

EXTENDED TO SEPTEMBER 17, 2018

Return of Private Foundation

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

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning NOV 1, 2016, and ending OCT 31, 2017

Name of foundation
WILLIAM T. KEMPER FOUNDATION
COMMERCE BANK, TRUSTEE

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
118 WEST 47TH ST.

City or town, state or province, country, and ZIP or foreign postal code
KANSAS CITY, MO 64112

G Check all that apply:
☐ Initial return
☐ Final return
☐ Address change
☐ Initial return of a former public charity
☐ Amended return
☐ Name change

H Check type of organization:
☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust
☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 312,941,378.

J Accounting method:
☒ Cash
☐ Accrual
☐ Other (specify) _____

A Employer identification number
43-6345116

B Telephone number
(816) 234-2568

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
 2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		6,190,269.	6,684,484.		STATEMENT 2
5a Gross rents		55.	55.		STATEMENT 3
b Net rental income or (loss)		-202.			STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		9,478,946.			STATEMENT 1
b Gross sales price for all assets on line 6a		59,105,636.			
7 Capital gain net income (from Part IV, line 2)			10,688,834.		
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		861,305.	354,084.		STATEMENT 5
12 Total. Add lines 1 through 11		16,530,575.	17,727,457.		
13 Compensation of officers, directors, trustees, etc		952,613.	565,778.		379,336.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 6		1,655.	0.		1,655.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes STMT 7		256,430.	10,149.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		6,629.	626,777.		6,372.
24 Total operating and administrative expenses. Add lines 13 through 23		1,217,327.	1,202,704.		387,363.
25 Contributions, gifts, grants paid		13,573,965.			13,573,965.
26 Total expenses and disbursements. Add lines 24 and 25		14,791,292.	1,202,704.		13,961,328.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,739,283.			
b Net investment income (if negative, enter -0-)			16,524,753.		
c Adjusted net income (if negative, enter -0-)				N/A	

623501 11-23-16 LHA For Paperwork Reduction Act Notice, see instructions.

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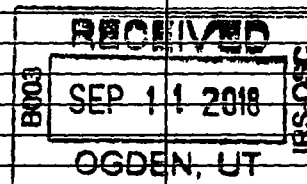
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	6,814,787.	2,810,866.	2,810,866.
	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	15,934,374.	16,600,696.	17,389,386.
	b Investments - corporate stock STMT 10	40,755,022.	38,991,985.	54,237,849.
	c Investments - corporate bonds STMT 11	41,426,900.	47,198,715.	47,867,768.
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 12	5,321,200.	8,838,059.	8,979,438.
	13 Investments - other STMT 13	138,484,909.	136,036,151.	181,573,685.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
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)	248,851,285.	250,590,565.	312,941,378.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	248,851,285.	250,590,565.	
30 Total net assets or fund balances	248,851,285.	250,590,565.		
31 Total liabilities and net assets/fund balances	248,851,285.	250,590,565.		

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	248,851,285.
2 Enter amount from Part I, line 27a	2	1,739,283.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	250,590,568.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	3.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	250,590,565.

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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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 59,105,636.		48,416,802.	10,688,834.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			10,688,834.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	10,688,834.
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))
2015	13,938,154.	285,959,313.	.048742
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

2 Total of line 1, column (d)	2	.235696
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	.047139
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	296,724,576.
5 Multiply line 4 by line 3	5	13,987,300.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	165,248.
7 Add lines 5 and 6	7	14,152,548.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	13,961,328.

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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	330,495.
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	330,495.
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	330,495.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	372,401.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	522,401.	
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	191,906.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 191,906. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(i)(3) or 4942(i)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► COMMERCE BANK Telephone no. ► (816) 234-1768 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 2016, 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	16	X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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 2016 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 2016) 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 2016?	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?

6b

X

If "Yes" to 6b, file Form 8870

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

☐ Yes ☒ No

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

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	565,778.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 10.00	62,864.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	316,471.	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 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	259,953,194.
b	Average of monthly cash balances	1b	5,555,992.
c	Fair market value of all other assets	1c	35,734,038.
d	Total (add lines 1a, b, and c)	1d	301,243,224.
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	301,243,224.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,518,648.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	296,724,576.
6	Minimum investment return. Enter 5% of line 5	6	14,836,229.

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	14,836,229.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	330,495.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	6,182.
c	Add lines 2a and 2b	2c	336,677.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,499,552.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	14,499,552.
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	14,499,552.

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	13,961,328.
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	13,961,328.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,961,328.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				14,499,552.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			13,516,425.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 13,961,328.				
a Applied to 2015, but not more than line 2a			13,516,425.	
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 2016 distributable amount				444,903.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				14,054,649.
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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

Page 10

N/A

- 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]

SEE STATEMENT B

WILLIAM T. KEMPER FOUNDATION

Form 990-PF (2016)

COMMERCE BANK, TRUSTEE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
SEE STATEMENT C	N/A	PUBLIC	SEE STATEMENT	13,573,965.
Total			3a	13,573,965.
<i>b Approved for future payment</i>				
SEE STATEMENT D	N/A	PUBLIC	SEE STATEMENT	5,993,797.
Total			3b	5,993,797.

Form 990-PF (2016)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	6,162,444.		27,825.
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	-202.		
6 Net rental income or (loss) from personal property						
7 Other investment income	525990	44,198.	14	796,351.		
8 Gain or (loss) from sales of assets other than inventory			18	9,478,946.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MINERAL INCOME			15	19,662.		
b TAX REFUNDS				515.		
c LITIGATION PROCEEDS			15	579.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		44,198.		16,458,295.		27,825.
13 Total. Add line 12, columns (b), (d), and (e)						16,530,318.

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

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

[illegible]

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
f CULTIVATION CAPITAL LT K-1 GAINS		P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 57,895,748.		48,416,802.	9,478,946.
b 48,278.			48,278.
c 1,065,102.			1,065,102.
d 121,937.			121,937.
e -25,452.			-25,452.
f 23.			23.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			9,478,946.
b			48,278.
c			1,065,102.
d			121,937.
e			-25,452.
f			23.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	10,688,834.
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

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICLY TRADED SECURITIES					VARIOUS	VARIOUS
	57,895,748.	48,416,802.	0.	0.	9,478,946.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MAKENA ST K-1 GAINS				PURCHASED	VARIOUS	VARIOUS
	48,278.	48,278.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MAKENA LT K-1 GAINS				PURCHASED	VARIOUS	VARIOUS
	1,065,102.	1,065,102.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MAKENA K-1 SECTION 1231	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,937.	121,937.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
MAKENA K-1 SECTION 1256	PURCHASED		VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-25,452.	-25,452.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CULTIVATION CAPITAL 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
23.	23.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	9,478,946.

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	6,162,444.	0.	6,162,444.	6,684,484.	
INTERST INCOME FROM MUNICIPAL BONDS	27,825.	0.	27,825.	0.	
TO PART I, LINE 4	6,190,269.	0.	6,190,269.	6,684,484.	

FORM 990-PF RENTAL INCOME STATEMENT 3

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

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE EXPENSE		257.	
- SUBTOTAL -	1		257.
TOTAL RENTAL EXPENSES			257.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-202.

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
MAKENA K-1 BUSINESS INCOME	0.	-12,056.	
MAKENA K-1 ROYALTIES	0.	3,887.	
MAKENA K-1 CANCELLATION OF DEBT INCOME	0.	24,294.	
MAKENA K-1 NET OTHER INCOME	0.	177,795.	
MAKENA K-1 GUARANTEED PYMTS	0.	334.	
MAKENA K-1 OTHER PORTFOLIO INCOME	0.	142,565.	
MAKENA K-1 RENTAL INCOME	0.	-19,761.	
BDT K-1 OTHER PORTFOLIO INCOME	0.	16,550.	
CULTIVATION CAPITAL K-1 GUARANTEED PAYMENTS	0.	1.	
CULTIVATION CAPITAL K-1 ROYALTIES	0.	3.	
MAKENA K-1 DISTRIBUTION	470,992.	0.	
MAKENA K-1 BUSINESS INCOME	44,198.	0.	
BDT K-1 DISTRIBUTION	325,359.	0.	
MINERAL INCOME	19,662.	19,893.	
TAX REFUNDS	515.	0.	
LITIGATION PROCEEDS	579.	579.	
TOTAL TO FORM 990-PF, PART I, LINE 11	861,305.	354,084.	

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	1,655.	0.		1,655.
TO FM 990-PF, PG 1, LN 16A	1,655.	0.		1,655.

FORM 990-PF	TAXES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS FOR 990-PF	154,000.	0.		0.
EXCISE TAXES	100,000.	0.		0.
MAKENA K-1 FOREIGN TAXES	0.	10,149.		0.
STATE TAXES	2,430.	0.		0.
TO FORM 990-PF, PG 1, LN 18	256,430.	10,149.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	5,865.	0.		5,865.
FEEs APPLICABLE TO TAX EXEMPT INCOME	0.	-923.		0.
POSTAGE AND PRINTING	507.	0.		507.
MAKENA K-1 INTEREST EXPENSE	0.	25,270.		0.
MAKENA K-1 INTEREST EXPENSE-INVESTMENT	0.	25,311.		0.
MAKENA K-1 ROYALTY DEDUCTIONS	0.	2,226.		0.
MAKENA K-1-SECTION 59(E)(2) EXPENDITURES	0.	53,122.		0.
MAKENA K-1 PORTFOLIO DEDUCTIONS	0.	341,876.		0.
MAKENA K-1 OTHER PORTFOLIO DEDUCTIONS	0.	326.		0.
MAKENA K-1 OTHER DEDUCTIONS	0.	53,020.		0.
BDT K-1 PORTFOLIO DEDUCTIONS	0.	117,242.		0.
BDT K-1 INTEREST EXPENSE-INVESTMENT	0.	2,233.		0.
CULTIVATION CAPITAL K-1 INTEREST EXPENSE-INVESTMENT	0.	303.		0.
CULTIVATION CAPITAL K-1 PORTFOLIO DEDUCTIONS	0.	6,514.		0.
REAL ESTATE EXPENSE	257.	257.		0.
TO FORM 990-PF, PG 1, LN 23	6,629.	626,777.		6,372.

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		5,504,184.	5,792,757.
TREASURY TIPS STMT A - P 33	X		667,221.	644,107.
US AGENCIES STMT A - P 34	X		5,066,706.	5,372,254.
TAXABLE MUNICIPAL BONDS STMT A - P 37		X	4,841,706.	4,977,621.
TAX EXEMPT REVENUE STMT A - P 38		X	520,879.	602,647.
TOTAL U.S. GOVERNMENT OBLIGATIONS			11,238,111.	11,809,118.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			5,362,585.	5,580,268.
TOTAL TO FORM 990-PF, PART II, LINE 10A			16,600,696.	17,389,386.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS STMT A - P 14	38,605,260.	53,832,424.
INTERNATIONAL - COMMON STOCK STMT A - P 15	386,725.	405,425.
TOTAL TO FORM 990-PF, PART II, LINE 10B	38,991,985.	54,237,849.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CREDIT STMT A - P 32	40,541,403.	41,163,759.
ASSET BACKED SECURITIES STMT A - P 36	6,657,312.	6,704,009.
TOTAL TO FORM 990-PF, PART II, LINE 10C	47,198,715.	47,867,768.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE STMT A - P 23	8,838,059.	8,979,438.
TOTAL TO FORM 990-PF, PART II, LINE 12	8,838,059.	8,979,438.

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	13,746,008.	28,033,528.
PRIVATE EQUITY - CULTIVATION	COST		
CAPITAL TECH FUND II LLC STMT A - P 15		300,000.	300,000.
MUTUAL FUNDS STMT A - P 15	FMV	34,754,861.	45,784,207.
INTERNATIONAL - EXCHANGE TRADED	FMV		
FUNDS STMT A - P 16		16,022,799.	19,546,231.
INTERNATIONAL - EQUITY MUTUAL FUNDS	FMV		
STMT A - P 16		45,721,790.	51,022,919.
PRIVATE EQUITY - MAKENA BLOCKER Y	COST		
STMT A - P 14		1,885,804.	6,088,622.
PRIVATE EQUITY - MAKENA SPLITTER X	COST		
STMT A - P 14		16,751,543.	24,134,773.
REAL ESTATE-MINERAL INTERESTS STMT	FMV		
A - P 38		5,690.	101,784.
PRIVATE EQUITY - BDT STMT A - P 14	COST	5,775,359.	6,561,621.
COST BASIS - MAKENA BLOCKER Y STMT	COST		
A - P 39		101,394.	0.
COST BASIS - MAKENA SPLITTER X STMT	COST		
A - P 39		685,544.	0.
COST BASIS - BDT STMT A - P 39	COST	285,359.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		136,036,151.	181,573,685.

