



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning APR 1, 2010, and ending MAR 31, 2011

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

Name of foundation <b>KEMPER AND LEILA WILLIAMS FOUNDATION, INC.</b>		A Employer identification number <b>23-7336090</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>533 ROYAL STREET</b>	Room/suite	B Telephone number <b>(504) 556-7659</b>
City or town, state, and ZIP code <b>NEW ORLEANS, LA 70130</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>372,257,320.</b> (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		1,007,808.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		63,301.	63,301.	63,301.	Statement 1
4 Dividends and interest from securities		5,259,124.	5,259,124.	5,259,124.	Statement 2
5a Gross rents		510,856.	510,856.	510,856.	Statement 3
b Net rental income or (loss) 408,204.					Statement 4
6a Net gain or (loss) from sale of assets not on line 10		10,061,912.			
b Gross sales price for all assets on line 6a 52,570,326.					
7 Capital gain net income (from Part IV, line 2)			10,061,912.		
8 Net short-term capital gain				26,231.	
9 Income modifications					
10a Gross sales less returns and allowances 374,260.					Statement 5
b Less: Cost of goods sold 145,580.					
c Gross profit or (loss)		228,680.		228,680.	
11 Other income 2011 1,286,777.		1,286,777.	1,100,838.	1,286,777.	Statement 6
12 Total. Add lines 1 through 11		18,418,458.	16,996,031.	7,374,969.	
13 Compensation of officers, directors, trustees, etc		484,500.	0.	0.	484,500.
14 Other employee salaries and wages		3,368,812.	0.	0.	3,368,812.
15 Pension plans, employee benefits		663,109.	0.	0.	663,109.
16a Legal fees Stmt 7 49,101.		49,101.	0.	0.	49,101.
b Accounting fees Stmt 8 22,453.		22,453.	0.	0.	22,453.
c Other professional fees Stmt 9 798,187.		798,187.	744,687.	744,687.	53,499.
17 Interest					
18 Taxes Stmt 10 368,425.		368,425.	58,033.	58,033.	277,548.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings 35,164.		35,164.	0.	0.	35,164.
22 Printing and publications 473,817.		473,817.	0.	0.	473,817.
23 Other expenses Stmt 11 3,307,004.		3,307,004.	101,425.	101,425.	3,205,579.
24 Total operating and administrative expenses. Add lines 13 through 23		9,570,572.	904,145.	904,145.	8,633,582.
25 Contributions, gifts, grants paid 58,884.		58,884.			58,884.
26 Total expenses and disbursements. Add lines 24 and 25		9,629,456.	904,145.	904,145.	8,692,466.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements 8,789,002.		8,789,002.			
b Net investment income (if negative, enter -0-)			16,091,886.		
c Adjusted net income (if negative, enter -0-)				6,470,824.	

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			135,311.	150,819.	150,819.
	2 Savings and temporary cash investments			41,214,401.	37,635,299.	37,635,299.
	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 ▶ 1,705,000.					
	Less: allowance for doubtful accounts ▶ 0.			2,049,897.	1,705,000.	1,705,000.
	8 Inventories for sale or use			170,187.	144,388.	144,388.
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations Stmt 13			30,067,384.	29,025,442.	30,195,804.
	b Investments - corporate stock Stmt 14			113,513,431.	126,832,970.	213,208,998.
	c Investments - corporate bonds Stmt 15			16,208,883.	13,947,857.	15,515,766.
11 Investments - land, buildings, and equipment basis ▶ 3,537,389.						
Less: accumulated depreciation ▶			3,537,389.	3,537,389.	4,560,400.	
12 Investments - mortgage loans						
13 Investments - other Stmt 16			10,945,279.	10,885,766.	9,526,309.	
14 Land, buildings, and equipment: basis ▶ 21,209,601.						
Less: accumulated depreciation ▶			18,895,243.	21,209,601.	26,807,363.	
15 Other assets (describe ▶ Statement 17)			26,465,345.	27,793,444.	32,807,174.	
16 Total assets (to be completed by all filers)				263,202,750.	272,867,975.	372,257,320.
Liabilities	17 Accounts payable and accrued expenses			28,090.	23,122.	
	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 ▶ Statement 18)			550,000.	550,000.	
	23 Total liabilities (add lines 17 through 22)			578,090.	573,122.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			262,624,660.	272,294,853.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg., and equipment fund					
	29 Retained earnings, accumulated income, endowment, or other funds					
	30 Total net assets or fund balances			262,624,660.	272,294,853.	
	31 Total liabilities and net assets/fund balances			263,202,750.	272,867,975.	

