

EXTENDED TO SEPTEMBER 15, 2020

Form **990-PF****Return of Private Foundation**Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made public
Go to www.irs.gov/Form990PF for instructions and the latest information

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning **NOV 1, 2018**, and ending **OCT 31, 2019**

Name of foundation WILLIAM T. KEMPER FOUNDATION COMMERCE BANK, TRUSTEE		A Employer identification number 43-6345116
Number and street (or P.O. box number if mail is not delivered to street address) 118 WEST 47TH ST.		B Telephone number (816) 234-2568
City or town, state or province, country, and ZIP or foreign postal code KANSAS CITY, MO 64112		C If exemption application is pending check here ☐ 6
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 319,431,053.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		6,982,772.	7,432,497.		STATEMENT 2
5a Gross rents		106.	106.		STATEMENT 3
b Net rental income or (loss) -76.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		6,924,685.			STATEMENT 1
b Gross sales price for all assets on line 6a 44,015,415.					
7 Capital gain net income (from Part IV, line 2)			9,962,774.		
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		12,585,232.	264,525.		STATEMENT 5
12 Total. Add lines 1 through 11		26,492,795.	17,659,902.		
13 Compensation of officers, directors, trustees, etc.		1,000,290.	578,769.		412,521.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 6		211,771.	0.		0.
17 Interest					
18 Taxes STMT 7		151,949.	10,714.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		2,651.	0.		2,651.
22 Printing and publications					
23 Other expenses STMT 8		6,411.	518,373.		6,229.
24 Total operating and administrative expenses. Add lines 13 through 23		1,373,072.	1,107,856.		421,401.
25 Contributions, gifts, grants paid		35,915,282.			14,271,419.
26 Total expenses and disbursements. Add lines 24 and 25		37,288,354.	1,107,856.		14,692,820.
27 Subtract line 26 from line 12		-10,795,559.			
a Excess of revenue over expenses and disbursements			16,552,046.		
b Net investment income (if negative enter -0-)					
c Adjusted net income (if negative enter -0-)				N/A	

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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		8,533,502.	7,292,513.	7,292,513.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		16,270,127.	18,006,417.	19,606,690.
	b	Investments - corporate stock STMT 10		40,405,951.	41,282,958.	59,777,906.
	c	Investments - corporate bonds STMT 11		48,464,535.	51,905,803.	54,357,346.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans STMT 12		7,408,717.	9,640,500.	9,832,402.	
13	Investments - other STMT 13		132,156,038.	135,958,981.	168,481,810.	
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)		253,352,963.	264,201,265.	319,431,053.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable		21,643,864.		
	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.	21,643,864.	
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		253,352,963.	242,557,401.	
30	Total net assets or fund balances		253,352,963.	242,557,401.		
31	Total liabilities and net assets/fund balances		253,352,963.	264,201,265.		

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	253,352,963.
2	Enter amount from Part I, line 27a	2	-10,795,559.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	242,557,404.
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	242,557,401.

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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 (for example, 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 44,015,415.		34,052,641.	9,962,774.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			9,962,774.

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	9,962,774.
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 doesn't 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))
2017	15,484,625.	312,318,495.	.049580
2016	13,961,328.	296,724,576.	.047051
2015	13,938,154.	285,959,313.	.048742
2014	11,173,963.	288,677,695.	.038707
2013	15,008,191.	283,747,812.	.052893

2 Total of line 1, column (d)	2	.236973
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	.047395
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	302,288,925.
5 Multiply line 4 by line 3	5	14,326,984.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	165,520.
7 Add lines 5 and 6	7	14,492,504.
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	14,692,820.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES			VARIOUS	VARIOUS
b MAKENA ST K-1 GAINS			VARIOUS	VARIOUS
c MAKENA LT K-1 GAINS			VARIOUS	VARIOUS
d MAKENA K-1 SECTION 1231			VARIOUS	VARIOUS
e MAKENA K-1 SECTION 1256			VARIOUS	VARIOUS
f CULTIVATION CAPITAL LT K-1 GAINS			VARIOUS	VARIOUS
g MAKENA K-1 UNRELATED BUSINESS TAXABLE INCOME			VARIOUS	VARIOUS
h BDT LT K-1 GAINS			VARIOUS	VARIOUS
i CULTIVATION CAPITAL K-1 SECTION 1231			VARIOUS	VARIOUS
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 40,935,663.		34,010,978.	6,924,685.
b 33,490.			33,490.
c 2,295,309.			2,295,309.
d 86,579.			86,579.
e -25,683.			-25,683.
f 212,839.			212,839.
g		41,663.	-41,663.
h 477,099.			477,099.
i 119.			119.
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			6,924,685.
b			33,490.
c			2,295,309.
d			86,579.
e			-25,683.
f			212,839.
g			-41,663.
h			477,099.
i			119.
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	9,962,774.
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

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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	165,520.
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	165,520.
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	165,520.
6 Credits/Payments			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	308,016.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	150,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments Add lines 6a through 6d	7	458,016.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0.	
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	292,496.	
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ☒ 292,496. 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the 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
1c 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(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the 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-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

5b

Organizations relying on a current notice regarding disaster assistance, check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

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

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

N/A

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, and 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	578,769.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 10.00	64,308.	0.	0.
COMMERCE BANK, NA-CHAR MGMT 118 WEST 47TH ST KANSAS CITY, MO 64112	CORP TRUSTEE 40.00	348,213.	0.	0.