William T Kemper Foundation Main A/C
November 1, 2016 - October 31, 2017

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Account Number. 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Cash and Cash Equivalents						
Commerce Bank Premium Money Market Account # 124581577	101,877.85	101,877.85 1.00	101,877.85 1.00	0.03%	0.00	0.00%
Financial Square Tr Government Fd Admin CI Fund 466	2,708,987.78	2,708,987.78 1.00	2,708,987.78 1.00	0.87%	18,484.00	0.68%
Income Cash		-8,624,276.14	-8,624,276.14	-2.76%	0.00	0.00%
Principal Cash		8,624,276.14	8,624,276.14	2.76%	0.00	0.00%
Total Cash and Cash Equivalents		\$ 2,810,865.63	\$ 2,810,865.63	0.90%	\$ 18,484.00	0.66%

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

Adobe System Inc	1,600	107,608.85 67.26	280,256.00 175.16	0.09%	0.00	0.00%
Agilent Technologies Inc	3,300	179,820.63 54.49	224,499.00 68.03	0.07%	1,742.00	0.78%
Air Products & Chemicals Inc	3,000	447,975.90 149.33	478,290.00 159.43	0.15%	11,400.00	2.38%
Alaska Air Group Inc	1,400	104,111.28 74.37	92,442.00 66.03	0.03%	1,680.00	1.82%
Alphabet Inc Class A	900	401,640.80 446.27	929,736.00 1,033.04	0.30%	0.00	0.00%
Amazon Com Inc	700	392,744.74 561.06	773,696.00 1,105.28	0.25%	0.00	0.00%
Ameriprise Financial Inc	3,300	291,683.37 88.39	516,582.00 156.54	0.17%	10,956.00	2.12%

William T Kemper Foundation Main A/C
November 1, 2016 - October 31, 2017

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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>
Ametek Aerospace Prods Inc	4,800	197,874.81 41.22	323,952.00 67.49	0.10%	1,728.00	0.53%
Amgen Inc	4,900	810,306.91 165.37	858,578.00 175.22	0.27%	22,540.00	2.63%
Amphenol Corp Cl-A	4,600	283,751.66 61.69	400,200.00 87.00	0.13%	3,496.00	0.87%
Ansys Inc	800	69,663.36 87.08	109,368.00 136.71	0.03%	0.00	0.00%
Anthem Inc	1,400	252,666.60 180.48	292,894.00 209.21	0.09%	3,920.00	1.34%
Apple Inc	7,800	332,554.93 42.64	1,318,512.00 169.04	0.42%	19,656.00	1.49%
AT&T Inc	24,800	808,564.55 32.60	834,520.00 33.65	0.27%	48,608.00	5.82%
Automatic Data Processing Inc	2,400	136,953.59 57.06	279,024.00 116.26	0.09%	5,472.00	1.96%
BB & T Corp	10,000	308,774.18 30.88	492,400.00 49.24	0.16%	13,200.00	2.68%
Becton Dickinson & Company	1,300	137,822.03 106.02	271,271.00 208.67	0.09%	3,796.00	1.40%
Bgs Partners Inc Cl A	8,100	107,061.75 13.22	122,877.00 15.17	0.04%	5,832.00	4.75%
Bio-Techne Corp	2,600	240,749.99 92.60	340,652.00 131.02	0.11%	3,328.00	0.98%
Blue Buffalo Pet Products Inc	4,100	99,312.66 24.22	118,613.00 28.93	0.04%	0.00	0.00%
Boeing Co	2,870	357,081.52 124.42	740,402.60 257.98	0.24%	16,301.00	2.20%
Boston Properties Inc	1,000	136,094.10 136.09	121,180.00 121.18	0.04%	3,000.00	2.48%

William T Kemper Foundation Main A/C
 November 1, 2016 - October 31, 2017

Account Number: 46-0001-00-1

List of Assets

Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Bright Horizons Family Solutions Inc	1,300	105,614.73 81.24	112,190.00 86.30	0.04%	0.00	0.00%
Brown Forman Inc Class B	2,000	99,028.59 49.51	114,040.00 57.02	0.04%	1,460.00	1.28%
Bwx Technologies Inc	2,000	96,125.40 48.06	119,840.00 59.92	0.04%	880.00	0.73%
Cadence Design Systems Inc	9,000	209,710.18 23.30	388,440.00 43.16	0.12%	0.00	0.00%
Carter's Inc	1,200	82,427.56 68.69	116,076.00 96.73	0.04%	1,776.00	1.53%
Caterpillar Inc	3,700	286,485.05 77.43	502,460.00 135.80	0.16%	11,544.00	2.30%
Choe Global Markets Inc	1,100	51,176.64 46.52	124,366.00 113.06	0.04%	1,188.00	0.96%
CBS Corp-CI B	4,300	224,871.45 52.30	241,316.00 56.12	0.08%	3,096.00	1.28%
Cdk Global Inc	3,600	223,573.32 62.10	228,816.00 63.56	0.07%	2,016.00	0.88%
Celgene Corp	1,700	202,840.94 119.32	171,649.00 100.97	0.05%	0.00	0.00%
Cerner Corp	4,800	263,271.17 54.85	324,096.00 67.52	0.10%	0.00	0.00%
Chevron Corporation	9,000	819,148.22 91.02	1,043,010.00 115.89	0.33%	38,880.00	3.73%
Church & Dwight Co. Incorporated	2,300	85,124.50 37.01	103,891.00 45.17	0.03%	1,748.00	1.68%
Cimarex Energy Co	1,100	102,860.78 93.51	128,623.00 116.93	0.04%	352.00	0.27%
Cisco System Inc	13,900	390,007.69 28.06	474,685.00 34.15	0.15%	16,124.00	3.40%

William T Kemper Foundation Main A/C
November 1, 2016 - October 31, 2017

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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>
Cme Group Inc	3,500	350,203.35 100.06	480,095.00 137.17	0.15%	9,240.00	1.92%
Coca Cola	5,500	163,009.41 29.64	252,890.00 45.98	0.08%	8,140.00	3.22%
Colgate Palmolive	3,600	170,406.86 47.34	253,620.00 70.45	0.08%	5,760.00	2.27%
Comcast Corporation Cl-A	6,700	134,624.17 20.09	241,401.00 36.03	0.08%	4,221.00	1.75%
Cooper Cos Inc	400	67,375.47 168.44	96,104.00 240.26	0.03%	24.00	0.02%
Corning Inc	8,900	264,820.15 29.76	278,659.00 31.31	0.09%	5,518.00	1.98%
Crown Castle International Corp	2,400	179,081.66 74.62	256,992.00 107.08	0.08%	10,080.00	3.92%
Crown Holdings Inc	1,900	59,235.02 31.18	114,323.00 60.17	0.04%	0.00	0.00%
Digital Realty Trust Inc	1,700	165,714.67 97.48	201,348.00 118.44	0.06%	6,324.00	3.14%
Disney Walt Co	2,700	300,648.85 111.35	264,087.00 97.81	0.08%	4,212.00	1.59%
Dominion Energy Inc	6,000	336,747.78 56.13	486,840.00 81.14	0.16%	18,480.00	3.80%
Dr Pepper Snapple Group Inc	3,500	241,985.18 69.14	299,810.00 85.66	0.10%	8,120.00	2.71%
Dunkin Brands Group Inc	2,100	73,361.92 34.93	124,047.00 59.07	0.04%	2,709.00	2.18%
Ecolab Inc	2,000	187,366.33 93.68	261,320.00 130.66	0.08%	2,960.00	1.13%
Emerson Electric Co	7,300	314,074.64 43.02	470,558.00 64.46	0.15%	14,016.00	2.98%

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Description	Shares	Cost/ Per Unit	Market Value/ Per Unit	Percent Of Assets	Projected Annual Income	Current Yield
Erie Indemnity Company-CL A	2,500	228,909.59 91.56	302,000.00 120.80	0.10%	7,825.00	2.59%
Euronet Svcs Inc	2,200	168,159.20 76.44	212,608.00 96.64	0.07%	0.00	0.00%
Extra Space Storage Inc	1,400	118,110.97 84.37	114,226.00 81.59	0.04%	4,368.00	3.82%
Exxon Mobil Corporation	8,500	716,967.40 84.35	708,475.00 83.35	0.23%	26,180.00	3.70%
Facebook Inc-A	3,400	331,482.39 97.50	612,204.00 180.06	0.20%	0.00	0.00%
Factset Research Systems Inc	700	111,637.61 159.48	132,909.00 189.87	0.04%	1,568.00	1.18%
Federal Realty Investment Trust Sh Ben Int New	800	72,739.92 90.93	96,416.00 120.52	0.03%	3,200.00	3.32%
Fidelity National Information Services	2,800	186,034.53 66.44	259,728.00 92.76	0.08%	3,248.00	1.25%
Fiserv Incorporated	3,000	174,668.05 58.22	388,290.00 129.43	0.12%	0.00	0.00%
Fortive Corp	1,600	108,072.00 67.55	115,616.00 72.26	0.04%	448.00	0.39%
Gallagher Arthur J & Co	7,500	449,927.25 59.99	474,975.00 63.33	0.15%	11,700.00	2.46%
Gaming & Leisure Properties Inc	2,900	89,844.90 30.98	105,966.00 36.54	0.03%	7,308.00	6.90%
Gartner Group Inc	900	45,895.76 51.00	112,779.00 125.31	0.04%	0.00	0.00%
Graco Inc	1,000	76,997.45 77.00	131,790.00 131.79	0.04%	1,440.00	1.09%
Hca Healthcare Inc	3,300	248,111.95 75.19	249,645.00 75.65	0.08%	0.00	0.00%

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<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Henry Jack & Assoc Inc	3,200	262,897.62 82.16	352,416.00 110.13	0.11%	3,968.00	1.13%
Hologic Inc	2,800	100,615.01 35.93	105,980.00 37.85	0.03%	0.00	0.00%
Home Depot Inc	1,700	147,266.00 86.63	281,826.00 165.78	0.09%	6,052.00	2.15%
Honeywell Intl Inc	1,900	130,086.51 68.47	273,904.00 144.16	0.09%	5,662.00	2.07%
Hp Inc	23,100	350,040.95 15.15	497,805.00 21.55	0.16%	12,266.00	2.46%
Ilex Corporation	900	58,159.26 64.62	115,389.00 128.21	0.04%	1,332.00	1.15%
Idexx Labs Inc	700	110,193.65 157.42	116,319.00 166.17	0.04%	0.00	0.00%
Illinois Tool Works Inc	1,700	113,888.43 66.99	266,084.00 156.52	0.09%	5,304.00	1.99%
Intercontinental Exchange Inc	3,900	161,627.72 41.44	257,790.00 66.10	0.08%	3,120.00	1.21%
Johnson and Johnson	7,800	620,450.88 79.55	1,087,398.00 139.41	0.35%	26,208.00	2.41%
JP Morgan Chase & Co	9,900	416,274.84 42.05	996,039.00 100.61	0.32%	22,176.00	2.23%
Kar Auction Services Inc	2,300	71,002.17 30.87	108,859.00 47.33	0.03%	3,220.00	2.96%
Kellogg Co	3,600	229,194.51 63.67	225,108.00 62.53	0.07%	7,776.00	3.45%
Kimberly Clark Corp	7,700	866,704.54 112.56	866,327.00 112.51	0.28%	29,876.00	3.45%
Kimco Rlty Corp	16,900	328,823.95 19.46	306,904.00 18.16	0.10%	18,928.00	6.17%

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Kohls Corp	7,700	285,896.88 37.13	321,552.00 41.76	0.10%	16,940.00	5.27%
Landstar System Inc	1,100	74,275.84 67.52	108,625.00 98.75	0.03%	440.00	0.41%
Lauder Estee Cos Inc Cl A	2,400	158,365.08 65.99	268,344.00 111.81	0.09%	3,264.00	1.22%
Lennox Intl Inc	1,300	135,118.67 103.94	248,469.00 191.13	0.08%	2,652.00	1.07%
Lifepoint Health Incorporated	1,900	121,131.51 63.75	91,485.00 48.15	0.03%	0.00	0.00%
Lockheed Martin Corp	2,400	201,523.21 83.97	739,584.00 308.16	0.24%	19,200.00	2.60%
Lowes Companies Inc	3,300	110,305.88 33.43	263,835.00 79.95	0.08%	5,412.00	2.05%
Macys Inc	15,200	500,499.36 32.93	285,152.00 18.76	0.09%	22,952.00	8.05%
Mastercard Incorporated Class A	1,800	82,808.28 46.01	267,786.00 148.77	0.09%	1,584.00	0.59%
Maxim Integrated Products Inc	2,300	105,173.96 45.73	120,842.00 52.54	0.04%	3,312.00	2.74%
McCormick & Co Inc Non-Voting	1,100	83,378.51 75.80	109,483.00 99.53	0.03%	2,068.00	1.89%
McDonalds Corp	4,600	518,505.86 112.72	767,786.00 166.91	0.25%	18,584.00	2.42%
Merck & Co Inc	10,300	390,392.06 37.90	567,427.00 55.09	0.18%	19,364.00	3.41%
Mettler-Toledo Intl Inc	600	174,632.74 291.06	409,578.00 682.63	0.13%	0.00	0.00%
Microsoft Corp	10,100	330,623.49 32.74	840,118.00 83.18	0.27%	16,968.00	2.02%