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	262,624,660.
2 Enter amount from Part I, line 27a	2	8,789,002.
3 Other increases not included in line 2 (itemize) ▶ See Statement 12	3	881,191.
4 Add lines 1, 2, and 3	4	272,294,853.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	272,294,853.

**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.)
<b>1a SEE SCHEDULE #3 - SHORT-TERM</b>	P	Various	Various
<b>b SEE SCHEDULE #3 - LONG-TERM</b>	P	Various	Various
<b>c SHORT-TERM GAINS FROM PASS-THROUGH ENTITIES</b>	P	Various	Various
<b>d LONG-TERM GAINS FROM PASS-THROUGH ENTITIES</b>	P	Various	Various
<b>e</b>			

(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)
<b>a 2,991,011.</b>		<b>2,989,470.</b>	<b>1,541.</b>
<b>b 49,547,395.</b>		<b>39,518,944.</b>	<b>10,028,451.</b>
<b>c 24,690.</b>			<b>24,690.</b>
<b>d 7,230.</b>			<b>7,230.</b>
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(f) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>1,541.</b>
<b>b</b>			<b>10,028,451.</b>
<b>c</b>			<b>24,690.</b>
<b>d</b>			<b>7,230.</b>
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	<b>10,061,912.</b>
<b>3</b> 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	{ }	<b>3</b>	<b>26,231.</b>

**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 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))
2009	9,257,372.	246,559,418.	.037546
2008	9,951,418.	255,487,037.	.038951
2007	13,119,125.	296,390,471.	.044263
2006	9,661,372.	287,920,483.	.033556
2005	9,107,324.	273,205,994.	.033335

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.187651</b>
<b>3</b> 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	<b>3</b>	<b>.037530</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	<b>274,779,705.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>10,312,482.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>160,919.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>10,473,401.</b>
<b>8</b> 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.	<b>8</b>	<b>11,006,823.</b>

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	160,919.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	160,919.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	160,919.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	52,000.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	150,000.
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	202,000.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	41,081.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 41,081. Refunded <input type="checkbox"/>			

**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 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?		
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) <input checked="" type="checkbox"/> LA		
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 2010 or the taxable year beginning in 2010 (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

N/A

**KEMPER AND LEILA WILLIAMS  
FOUNDATION, INC.**

23-7336090

Page 5

**Part VII-A Statements Regarding Activities** (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.hnoc.org</u>	13	X	
14	The books are in care of ► <u>MICHAEL COHN, CFO</u> Telephone no. ► <u>504/556-7659</u> Located at ► <u>533 ROYAL STREET, NEW ORLEANS, LA</u> ZIP+4 ► <u>70130</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010.)	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 2010?	4b	X