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

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

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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services If none, enter "NONE"

[illegible]

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

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

1	N/A	
2		
3		
4		

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

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

1	N/A	
2		
All other program-related investments See instructions		
3		

Total Add lines 1 through 3

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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	1a	262,642,728.
a	Average monthly fair market value of securities	1b	12,630,900.
b	Average of monthly cash balances	1c	31,618,682.
c	Fair market value of all other assets	1d	306,892,310.
d	Total (add lines 1a, b, and c)		
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	306,892,310.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,603,385.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	302,288,925.
6	Minimum investment return. Enter 5% of line 5	6	15,114,446.

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	15,114,446.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	165,520.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	165,520.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,948,926.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	14,948,926.
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	14,948,926.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	14,692,820.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	14,692,820.
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	165,520.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,527,300.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				14,948,926.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			13,886,188.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2018				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 14,692,820.				
a Applied to 2017, but not more than line 2a			13,886,188.	
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 2018 distributable amount				806,632.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (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				
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 2017: Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2018: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				14,142,294.
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 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019: Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

N/A

4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]

SEE STATEMENT B

WILLIAM T. KEMPER FOUNDATION
COMMERCE BANK, TRUSTEE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT C	N/A	PUBLIC	SEE STATEMENT	14,271,419
Total			3a	14,271,419
b Approved for future payment				
SEE STATEMENT D	N/A	PUBLIC	SEE STATEMENT	21,643,864
Total			3b	21,643,864

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512 513 or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	6,954,947.	27,825.
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-76.	
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	-150,490.	14	12,721,034.	
8 Gain or (loss) from sales of assets other than inventory			18	6,924,685.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a MINERAL INCOME			15	11,947.	
b TAX REFUNDS				2,741.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		-150,490.		26,615,278.	27,825.
13 Total Add line 12, columns (b), (d), and (e)					26,492,613.

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

[illegible]

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

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
40,935,663.	34,010,978.	0.	0.	6,924,685.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAKENA ST K-1 GAINS				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
33,490.	33,490.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAKENA LT K-1 GAINS				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
2,295,309.	2,295,309.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAKENA K-1 SECTION 1231				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
86,579.	86,579.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAKENA K-1 SECTION 1256				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
-25,683.	-25,683.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CULTIVATION CAPITAL LT K-1 GAINS				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
212,839.	212,839.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MAKENA K-1 UNRELATED BUSINESS TAXABLE INCOME				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
BDT LT K-1 GAINS			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
477,099.	477,099.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
CULTIVATION CAPITAL K-1 SECTION 1231			VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
119.	119.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 6,924,685.

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 INTERST INCOME FROM MUNICIPAL BONDS	6,954,947.	0.	6,954,947.	7,432,497.	
	27,825.	0.	27,825.	0.	
TO PART I, LINE 4	6,982,772.	0.	6,982,772.	7,432,497.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
NM SURFACE RIGHTS	1	106.
TOTAL TO FORM 990-PF, PART I, LINE 5A		106.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
REAL ESTATE EXPENSE		182.	
- SUBTOTAL -	1		182.
TOTAL RENTAL EXPENSES			182.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-76.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MAKENA K-1 BUSINESS INCOME	0.	23,393.	
MAKENA K-1 ROYALTIES	0.	8,258.	
MAKENA K-1 CANCELLATION OF DEBT INCOME	0.	2,893.	
MAKENA K-1 NET OTHER INCOME	0.	13,339.	
MAKENA K-1 GUARANTEED PYMTS	0.	101.	
MAKENA K-1 OTHER PORTFOLIO INCOME	0.	201,313.	
MAKENA K-1 RENTAL INCOME	0.	-347.	
BDT K-1 OTHER PORTFOLIO INCOME	0.	16,217.	
CULTIVATION CAPITAL K-1 BUSINESS INCOME	0.	0.	
CULTIVATION CAPITAL K-1 GUARANTEED PAYMENTS	0.	0.	
CULTIVATION CAPITAL K-1 ROYALTIES	0.	10.	
MAKENA K-1 DISTRIBUTION	12,721,034.	0.	
MAKENA K-1 BUSINESS INCOME	-150,490.	0.	
BDT K-1 DISTRIBUTION	0.	0.	
CULTIVATION CAPITAL K-1 DISTRIBUTION	0.	0.	
CULTIVATION CAPITAL K-1 BUSINESS INCOME	0.	-12,562.	