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Mohawk Inds Inc	400	76,102.80 190.26	104,704.00 261.76	0.03%	0.00	0.00%
Morningstar Inc	1,300	98,917.53 76.09	110,773.00 85.21	0.04%	1,196.00	1.08%
Motorola Solutions Inc	1,100	71,147.31 64.68	99,594.00 90.54	0.03%	2,068.00	2.08%
MSCI Inc-A	900	56,158.32 62.40	105,624.00 117.36	0.03%	1,368.00	1.30%
Netapp Inc	2,700	106,755.84 39.54	119,934.00 44.42	0.04%	2,160.00	1.80%
Newell Brands Inc.	8,480	339,963.30 40.09	345,814.40 40.78	0.11%	7,801.00	2.26%
Nextera Energy Inc	3,000	176,118.03 58.71	465,210.00 155.07	0.15%	11,790.00	2.53%
Nordson Corp	2,900	342,911.91 118.25	367,401.00 126.69	0.12%	3,480.00	0.95%
Occidental Petroleum Corp	7,400	528,255.90 71.39	477,818.00 64.57	0.15%	22,792.00	4.77%
Omnicom Group Inc	7,700	635,101.58 82.48	517,363.00 67.19	0.17%	16,940.00	3.27%
Oneok Inc	8,000	425,333.12 53.17	434,160.00 54.27	0.14%	23,840.00	5.49%
Paychex Inc	13,300	426,362.70 32.06	848,407.00 63.79	0.27%	26,600.00	3.14%
Peoples United Financial Inc	26,600	480,425.26 18.06	496,356.00 18.66	0.16%	18,354.00	3.70%
Pepsico Inc	6,100	577,908.12 94.74	672,403.00 110.23	0.21%	19,642.00	2.92%
Pfizer Inc	22,200	492,579.66 22.19	778,332.00 35.06	0.25%	28,416.00	3.65%

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Philip Morris International	2,200	130,488.54 59.31	230,208.00 104.64	0.07%	9,416.00	4.09%
PPL Corporation	11,500	313,327.66 27.25	431,940.00 37.56	0.14%	18,170.00	4.21%
Praxair Inc	1,900	216,228.12 113.80	277,628.00 146.12	0.09%	5,985.00	2.16%
Principal Financial Group	7,200	301,876.30 41.93	474,120.00 65.85	0.15%	14,112.00	2.98%
Procter & Gamble Co	4,800	313,205.75 65.25	414,432.00 86.34	0.13%	13,238.00	3.19%
Public Storage	3,400	680,949.41 200.28	704,650.00 207.25	0.23%	27,200.00	3.86%
Quantiles Transnational Holdings Inc	1,100	106,641.48 96.95	118,910.00 108.10	0.04%	0.00	0.00%
Rollins Incorporated	7,400	267,430.31 36.14	324,934.00 43.91	0.10%	3,404.00	1.05%
Roper Inds Inc	1,500	255,760.40 170.51	387,255.00 258.17	0.12%	2,100.00	0.54%
Ross Stores Inc	6,100	288,207.64 47.25	387,289.00 63.49	0.12%	3,904.00	1.01%
Rpm Inc Ohio	6,400	260,824.07 40.75	341,312.00 53.33	0.11%	8,192.00	2.40%
SBA Communications Corp	700	33,375.72 47.68	110,026.00 157.18	0.04%	0.00	0.00%
Scotts Miracle-Gro Company	3,400	302,417.20 88.95	338,708.00 99.62	0.11%	7,208.00	2.13%
Sealed Air Corp	2,400	112,412.92 46.84	106,152.00 44.23	0.03%	1,536.00	1.45%
Service Corp International	10,300	217,153.88 21.08	365,238.00 35.46	0.12%	6,180.00	1.69%

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<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Sherwin Williams Co	700	128,271.02	276,605.00	0.09%	2,380.00	0.86%
Six Flags Entertainment Corp	2,000	183.24	395.15			
Sonoco Prods Co	9,200	113,347.22	125,580.00	0.04%	5,120.00	4.08%
Southern Co	9,300	56.67	62.79			
		290,460.29	476,468.00	0.15%	14,352.00	3.01%
		31.57	51.79			
Spectrum Brands Holdings Inc	1,000	395,540.73	485,460.00	0.16%	21,576.00	4.44%
		42.53	52.20			
Starbucks Corp	4,800	119,947.34	109,920.00	0.04%	1,680.00	1.53%
		119.95	109.92			
Stryker Corp	1,800	265,740.12	263,232.00	0.08%	4,800.00	1.82%
		55.36	54.84			
Symantec Corp	10,000	129,435.94	278,766.00	0.09%	3,060.00	1.10%
		71.91	154.87			
T Rowe Price Group Inc	9,000	287,883.46	325,000.00	0.10%	3,000.00	0.92%
		28.79	32.50			
Tapestry Inc	2,700	603,014.03	836,100.00	0.27%	20,520.00	2.45%
		67.00	92.90			
The Hershey Company	1,000	104,218.20	110,565.00	0.04%	3,645.00	3.30%
		38.60	40.95			
Thermo Fisher Corp	1,300	96,620.46	106,180.00	0.03%	2,624.00	2.47%
		96.62	106.18			
Toll Brothers Inc	8,300	169,686.58	251,979.00	0.08%	780.00	0.31%
		130.53	193.83			
Toro Company	1,900	314,805.58	382,132.00	0.12%	2,656.00	0.70%
		37.93	46.04			
Total System Services Inc	1,600	40,577.36	119,415.00	0.04%	1,330.00	1.11%
		21.36	62.85			
		47,409.85	115,280.00	0.04%	832.00	0.72%
		29.63	72.05			

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Trimble Inc	2,700	106,482.06 39.44	110,376.00 40.88	0.04%	0.00	0.00%
Tupperware Brands Corporation	9,400	549,443.95 58.45	552,250.00 58.75	0.18%	25,568.00	4.63%
United Parcel Service B	2,200	202,106.35 91.87	258,566.00 117.53	0.08%	7,304.00	2.82%
Unitedhealth Group Inc	1,300	217,050.34 166.96	273,286.00 210.22	0.09%	3,900.00	1.43%
V F Corp	7,100	440,768.00 62.08	494,515.00 69.65	0.16%	13,064.00	2.64%
Vantiv Inc-Cl A	1,400	75,629.21 54.02	98,000.00 70.00	0.03%	0.00	0.00%
Verisign Inc	1,000	85,806.94 85.81	107,520.00 107.52	0.03%	0.00	0.00%
Verizon Communications	15,200	620,540.73 40.83	727,624.00 47.87	0.23%	35,872.00	4.93%
Visa Inc Class A Shares	2,700	107,577.40 39.84	296,946.00 109.98	0.09%	2,106.00	0.71%
Waste Management Inc Del	3,300	152,827.14 46.31	271,161.00 82.17	0.09%	5,610.00	2.07%
Wells Fargo & Company	17,400	653,396.41 37.55	976,836.00 56.14	0.31%	27,144.00	2.78%
Wendys Company	7,300	108,610.86 14.88	111,033.00 15.21	0.04%	2,044.00	1.84%
West Pharmaceutical Services Inc	1,300	106,669.18 82.05	131,820.00 101.40	0.04%	728.00	0.55%
Wex Inc	1,000	103,960.38 103.96	123,590.00 123.59	0.04%	0.00	0.00%
Wyndham Worldwide Corporation	1,000	57,445.10 57.45	106,850.00 106.85	0.03%	2,320.00	2.17%

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Zimmer Biomet Holdings Inc	3,200	348,568.22 108.93	389,184.00 121.62	0.12%	3,072.00	0.79%
Zoetis Inc	1,600	103,922.40 64.95	102,112.00 63.82	0.03%	672.00	0.66%
Total Common Stocks		\$ 38,605,259.86	\$ 53,832,424.00	17.20%	\$ 1,226,287.00	2.28%
Exchange Traded Funds						
iShares Russell Midcap Growth ETF	35,800	3,386,153.49 94.59	4,166,762.00 116.39	1.33%	39,845.00	0.96%
iShares Russell Midcap Value ETF	170,400	6,509,694.74 38.20	14,593,056.00 85.64	4.66%	309,787.00	2.12%
iShares Russell 2000 Growth ETF	39,100	2,582,466.31 66.05	7,100,560.00 181.60	2.27%	58,219.00	0.82%
iShares Russell 2000 Value ETF	17,500	1,267,693.73 72.44	2,173,150.00 124.18	0.69%	37,747.00	1.74%
Total Exchange Traded Funds		\$ 13,746,008.27	\$ 28,033,528.00	8.96%	\$ 445,598.00	1.59%
Private Equities						
Bdt Capital Partners Fund II Limited Partnership \$10,000,000 Original Commitment \$4,550,000 Remaining Commitment	6,561,621	5,775,359.00 0.88	6,561,621.00 1.00	2.10%	0.00	0.00%
Cultivation Capital Tech Fund II Limited Liability Company \$500,000 Original Commitment \$200,000 Remaining Commitment	300,000	300,000.00 1.00	300,000.00 1.00	0.10%	0.00	0.00%
Makena Capital Blocker Y Cayman Limited Partnership	6,088,622	1,885,803.85 0.31	6,088,622.00 1.00	1.95%	0.00	0.00%
Makena Capital Splitter X Limited Partnership	24,134,773	16,751,542.55 0.69	24,134,773.00 1.00	7.71%	0.00	0.00%

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Total Private Equities		\$ 24,712,705.40	\$ 37,085,016.00	11.85%	\$ 0.00	0.00%
Mutual Funds						
Artisan Mid Cap Fund-Ins	35,355.835	1,725,718.32 48.81	1,656,774.43 46.86	0.53%	0.00	0.00%
DFA US Targeted Value Portfolio	389,248.764	8,801,584.00 22.61	9,793,498.90 25.16	3.13%	102,372.00	1.05%
TIAA-CREF Large-Cap Growth Index Fund	604,896.101	11,594,362.22 19.17	17,118,559.66 28.30	5.47%	181,468.00	1.06%
TIAA-CREF Large-Cap Value Index Fund	515,047.487	8,474,839.02 16.45	10,084,629.80 19.58	3.22%	197,263.00	1.96%
Vanguard Morgan Growth Fund-Ad	74,589.37	4,158,357.39 55.75	7,130,743.77 95.60	2.28%	54,450.00	0.76%
Total Mutual Funds		\$ 34,754,860.95	\$ 45,784,206.56	14.63%	\$ 535,553.00	1.17%
Total Domestic Equities		\$ 111,818,834.48	\$ 164,735,174.56	52.64%	\$ 2,207,438.00	1.34%
International Equities						
Common Stock - ADR						
Broadcom LTD	1,100	269,971.24 245.43	290,301.00 263.91	0.09%	4,488.00	1.55%
Qiagen NV	3,400	116,753.72 34.34	115,124.00 33.86	0.04%	0.00	0.00%
Total Common Stock - ADR		\$ 386,724.96	\$ 405,425.00	0.13%	\$ 4,488.00	1.11%
Exchange Traded Funds						
SPDR S&P International Small Cap ETF	159,300	4,206,551.93 26.41	5,666,301.00 35.57	1.81%	125,369.00	2.21%

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Vanguard Fise Emerging Markets-ETF	311,000	11,816,247.41 37.99	13,879,930.00 44.63	4.44%	315,976.00	2.28%
Total Exchange Traded Funds		\$ 16,022,799.34	\$ 19,546,231.00	6.25%	\$ 441,345.00	2.26%
International Equity Mutual Funds						
DFA International Small Company Portfolio	410,768.393	7,429,194.84 18.09	8,839,735.82 21.52	2.82%	138,428.00	1.57%
Dodge & Cox International Stock Fund	173,445.695	7,813,905.81 45.05	8,070,428.19 46.53	2.58%	147,602.00	1.83%
MFS Research International Fund-I	435,592.464	7,531,144.74 17.29	8,511,476.75 19.54	2.72%	135,033.00	1.59%
TIAA-CREF Institutional International Equity Index Fund-I	516,230.10	8,897,942.92 17.24	10,489,795.63 20.32	3.35%	252,436.00	2.41%
Vanguard Developed Markets Index Fund Admiral Shares	1,064,938.878	14,049,602.00 13.19	15,111,482.68 14.19	4.83%	381,248.00	2.52%
Total International Equity Mutual Funds		\$ 45,721,790.31	\$ 51,022,919.07	16.30%	\$ 1,054,747.00	2.07%
Total International Equities		\$ 62,131,314.61	\$ 70,974,575.07	22.68%	\$ 1,500,580.00	2.11%
Total Equity Investments		\$ 173,950,149.09	\$ 235,709,749.63	75.32%	\$ 3,708,018.00	1.57%

Fixed Income Investments**Mortgage**

Cs First Boston Mortgage Securities Corp Series 2003-29 Class 8A1 6% Due 11/25/18 Dated 12/1/03	26,243.609	23,176.39 88.31	26,470.73 100.87	0.01%	1,574.00	5.95%
Countrywide Alternative Loan Trust Series 2004-18cb Class 3A1 5.25% Due 9/25/19 Dated 7/1/04	14,762.23	14,919.08 101.06	14,794.22 100.22	0.00%	775.00	5.24%

