implementation of revised curriculum over 2 years	\$50,000 00	2 of 2	1/21/2016
Lyrnc Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		PC	2015/2016 season support	\$50,000 00	1 of 1	11/6/2015
Magdalene St Louis Inc PO Box 1143 St Louis, MO 63118		PC	Transforming a House, Transforming Lives Capital Campaign	\$10,000 00	1 of 1	5/5/2016
Magnificent Missouri Inc 10411 Clayton Rd, Ste 301 St Louis, MO 63131		PC	Commerce and Conservation project	\$25,000 00	1 of 1	3/18/2016
Mathews-Dickey Boys & Girls Club 4245 N Kingshighway Blvd St Louis, MO 63115		PC	Building Renovation project over two years	\$12,500 00	1 of 2	9/6/2016
Mattie Rhodes Center 1740 Jefferson St Kansas City, MO 64108		PC	Purchase and implement a new Electronic Health Record system	\$25,000 00	1 of 1	10/20/2016
Mesner Puppet Theater 1006 Linwood Blvd Kansas City, MO 64109		PC	Purchase a 3D printer and related technology	\$12,394 00	1 of 1	8/10/2016
Metropolitan Organization to Counter Sexual Assault DBA MOCSA 3100 Broadway, Ste 400 Kansas City, MO 64111-2591		PC	Program Expansion project over 2 years	\$50,000 00	1 of 2	12/3/2015
Mid-America Arts Alliance 2018 Baltimore Ave Kansas City, MO 64108-1914		PC	ExhibitsUSA (exhibits in Missouri & Kansas)/one-time grantmaking and program activity in KS	\$25,000 00	1 of 1	12/9/2015

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Mid-America Arts Alliance 2018 Baltimore Ave Kansas City, MO 64108-1914		PC	Technology campaign	\$25,000 00	1 of 1	9/6/2016
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	12/11/2015
Missouri Botanical Garden Board of Trustees P O Box 299 4344 Shaw St Louis, MO 63166-0299		PC	Missouri Botanical Garden Hardy Plant Nursery and School of Horticulture over 3 years	\$375,000 00	1 of 3	2/4/2016
Missouri Botanical Garden Board of Trustees P O Box 299 4344 Shaw St Louis, MO 63166-0299		PC	Strategic Plan	\$25,000 00	1 of 1	7/26/2016
Missouri Botanical Garden Board of Trustees P O Box 299 4344 Shaw St Louis, MO 63166-0299		PC	Annual gift - Raven Society	\$12,500 00	1 of 1	9/6/2016
Missouri Historical Society Jefferson Memorial Building DBA Missouri History Museum P O Box 11940 St Louis, MO 63112-0040		PC	#1 in Civil Rights Exhibition	\$45,000 00	1 of 1	10/7/2016
Missouri Military Academy 204 N Grand St Mexico, MO 65265		PC	Renovation of the MMA Albright Assembly Hall	\$42,500 00	1 of 1	5/5/2016
Music-Arts Institute 1010 S Pearl St Independence, MO 64050		PC	Roof replacement	\$70,000 00	1 of 1	5/5/2016
National Trust for Historic Preservation in the United States The Watergate Office Bldg 2600 Virginia Ave NW, Ste 1000 Washington, DC 20037		PC	National Trust Council Annual Fund	\$25,000 00	1 of 1	5/23/2016

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Navy League of the United States 600 Lynnhaven Parkway, Ste 202 Virginia Beach, VA 23452		PC	USS Gerald R Ford Commissioning	\$25,000 00	1 of 1	6/15/2016
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111-1873		PC	Dutch art exhibition and annual fundraising gala in support of the Museum's general operations	\$20,000 00	1 of 1	1/27/2016
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111-1873		PC	Annual Bequest	\$50,000 00	1 of 1 Annual Bequest	6/8/2016
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111-1873		PC	Acquisition of Indian silver artwork for the South and South East Asian Gallery	\$20,000 00	1 of 1	8/16/2016
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	\$80,000 00	1 of 3	6/15/2016
Operation Breakthrough Inc St Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		PC	Early Education Collaborative over 3 years	\$75,000 00	2 of 3	7/5/2016
Operation Food Search Inc 1644 Lotsie St Louis, MO 63132		PC	Campaign to End Childhood Hunger	\$25,000 00	1 of 1	6/28/2016
Ozanam 421 E 137th St Kansas City, MO 64145		PC	Renovate primary boys residence and install controlled access system in six buildings	\$25,000 00	1 of 1	9/20/2016
Pembroke Hill School Wornall Campus 400 W 51st St Kansas City, MO 64112		PC	Development of a campus master plan	\$21,603 02	5 of 6	12/22/2015
Pembroke Hill School Wornall Campus 400 W 51st St Kansas City, MO 64112		PC	Development of a campus master plan	\$26,443 78	4 of 6	12/23/2015