MINERAL INCOME	11,947.	11,253.
TAX REFUNDS	2,741.	657.
TOTAL TO FORM 990-PF, PART I, LINE 11	12,585,232.	264,525.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BDT MANAGEMENT FEES	211,771.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	211,771.	0.		0.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS FOR 990-PF	149,000.	0.		0.
MAKENA K-1 FOREIGN TAXES	0.	10,714.		0.
STATE TAXES	2,654.	0.		0.
FOREIGN TAXES	295.	0.		0.
TO FORM 990-PF, PG 1, LN 18	151,949.	10,714.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	210.	0.		210.
FEES APPLICABLE TO TAX				
EXEMPT INCOME	0.	-1,031.		0.
SUBSCRIPTIONS	6,019.	0.		6,019.
MAKENA K-1 INTEREST EXPENSE	0.	29,681.		0.
MAKENA K-1 ROYALTY				
DEDUCTIONS	0.	1,641.		0.
MAKENA K-1-SECTION 59(E)(2)				
EXPENDITURES	0.	14,648.		0.
MAKENA K-1 PORTFOLIO				
DEDUCTIONS	0.	2,519.		0.

MAKENA K-1 SECTION 965(C)			
DEDUCTIONS	0.	3,507.	0.
MAKENA K-1 OTHER DEDUCTIONS	0.	302,980.	0.
BDT K-1 PORTFOLIO DEDUCTIONS	0.	137,453.	0.
BDT K-1 INTEREST			
EXPENSE-INVESTMENT	0.	17,645.	0.
BDT SPIRITS K-1 PORTFOLIO			
DEDUCTIONS	0.	181.	0.
BDT SPIRITS K-1 PINTEREST			
EXPENSE-INVESTMENT	0.	2,928.	0.
CULTIVATION CAPITAL K-1			
PORTFOLIO DEDUCTIONS	0.	6,039.	0.
CULTIVATION CAPITAL K-1			
SECTION 59(E)(2) DEDUCTION	0.	0.	0.
REAL ESTATE EXPENSE	182.	182.	0.
TO FORM 990-PF, PG 1, LN 23	6,411.	518,373.	6,229.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
TREASURY STMT A - P 33	X		8,678,783.	9,606,274.
TREASURY TIPS STMT A - P 33	X		690,252.	706,568.
US AGENCIES STMT A - P 34	X		3,068,633.	3,330,714.
TAXABLE MUNICIPAL BONDS STMT A - P 37		X	5,047,870.	5,391,174.
TAX EXEMPT REVENUE STMT A - P 37		X	520,879.	571,960.
TOTAL U.S. GOVERNMENT OBLIGATIONS			12,437,668.	13,643,556.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			5,568,749.	5,963,134.
TOTAL TO FORM 990-PF, PART II, LINE 10A			18,006,417.	19,606,690.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS STMT A - P 14	41,282,958.	59,777,906.
TOTAL TO FORM 990-PF, PART II, LINE 10B	41,282,958.	59,777,906.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CREDIT STMT A - P 32	43,782,356.	46,136,202.
ASSET BACKED SECURITIES STMT A - P 36	8,123,447.	8,221,144.
TOTAL TO FORM 990-PF, PART II, LINE 10C	51,905,803.	54,357,346.

FORM 990-PF	MORTGAGE LOANS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE STMT A - P 22	9,640,500.	9,832,402.
TOTAL TO FORM 990-PF, PART II, LINE 12	9,640,500.	9,832,402.

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	11,808,045.	26,717,933.
CULTIVATION CAPITAL TECH FUND II LLC STMT A - P 38	COST	500,000.	500,000.
MUTUAL FUNDS STMT A - P 15	FMV	32,796,972.	43,474,083.
INTERNATIONAL - EXCHANGE TRADED FUNDS STMT A - P 15	FMV	18,099,987.	19,431,824.
INTERNATIONAL - EQUITY MUTUAL FUNDS STMT A - P 16	FMV	41,326,484.	43,387,286.
MAKENA SPLITTER Y STMT A - P 15	COST	1,885,804.	5,934,338.
MAKENA SPLITTER X STMT A - P 15	COST	16,751,543.	13,487,179.
REAL ESTATE-MINERAL INTERESTS STMT A - P 37	FMV	5,690.	114,451.
BDT STMT A - P 14	COST	9,687,159.	12,223,265.
BDT CAPITAL PARTNERS 3 STMT A - P 38	COST	1,875,000.	1,989,154.
CULTIVATION CAPITAL TECH FUND III STMT A - P 38	COST	150,000.	150,000.
COST BASIS - MAKENA BLOCKER Y STMT A - P 39	COST	101,394.	101,394.
COST BASIS - MAKENA SPLITER X STMT A - P 39	COST	685,544.	685,544.
COST BASIS - BDT STMT A - P 39	COST	285,359.	285,359.
TOTAL TO FORM 990-PF, PART II, LINE 13		135,958,981.	168,481,810.