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Washington Mutual Mortgage Pass Through Series 2005-4 Class 4A1 5.5% Due 6/25/20 Dated 5/1/05	45,479.987	44,985.64 98.91	43,670.53 96.02	0.01%	2,501.00	5.73%
J.P. Morgan Alternative Loan Trust Series 2006-S1 Class 2A4 5.5% Due 2/25/21 Dated 2/1/06	13,463.489	13,212.62 98.14	13,557.59 100.70	0.00%	740.00	5.46%
Federal Home Loan Mortgage Corp Multiclass Mortgage Participation Certificate Guaranteed Series 1579 Class Pm 6.7% Due 9/15/23 Dated 9/1/93	12,255.90	12,236.73 99.84	13,407.46 109.40	0.00%	821.00	6.12%
Federal Home Loan Mortgage Corp REMIC Series 2790 Class TN 4% Due 5/15/24 Dated 5/1/04	64,130.65	57,056.23 88.97	66,347.59 103.46	0.02%	2,565.00	3.87%
Federal National Mortgage Assoc REMIC Trust Series 1994-G6 Class Pj 8% Due 5/17/24 Dated 5/1/94	12,555.13	13,257.42 105.59	13,791.69 109.85	0.00%	1,004.00	7.28%
Federal National Mortgage Assoc REMIC Series 2004-53 Class NC 5.5% Due 7/25/24 Dated 6/1/04	50,189.42	49,929.07 99.48	53,561.28 106.72	0.02%	2,760.00	5.15%
Federal National Mortgage Assoc Pool # 350204 9% Due 2/1/25 Dated 8/1/96	5,593.36	5,914.98 105.75	5,673.96 101.44	0.00%	503.00	8.87%
Federal National Mortgage Assoc Pool # 346283 6.5% Due 3/1/26 Dated 5/1/96	1,187.18	1,149.83 96.85	1,315.87 110.84	0.00%	77.00	5.86%
Federal Home Loan Mortgage Corp Gold Pool #C00456 7% Due 5/1/26 Dated 5/1/96	10,809.36	10,333.10 95.59	11,907.70 110.16	0.00%	756.00	6.35%
Government National Mortgage Assoc II Pool # 002248 7.5% Due 7/20/26 Dated 7/1/96	8,300.15	8,113.40 97.75	9,588.33 115.52	0.00%	622.00	6.49%

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Federal National Mortgage Assoc Pool # 323380 6.5 Due 10/1/28 Dated 10/1/98	4,215.82	4,197.38 99.56	4,725.60 112.09	0.00%	274.00	5.80%
Federal National Mortgage Assoc Pool # 507042 7.5% Due 9/1/29 Dated 8/1/99	2,459.89	2,505.24 101.84	2,493.96 101.39	0.00%	184.00	7.40%
Federal Home Loan Mortgage Corp Gold Pool # C43561 7% Due 10/1/30 Dated 10/1/00		0.00 0.00	0.00 99.91	0.00%	0.00	0.00%
Sequoia Mortgage Trust Series 2015-4 Class A1 3% Due 11/25/30 Dated 11/1/15	97,543.83	98,869.82 101.36	98,982.80 101.48	0.03%	2,926.00	2.96%
Federal Home Loan Mortgage Corp Gold Pool # C01103 7.5% Due 12/1/30 Dated 12/1/00	7,324.84	7,455.32 101.78	8,794.64 120.07	0.00%	549.00	6.25%
Federal Home Loan Mortgage Corp Gold Pool # C55996 7% Due 1/1/31 Dated 7/1/01	5,331.28	5,450.40 102.23	5,811.79 109.01	0.00%	373.00	6.42%
Federal National Mortgage Assoc Pool # 579215 7% Due 3/1/31 Dated 4/1/01	11,780.72	11,882.90 100.87	12,860.54 109.17	0.00%	824.00	6.41%
Government National Mortgage Assoc II Pool # 003133 6.5% Due 9/20/31 Dated 9/1/01	14,440.82	14,919.18 103.31	16,865.87 116.79	0.01%	938.00	5.57%
Federal National Mortgage Assoc REMIC Tr 2001-45 Class Wg 6.5% Due 9/25/31 Dated 8/1/01	26,912.46	26,138.73 97.13	29,834.87 110.86	0.01%	1,749.00	5.86%
Federal National Mortgage Assoc Pool # 613340 7% Due 11/1/31 Dated 11/1/01	4,464.18	4,577.17 102.53	4,617.52 103.44	0.00%	312.00	6.77%

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Federal National Mortgage Assoc Pool # 625186 7% Due 1/1/32 Dated 1/1/02	1,926.13	1,966.77 102.11	1,965.54 102.05	0.00%	134.00	6.86%
Master Asset Securitization Trust Series 2004-3 Class 5A1 6.25% Due 1/25/32 Dated 2/1/04	831.61	850.56 102.28	838.27 100.80	0.00%	51.00	6.20%
Federal National Mortgage Assoc Pool # 675570 6% Due 12/1/32 Dated 12/1/02	14,639.22	15,050.98 102.81	16,413.79 112.12	0.01%	878.00	5.35%
Federal National Mortgage Assoc Pool # 659517 5.5% Due 3/1/33 Dated 2/1/03	20,304.90	20,768.13 102.28	22,439.96 110.52	0.01%	1,116.00	4.98%
Federal National Mortgage Assoc Pool # 696434 5% Due 5/1/33 Dated 5/1/03	47,515.46	48,309.88 101.67	52,323.55 110.12	0.02%	2,375.00	4.54%
Cs First Boston Mortgage Securities Corp Series 2003-19 Class 1A4 5.25% Due 7/25/33 Dated 7/1/03	93,103.712	81,698.50 87.75	95,171.53 102.22	0.03%	4,887.00	5.14%
Government National Mortgage Assoc Pool # 622123 5.5% Due 10/15/33 Dated 10/1/03	27,066.884	28,043.81 103.61	30,819.98 113.87	0.01%	1,488.00	4.83%
Structured Asset Securities Corp Series 2003-31a Class 2A7 Variable Rate Due 10/25/33 Dated 9/1/03	151,059.708	119,714.82 79.25	153,278.74 101.47	0.05%	5,123.00	3.34%
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	510,044.54 113.34	0.16%	27,000.00	5.29%
Federal National Mortgage Assoc Pool # 735648 Variable Rate Due 2/1/34 Dated 6/1/05	53,111.96	52,979.13 99.75	56,339.04 106.08	0.02%	1,719.00	3.05%

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Federal National Mortgage Assoc REMIC Series 2004-60 Class PA 5.5% Due 4/25/34 Dated 7/1/04	20,533.198	20,318.23 98.95	20,825.93 101.43	0.01%	1,129.00	5.42%
Federal Home Loan Mortgage Corp Pool # 781530 Variable Rate Due 5/1/34 Dated 4/1/04	23,386.101	22,585.84 96.58	24,591.19 105.15	0.01%	706.00	2.87%
Structured Asset Securities Corp Series 2004-13 Class 1A2 5.5% Due 7/25/34 Dated 6/1/04	16,991.676	15,632.36 92.00	17,018.30 100.16	0.01%	934.00	5.49%
Federal National Mortgage Assoc Pool # 802650 5.109% Due 10/1/34 Dated 10/1/04	23,568.293	23,984.44 101.77	24,883.88 105.58	0.01%	796.00	3.20%
Federal National Mortgage Assoc Pool # 808051 4.5% Due 2/1/35 Dated 2/1/05	45,609.386	42,879.94 94.02	48,829.41 107.06	0.02%	2,052.00	4.20%
Federal National Mortgage Assoc Pool # 816308 Variable Rate Due 2/1/35 Dated 2/1/05	72,935.859	72,935.86 100.00	77,058.19 105.65	0.02%	2,333.00	3.03%
Merrill Lynch Mortgage Investors Tr Series 2005-A7 Class 2A1 5.4005% Due 9/25/35 Dated 9/1/05	74,806.838	73,030.18 97.63	71,946.10 96.18	0.02%	2,770.00	3.85%
Federal Home Loan Mortgage Corp Pool # 847512 Variable Rate Due 1/1/36 Dated 1/1/06	21,806.744	21,656.81 99.31	23,174.90 106.27	0.01%	735.00	3.18%
Wells Fargo Mortgage Backed Securities Trust Series 2006-AR6 Class 5A1 5.1095% Due 3/25/36 Dated 3/1/06	35,064.742	34,341.54 97.94	35,091.79 100.08	0.01%	1,182.00	3.37%
Federal Home Loan Mortgage Corp Gold Pool # T65099 3% Due 10/1/42 Dated 10/1/12	492,798.319	486,715.34 98.77	491,103.09 99.66	0.16%	14,783.00	3.01%

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Federal Home Loan Mortgage Corp REMIC Series 4272 Class Dg 3% Due 4/15/43 Dated 11/1/13	283,423.603	288,383.52 101.75	285,401.84 100.70	0.09%	8,502.00	2.98%
Nrp Mortgage Trust Series 2013-1 Class A23 3.25% Due 7/25/43 Dated 6/1/13	253,722.93	255,144.09 100.56	257,231.41 101.38	0.08%	8,245.00	3.21%
Agate Bay Mortgage Loan Trust Series 2015-3 Class A8 Variable Rate Due 4/25/45 Dated 4/1/15	94,236.46	96,091.74 101.97	93,841.94 99.58	0.03%	2,827.00	3.01%
JP Morgan Mortgage Trust Series 2016-1 Class A3 3.5% Due 4/25/45 Dated 6/1/16	373,805.66	383,267.61 102.53	380,069.90 101.68	0.12%	13,083.00	3.44%
Sequoia Mortgage Trust Series 2015-2 Class A10 Variable Rate Due 5/25/45 Dated 4/1/15	151,960.26	157,062.91 103.36	155,106.29 102.07	0.05%	5,318.00	3.43%
Winwater Mortgage Loan Trust Series 2015-A Class A5 3.5% Due 6/20/45 Dated 5/1/15	133,386.752	134,970.71 101.19	135,564.69 101.63	0.04%	4,668.00	3.44%
Sequoia Mortgage Trust Series 2015-3 Class A5 3% Due 7/25/45 Dated 6/1/15	184,190.38	184,938.67 100.41	182,392.31 99.02	0.06%	5,525.00	3.03%
Winwater Mortgage Loan Trust Series 2015-5 Class A5 3.5% Due 8/20/45 Dated 9/1/15	51,764.43	52,743.11 101.89	52,743.10 101.89	0.02%	1,811.00	3.44%
Winwater Mortgage Loan Trust Series 2016-1 Class 1A5 3.5% Due 1/20/46 Dated 1/1/16	284,275.41	288,361.87 101.44	287,973.26 101.30	0.09%	9,949.00	3.46%
Morgan Stanley Baml Trust Series 2013-C9 Class A2 1.97% Due 5/15/46 Dated 5/1/13	36,996.58	38,106.21 103.00	37,002.29 100.02	0.01%	728.00	1.97%

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Sequoia Mortgage Trust Series 2016-3 Class A1 Variable Rate Due 11/25/46 Dated 10/1/16	617,786.234	621,840.45 100.66	628,911.33 101.80	0.20%	21,622.00	3.44%
Federal National Mortgage Assoc Pool # BE9567 3.5% Due 4/1/47 Dated 4/1/17	654,510.95	671,487.32 102.59	673,295.41 102.87	0.22%	22,907.00	3.40%
JP Morgan Mortgage Trust Series 2017-3 Class 1A3 Variable Rate Due 8/25/47 Dated 8/1/17	732,522.18	747,802.15 102.09	743,424.31 101.49	0.24%	25,638.00	3.45%
Sequoia Mortgage Trust Series 2017-6 Class A1 Variable Rate Due 9/25/47 Dated 8/1/17	736,365.88	751,553.42 102.06	749,004.13 101.72	0.24%	25,772.00	3.44%
JP Morgan Mortgage Trust Series 2017-4 Class A3 Variable Rate Due 11/25/47 Dated 10/1/17	300,000	304,476.56 101.49	304,452.00 101.48	0.10%	10,500.00	3.45%
Towd Point Mortgage Trust Series 2015-4 Class A1b 2.75% Due 4/26/55 Dated 9/1/15	391,699.69	391,549.68 99.96	393,516.86 100.46	0.13%	10,771.00	2.74%
Freddie Mac Scrt Series 2017-3 Class MA 3% Due 7/25/56 Dated 9/1/17	500,000	506,195.55 101.24	504,706.70 100.94	0.16%	15,000.00	2.97%
New Residential Mortgage Loan Trust Series 2017-2a Class A3 Variable Rate Due 3/25/57 Dated 4/1/17	600,196.96	624,153.72 103.99	621,851.47 103.61	0.20%	24,007.00	3.86%
Citigroup Mortgage Loan Trust Inc Series 2015-A Class A1 3.5% Due 6/25/58 Dated 3/1/15	256,138.63	259,584.72 101.35	259,716.02 101.40	0.08%	8,964.00	3.45%

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Total Mortgage		\$ 8,838,059.32	\$ 8,979,437.52	2.87%	\$ 320,855.00	3.57%
Credit						
Vanguard Intermediate Term Investment Grade Fund Adm	203,285.976	2,000,334.00 9.84	1,996,268.28 9.82	0.64%	54,355.00	2.72%
Statoil Asa Unsecured Note 1.15% Due 5/15/18 Dated 5/15/13 Callable	440,000	439,040.80 99.78	439,089.20 99.79	0.14%	5,060.00	1.15%
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	502,605.00 100.52	0.16%	10,625.00	2.11%
Sumitomo Mitsui Banking Senior Unsecured Note 1.966% Due 1/11/19 Dated 1/12/17 Non Callable	675,000	675,000.00 100.00	675,236.25 100.04	0.22%	13,270.00	1.97%
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	502,615.00 100.52	0.16%	11,250.00	2.24%
Banc One Corp Note 8.53% Due 3/1/19 Dated 3/1/98 Non Callable	200,000	253,779.00 126.89	216,200.00 108.10	0.07%	17,060.00	7.89%
Canadian National Railway Note 5.55% Due 3/1/19 Dated 2/25/09 Callable	525,000	555,229.50 105.76	550,389.00 104.84	0.18%	29,137.00	5.29%
Johnson & Johnson Senior Unsecured Note 1.125% Due 3/1/19 Dated 3/1/16 Callable	650,000	649,922.00 99.99	646,334.00 99.44	0.21%	7,312.00	1.13%