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Pembroke Hill School Wornall Campus 400 W 51st St Kansas City, MO 64112		PC	Development of a campus master plan	\$10,024.62	6 of 6	1/21/2016
Pembroke Hill School Wornall Campus 400 W 51st St Kansas City, MO 64112		PC	Newmark Grubb Zimmer owner's representative fee for the Hall Student Center renovations and new athletic center construction with the architecture firm of Gould Evans	\$35,000.00	1 of 1	8/3/2016
Pets for Life Inc 7240 Wornall Rd Kansas City, MO 64114		PC	Program support	\$5,000.00	1 of 1	5/23/2016
Pilgrim Center Inc 3807 Gillham Rd Kansas City, MO 64111		PC	75th Anniversary Renovations project	\$15,000.00	1 of 1	9/6/2016
Pro Musica 402 S Main St, Ste 502 Joplin, MO 64801-2358		PC	2015/2016 season support	\$6,000.00	1 of 1	1/27/2016
Progress In Education Inc DBA North Side Community School 3033 N Euclid Ave St Louis, MO 63115		PC	Land Acquisition and development	\$50,000.00	1 of 1	10/7/2016
Reconciliation Services 3101 Troost Ave Kansas City, MO 64109		PC	"Reveal the Strengths" capital campaign over 2 years	\$100,000.00	2 of 2	10/7/2016
Repertory Theatre of St Louis P O Box 191730 St Louis, MO 63119		PC	New website	\$25,000.00	1 of 1	9/6/2016
Restart Inc 918 E 9th St Kansas City, MO 64106		PC	Laying the Foundation capital campaign over 3 years	\$83,333.00	2 of 3	4/11/2016
Rockhurst High School 9301 State Line Rd Kansas City, MO 64114-3299		PC	Building on Our Tradition capital campaign	\$250,000.00	1 of 1	5/5/2016

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Rotary Club Youth Camp Association Inc 22310 E Colbern Rd Lee's Summit, MO 64063		PC	Renovations to one dozen cabins	\$75,000 00	1 of 1	1/21/2016
Rotary Club Youth Camp Association Inc 22310 E Colbern Rd Lee's Summit, MO 64063		PC	Engineering assessment	\$6,508 01	1 of 1	9/20/2016
Saint Louis Fashion Fund 911 Washington Avenue St Louis, MO 63101		PC	Campaign for Fashion	\$50,000 00	1 of 1	8/3/2016
Saint Louis Symphony Orchestra 718 N Grand Blvd St Louis, MO 63103		PC	Annual support	\$20,000 00	1 of 1	6/15/2016
Shawnee Mission Medical Center Inc 7315 Frontage Rd , Ste 221 Shawnee Mission, KS 66204		PC	Living in Vitality Dental Fund	\$10,000 00	1 of 1	6/15/2016
Sheldon Arts Foundation 3648 Washington Blvd St Louis, MO 63108		PC	Education programs over two years	\$10,000 00	1 of 2	6/15/2016
Show Me KC Schools 6320 Brookside Plaza, #176 Kansas City, MO 64113		PC	Increased early childhood resources, Spanish translation and enhanced technology	\$10,000 00	1 of 1	1/14/2016
Smithsonian Institution Office of the Comptroller 1000 Jefferson Dr S W , 4th Fl MRC 035 P O Box 37012 Washington, DC 20013-7012		PC	2016 annual gift	\$25,000 00	1 of 1	6/15/2016
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	Full renovation of space that houses the America's Presidents permanent exhibition	\$100,000 00	1 of 1	10/7/2016
Somali Bantu Foundation of Kansas 1618 N 3rd St Kansas City, KS 66101		PC	Somali Bantu garden- replace garden shed	\$15,000 00	1 of 1	4/25/2016