**WILLIAM T. KEMPER FOUNDATION
A STATEMENT MADE AS PART OF FORM 990-PF,
RETURN OF PRIVATE FOUNDATION
FOR THE YEAR ENDED OCTOBER 31, 2019**

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, 2019**

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, 2019

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Shawnee Mission Medical Center Inc DBA AdventHealth Shawnee Mission 7315 Frontage Rd , Ste 221 Shawnee Mission, KS 66204		PC	Living in Vitality Dental Fund	10,000 00	04/09/19
American Public Square Inc Plexpod Westport Commons 300 E 39th St , #4F Kansas City, MO 64111		PC	Research and Fact Checking	11,160 00	01/14/19
American Public Square Inc Plexpod Westport Commons 300 E 39th St , #4F Kansas City, MO 64111		PC	Research and Fact Checking	9,000 00	10/18/19
Entrepreneur Startup Business Development Corporation DBA Arch Grants 911 Washington Ave , Ste 415 St Louis, MO 63101		PC	Global Startup Competition	50,000 00	08/07/19
Archdiocese of St Louis (Kemper Donor Advised Fund) Cardinal Rigali Center 20 Archbishop May Dr St Louis, MO 63119		PC	2019 Les Promenades Musicales du Pays d'Auge	30,000 00	02/11/19
The Foundation for Barnes-Jewish Hospital 1001 Highlands Plaza Dr W , Ste 140 St Louis, MO 63110		PC	Illumination Gala	15,000 00	03/11/19
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		PC	Annual Bequest	500 00	06/07/19
Boy Scouts of America - Heart of America Council 10210 Holmes Rd Kansas City, MO 64131-4212		PC	ScoutReach program	24,000 00	10/08/19
Boys Club of Greater Kansas City 4001 Blue Parkway, Ste 102 Kansas City, MO 64130		PC	Legacy Campaign	100,000 00	05/24/19
Casa de Salud 3200 Chouteau Ave St Louis, MO 63103		PC	Contribution in honor of Mark Wrighton and Risa Zwerling	5,000 00	04/09/19
Washington University Newman Centers 6352 Forsyth Blvd St Louis, MO 63105		PC	Yes! Campaign	44,500 00	01/14/19

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2019

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Childrens Education Alliance of Missouri 1310 Papin St , Ste 106 St Louis, MO 63103		PC	2018 Champions of Education Reform Awards	1,500 00	11/09/18
Childrens Mercy Hospital 2401 Gillham Rd Kansas City, MO 64108		PC	Capital campaign construct Children's Research Institute	500,000 00	09/24/19
The Childrens Place Inc 2 E 59th St Kansas City, MO 64113		PC	Clinical Services program	23,486 00	09/24/19
The Childrens Place Inc 2 E 59th St Kansas City, MO 64113		PC	The Power of Place Capital Campaign	150,000 00	10/23/19
City Garden Montessori School 1618 Tower Grove Ave St Louis, MO 63110		PC	Montessori Preschool	35,000 00	05/07/19
City Union Mission Inc 1100 E 11th St Kansas City, MO 64106		PC	New and replacement vehicles	25,000 00	11/19/18
Center of Creative Arts 524 Trinity Ave University City, MO 63130		PC	Facility acquisition	125,000 00	05/24/19
National College Advising Corps Inc 301 W Barbee Chapel Rd , Ste 210 Chapel Hill, NC 27517		PC	rootED Missoun Pilot program	250,000 00	10/18/19
Community Capital Fund 3200 Wayne Ave Kansas City, MO 64109		PC	Neighborhoods Rising Fund	15,000 00	04/23/19
Cornerstones of Care 300 E 36th St Kansas City, MO 64111		PC	Homeroom Health	50,000 00	03/11/19
Crossroads Charter Schools 1011 Central St Kansas City, MO 64105-1619		PC	Establish a charter high school in downtown Kansas City	500,000 00	11/09/18
Cultural Festivals 225 S Meramec Ave , Ste 105 St Louis, MO 63105		PC	Creative Castle and Performing Arts Stage	15,000 00	06/24/19
Donald Danforth Plant Science Center 975 N Watson Rd St Louis, MO 63132		PC	Innovation Fund	25,000 00	02/11/19