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Statoil Asa Senior Unsecured Note 5.25% Due 4/15/19 Dated 4/23/09 Callable	225,000	258,336.00 114.82	235,732.50 104.77	0.08%	11,812.00	5.01%
Honeywell International Senior Unsecured Note 1.4% Due 10/30/19 Dated 10/31/16 Callable	635,000	630,453.40 99.28	631,424.95 99.44	0.20%	8,890.00	1.41%
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	466,182.50 109.69	0.15%	29,218.00	6.27%
Caterpillar Financial SE Unsecured Note 2.25% Due 12/1/19 Dated 12/1/14 Non Callable	240,000	239,808.00 99.92	241,716.00 100.72	0.08%	5,400.00	2.23%
Pepsico Inc Notes 4.5% Due 1/15/20 Dated 1/14/10 Callable	665,000	729,119.30 109.64	702,439.50 105.63	0.22%	29,925.00	4.26%
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	150,742.50 100.50	0.05%	3,375.00	2.24%
National Rural Util Coop Secured Note 2% Due 1/27/20 Dated 1/27/15 Callable	535,000	533,887.20 99.79	535,315.65 100.06	0.17%	10,700.00	2.00%
AFLAC Inc Senior Unsecured Note 2.4% Due 3/16/20 Dated 3/12/15 Callable	530,000	529,851.60 99.97	534,266.50 100.81	0.17%	12,720.00	2.38%

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Protective Life Global Secured Note 2.262% Due 4/8/20 Dated 4/12/17 Non Callable	460,000	460,000.00 100.00	461,039.60 100.23	0.15%	10,405.00	2.26%
Abbott Laboratories Senior Unsecured Note 4.125% Due 5/27/20 Dated 5/27/10 Callable	425,000	459,089.25 108.02	444,851.75 104.67	0.14%	17,531.00	3.94%
Comerica Bank Senior Unsecured Note 2.5% Due 6/2/20 Dated 6/2/15 Non Callable	670,000	669,564.50 99.94	674,241.10 100.63	0.22%	16,750.00	2.48%
Walt Disney Company The Senior Unsecured Note 1.8% Due 6/5/20 Dated 6/6/17 Callable	750,000	749,130.00 99.88	748,177.50 99.76	0.24%	13,500.00	1.80%
Precision Castparts Corp Senior Unsecured Note 2.25% Due 6/15/20 Dated 6/10/15 Callable	660,000	659,934.00 99.99	664,547.40 100.69	0.21%	14,850.00	2.23%
Union Pacific Corp Senior Unsecured Note 2.25% Due 6/19/20 Dated 6/19/15 Callable	660,000	659,472.00 99.92	665,055.60 100.77	0.21%	14,850.00	2.23%
General Electric Capital Corp Note 4.375% Due 9/16/20 Dated 9/16/10 Non Callable	260,000	257,964.20 99.22	276,949.40 106.52	0.09%	11,375.00	4.11%
Citibank Na Senior Unsecured Note 2.125% Due 10/20/20 Dated 10/20/17 Callable	700,000	699,755.00 99.97	697,984.00 99.71	0.22%	14,875.00	2.13%

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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	626,314.50 99.42	0.20%	11,655.00	1.86%
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	401,640.00 100.41	0.13%	10,000.00	2.49%
Georgia Power Co Senior Unsecured Note 2.4% Due 4/1/21 Dated 3/8/16 Callable	240,000	239,145.60 99.64	239,666.40 99.86	0.08%	5,760.00	2.40%
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	635,934.60 100.94	0.20%	15,750.00	2.48%
Blackrock Inc Senior Unsecured Note 4.25% Due 5/24/21 Dated 5/24/11 Callable	600,000	596,568.00 99.43	640,362.00 106.73	0.20%	25,500.00	3.98%
USAA Capital Corp Senior Unsecured Note 2% Due 6/1/21 Dated 5/26/16 Callable	600,000	599,346.00 99.89	592,572.00 98.76	0.19%	12,000.00	2.03%
Coca-Cola Co Senior Unsecured Note 3.3% Due 9/1/21 Dated 8/10/11 Callable	400,000	416,616.00 104.15	417,968.00 104.49	0.13%	13,200.00	3.16%
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	493,200.00 98.64	0.16%	10,500.00	2.13%

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Abb Finance USA Inc Note 2.875% Due 5/8/22 Dated 5/8/12 Callable	755,000	776,517.50 102.85	769,480.90 101.92	0.25%	21,706.00	2.82%
Morgan Stanley Senior Unsecured Note 2.75% Due 5/19/22 Dated 5/19/17 Non Callable	500,000	498,955.00 99.79	501,245.00 100.25	0.16%	13,750.00	2.74%
New York Life Global Funding Secured Note 2.3% Due 6/10/22 Dated 6/12/17 Non Callable	750,000	748,522.50 99.80	746,722.50 99.56	0.24%	17,250.00	2.31%
Canadian Imperial Bank Senior Unsecured Note 2.55% Due 6/16/22 Dated 6/16/17 Non Callable	720,000	719,330.40 99.91	720,345.60 100.05	0.23%	18,360.00	2.55%
Key Bank Na Senior Unsecured Note 2.3% Due 9/14/22 Dated 9/14/17 Non Callable	500,000	499,885.00 99.98	495,270.00 99.05	0.16%	11,500.00	2.32%
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	438,768.00 99.72	0.14%	11,000.00	2.51%
Bank of Montreal Unsecured Note 2.55% Due 11/6/22 Dated 11/6/12 Callable	750,000	754,462.50 100.60	749,512.50 99.94	0.24%	19,125.00	2.55%
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	429,968.25 101.17	0.14%	11,156.00	2.59%

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<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
Berkshire Hathaway Inc Senior Unsecured Note 3% Due 2/11/23 Dated 2/11/13 Callable	435,000	431,319.90 99.15	447,488.85 102.87	0.14%	13,050.00	2.92%
Diageo Capital PLC Senior Unsecured Note 2.625% Due 4/29/23 Dated 4/29/13 Callable	400,000	399,020.00 99.76	403,452.00 100.86	0.13%	10,500.00	2.60%
Texas Instruments Inc Senior Unsecured Note 2.25% Due 5/1/23 Dated 5/8/13 Callable	650,000	612,592.50 94.25	643,168.50 98.95	0.21%	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	853,307.10 99.80	0.27%	20,520.00	2.40%
Entergy Mississippi Inc Secured Note 3.1% Due 7/1/23 Dated 12/11/12 Callable	545,000	541,183.30 99.30	554,145.10 101.68	0.18%	16,895.00	3.05%
Schlumberger Investment Senior Unsecured Note 3.65% Due 12/1/23 Dated 12/3/13 Callable	650,000	686,140.00 105.56	687,882.00 105.83	0.22%	23,725.00	3.45%
One Gas Inc Senior Unsecured Note 3.61% Due 2/1/24 Dated 8/1/14 Callable	500,000	500,000.00 100.00	519,080.00 103.82	0.17%	18,050.00	3.48%
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	525,020.00 105.00	0.17%	18,750.00	3.57%

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BP Capital Markets PLC Senior Unsecured Note 3.224% Due 4/14/24 Dated 2/14/17 Callable	440,000	439,973.60 99.99	450,832.80 102.46	0.14%	18,911.00	4.19%
Stryker Corp Senior Unsecured Note 3.375% Due 5/15/24 Dated 5/1/14 Callable	500,000	495,620.00 99.12	515,010.00 103.00	0.16%	16,875.00	3.28%
John Deere Capital Corp Senior Unsecured Note 2.65% Due 6/24/24 Dated 6/22/17 Non Callable	700,000	698,663.00 99.81	695,170.00 99.31	0.22%	18,550.00	2.67%
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	51,928.00 129.82	0.02%	3,220.00	6.20%
Cdp Financial Senior Unsecured Note 3.15% Due 7/24/24 Dated 7/24/14 Callable	500,000	498,130.00 99.63	513,250.00 102.65	0.16%	15,750.00	3.07%
AT&T Inc Senior Unsecured Note 3.4% Due 8/14/24 Dated 8/7/17 Callable	400,000	399,328.00 99.83	399,676.00 99.92	0.13%	13,600.00	3.40%
Shell International Finance Senior Unsecured Note 3.25% Due 5/11/25 Dated 5/11/15 Callable	650,000	658,170.50 101.26	668,726.50 102.88	0.21%	21,125.00	3.16%
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	645,407.40 97.79	0.21%	22,149.00	3.43%

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Baltimore Gas & Electric Senior Unsecured Note 2.4% Due 8/15/26 Dated 8/18/16 Callable	600,000	598,200.00 99.70	570,072.00 95.01	0.18%	14,400.00	2.53%
Siemens Financieringsmat Senior Unsecured Note 6.125% Due 8/17/26 Dated 8/16/06 Callable	400,000	477,416.00 119.35	492,932.00 123.23	0.16%	24,500.00	4.97%
Ameriprise Financial Inc Senior Unsecured Note 2.875% Due 9/15/26 Dated 8/11/16 Callable	650,000	649,304.50 99.89	635,089.00 97.71	0.20%	18,687.00	2.94%
Eaton Vance Corp Senior Unsecured Note 3.5% Due 4/6/27 Dated 4/6/17 Callable	710,000	707,387.20 99.63	725,925.30 102.24	0.23%	24,850.00	3.42%
3M Company Senior Unsecured Note 2.875% Due 10/15/27 Dated 10/2/17 Callable	750,000	745,395.00 99.39	749,722.50 99.96	0.24%	21,562.00	2.88%
Tosco Corporation Note 8.125% Due 2/15/30 Dated 2/15/00 Callable	225,000	292,225.50 129.88	317,711.25 141.21	0.10%	18,281.00	5.75%
South Carolina Electric & Gas Note 6.625% Due 2/1/32 Dated 1/31/02 Callable	450,000	533,817.45 118.63	567,369.00 126.08	0.18%	29,812.00	5.25%
Nevada Power Co Secured Note 6.75% Due 7/1/37 Dated 6/28/07 Callable	480,000	641,044.80 133.55	665,092.80 138.56	0.21%	32,400.00	4.87%

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Trans-Canada Pipelines Senior Unsecured Note 7.25% Due 8/15/38 Dated 8/11/08 Callable	275,000	352,602.25 128.22	392,320.50 142.66	0.13%	19,937.00	5.08%
Oracle Corp Senior Unsecured Note 6.125% Due 7/8/39 Dated 7/8/09 Callable	500,000	496,670.00 99.33	690,180.00 138.04	0.22%	30,625.00	4.44%
Florida Power Corporation Note 5.65% Due 4/1/40 Dated 3/25/10 Callable	635,000	685,730.15 107.99	806,323.00 126.98	0.26%	35,877.00	4.45%
Baptist Health South Florida Inc Secured Note 4.342% Due 11/15/41 Dated 1/12/17 Callable	480,000	483,835.20 100.80	511,531.20 106.57	0.16%	20,841.00	4.07%
Hsbc Holdings PLC Senior Unsecured Note 6.1% Due 1/14/42 Dated 11/17/11 Non Callable	330,000	405,781.20 122.96	444,420.90 134.67	0.14%	20,130.00	4.53%
Methlife Inc Senior Unsecured Note 4.05% Due 3/1/45 Dated 3/5/15 Callable	300,000	298,503.00 99.50	307,005.00 102.34	0.10%	12,150.00	3.96%
Gonzaga University Secured Note 4.158% Due 4/1/46 Dated 10/20/16 Sinkable Callable	370,000	370,000.00 100.00	371,180.30 100.32	0.12%	15,384.00	4.14%
Ww Grainger Inc Senior Unsecured Note 3.75% Due 5/15/46 Dated 5/16/16 Callable	420,000	417,152.40 99.32	402,691.80 95.88	0.13%	15,750.00	3.91%

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<i>Description</i>	<i>Shares</i>	<i>Cost/ Per Unit</i>	<i>Market Value/ Per Unit</i>	<i>Percent Of Assets</i>	<i>Projected Annual Income</i>	<i>Current Yield</i>
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	622,554.00 103.76	0.20%	23,400.00	3.76%
Ascension Health Senior Unsecured Note 3.945% Due 11/15/46 Dated 5/11/16 Callable	740,000	756,006.20 102.16	759,721.00 102.67	0.24%	29,193.00	3.84%
Total Credit		\$ 40,541,403.25	\$ 41,163,759.23	13.15%	\$ 1,276,531.00	3.10%
Treasury						
United States Treasury Note 1.75% Due 9/30/19 Dated 9/30/14	750,000	753,371.65 100.45	752,272.50 100.30	0.24%	13,125.00	1.74%
United States Treasury Note 2% Due 2/28/21 Dated 2/28/14	525,000	520,408.35 99.13	528,507.00 100.67	0.17%	10,500.00	1.99%
United States Treasury Note 1.875% Due 11/30/21 Dated 11/30/14	1,250,000	1,240,678.83 99.25	1,249,325.00 99.95	0.40%	23,437.00	1.88%
United States Treasury Note 2% Due 2/15/23 Dated 2/15/13	860,000	824,864.38 95.91	857,402.80 99.70	0.27%	17,200.00	2.01%
United States Treasury Bonds 4.5% Due 2/15/36 Dated 2/15/06	400,000	448,126.60 112.03	512,244.00 128.06	0.16%	18,000.00	3.51%
United States Treasury Bond 3.5% Due 2/15/39 Dated 2/17/09	450,000	390,464.69 86.77	506,839.50 112.63	0.16%	15,750.00	3.11%
United States Treasury Bonds 3.875% Due 8/15/40 Dated 8/15/10	670,000	762,363.23 113.79	794,566.40 118.59	0.25%	25,962.00	3.27%
United States Treasury Bonds 2.75% Due 8/15/42 Dated 8/15/12	600,000	563,906.25 93.98	591,600.00 98.60	0.19%	16,500.00	2.79%
Total Treasury		\$ 5,504,183.98	\$ 5,792,757.20	1.85%	\$ 140,474.00	2.43%
Treasury Tips						