Form 990-PF (2010)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

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

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
See Statement 19		484,500.	16,407.	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
ALFRED LEMMON	DIR, WMS RESEARCH CTR			
1935 VALENCE ST., NEW ORLEANS, LA	40.00	120,060.	6,003.	0.
MICHAEL COHN - 2806 URSULINES AVE.,	CFO			
NEW ORLEANS, LA 70119	40.00	111,780.	11,178.	0.
JOHN H. LAWRENCE	DIR., CURATORIAL PROGRAMS			
526 MARENGO ST., NEW ORLEANS, LA	40.00	82,950.	16,644.	0.
JACK PRUITT - 539 DUMAINE, APT. B,	DIR., DEVELOPMENT			
NEW ORLEANS, LA 70116	40.00	85,000.	4,250.	0.
MARGARET K. SLIMP - 1328 HARMONY	DIR., FINANCE			
ST., NEW ORLEANS, LA 70115	40.00	80,042.	8,971.	0.
Total number of other employees paid over \$50,000			▶	25

Form 990-PF (2010)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
VILLERE & CO., INVESTMENT ADVISORS - 601 POYDRAS ST., SUITE 1808, NEW ORLEANS, LA	INVESTMENT ADVISOR	371,383.
CITIBANK SMITH BARNEY 399 PARK AVE., NEW YORK, NY 10022	INVESTMENT ADVISOR	240,973.
JPMORGAN CHASE, NA 201 ST. CHARLES AVE., NEW ORLEANS, LA 70170	BANKING/CUSTODIAL	163,425.
TANA COMAN 7726 SYCAMORE STREET, NEW ORLEANS, LA 70118	GRAPHIC DESIGN	90,878.
KOCH & WILSON 1100 JACKSON AVE., NEW ORLEANS, LA 70130	ARCHITECTURAL SERVICES	64,162.

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

1

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 THE HISTORIC NEW ORLEANS COLLECTION - SEE SCHEDULE #5 FOR DETAILS	8,633,582.
2	
See Statement 20	45,384.
3	
See Statement 21	12,000.
4	
See Statement 22	1,500.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3 NONE	0.
	0.
<b>Total.</b> Add lines 1 through 3	0.

Form 990-PF (2010)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	268,636,808.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	143,782.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	10,183,578.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	278,964,168.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	278,964,168.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	4,184,463.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	274,779,705.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	13,738,985.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	8,692,466.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	2,314,357.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	11,006,823.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	160,919.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	10,845,904.

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

**Part XIII Undistributed Income** (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only				
<b>b</b> Total for prior years:				
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$				
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)				
<b>d</b> Applied to 2010 distributable amount				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions				
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7				
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

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

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

11/15/99

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

☒ 4942(j)(3) or ☐ 4942(j)(5)

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

Tax year (a) 2010	Prior 3 years			(e) Total
	(b) 2009	(c) 2008	(d) 2007	
6,470,824.	5,824,692.	7,317,688.	12,485,399.	32,098,603.
5,500,200.	4,950,988.	6,220,035.	10,612,589.	27,283,813.

- b** 85% of line 2a

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

11,006,823.	9,309,076.	10,021,877.	13,285,759.	43,623,535.
-------------	------------	-------------	-------------	-------------

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

0.	0.	0.	0.	0.
----	----	----	----	----

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

Subtract line 2d from line 2c

11,006,823.	9,309,076.	10,021,877.	13,285,759.	43,623,535.
-------------	------------	-------------	-------------	-------------

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

- a** "Assets" alternative test - enter:

- (1) Value of all assets

				0.
--	--	--	--	----

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

				0.
--	--	--	--	----

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

9,159,323.	8,218,647.	8,516,235.	9,879,683.	35,773,888.
------------	------------	------------	------------	-------------

- c** "Support" alternative test - enter:

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

				0.
--	--	--	--	----

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

				0.
--	--	--	--	----

- (3) Largest amount of support from an exempt organization

				0.
--	--	--	--	----

- (4) Gross investment income

				0.
--	--	--	--	----

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see the instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

NOT APPLICABLE

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

NOT APPLICABLE

- c** Any submission deadlines:

NOT APPLICABLE

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

NOT APPLICABLE

**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
<b>a Paid during the year</b>				
RICHARD CAMPANELLA 725 CONGRESS STREET NEW ORLEANS, LA 70117	NONE	N/A	AWARD BEST PUBLISHED WORK ON LOUISIANA HISTORY	1,500.
EMILY CLARK - TULANE UNIVERSITY - DIANE WOEST FELLOWSHIP - 5510 LAUREL STREET NEW ORLEANS, LA	NONE	N/A	FELLOWSHIPS AWARDED TO SCHOLARS PURSUING RESEARCH PR	4,000.
JOHN M. HUFFMAN - HARVARD UNIVERSITY - DIANE WOEST FELLOWSHIP - 14 DICKSON STREET SOMERVILLE, MA	NONE	N/A	FELLOWSHIPS AWARDED TO SCHOLARS PURSUING RESEARCH PR	4,000.
SUZANNE RIVECCA, SAN FRANCISCO - DIANE WOEST FELLOWSHIP - 701 MANGELS AVENUE SAN FRANCISCO, CA	NONE	N/A	FELLOWSHIPS AWARDED TO SCHOLARS PURSUING RESEARCH PR	4,000.
ST. MARY PARISH POLICE JURY FRANKLIN, LA 70538	NONE	NONE	ASSIST IN FUNDING OF PARK OPERATIONS	45,384.
<b>Total</b>				<b>58,884.</b>
<b>b Approved for future payment</b>				
None				
<b>Total</b>				<b>0.</b>





**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

**2010**

Name of the organization

KEMPER AND LEILA WILLIAMS  
FOUNDATION, INC.

Employer identification number

23-7336090

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)( ) (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

## Name of organization

KEMPER AND LEILA WILLIAMS  
FOUNDATION, INC.

## Employer identification number

23-7336090

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	See Schedule #1  SEE SCHEDULE #1	\$ 360,417.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	See Schedule #1  SEE SCHEDULE #1	\$ 374,065.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

KEMPER AND LEILA WILLIAMS  
FOUNDATION, INC.

Employer identification number

23-7336090

**Part II Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SEE SCHEDULE #1	\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

KEMPER AND LEILA WILLIAMS  
FOUNDATION, INC.

23-7336090

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

---



---

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

---

Source	Amount
INTEREST FROM PASS-THROUGHS	40,916.
TEMPORARY INVESTMENTS	22,385.
Total to Form 990-PF, Part I, line 3, Column A	63,301.

---



---

Form 990-PF Dividends and Interest from Securities Statement 2

---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS FROM PASS-THROUGHS	489,812.	0.	489,812.
SECURITIES	4,769,312.	0.	4,769,312.
Total to Fm 990-PF, Part I, ln 4	5,259,124.	0.	5,259,124.

---



---

Form 990-PF Rental Income Statement 3

---

Kind and Location of Property	Activity Number	Gross Rental Income
PARKING LOT	1	
FARM	2	54,318.
525 Chartres St.	4	288,538.
516-20-24 Royal St.	5	168,000.
Total to Form 990-PF, Part I, line 5a		510,856.

---



---

Form 990-PF Rental Expenses Statement 4

---

Description	Activity Number	Amount	Total
REAL ESTATE TAX		35,977.	
- SubTotal -	1		35,977.
REAL ESTATE TAX		1,106.	
INSURANCE		2,157.	
- SubTotal -	2		3,263.

General Operating Expenses		18,337.	
INSURANCE		11,218.	
REAL ESTATE TAX		18,077.	
	- SubTotal -	4	47,632.
INSURANCE		6,427.	
REAL ESTATE TAX		2,873.	
General Operating Expenses		6,480.	
	- SubTotal -	5	15,780.
Total rental expenses			102,652.
Net rental Income to Form 990-PF, Part I, line 5b			408,204.