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2019

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Donald Danforth Plant Science Center 975 N. Watson Rd St Louis, MO 63132		PC	Donald Danforth Society annual support	1,000 00	09/24/19
Donnelly College 608 N 18th St Kansas City, KS 66102		PC	Transformations Capital Campaign	50,000 00	08/07/19
Downtown Kansas City Civic Ventures 1000 Walnut, Ste 200 Kansas City, MO 64106		PC	LaunchKC	25,000 00	07/09/19
Fair St Louis Foundation 301 Prospect St Louis, MO 63110		PC	Support for Fair Saint Louis	10,000 00	03/11/19
Friends of Chamber Music 4635 Wyandotte, Ste 201 Kansas City, MO 64112-1537		PC	2018/2019 International Chamber Music Series and Orpheus Chamber Orchestra	100,000 00	11/09/18
Girl Scouts of Northeast Kansas and Northwest Missouri Inc 8383 Blue Pkwy Dr Kansas City, MO 64133		PC	Technology Solutions Connecting Staff, Volunteers and Girls to further the Girl Scout mission	15 000 00	10/08/19
Giving Grove 6917 Kensington Ave Kansas City, MO 64132		PC	Giving Grove expansion	10,000 00	12/06/18
Grace and Holy Trinity Cathedral 415 W 13th St Kansas City, MO 64105-1350		PC	Young adult outreach	65,000 00	03/18/19
Grace and Holy Trinity Cathedral 415 W 13th St Kansas City, MO 64105-1350		PC	Annual Bequest	200,000 00	06/07/19
Epec Inc DBA The Grooming Project 5829 Troost Ave , Ste B Kansas City, MO 64110-3143		PC	Salon project	25 210 00	04/23/19
Guadalupe Center Inc 1015 Avenida Cesar E Chavez Kansas City, MO 64108		PC	Centennial Celebration Archives & Exhibit	38,000 00	01/14/19
Happybottoms 303 W 79th St Kansas City, MO 64114		PC	Brand Evaluation and Website Redesign project	10,000 00	10/08/19

William T Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2019

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		PC	2018/2019 season underwriting of Academy of St Martin in the Field pianist Jeremy Denk	90,000 00	11/09/18
William Jewell College (Harriman-Jewell Series) 500 College Hill Campus Box 1015 Liberty, MO 64068-1896		PC	Annual Bequest	5,000 00	06/07/19
Harry S Truman Library Institute for National & International Affairs 5151 Troost Ave , Ste 300 Kansas City, MO 64110		PC	Continued support of digitization efforts	50,000 00	02/11/19
Harry S Truman Library Institute for National & International Affairs 5151 Troost Ave , Ste 300 Kansas City, MO 64110		PC	Traveling exhibit	10,000 00	07/09/19
Harry S Truman Library Institute for National & International Affairs 5151 Troost Ave , Ste 300 Kansas City, MO 64110		PC	STAY TRU Capital Campaign	200,000 00	10/23/19
Harvard University (Villa I Tatti) 124 Mt Auburn St , 3rd Fl Cambridge, MA 02138-5762		PC	Granaio project	5,000 00	07/15/19
Harvard University (Harvard Business School) 124 Mt Auburn St , 3rd Fl Cambridge, MA 02138-5762		PC	Class of '79 - 40th Reunion Campaign	12,500 00	06/14/19
The Heart of America Shakespeare Festival 3732 Main St Kansas City MO 64111		PC	2019 festival support	10,000 00	04/23/19
Historic Kirkwood Train Station Foundation 110 W Argonne Dr Kirkwood, MO 63122		PC	Restoration of the Historic Kirkwood Train Station	50,000 00	10/18/19
International Relations Council 107 W 9th St , 2nd Fl Kansas City, MO 64105		PC	IRC Lecture Series	10,000 00	10/08/19
Jewish Vocational Service Bureau of Kansas City 4600 Paseo Blvd Kansas City MO 64110		PC	Upgrade security	18,000 00	01/14/19

William T. Kemper Foundation
Attachment of Fiscal Year Payments for IRS 990PF
October 31, 2019

Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Johnny Morris Wonders of Wildlife Foundation 500 W Sunshine St Springfield, MO 65807		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	50,000 00	10/08/19
Kairos Academies 4220 Duncan Ave., Ste 201 St Louis, MO 63110		PC	Kairos start-up funding	50,000 00	02/11/19
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		PC	Annual Bequest	250,000 00	06/07/19
Kansas City Art Institute 4415 Warwick Blvd Kansas City, MO 64111-1874		PC	Architectural History book project	49,940 00	10/08/19
Kansas City Ballet Association 500 W Pershing Rd Kansas City, MO 64108-2430		PC	Partial underwriting for the 2019 production of "Tharp, Parsons, Forsythe"	30,000 00	04/09/19
Kansas City Chorale 310 W 49th St., Ste 1005 Kansas City, MO 64112		PC	2016/2017 season support with Annual Spring song concert in Kirkwood Hall at the Nelson (04/15/2017) underwritten in memory of Laura Kemper Fields	25,000 00	04/23/19
Kansas City Design Center Inc 1018 Baltimore Ave Kansas City, MO 64105		PC	Program support for the Kansas City Urban Design Studio	50,000 00	06/10/19
Kansas City Public Library 14 W 10th St Kansas City, MO 64105		PC	Dinner in honor of Jill Lapore, the David Woods Kemper '41 Professor of American History at Harvard University	1,347 75	11/09/18
Kansas City Public Library 14 W 10th St Kansas City, MO 64105		PC	Creative Writing initiative with UMKC's MFA Program in Creative Writing	1,500 00	10/08/19
Kansas City Museum Foundation Inc 4600 E 63rd St Kansas City, MO 64130		PC	Making A Museum KC Capital Campaign	100,000 00	10/23/19
Kansas City Symphony 1703 Wyandotte St., Ste 200 Kansas City, MO 64108		PC	2018/2019 Season Support	200,000 00	01/29/19
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	150,000 00	04/23/19

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Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Kansas State University Foundation 1800 Kimball Ave , Ste 200 Manhattan, KS 66502		PC	Excellence in Teaching Awards	13,500 00	01/14/19
Kidsmart 12175 Bridgeton Sq Dr Bridgeton, MO 63044		PC	Capital Campaign	100,000 00	05/24/19
Kipp St Louis 1310 Papin St , Ste 203 St Louis, MO 63103		PC	Excellence in Education Teaching Awards	20,000 00	05/07/19
Levelup Kids Inc FKA Miles of Smiles 5416 N E Antioch Rd Kansas City, MO 64119		PC	Conversion of van to transport dental equipment	11,012 00	04/09/19
Lynic Opera of Kansas City Inc 1725 Holmes St Kansas City, MO 64108-1538		PC	2018/2019 Season Support	40,000 00	12/17/18
Magic House 516 S Kirkwood Rd St Louis, MO 63122		PC	The Magic House @ MADE	25,000 00	05/07/19
Magnificent Missouri, Inc 4605 Olive St St Louis, MO 63108		PC	Capacity building	50,000 00	05/24/19
The Marfan Foundation Inc 22 Manhasset Ave Port Washington, NY 11050		PC	Heartworks St Louis	1,000 00	03/11/19
Maryville University of St Louis 650 Maryville University Dr St Louis, MO 63141		PC	Innovation Center	150,000 00	09/24/19
Metropolitan Community Colleges 3200 Broadway Kansas City, MO 64111		PC	Purchase the book "Black Klansman Race, Hate and the Investigation of a Lifetime" for MCC Chancellor's Martin Luther King Jr Scholarship Luncheon attendees	5,800 00	12/20/18
Mid-America Arts Alliance 2018 Baltimore Ave Kansas City, MO 64108-1914		PC	ExhibitsUSA (exhibits in Missouri & Kansas)	35,000 00	11/19/18
Minam Foundation 501 Bacon Ave St Louis, MO 63119-1512		PC	Community Service Award	8,500 00	10/08/19

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Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date	
Missouri Botanical Garden Board of Trustees 4344 Shaw Blvd St Louis, MO 63110		PC	Missouri Botanical Garden Hardy Plant Nursery and School of Horticulture	250,000 00	11/09/18	
Missouri Botanical Garden Board of Trustees 4344 Shaw Blvd St Louis, MO 63110		PC	Raven-Borneo Fund	25,000 00	02/11/19	
Missouri Botanical Garden Board of Trustees 4344 Shaw Blvd St Louis, MO 63110		PC	EcoHealth Network	50,000 00	04/09/19	
Missouri Botanical Garden Board of Trustees 4344 Shaw Blvd St Louis, MO 63110		PC	Raven Science - Dr Al-Shehbaz Research	10,000 00	08/07/19	
Missouri Botanical Garden Board of Trustees 4344 Shaw Blvd St Louis, MO 63110		PC	New Visitor Center	1,000,000 00	09/24/19	
Museum of Prairie Fire Foundation 5801 W 135th St Overland Park, KS 66223		PC	Project Lead the Way for MAP & KC Urban Advantage programs	36,000 00	10/18/19	
Music-Arts Institute 1010 S Pearl St Independence, MO 64050		PC	Upgrades to the air conditioning system	25,000 00	02/26/19	
National Main Street Center Inc 53 W Jackson Blvd , Ste 350 Chicago, IL 60604		PC	New membership initiative challenge grant match	20,000 00	12/20/18	
National Trust for Historic Preservation in the United States The Watergate Office Bldg 2600 Virginia Ave N W , Ste 1100 Washington, DC 20037		PC	National Trust Council Annual Fund	12,500 00	06/27/19	
National Trust for Historic Preservation in the United States The Watergate Office Bldg 2600 Virginia Ave N W , Ste 1100 Washington, DC 20037		PC	Save, Preserve and Elevate the Satchel Paige Home	50,000 00	08/07/19	
Liberty Memorial Association DBA National World War I Museum 2 Memorial Dr Kansas City, MO 64108		PC	Continued support of digitization efforts	100,000 00	02/11/19	