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United States Treasury Infl IX Bond 2 125% Due 2/15/40 Dated 2/15/10	511,119	667,221.46 130.54	644,107.05 126.02	0.21%	10,861.00	1.69%
Total Treasury Tips		\$ 667,221.46	\$ 644,107.05	0.21%	\$ 10,861.00	1.69%
Agencies						
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	515,255.00 103.05	0.16%	18,750.00	3.64%
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	567,183.60 105.03	0.18%	24,300.00	4.28%
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	992,260.00 99.23	0.32%	13,750.00	1.39%
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	1,014,330.00 101.43	0.32%	23,750.00	2.34%
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	427,305.60 118.70	0.14%	19,350.00	4.53%
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	299,756.70 130.33	0.10%	15,525.00	5.18%

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Federal Home Loan Mortgage Corp Unsecured Note Variable Rate Due 6/14/27 Dated 6/14/17 Callable	750,000	750,000.00 100.00	746,842.50 99.58	0.24%	15,000.00	2.01%
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	422,316.00 140.77	0.13%	18,750.00	4.44%
Tennessee Valley Authority Senior Unsecured Note 5.88% Due 4/1/36 Dated 7/23/97 Puttable	280,000	309,540.00 110.55	387,004.80 138.22	0.12%	16,464.00	4.25%
Total Agencies		\$ 5,066,706.30	\$ 5,372,254.20	1.72%	\$ 165,639.00	3.08%
Asset Backed Securities						
Avis Budget Rental Car Funding Aesop Series 2012-3a Class A 2.1% Due 3/20/19 Dated 7/31/12	366,666.67	366,502.99 99.96	366,976.87 100.08	0.12%	7,700.00	2.10%
Avis Budget Rental Car Funding Aesop LLC Series 2015-2a Class A 2.63% Due 12/20/21 Dated 5/27/15	520,000	519,883.52 99.98	521,115.40 100.21	0.17%	13,676.00	2.62%
Cabelas Master Credit Card Trust Series 2015-2 Class A1 2.25% Due 7/17/23 Dated 7/15/15	660,000	659,737.39 99.96	661,347.65 100.20	0.21%	14,850.00	2.25%
Slm Student Loan Trust Series 2011-A Class A2 4.37% Due 4/17/28 Dated 4/26/11	235,894.57	251,918.80 106.79	239,384.39 101.48	0.08%	10,308.00	4.31%
Navient Student Loan Trust Series 2015-AA Class A2a 2.65% Due 12/15/28 Dated 1/22/15	505,281.60	505,095.50 99.96	507,535.51 100.45	0.16%	13,389.00	2.64%

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Residential Funding Mortgage Securities Series 2004-H11 Class A5 Variable Rate Due 4/25/29 Dated 3/1/04	93,421.132	60,723.75 65.00	96,815.99 103.63	0.03%	5,306.00	5.48%
Progress Residential Trust Series 2015-SFR2 Class A 2.74% Due 6/12/32 Dated 6/2/15	418,884.66	418,876.14 100.00	421,450.33 100.61	0.13%	11,477.00	2.72%
Social Professional Loan Program LLC Series 2015-B Class A2 2.51% Due 9/27/32 Dated 6/9/15	271,136.54	271,101.60 99.99	271,128.30 100.00	0.09%	6,805.00	2.51%
Home Partners of America Trust Series 2016-1 Class A Variable Rate Due 3/17/33 Dated 2/4/16	512,763.55	504,021.44 98.30	516,915.86 100.81	0.17%	14,808.00	2.86%
Argent Securities Inc Series 2004-W8 Class A2 Variable Rate Due 5/25/34 Dated 5/6/04	187,729.095	185,851.83 99.00	188,662.15 100.50	0.06%	4,124.00	2.19%
Drb Prime Student Loan Trust Series 2017-A Class A2b 2.85% Due 5/27/42 Dated 4/20/17	700,000	699,742.40 99.96	699,036.94 99.86	0.22%	19,950.00	2.85%
WF-Rbs Commercial Mortgage Trust Series 2012-C7 Class A1 2.3% Due 6/15/45 Dated 6/1/12	176,581.84	178,341.31 101.00	177,575.40 100.56	0.06%	4,061.00	2.29%
Northstar Education Finance Inc Series 2005-1 Class A5 4.74% Due 10/28/45 Dated 10/25/05	69,505.40	69,497.72 99.99	68,890.22 99.11	0.02%	4,494.00	6.52%
Jpmhb Commercial Mortgage Securities Trust Series 2014-C21 Class A1 1.322% Due 8/15/47 Dated 7/1/14	82,619.27	82,619.19 100.00	82,347.31 99.67	0.03%	1,092.00	1.33%

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Lstar Commercial Mortgage Trust Series 2017-S Class A2 2.776% Due 3/10/50 Dated 3/1/17	650,000	649,978.29 100.00	651,383.72 100.21	0.21%	18,044.00	2.77%
New Residential Mortgage Loan Trust Series 2017-1a Class A1 Variable Rate Due 2/25/57 Dated 2/1/17	547,835.24	563,937.38 102.94	567,469.55 103.58	0.18%	21,913.00	3.86%
Wells Fargo Commercial Mortgage Tr Series 2017-RC1 Class A2 3.118% Due 1/15/60 Dated 3/1/17	650,000	669,482.45 103.00	665,973.69 102.46	0.21%	20,267.00	3.04%
Total Asset Backed Securities		\$ 6,657,311.70	\$ 6,704,009.28	2.14%	\$ 192,264.00	2.87%
Taxable Municipal Bonds						
Milwaukee WI Taxable Corp Purpose-T5 General Obligation Unlimited 4% Due 5/15/18 Dated 6/9/11 Non Callable	455,000	459,445.35 100.98	461,374.55 101.40	0.15%	18,200.00	3.94%
El Paso County TX Refunding Taxable Series A General Obligation Limited 2.484% Due 2/15/20 Dated 6/1/15 Non Callable	250,000	250,000.00 100.00	252,280.00 100.91	0.08%	6,210.00	2.46%
OH State Build America Bonds General Obligation Unlimited 3.625% Due 11/1/20 Dated 10/29/10 Callable	550,000	550,803.00 100.15	578,754.00 105.23	0.18%	19,937.00	3.44%
Hurst Eules Bedford TX Indep Sch Dist Txb1 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	652,256.00 101.92	0.21%	19,232.00	2.95%

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Omaha NE Public Facilities Corp Lease Revenue Taxable 3.838% Due 2/1/29 Dated 3/9/17 Callable	650,000	650,000.00 100.00	683,202.00 105.11	0.22%	24,947.00	3.65%
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	538,808.40 92.90	0.17%	16,216.00	3.01%
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	451,806.60 107.57	0.14%	20,042.00	4.44%
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	538,115.00 107.62	0.17%	22,130.00	4.11%
NH State Housing Finance Authority Single Family Revenue Taxable Refunding Acquired Series B 4.047% Due 1/1/37 Dated 7/13/17 Sinkable Callable	385,000	385,000.00 100.00	381,504.20 99.09	0.12%	15,580.00	4.08%
Colorado Springs Co Utilities Rev Build America Bonds 6.615% Due 11/15/40 Dated 12/23/10 Sinkable Callable	325,000	406,458.00 125.06	439,520.25 135.24	0.14%	21,498.00	4.89%
Total Taxable Municipal Bonds		\$ 4,841,706.35	\$ 4,977,621.00	1.59%	\$ 183,992.00	3.70%
Tax Exempt Revenue						

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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	602,647.10 113.71	0.19%	27,825.00	4.62%
Total Tax Exempt Revenue		\$ 520,878.70	\$ 602,647.10	0.19%	\$ 27,825.00	4.62%
Total Fixed Income Investments		\$ 72,637,471.06	\$ 74,236,592.58	23.72%	\$ 2,318,441.00	3.12%
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%
Oil Gas Or Mineral Interests						
Kemper Foundation Mineral Value	1	1.00 1.00	88,203.31 88,203.31	0.03%	12,034.00	13.64%
Various Mineral Assets	48	48.00 1.00	48.00 1.00	0.00%	0.00	0.00%
Total Oil Gas Or Mineral Interests		\$ 49.00	\$ 88,251.31	0.03%	\$ 12,034.00	13.64%
Total Real Estate and Minerals		\$ 5,690.08	\$ 101,784.47	0.03%	\$ 12,034.00	11.82%
Miscellaneous						
Avon Products Inc Securities Litigation 7/31/06-1/24/12 Filing Date 1/19/16	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%

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Cliffs Natural Resources Inc Securities Litigation 3/14/12 - 6/24/13 Filing Date 8/8/16	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
J P Morgan Mortgage Trust Securities Litigation 1/1/06 - 5/19/14 Filing Date 9/6/14	1	0.00 0.00	0.00 0.00	0.00%	0.00	0.00%
J P Morgan Chase & Company Securities Litigation 4/13/12 - 8/17/12 Filing Date 6/13/16	1	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						
Cost Adjustment - Makena Splitter		\$ 249,518,268.36	\$ 312,941,378.40	100.00%	\$ 6,056,977.00	1.94%
Cost Adjustment - Makena Blocker		685,543.69				
Cost Adjustment - BDT		101,393.51				
Total		285,359.00				
		\$250,590,564.56				

Statement A

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2017**

43-6345116

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

WILLIAM T. KEMPER FOUNDATION – COMMERCE BANK TRUSTEE

PROPOSAL GUIDELINES

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

Education
Health and Human Services
Civic Improvements
The Arts

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

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

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

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

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2017**

43-6345116

The Terms

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

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

Address Application To

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

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017					
Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Academie Lafayette 6903 Oak St. Kansas City, MO 64113		PC	K-8 Expansion, Phase 1 of the K-12 Growth Plan capital campaign	150,000.00	10/20/17
After the Harvest 406 W 34th St., Ste 816 Kansas City, MO 64111		PC	Program expansion over 3 years	25,000 00	09/08/17
American Academy of Arts and Sciences Norton's Woods 136 Irving St. Cambridge, MA 02138-1996		PC	Annual support	2,500 00	06/15/17
American Heart Association Inc (St Louis, MO Office) 460 N Lindbergh Blvd. St Louis, MO 63141		PC	2017 Heart Ball	5,000 00	12/07/16
American Institute of Architects Scholarship Fund 911 Washington Ave , Ste 225 St Louis, MO 63101		SO I	Eugene J Mackey III Travel Scholarship Fund	25,000 00	10/20/17
American Jazz Museum 1616 E. 18th St. Kansas City, MO 64108		PC	2017 Lifetime Achievement Award event honoring Jon Batiste	2,500.00	04/11/17
American Public Square Inc 4747 Troost Ave, Ste 211 Kansas City, MO 64110		PC	Research Coordinator position	22,320.00	10/20/17
Entrepreneur Startup Business Development Corporation DBA Arch Grants 911 Washington Ave , Ste 415 St Louis, MO 63101		PC	Global Startup Competition over 2 years	50,000 00	05/08/17
Archdiocese of St Louis (Kemper Donor Advised Fund) Cardinal Rigali Center 20 Archbishop May Dr. St Louis, MO 63119		PC	2017 Les Promenades Musicales du Pays d'Auge	25,000 00	11/07/16
The Aspen Institute Inc 1 Dupont Circle, N.W., Ste. 700 Washington, DC 20036		PC	Aspen St Louis Young Leaders Fellowship over two years	50,000 00	12/07/16

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017						
Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date	
Avenue of Life Inc P O. Box 34495 Kansas City, MO 64114		PC	Capacity building for the 1400 Diplomas	24,516.00	07/12/17	
Boy Scouts of America - Heart of America Council 10210 Holmes Rd. Kansas City, MO 64131-4212		PC	Urban Scouting program	24,000.00	09/18/17	
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		PC	Annual Bequest	500	06/08/17	
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		PC	The Youth Leadership Lab capital campaign over 2 years	250,000.00	02/21/17	
Boy Scouts of America - St. Louis Area Council 4568 W. Pine Blvd St. Louis, MO 63108		PC	Learning for Life and Exploring program	10,000.00	06/28/17	
Cardinal Ritter College Prep 701 N. Spring Ave. St. Louis, MO 63108		PC	Scholarship assistance over two years	50,000.00	08/04/17	
Casa de Salud 3200 Chouteau Ave St. Louis, MO 63103		PC	Mental Health Collaborative	150,000.00	04/25/17	
CASA of Southwestern Illinois 1801 N. Belt W. Belleville, IL 62226		PC	Community Recognition Award - Ann Hatch	8,500.00	03/17/17	
Catholic Charities of Northeast Kansas Inc 9720 W. 87th St Overland Park, KS 66212		PC	Purchase refrigerated food truck	20,000.00	11/16/16	
Charlotte Street Foundation P O Box 10263 Kansas City, MO 64171-0263		PC	General operating support and programming for 20th Anniversary	5,000.00	02/21/17	