Form 990-PF	Income and Cost of Goods Sold Included on Part I, Line 10	Statement	5
-------------	--	-----------	---

## Income

1. Gross receipts . . . . .	374,260	
2. Returns and allowances . . . . .		
3. Line 1 less line 2 . . . . .		374,260
4. Cost of goods sold (line 15) . . . . .	145,580	
5. Gross profit (line 3 less line 4). . . . .		228,680
6. Other Income . . . . .		
7. Gross Income (add lines 5 and 6) . . . . .		228,680

## Cost of Goods Sold

8. Inventory at beginning of year . . . . .	170,187	
9. Merchandise purchased. . . . .	143,366	
10. Cost of labor. . . . .		
11. Materials and supplies . . . . .		
12. Other costs. . . . .		
13. Add lines 8 through 12 . . . . .		313,553
14. Inventory at end of year . . . . .	167,973	
15. Cost of goods sold (line 13 less line 14). .		145,580

Form 990-PF	Other Income		Statement	6
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
OIL & GAS ROYALTIES	1,007,810.	1,007,810.	1,007,810.	
INCOME FROM PASS-THROUGHS	92,801.	92,801.	92,801.	
ROYALTIES FROM PASS-THROUGHS	227.	227.	227.	
ADMISSIONS	26,057.	0.	26,057.	
BOOK SALES/PRODUCT ROY	12,399.	0.	12,399.	
DUPLICATION FEES	70,518.	0.	70,518.	
SPECIAL EVENTS	74,953.	0.	74,953.	
OTHER RECEIPTS-REFUNDS	2,012.	0.	2,012.	
Total to Form 990-PF, Part I, line 11	1,286,777.	1,100,838.	1,286,777.	

Form 990-PF	Legal Fees		Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL	49,101.	0.	0.	49,101.
To Fm 990-PF, Pg 1, ln 16a	49,101.	0.	0.	49,101.

Form 990-PF	Accounting Fees		Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	22,453.	0.	0.	22,453.
To Form 990-PF, Pg 1, ln 16b	22,453.	0.	0.	22,453.

Form 990-PF	Other Professional Fees			Statement 9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK TRUSTEE	178,331.	124,831.	124,831.	53,499.
INVESTMENT ADVISOR	612,356.	612,356.	612,356.	0.
ROYALTY VERIFICATION	7,500.	7,500.	7,500.	0.
To Form 990-PF, Pg 1, ln 16c	798,187.	744,687.	744,687.	53,499.

Form 990-PF	Taxes			Statement 10
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	264,461.	0.	0.	264,461.
FEDERAL EXCISE TAX PAID	32,844.	0.	0.	0.
REAL ESTATE TAX	13,087.	0.	0.	13,087.
REAL ESTATE TAX	35,977.	35,977.	35,977.	0.
REAL ESTATE TAX	1,106.	1,106.	1,106.	0.
REAL ESTATE TAX	18,077.	18,077.	18,077.	0.
REAL ESTATE TAX	2,873.	2,873.	2,873.	0.
To Form 990-PF, Pg 1, ln 18	368,425.	58,033.	58,033.	277,548.

Form 990-PF	Other Expenses			Statement 11
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SEE SCHEDULE #2	3,205,579.	0.	0.	3,205,579.
EXPENSES FROM PASS-THROUGH ENTITIES	56,806.	56,806.	56,806.	0.
INSURANCE	2,157.	2,157.	2,157.	0.
General Operating Expenses	18,337.	18,337.	18,337.	0.
INSURANCE	11,218.	11,218.	11,218.	0.
INSURANCE	6,427.	6,427.	6,427.	0.
General Operating Expenses	6,480.	6,480.	6,480.	0.
To Form 990-PF, Pg 1, ln 23	3,307,004.	101,425.	101,425.	3,205,579.

---



---

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement 12
-------------	--	--------------

---

Description	Amount
ART, BOOKS & MANUSCRIPTS ACQUIRED DURING YEAR	881,191.
Total to Form 990-PF, Part III, line 3	881,191.

---



---



---



---

Form 990-PF	U.S. and State/City Government Obligations	Statement 13
-------------	--	--------------

---

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. GOV. BONDS - SCH. #4	X		29,025,442.	30,195,804.
Total U.S. Government Obligations			29,025,442.	30,195,804.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			29,025,442.	30,195,804.