William T. Kemper Foundation
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Recipient Name and Address	Fiscal Sponsor	Foundation Status of Recipient	Purpose	Payment Amount	Payment Date
Liberty Memorial Association DBA National World War I Museum 2 Memorial Dr Kansas City, MO 64108		PC	The Vietnam War 1945-1975 exhibit	10,000 00	08/07/19
Nature Conservancy (Kansas Chapter) 2420 N W Button Rd Topeka, KS 66618		PC	Urban Water Initiatives in the Kansas City metropolitan area	50,000 00	07/30/19
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111		PC	Renovation of Feingold House	315,175 00	03/11/19
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111		PC	Art Course	10,000 00	04/09/19
Nelson Gallery Foundation 4525 Oak St Kansas City, MO 64111		PC	Annual Bequest	50,000 00	06/07/19
Open Door Community Food Kitchen 615 South 8th St St Joseph, MO 64501-2126		PC	Capital campaign	25,000 00	12/20/18
Opera Theatre Of Saint Louis 210 Hazel Ave St Louis, MO 63119		PC	Spring Operas	65,000 00	05/24/19
The Opportunity Trust 4220 Duncan Ave , Ste 201 St Louis, MO 63110		PC	Blueprint for Building a 21st Century Public School System in St Louis	1,000,000 00	10/08/19
Pembroke Hill School Wornall Campus 400 W 51st St Kansas City, MO 64112		PC	Book Fund for the South Reading Room	5,000 00	01/14/19
Pembroke Hill School Wornall Campus 400 W 51st St Kansas City, MO 64112		PC	Ward Parkway Campus building and renovation project	3,000,000 00	02/11/19
Trustees of Princeton University (Art Museum) 330 Alexander St Princeton, NJ 08540		PC	Support salary and benefits for the Curator of Academic Programs	100,000 00	12/17/18

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Radio Arts Foundation 7711 Carondelet St Louis, MO 63105		PC	Purchasing remote broadcasting equipment and updating website	20,335.00	10/08/19
Reaching Out from Within Inc P O Box 8527 Prairie Village, KS 66208		PC	Courage to Change symposium	7,500.00	09/24/19
Repertory Theatre Of St Louis 190 Edgar Rd P O Box 191730 St Louis, MO 63119		PC	Technology upgrades	40,620.00	07/15/19
Safehome Inc P O Box 4563 Overland Park, KS 66204-0563		PC	Security expansion	25,000.00	10/18/19
School Smart KC Inc 3105 Gillham Rd , Ste 200 Kansas City, MO 64109		PC	Special education landscape analysis and recommendation development for Kansas City	20,000.00	01/29/19
Sheldon Arts Foundation 3648 Washington Blvd St Louis, MO 63108		PC	Education programs	10,000.00	04/09/19
Show Me KC Schools 4049 Pennsylvania Ave , Ste 301 Kansas City, MO 64111		PC	Expand capacity	40,000.00	10/08/19
Smithsonian Institute 1000 Jefferson Dr S W , 4th Fl MRC 035 P O Box 37012 Washington, DC 20013-7012		PC	Used at the discretion of the Board of Directors or Trustees as they see fit for operating their organization	10,000.00	10/08/19
Smithsonian Institute (National Portrait Gallery) 1000 Jefferson Dr S W , 4th Fl MRC 035 P O Box 37012 Washington, DC 20013-7012		PC	In honor of Nancy Lee Kemper's board service	12,500.00	10/18/19
Smoky Hill Public Television Corp 604 Elm St P O Box 9 Bunker Hill, KS 67626-0009		PC	Video server replacement	9,000.00	01/14/19
St Louis Community Foundation Incorporated #2 Oak Knoll Pk St Louis, MO 63105		PC	STL Youth Jobs Summer program	25,000.00	07/15/19