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St Louis Area Food Bank Inc 70 Corporate Woods Dr St Louis, MO 63044		PC	Hunger Engagement Center	\$50,000 00	1 of 1	8/3/2016
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	11/19/2015
St Louis Art Museum Foundation 1 Fine Arts Dr Forest Park St Louis, MO 63110-5130		PC	Beaux Arts Council 2017 annual gift	\$7,500 00	1 of 1	9/6/2016
St Louis Center for International Relations DBA World Trade Center St Louis 7733 Forsyth Blvd, Ste 2200 St Louis, MO 63105		PC	International STEM Student Retention program	\$17,000 00	1 of 1	9/6/2016
St Louis Community Foundation Incorporated #2 Oak Knoll Park St Louis, MO 63105		PC	Blueprint4SummerSTL	\$12,500 00	1 of 1	2/24/2016
St Louis Public Schools Foundation 801 N 11th St St Louis, MO 63101		PC	Excellent Schools Transformation Tool	\$150,000 00	1 of 1	9/6/2016
St Louis Regional Public Media Inc 3655 Olive St St Louis, MO 63108		PC	Igniting the Spirit of Possibility Capacity Building Campaign - capital fund component	\$150,000 00	1 of 1	8/3/2016
Summerfest Concerts and/or Recordings Inc P O Box 22697 Kansas City, MO 64113-0697		PC	2016 season support	\$7,500 00	1 of 1	6/15/2016
The Leawood Foundation Fund 4800 Town Center Dr Leawood, KS 66211	Greater Kansas City Community Foundation	PC	Leawood All Inclusive Playground project	\$5,000 00	1 of 1	8/10/2016
The Marfan Foundation Inc 22 Manhasset Ave Port Washington, NY 11050		PC	Heartworks St Louis	\$1,000 00	1 of 1	1/14/2016

Recipient Name & Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
The Rehabilitation Institute of Kansas City 3011 Baltimore Kansas City, MO 64108		PC	Rebuilding Lives Restoring Hope Campaign over 2 years	\$125,000 00	2 of 2	9/20/2016
The Tower Grove Park Foundation 4256 Magnolia Ave St Louis, MO 63110		PC	New Park Master Plan	\$50,000 00	1 of 1	1/21/2016
Trustees of Princeton University 330 Alexander St Princeton, NJ 08540		PC	Annual support	\$2,500 00	1 of 1	12/11/2015
Trustees of Princeton University 330 Alexander St Princeton, NJ 08540		PC	Class of 1978's 35th reunion annual giving campaign over 4 years	\$50,000 00	4 of 4	4/11/2016
Trustees of Princeton University Art Museum 330 Alexander St Princeton, NJ 08540		PC	Support salary and benefits for the Curator of Academic Programs over 3 years	\$100,000 00	1 of 3	10/7/2016
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	9/20/2016
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	9/20/2016
Unity Temple on the Plaza 707 W 47th St Kansas City, MO 64112-1803		PC	Capital campaign	\$300,000 00	1 of 1	8/3/2016
University Academy 6801 Holmes Rd Kansas City, MO 64131		PC	Preschool Intervention pilot	\$14,250 00	1 of 1	5/23/2016
University of Kansas Hospital 3901 Rainbow Blvd Kansas City, KS 66160		PC	Capital Campaign -construct the Cambridge North Tower, a surgical hospital over 3 years	\$166,666 00	1 of 3	11/12/2015
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	6/8/2016

Recipient Name & Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
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	6/8/2016
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste 202 Kansas City, MO 64110		PC	2016 Spring & Fall Membership Drive Matching Gift Campaign	\$15,000 00	1 of 1	9/20/2016
University of Missouri-Kansas City - Office of the Chancellor KC STEM Alliance 5100 Rockhill Rd Kansas City, MO 64110-2499		PC	Bus transportation costs and food expense for KC Health Tracks	\$13,500 00	1 of 1	6/15/2016
University of Missouri-St Louis-Public Policy Research Center One University Blvd 362 Social Sciences/Business Blvd St Louis, MO 63121-4400		PC	Teach for America Research project	\$25,000 00	1 of 2	8/3/2016
Urban Libraries Council 1333 H St, N W, Ste 1000 W Washington, DC 20005		PC	2016 ULC Annual Forum "Getting to the Evidence" October 5-7 in Kansas City	\$10,000 00	1 of 1	9/6/2016
Urban Ranger Corps 5908 Swope Pkwy Kansas City, MO 64130		PC	Purchase a 12-15 passenger Ford Transit-350 van	\$15,000 00	1 of 1	9/6/2016
Washington University 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		PC	Summer College Prep program over 3 years	\$25,000 00	2 of 3	1/8/2016
Washington University 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		PC	Mildred Lane Kemper Art Museum Expansion over 5 years	\$1,000,000 00	1 of 5	6/8/2016
Washington University 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		PC	Salary and housing expenses of the Coordinator of Student Success	\$60,000 00	1 of 1	8/3/2016