---



---



---



---

Form 990-PF	Corporate Stock	Statement 14
-------------	-----------------	--------------

---

Description	Book Value	Fair Market Value
CORPORATE STOCK - SCH. #4	126,832,970.	213,208,998.
Total to Form 990-PF, Part II, line 10b	126,832,970.	213,208,998.

---



---



---



---

Form 990-PF	Corporate Bonds	Statement 15
-------------	-----------------	--------------

---

Description	Book Value	Fair Market Value
CORPORATE BONDS - SCH. #4	13,947,857.	15,515,766.
Total to Form 990-PF, Part II, line 10c	13,947,857.	15,515,766.

---



---



Form 990-PF	Other Investments	Statement	16
Description	Valuation Method	Book Value	Fair Market Value
OTHER INVESTMENTS	COST	10,885,766.	9,526,309.
Total to Form 990-PF, Part II, line 13		10,885,766.	9,526,309.

Form 990-PF	Other Assets	Statement	17
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
MINERAL INTEREST	423,165.	423,165.	3,917,778.
ART, BOOKS & MANUSCRIPTS	26,042,180.	27,370,279.	28,889,396.
To Form 990-PF, Part II, line 15	26,465,345.	27,793,444.	32,807,174.

Form 990-PF	Other Liabilities	Statement	18
Description	BOY Amount	EOY Amount	
SET-ASIDE APPROVED 2/27/2008	550,000.	550,000.	
Total to Form 990-PF, Part II, line 22	550,000.	550,000.	

Form 990-PF                      Part VIII - List of Officers, Directors                      Statement 19  
    Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
MARY LOUISE CHRISTOVICH 2520 PRYTANIA ST. NEW ORLEANS, LA 70130	BOARD CHAIRMAN 5.00	48,000.	0.	0.
JOHN E. WALKER 108 W. WILLIAM DAVID PARKWAY METAIRIE, LA 70005	DIRECTOR 5.00	48,000.	0.	0.
R. ANDREW JARDINE 7003 LONGVUE DR. MANDEVILLE, LA 70448	VICE PRESIDENT OF BOARD 5.00	48,000.	0.	0.
HILTON S. BELL 909 POYDRAS ST., SUITE 2300 NEW ORLEANS, LA 70112	DIRECTOR 5.00	20,000.	0.	0.
E. ALEXANDRA STAFFORD 401 IONA ST. METAIRIE, LA 70005	DIRECTOR 5.00	48,000.	0.	0.
JOHN KALLENBORN 201 ST. CHARLES AVE., 28TH FLOOR NEW ORLEANS, LA 70170	DIRECTOR 5.00	0.	0.	0.
CHARLES A. SNYDER 909 POYDRAS ST., SUITE 2300 NEW ORLEANS, LA 70112	DIRECTOR (DECEASED) 17.00	69,000.	0.	0.
FRED M. SMITH 5000 FOLSE DR. METAIRIE, LA 70006	PRESIDENT OF BOARD 15.00	48,000.	0.	0.
PRISCILLA LAWRENCE 526 MARENGO ST. NEW ORLEANS, LA 70115	EXECUTIVE DIRECTOR 40.00	155,500.	16,407.	0.
Totals included on 990-PF, Page 6, Part VIII		484,500.	16,407.	0.

---

Form 990-PF	Summary of Direct Charitable Activities	Statement	20
-------------	---	-----------	----

---

Activity Two

ST. MARY PARISH POLICE JURY F/B/O THE KEMPER WILLIAMS PARK - THE KEMPER AND LEILA WILLIAMS FOUNDATION PROVIDES FINANCIAL ASSISTANCE TO OPERATE THE KEMPER WILLIAMS PARK SERVING RESIDENTS OF ST. MARY PARISH AND THE SURROUNDING AREA. CONSTRUCTION AND OPERATION OF THE PARK WERE PROVIDED FOR IN THE WILLS OF KEMPER AND LEILA WILLIAMS AND ACCOMPLISHED THROUGH AN ACT OF DONATION ON JULY 26, 1978. MONIES ARE PAID SEMI-ANNUALLY TO THE ST. MARY PARISH POLICE JURY AS THE PARK OPERATOR.