William T. Kemper Foundation Attachment of Fiscal Year Payments for IRS 990PF October 31, 2019						
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St Louis Community Foundation Incorporated #2 Oak Knoll Pk St Louis, MO 63105		PC	Invest STL	83,333 00	08/07/19	
St Louis Police Foundation 9761 Clayton Rd St Louis, MO 63124		PC	Investing in a Safer St Louis	125,000 00	05/24/19	
Saint Louis Symphony Orchestra 718 N Grand Blvd St Louis, MO 63103		PC	Annual Support	25,000 00	05/07/19	
St Louis Teacher Residency 3407 S Jefferson Ave St Louis, MO 63118		PC	St Louis Teacher Residency	25,000 00	10/28/19	
St Paul's Episcopal Day School 4041 Main St Kansas City, MO 64111-2312	Episcopal Diocese of West Missouri	PC	Capital Campaign for School Renovations	100,000 00	01/29/19	
St Paul's Episcopal Day School 4041 Main St Kansas City, MO 64111-2312	Episcopal Diocese of West Missouri	PC	Capital Campaign for school renovations	100 000 00	10/23/19	
Summerfest Concerts and/or Recordings Inc P O Box 22697 Kansas City, MO 64113-0697		PC	2019 Season Support	8,000 00	08/13/19	
United Way of Greater St Louis Inc 910 N 11th St St Louis, MO 63101		PC	Alexis de Tocqueville Society	9,000 00	10/08/19	
United Way of Greater St Louis Inc 910 N 11th St St Louis, MO 63101		PC	Alexis de Tocqueville Society	7,500 00	10/08/19	
Kansas University Endowment Assoc (School of Music) P O Box 928 Lawrence, KS 66044-0928		PC	Organ Adjunct Professor and Artist-in-Residence	31,000 00	01/29/19	
Kansas University Endowment Assoc - Hall Center for the Humanities 900 Sunnyside Ave Lawrence, KS 66045-7622		PC	Hall Center's Seminar Series and the Visiting Regional Faculty Fellowships	25,000 00	11/19/18	
UMKC Trustees 307 Administrative Ctr 5115 Oak St Kansas City, MO 64112-2499		PC	Trustees' Scholars program	10,000 00	12/20/18	

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University of Missouri-Columbia - Office of the Chancellor 105 Jesse Hall Columbia, MO 65211		PC	Annual Bequest	50,000 00	06/07/19
University of Missouri-Kansas City - College of Arts and Sciences 108 Scofield Hall 711 E 51st St Kansas City, MO 64110		PC	The Giants of the Ice Age exhibit in the Box Gallery	20,000 00	09/24/19
University of Missouri-Kansas City - Henry W Bloch School of Management 202 Administrative Ctr 5115 Oak St Kansas City, MO 64112		PC	Annual Bequest	50,000 00	06/07/19
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste 202 Kansas City, MO 64110		PC	Expanded coverage of Missouri politics	50,000 00	08/13/19
University of Missouri-Kansas City - KCUR Radio 4825 Troost, Ste 202 Kansas City, MO 64110		PC	2019 Membership Drive Matching Gift Campaign	15,000 00	10/18/19
Washington University Campus Box 1082 One Brookings Drive St Louis, MO 63130		PC	Wrighton Tribute Fund	25,000 00	11/09/18
Washington University Campus Box 1082 One Brookings Drive St Louis, MO 63130		PC	Mildred Lane Kemper Art Museum Exhibition	100,000 00	01/29/19
Washington University Campus Box 1082 One Brookings Drive St Louis, MO 63130		PC	2018/2019 Trustees Annual Giving program	25,000 00	04/09/19
Washington University Campus Box 1082 One Brookings Drive St Louis, MO 63130		PC	Mildred Lane Kemper Art Museum Expansion	1,000,000 00	06/11/19
Webster University 470 E Lockwood Ave St Louis, MO 63119		PC	William T Kemper Foundation Teaching Excellence Awards	32,000 00	08/07/19

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Westminster College 501 Westminster Ave Fulton, MO 65251-1299		PC	National Churchill Museum 50th Anniversary Campaign	12,500 00	10/08/19
William Jewell College 500 College Hill Liberty, MO 64068-1896		PC	Restoration of the original main entrance and changes that will improve the connection between the campus and the community (Phase III)	500,000 00	12/06/18
Wonderscope Inc 5700 King St Shawnee, KS 66203		PC	Capital Campaign for New Museum Facility and Exhibits	100,000 00	01/29/19
World Pediatric Project 755 S New Ballas Rd , Ste 140 St Louis, MO 63141		PC	Treasures in Paradise	5,000 00	02/11/19
Wornall-Majors House Museums Inc 6115 Wornall Rd Kansas City, MO 64113		PC	The Learning Landscape	50,000 00	01/29/19
Young Men's Christian Association of Greater Kansas City 3100 Broadway, Ste 1020 Kansas City, MO 64111-2413		PC	Capital campaign for Downtown YMCA	750,000 00	12/17/18
Youth Entrepreneurs Inc 4111 E 37th St N , Ste D101 Wichita, KS 67220		PC	Cardinal Ritter College Prep High School Program	50,000 00	04/09/19
Youth Symphony Association of Kansas City Inc 209 W 18th St Kansas City, MO 64108		PC	Orchestral education program 60th anniversary season and Anniversary Finale commission	18,000 00	04/09/19
Total Contributions for the Year				14,271,418 75	

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