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017					
Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Child Advocacy Services Center Inc DBA Children's Place 2 E. 59th St. Kansas City, MO 64113		PC	Clinical Services program	25,000 00	09/18/17
City Academy Inc. 4175 N. Kingshighway Blvd St Louis, MO 63115		PC	The Campaign for Growth	250,000 00	04/25/17
City Garden Montessori School 1618 Tower Grove Ave St Louis, MO 63110		PC	Montessori for All scholarships	25,000 00	06/28/17
City Year Inc 415 Delaware St , 3rd Fl Kansas City, MO 64105		PC	Support program expansion over 3 years	70,000 00	05/08/17
Cleveland University-Kansas City 10850 Lowell Ave Overland Park, KS 66210		PC	Equipment for the new Radiological Technologist and Occupational Therapy Assistant programs	25,000 00	10/20/17
Center of Creative Arts 524 Trinity Ave. University City, MO 63130		PC	Create Our Future A Campaign for COCA	25,000 00	08/16/17
Cornerstones of Care 300 E 36th St Kansas City, MO 64111		PC	New flooring in the main school building of the Gillis Campus School	25,000 00	07/12/17
Cristo Rey Kansas City High School 211 W Linwood Blvd Kansas City, MO 64111		PC	Changing the Equation program over 2 years	83,000 00	07/27/17
Cultural Festivals 225 S. Meramec Ave , Ste 105 St. Louis, MO 63105		PC	Creative Castle and Performing Arts Stage	15,000 00	06/28/17
Donald Danforth Plant Science Center 975 N. Warson Rd St Louis, MO 63132		PC	Ag Innovation Showcase	25,000 00	04/25/17

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017						
Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date	
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	09/08/17	
Donald Danforth Plant Science Center 975 N. Warson Rd St. Louis, MO 63132		PC	Innovation Fund annual support	25,000.00	02/21/17	
De La Salle Inc 1106 N. Jefferson St. Louis, MO 63106		PC	For Our Future the Campaign for De La Salle	10,000.00	12/15/16	
Downtown Kansas City Civic Ventures 1000 Walnut, Ste. 200 Kansas City, MO 64106		PC	LaunchKC initiative	25,000.00	07/27/17	
Downtown St. Louis Foundation Inc 705 Olive, Ste. 450 St. Louis, MO 63101		PC	Arch to Park Collaborative over 2 years	250,000.00	02/21/17	
Eisenhower Foundation P.O. Box 295 Ablene, KS 67410		PC	Dwight D. Eisenhower A Legacy of Leadership capital campaign	1,000,000.00	04/25/17	
Fair St. Louis Foundation 301 Prospect St. Louis, MO 63110		PC	Support for Fair Saint Louis	10,000.00	12/07/16	
Performing Arts Foundation of Kansas City DBA Folly Theater 1020 Central, Ste. 200 P.O. Box 26505 Kansas City, MO 64196		PC	Replace original 1981 HVAC system	110,000.00	04/25/17	
Food Outreach Inc. 3117 Olive St St. Louis, MO 63103		PC	Lot of Love parking lot expansion	10,000.00	04/11/17	
Friends of Chamber Music 4635 Wyandotte, Ste. 201 Kansas City, MO 64112-1537		PC	2016/2017 International Chamber Music Series	100,000.00	11/07/16	

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2017

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Friends of Characterplus 1460 Craig Rd. St. Louis, MO 63146		PC	CharacterPlus School partnerships over 3 years	5,000.00	02/21/17
Girl Scouts of Eastern Missouri Inc 2300 Ball Dr. St. Louis, MO 63146		PC	Project Anti-Violence Education (PAVE)	10,000.00	05/11/17
Girl Scouts of Northeast Kansas and Northwest Missouri Inc 8383 Blue Pkwy. Dr. Kansas City, MO 64133		PC	Capital improvements to Camp Prairie Schooner	135,300.00	02/21/17
GlobalHack Inc 911 Washington Ave , Ste 657 St Louis, MO 63103		PC	GlobalHack VI	25,000.00	11/16/16
Grace and Holy Trinity Cathedral 415 W 13th St Kansas City, MO 64105-1350		PC	Annual Bequest	200,000.00	06/08/17
Grace and Holy Trinity Cathedral 415 W. 13th St Kansas City, MO 64105-1350		PC	Young adult outreach over 3 years	65,000.00	10/20/17
Great Rivers Greenway Foundation 617A Delmar Blvd. St Louis, MO 63112		PC	Grant's Trail completion	100,000.00	06/15/17
William Jewell College (Hamman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		PC	Annual Bequest	5,000.00	06/08/17
William Jewell College (Hamman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		PC	2016/2017 season support Joyce DiDonato, mezzo-soprano with chamber orchestra Il Pomo d'Oro	80,000.00	11/07/16
Harry S. Truman Library Institute for National & International Affairs 5151 Troost Ave., Ste 300 Kansas City, MO 64110		PC	Continued support of digitization efforts over 3 years	50,000.00	02/21/17

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2017

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Harry S Truman Library Institute for National & International Affair 5151 Troost Ave., Ste 300 Kansas City, MO 64110		PC	Sharing Truman's Classroom for Democracy capital campaign over 2 years	250,000.00	10/20/17
Harvard University 124 Mt Auburn St., 3rd Fl Cambridge, MA 02138-5762		PC	Granaio project	10,000.00	10/26/17
Harvard University 124 Mt Auburn St., 3rd Fl. Cambridge, MA 02138-5762		PC	Class of '72 - 45th Reunion Campaign	25,000.00	02/21/17
Harvesters-The Community Food Network 3801 Topping Ave Kansas City, MO 64129		PC	"Fresh Perspectives" freezer/cooler expansion project	250,000.00	06/15/17
Hawthorn Leadership School for Girls 1901 N Kingshighway Blvd St Louis, MO 63113		PC	Capital Campaign - Building Renovations	50,000.00	04/25/17
Heart of America Shakespeare Festival 3732 Main St Kansas City, MO 64111		PC	2017 festival support	10,000.00	03/17/17
Hope Faith Ministries Inc. 705 Virginia Ave Kansas City, MO 64106		PC	Purchase digital x-ray equipment and software for the on-site dental clinic	25,000.00	12/15/16
International Institute of Metropolitan St. Louis 3401 Arsenal St St. Louis, MO 63118		PC	Education & Occupational Profile of STL Immigrants A Study	19,065.00	03/17/17
Jackson County Casa 2544 Holmes Kansas City, MO 64108		PC	Transition Program for older foster youth over 3 years	20,000.00	07/05/17
Johnny Morris' Wonders of Wildlife Foundation 500 W Sunshine St Springfield, MO 65807	American National Fish and Wildlife Museum	PC	General operating support over 3 years	50,000.00	10/23/17

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017						
Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date	
Kansas City Art Institute 4415 Warwick Blvd. Kansas City, MO 64111-1874		PC	Annual Bequest	250,000 00	06/08/17	
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		PC	HVAC system upgrade in Vanderslice Hall	900,000 00	10/20/17	
Kansas City Ballet Association 500 W Pershing Rd. Kansas City, MO 64108-2430		PC	Partial underwriting for the 2017 production of "Romeo & Juliet"	30,000 00	08/16/17	
Kansas City Chorale 5601 Wyandotte St , Ste 412 Kansas City, MO 64113		PC	2016/2017 season support with Annual Springsong concert in Kirkwood Hall at the Nelson (04/15/2017) underwritten in memory of Laura Kemper Fields over 3 years	25,000.00	04/25/17	
Kansas City Community Gardens Inc 6917 Kensington Ave Kansas City, MO 64132		PC	Capital Improvements renovations to main facility offices and multipurpose space	135,336 00	07/27/17	
Kansas City Design Center Inc 1018 Baltimore Ave. Kansas City, MO 64105		PC	Program support for the Kansas City Urban Design Studio	100,000 00	11/07/16	
Kansas City Design Center Inc. 1018 Baltimore Ave Kansas City, MO 64105		PC	Professional staff position and related activities over 3 years	95,000 00	02/21/17	
Kansas City Public Library 14 W 10th St Kansas City, MO 64105		PC	Installation of glass wall on ramp in front of the Genevieve Guldner Gallery at the Central Library	5,000.00	04/11/17	
Kansas City Public Library 14 W 10th St Kansas City, MO 64105		PC	Rooftop interpretive markers additional support	15,633.00	04/11/17	
Kansas City Board of Parks and Recreation 4600 E. 63rd St Kansas City, MO 64130-4629		PC	West Terrace Dog Park over 2 years	26,370 29	12/15/16	

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2017

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Kansas City Symphony 1703 Wyandotte St., Ste. 200 Kansas City, MO 64108		PC	2016/2017 season support	200,000.00	02/21/17
Kansas City University of Medicine and Biosciences 1750 Independence Ave Kansas City, MO 64106-1453		PC	Additional support for Leading the Way Campaign - build a state-of-the-art Center for Medical Simulation over 5 years	150,000.00	04/25/17
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	83,334.00	09/08/17
Kansas City Chapter of Young Audiences Inc DBA Kansas City Young Audiences 3732 Main St Kansas City, MO 64111		PC	Heart of the City capital campaign	100,000.00	02/21/17
Kansas State University Foundation 701 Beach Lane Manhattan, KS 66506-1200		PC	Excellence in Teaching Awards	13,500.00	12/07/16
KCMetropolis-Org Inc 814 E 33rd St Kansas City, MO 64109		PC	Build new website	6,000.00	09/28/17
Kemper Museum of Contemporary Art Milestone Fund 4420 Warwick Blvd. Kansas City, MO 64111-1821	Greater Kansas City Community Foundation	PC	National Portrait Gallery Outwin 2016 exhibition programming	25,000.00	03/17/17
KIPP St Louis 1310 Papin St., Ste. 203 St. Louis, MO 63103		PC	Phase II Growth Campaign	1,500,000.00	04/25/17
KIPP St Louis 1310 Papin St., Ste. 203 St. Louis, MO 63103		PC	Excellence in Education Teaching Awards over 5 years	20,000.00	05/08/17
Leavenworth County Historical Society 1128 5th Ave. Leavenworth, KS 66048-3213		PC	Reclaiming History capital campaign	15,000.00	09/18/17

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2017

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Legal Services of Eastern Mo Inc 4232 Forest Park Ave St. Louis, MO 63108		PC	For the Common Good Awards	2,500.00	06/28/17
Legal Services of Eastern Mo Inc 4232 Forest Park Ave St. Louis, MO 63108		PC	Pilot Client Assistance Fund	25,000.00	02/21/17
Liberty Parks & Recreation Charitable Fund DBA Liberty Foundation 1600 S. Withers Rd. Liberty, MO 64068		PC	Liberty Performing Arts Theatre	5,000.00	06/15/17
Lift for Life Gym 1415 Cass Avenue St. Louis, MO 63106		PC	Education and Technology Center	20,000.00	08/16/17
Linda Hall Library Foundation 5109 Cherry St Kansas City, MO 64110		PC	The Science of Natural Disasters project	25,000.00	09/19/17
Lync Opera of Kansas City Inc 1725 Holmes St. Kansas City, MO 64108-1538		PC	2016/2017 season support	50,000.00	11/07/16
Magic House 516 S Kirkwood Rd St. Louis, MO 63122		PC	Future Play Art + Technology exhibit	25,000.00	12/07/16
Magnificent Missouri Inc 10411 Clayton Rd., Ste. 301 St. Louis, MO 63131		PC	Commerce and Conservation project	25,000.00	04/11/17
Marian Middle School 4130 Wyoming St. St. Louis, MO 63116		PC	STEM Innovation Center	20,000.00	05/11/17
Mathews-Dickey Boys & Girls Club 4245 N Kingshighway Blvd St. Louis, MO 63115		PC	Building Renovation project over two years	12,500.00	09/18/17

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Meds & Food For Kids 4488 Forest Park Blvd., Ste. 230 St Louis, MO 63108-2215		PC	DonorPerfect database purchase	8,353.00	12/07/16	
Mersmissouri Goodwill Industries 1727 Locust St St Louis, MO 63103		PC	Community Recognition Award - Innovative Concept Academy (ICA)	8,500.00	11/16/16	
Mid-America Arts Alliance 2018 Baltimore Ave Kansas City, MO 64108-1914		PC	ExhibitsUSA (exhibits in Missouri & Kansas)	25,000.00	11/16/16	
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	10/24/17	
Missouri Main Street Connection Inc P O. Box 1066 Branson, MO 65615		PC	2018 Main Street Now Conference	25,000.00	09/18/17	
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	04/11/17	
Museum of Prairiefire Foundation 5801 W 135th St Overland Park, KS 66223		PC	Kansas City Urban Advantage program	20,000.00	12/07/16	
National Conference for Community and Justice of Metro St Louis 1405 Pine St. Ste 203 St Louis, MO 63103		PC	72nd Annual Brotherhood Sisterhood Awards Celebration	5,000.00	07/12/17	
National Trust for Historic Preservation in the United States The Watergate Office Bldg 2600 Virginia Ave N W, Ste 1000 Washington, DC 20037		PC	National Trust Council Annual Fund	25,000.00	04/25/17	
National Trust for Historic Preservation in the United States The Watergate Office Bldg 2600 Virginia Ave. N W., Ste. 1000 Washington, DC 20037		PC	Anna Gould objects for Lyndhurst	4,000.00	03/17/17	