Recipient Name & Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Washington University 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		PC	Mildred Lane Kemper Art Museum Expansion over 5 years	\$1,000,000.00	2 of 5	10/20/2016
Washington University Danforth Circle - William Greenleaf Eliot Society 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		PC	2015/2016 Trustees Annual Giving program	\$25,000.00	1 of 1	12/11/2015
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	3 of 5	4/11/2016
Washington University Newman Centers 6352 Forsyth Blvd St Louis, MO 63105		PC	Celebration of Fr Gary Braun	\$2,500.00	1 of 1	11/6/2015
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	2 of 3	7/5/2016
Westport Historical Society 4000 Baltimore Kansas City, MO 64111		PC	Harris-Kearney House roof replacement	\$15,000.00	1 of 1	10/7/2016
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		PC	2015/2016 season support Itzhak Perlman and Emanuel Ax, violinist and pianist in duo recital	\$80,000.00	1 of 1	11/6/2015
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	6/8/2016
World Pediatric Project 755 S New Ballas Rd, Ste 140 St Louis, MO 63141		PC	Treasures in Paradise Fundraiser	\$10,000.00	1 of 1	12/9/2015
Wornall-Majors House Museums Inc 6115 Wornall Rd 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	3 of 3	6/8/2016

Recipient Name & Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose of Contribution	Payment Amount	Payment Number	Payment Date
Young Men's Christian Association of Greater Kansas City 3100 Broadway, Ste 1020 Kansas City, MO 64111-2413		PC	Capital Campaign Building What Matters - Expansion and renovations at Linwood branch	\$250,000.00	1 of 1	3/14/2016
Youth Symphony Association of Kansas City Inc 209 W 18th St Kansas City, MO 64108		PC	Orchestral education program	\$10,000.00	1 of 1	1/27/2016
Total Contribution for the Year:				13,678,604.43		

William T. Kemper Foundation
Outstanding Commitments

EIN 43-6345116

Region Notes	Organization	FY16/17	FY17/18	FY18/19	FY19/20	FY20/21
KCMT	After the Harvest	25,000				
KCMT	City Year Kansas City	70,000	50,000			
KCMT	Friends of Chamber Music	100,000				
KCMT	Grace and Holy Trinity Cathedral	65,000	65,000			
KCMT	Harriman-Jewell Series	80,000				
KCMT	Harvesters	83,333	83,333	83,334		
KCMT	Jackson County CASA	20,000				
KCMT	Kansas City Design Center	100,000				
KCMT	Kansas City Parks & Recreation	50,000				
KCMT	Kansas City University of Medicine and Biosciences	83,334				
KCMT	Lyric Opera Kansas City	50,000				
KCMT	Metropolitan Ensemble Theatre	125,000				
KCMT	MOCSA	50,000				
KCMT	Operation Breakthrough	50,000				
KCMT	reStart	83,334				
KCMT	University of Kansas Hospital	166,667	166,667			
KCMT	University of Missouri-Kansas City - Conservatory of Music		1,500,000	1,500,000		
KCMT	University of Missouri-Kansas City - Hall Center for the Humanities		1,865,000	1,583,334	0	0
KSNE	University of Kansas - Sub-Total: Outstanding	1,201,668				
SLMT	Arch Grants	25,000	15,000	0	0	0
SLMT	Cardinal Ritter College Prep	50,000				
SLMT	Danforth Plant Science Center	1,000	1,000	1,000		
SLMT	Free the Children	5,000	5,000			
SLMT	Friends of CHARACTERplus	5,000	5,000			
SLMT	Great Rivers Greenway	100,000	20,000	20,000	20,000	
SLMT	KIPP St. Louis	20,000				
SLMT	Mathews-Dickey Boys and Girls Club	12,500				
SLMT	Missouri Botanical Garden	375,000	250,000			
SLMT	Opera Theatre of St. Louis	60,000	60,000			
SLMT	Sheldon Arts Foundation	10,000				
SLMT	University of Missouri - St. Louis (Public Policy Research Center)	55,000				
SLMT	Washington University	25,000				
SLMT	Washington University (Mildred Lane Kemper Art Museum)	100,000	100,000	1,000,000	1,000,000	
SLMT	Washington University (Mildred Lane Kemper Art Museum)	32,000				
SLMT	Webster University	900,500	1,441,000	1,021,000	1,021,000	0
USA	Sub-Total: Outstanding	25,000				
USA	Archdiocese of St. Louis - Kemper Donor Advised Fund	100,000				
USA	Princeton University	50,000				
USA	The Aspen Institute	175,000	150,000	0	0	0
Contingency	Sub-Total: Outstanding	2,302,168	3,471,000	2,604,334	1,021,000	0
	Total: Outstanding					

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:
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