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017						
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Liberty Memorial Association DBA National World War I Museum 2 Memorial Dr Kansas City, MO 64108		PC	Continued support of digitization efforts over 3 years	100,000 00	02/21/17	
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111-1873		PC	Annual Bequest	50,000 00	06/08/17	
Newberry Library 60 W Walton St Chicago, IL 60610		PC	First floor renovations and exterior improvements of the Newberry's building	125,000 00	09/08/17	
Northland Early Education Center 8630 N Oak Trfy Kansas City, MO 64155		PC	Expansion and renovation capital project	250,000 00	02/21/17	
Open Spaces P.O. Box 415001 Kansas City, MO 64121	KC Creates Inc	PC	Open Spaces contemporary arts exhibition	25,000 00	10/23/17	
Opera Theatre of Saint Louis 210 Hazel Ave St Louis, MO 63119-3236		PC	Professional development programs	15,000 00	06/15/17	
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	60,000 00	05/08/17	
Operation Breakthrough Inc St Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		PC	Early Education Collaborative over 3 years	50,000 00	09/08/17	
Operation Breakthrough Inc. St Vincent's Family Services Center 3039 Troost Kansas City, MO 64109		PC	Bridge to a Brighter Future capital campaign over 2 years	1,000,000.00	10/20/17	
Ottawa Suzuki Strings Inc. 501 S Main St. P O Box 99 Ottawa, KS 66067		PC	Summer orchestra program	10,000 00	06/28/17	

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Pets for Life Inc 7240 Wornall Rd Kansas City, MO 64114		PC	Program support	5,000.00	09/18/17	
Trustees of Princeton University 330 Alexander St Princeton, NJ 08540		PC	45th Class Reunion	22,500.00	12/07/16	
Pro Musica 402 S Main St., Ste 502 Joplin, MO 64801-2358		PC	2016/2017 season support and continued support as a Symphony Guarantor	6,000.00	12/15/16	
Restart Inc 918 E 9th St Kansas City, MO 64106		PC	Laying the Foundation capital campaign over 3 years	83,334.00	09/08/17	
Science Pioneers Inc 30 W Pershing Rd, Ste 400 Kansas City, MO 64108		PC	General operating support	10,000.00	12/07/16	
Shakespeare Festival of St Louis 5715 Elizabeth Ave St. Louis, MO 63110		PC	Lobby Tent for Shakespeare Glen	25,000.00	12/15/16	
Shawnee Mission Medical Center Inc 7315 Frontage Rd, Ste 221 Shawnee Mission, KS 66204		PC	Living in Vitality Dental Fund	10,000.00	05/11/17	
Sheffield Place 6604 E 12th St Kansas City, MO 64126-2208		PC	Replace exterior lighting and video monitoring equipment	15,362.00	12/15/16	
Sheldon Arts Foundation 3648 Washington Blvd St. Louis, MO 63108		PC	Education programs over two years	10,000.00	06/15/17	
Sherwood Forest Camp Inc 2708 Sutton Blvd St Louis, MO 63143		PC	More Than Just Camp - The Campaign for Sherwood Forest	250,000.00	02/21/17	

William T. Kemper Foundation
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Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Show Me KC Schools 6320 Brookside Plaza, #176 Kansas City, MO 64113		PC	Expanding the Capacity of Show Me KC Schools over 3 years	60,000.00	10/20/17
Smithsonian Institution Office of the Comptroller 1000 Jefferson Dr S.W., 4th Fl MRC 035 P O. Box 37012 Washington, DC 20013-7012		PC	2017 annual gift	25,000.00	06/15/17
St Andrew's Church Kansas City 6401 Wornall Terr Kansas City, MO 64113		PC	Gather & Grow capital campaign	250,000.00	07/27/17
St. James Catholic Church 3909 Harrison St. Kansas City, MO 64110		PC	Purchase of the Oglesby Hotel for Affordable Housing	25,000.00	08/16/17
St Louis Art Museum Foundation 1 Fine Arts Dr Forest Park St Louis, MO 63110-5130		PC	Degas, Impressionism, and the Paris Millinery Trade exhibition	100,000.00	01/17/17
St. Louis Art Museum Foundation 1 Fine Arts Dr Forest Park St. Louis, MO 63110-5130		PC	Sunken Cities Egypt's Lost Worlds exhibit	250,000.00	10/20/17
St Louis Community Foundation Incorporated #2 Oak Knoll Park St Louis, MO 63105		PC	STL Youth Jobs Summer program	25,000.00	06/15/17
St Louis Community Foundation Incorporated #2 Oak Knoll Park St. Louis, MO 63105		PC	St. Louis Teacher Residency	25,000.00	09/28/17
St Louis Community Foundation Incorporated #2 Oak Knoll Park St Louis, MO 63105		PC	Blueprint4SummerSTL	12,500.00	02/21/17
Saint Louis Symphony Orchestra 718 N. Grand Blvd St. Louis, MO 63103		PC	Annual support	20,000.00	05/11/17

William T. Kemper Foundation
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Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
St Luke's Hospital of Kansas City P O Box 119000 Kansas City, MO 64171-9000		PC	General operating support for the Mid-America Heart Institute	100,000.00	03/17/17
St Teresa's Academy 5600 Main St Kansas City, MO 64113-1298		PC	Academy 150 capital campaign	150,000.00	02/21/17
Starlight Theatre Association of Kansas City Inc 4600 Starlight Rd Kansas City, MO 64132		PC	Fan project	40,000.00	09/20/17
State Historical Society of Missouri 5123 Holmes St., Rm 302 Newcomb Hall Kansas City, MO 64110-2499		PC	Purchase oversized scanner	21,000.00	06/29/17
Summerfest Concerts and/or Recordings Inc P O Box 22697 Kansas City, MO 64113-0697		PC	2017 season support	7,500.00	06/15/17
Teach for America Inc (St. Louis Affiliate) 1204 Washington Ave , Ste. 300 St. Louis, MO 63103		PC	Annual support	10,000.00	02/24/17
Technology Entrepreneur Center Inc 911 Washington Avenue St Louis, MO 63101		PC	EVOLVE The Campaign for T-REX	100,000.00	10/20/17
MO Kan 20-20 Vision Inc DBA 20/20 Leadership 4223 N 127th St Kansas City, KS 66109		PC	Alumni Database Development and Alumni Mentorship and Professional Development	7,300.00	07/27/17
United Way of Greater St Louis Inc 910 N. 11th St St Louis, MO 63101-1018		PC	Alexis de Tocqueville Society	7,500.00	08/21/17
United Way of Greater St Louis Inc 910 N 11th St St Louis, MO 63101-1018		PC	Alexis de Tocqueville Society	9,000.00	08/21/17

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017						
Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date	
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	11/07/16	
University of Kansas Hospital 3901 Rainbow Blvd Kansas City, KS 66160	Kansas University Endowment Assoc	PC	Capital Campaign -construct the Cambridge North Tower, a surgical hospital over 3 years	166,667 00	11/07/16	
University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		PC	Annual Bequest	50,000.00	06/08/17	
University of Missouri-Kansas City - College of Arts and Sciences 108 Scofield Hall 711 E. 51st St.		PC	Production of a geologic map of Cass County, Missouri	8,800.00	11/16/16	
University of Missouri-Kansas City - College of Arts and Sciences 108 Scofield Hall 711 E. 51st St		PC	Travelling Geology Exhibit to be displayed at Museum at Prairiefire	3,000 00	09/08/17	
University of Missouri-Kansas City - College of Arts and Sciences 108 Scofield Hall 711 E. 51st St		PC	UMKC Digital History Laboratory	69,525 00	07/27/17	
University of Missouri-Kansas City - Henry W Bloch School of Management 202 Administrative Ctr 5115 Oak St		PC	Annual Bequest	50,000 00	06/08/17	
University of Saint Mary 4100 S 4th St Leavenworth, KS 66048-5082		PC	Upgrades to the Special Collections exhibit space (gift in honor of Bryan Lebeau)	10,000 00	09/18/17	
Washington University 1 Brookings Dr., Campus Box 1192 St. Louis, MO 63130		PC	Installation of wood flooring, lobby desk, and sculpture at the entrance of museum	225,000 00	07/05/17	
Washington University 1 Brookings Dr., Campus Box 1192 St Louis, MO 63130		PC	Summer College Prep program over 3 years	25,000.00	01/05/17	

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017						
Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date	
Washington University 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		PC	Exhibition support over 5 years	100,000.00	04/11/17	
Washington University 1 Brookings Dr, Campus Box 1192 St Louis, MO 63130		PC	2016/2017 Trustees Annual Giving program	25,000.00	02/24/17	
We Charity 4301 Highway 7, Ste 120 Minneapolis, MN 55414		PC	WE Schools St Louis over 3 years	5,000.00	10/20/17	
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	07/05/17	
Westport Garden Club 1207 W. 57th St Kansas City, MO 64113-1144		PC	Entertaining Gardens program	5,000.00	02/21/17	
William Allen White Foundation Inc. 1246 W Campus Rd. Lawrence, KS 66045-7505		PC	Support for a documentary film about William Allen White	20,000.00	03/17/17	
William Jewell College 500 College Hill Liberty, MO 64068-1896		PC	Planning grant for improvements to former campus entrance	65,250.00	02/21/17	
William Jewell College 500 College Hill Liberty, MO 64068-1896		PC	Honoring Tradition Reimagining the Dynamic Connection between Community and Campus capital campaign over 3 years	500,000.00	10/20/17	
World Pediatric Project 755 S. New Ballas Rd , Ste. 140 St Louis, MO 63141		PC	Treasures in Paradise Gala	5,000.00	12/15/16	
Young Men's Christian Association of Greater Kansas City 3100 Broadway, Ste. 1020 Kansas City, MO 64111-2413		PC	Healthy Campus project in Wyandotte County over 2 years	250,000.00	02/21/17	

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2017						
Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date	
Youth Symphony Association of Kansas City Inc 209 W. 18th St Kansas City, MO 64108		PC	Orchestral Education program	10,000.00	02/21/17	
Zest Education 20 S. Sarah St St. Louis, MO 63108		PC	Special project Accelerating Educational Transformation in St Louis	75,000.00	07/27/17	
Total Contributions for the Year:				13,573,965.29		

10/31/2017

William T. Kemper Foundation
Outstanding Commitments

Region	Notes	Organization	FY17/18	FY18/19	FY19/20	FY20/21	FY21/22	FY22/23
KCMT		Boy Scouts of America - Heart of America Council	250,000					
KCMT		City Year Kansas City	50,000					
KCMT		Cristo Rey Kansas City	55,000					
KCMT		Friends of Chamber Music	100,000					
KCMT		Grace and Holy Trinity Cathedral	65,000					
KCMT		Harriman-Jewell Series	80,000					
KCMT		Harry S. Truman Library Institute	50,000	50,000				
KCMT		Harry S. Truman Library Institute	250,000					
KCMT		Kansas City Chorale	25,000	25,000				
KCMT		Kansas City Design Center	100,000					
KCMT		Kansas City Design Center	95,000	95,000				
KCMT		Kansas City Parks & Recreation	23,630					
KCMT	up to	Kansas City University of Medicine and Biosciences	150,000	150,000	150,000			
KCMT		Lynx Opera Kansas City	40,000					
KCMT		National World War I Museum	100,000	100,000				
KCMT		Show Me KC Schools	50,000	40,000				
KCMT		University of Kansas Hospital	166,667					
KCMT	Contingency	University of Missouri-Kansas City - Conservatory of Music	1,500,000	1,500,000				
KCMT		YMCA, Greater Kansas City	250,000					
		Sub-Total: Outstanding	3,400,297	1,960,000	150,000	0	0	0
KSNE		University of Kansas - Hall Center for the Humanities	15,000	0	0	0	0	0
SLMT		Danforth Plant Science Center (Donald Danforth Society)	1,000	1,000				
SLMT		Downtown St. Louis Foundation	250,000					
SLMT		Friends of CHARACTERplus	5,000					
SLMT		KIPP St. Louis	500,000					
SLMT		KIPP St. Louis	20,000	20,000				
SLMT	Contingency	Missouri Botanical Garden	375,000	250,000				
SLMT		Opera Theatre of St. Louis	60,000					
SLMT		St. Louis Art Museum	7,500					
SLMT	Contingency	University of Missouri - St. Louis (Public Policy Research Center)	55,000					
SLMT		Washington University (Mildred Lane Kemper Art Museum)	100,000					
SLMT		Washington University (Mildred Lane Kemper Art Museum)	1,000,000	1,000,000				
SLMT		We Charity (previously Free the Children)	5,000					
		Sub-Total: Outstanding	2,378,500	1,271,000	1,021,000	0	0	0
SPMT		Johnny Morris' Wonders of Wildlife Foundation	50,000	50,000				
		Sub-Total: Outstanding	50,000	50,000	0	0	0	0
USA	Contingency	Princeton University	100,000	100,000				
USA		The Aspen Institute	50,000					
		Sub-Total: Outstanding	150,000	100,000	0	0	0	0
		Total: Outstanding	5,993,797	3,381,000	1,171,000	150,000	0	0

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

EIN: 43-6345116

NAME OF ORGANIZATION: 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:
ANN A TRAVER CHARITABLE TRUST B
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:
IVY J TRIMMER - CHRISTIAN
CHURCH TYPE OF ORGANIZATION:
501(C)(4)
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:
IVY J TRIMMER TRUST
TYPE OF ORGANIZATION:
501(C)(4)
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