Expenses

To Form 990-PF, Part IX-A, line 2

45,384.

---

Form 990-PF	Summary of Direct Charitable Activities	Statement	21
-------------	---	-----------	----

---

Activity Three

THE DIANE WOEST FELLOWSHIP - THE DIANE WOEST FELLOWSHIP IS AWARDED TO SCHOLARS PURSUING RESEARCH PROJECTS IN LOUISIANA HISTORY THAT UTILIZE IN PART HOLDINGS AT THE HISTORIC NEW ORLEANS COLLECTION. IN FY 2011 FELLOWSHIP PAYMENTS WERE MADE TO EMILY CLARK, JOHN M. HUFFMAN AND SUZANNE RIVECCA.

Expenses

To Form 990-PF, Part IX-A, line 3

12,000.

---

Form 990-PF	Summary of Direct Charitable Activities	Statement	22
-------------	---	-----------	----

---

Activity Four

KEMPER WILLIAMS PRIZE - THE WILLIAMS PRIZE IS AWARDED EACH YEAR TO THE AUTHOR OF THE BEST PUBLISHED WORK ON LOUISIANA HISTORY. THE 2010 WILLIAMS PRIZE WAS AWARDED TO RICHARD CAMPANELLA.

Expenses

To Form 990-PF, Part IX-A, line 4

1,500.

**KEMPER AND LEILA WILLIAMS FOUNDATION**  
**23-7336090 FY 3-31-11 SCHEDULE #1**  
**DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION**  
**Cash Contributions of \$5,000 or More**

<b>Donated By</b>	<b>Date / Purpose</b>	<b>Amount</b>
Mr. David Kerstein The Helis Foundation 228 St. Charles Ave., Suite 912 New Orleans, LA 70130	12/22/2010 Acquisitions - Creole Person of Color	\$100,000.00
Ms. D. Patricia Riddlebarger Entergy Charitable Foundation PO Box 61000 New Orleans, LA 70161-1000	12/17/2010 Wetland Project	\$54,750.00
Mr. Michael Liebaert The Azby Fund 650 Poydras Street, Suite 2521 New Orleans, LA 70130	2/9/2011 Perrilliat House	\$50,000.00
Mr. Chris Fatzer Coypu Foundation Trust Whitney National Bank, Trustee 228 St. Charles Ave. New Orleans, LA 70130	10/14/2010 Antiques Forum	\$15,000.00
Mr. Shelby E. Russ, Jr. AOS 400 Poydras Street, Suite 1700 New Orleans, LA 70130	3/10/2011 Concerts in the Courtyard	\$15,000.00
Mr. Shelby E. Russ, Jr. AOS 400 Poydras Street, Suite 1700 New Orleans, LA 70130	4/5/2010 Concerts in the Courtyard	\$15,000.00
Mr. Hersh Cohen ClearBridge Advisors, LLC 620 8th Avenue, 48th Floor New York, NY 10018	10/5/2010 Symposium	\$10,000.00

Ms. Mignon Faget Mignon Faget 4300 Magazine St. New Orleans, LA 70115	8/31/2010 Membership	\$10,000.00
Mr. Charles Williams Williams, Inc. 228 St. Charles Avenue, Suite 1323 New Orleans, LA 70130-2646	12/16/2010 Furniture Book	\$8,000.00
Mr. Sandy J. Villere II St. Denis J. Villere & Company 601 Poydras Street Suite 1808 New Orleans, LA 70130-6308	3/31/2011 Symposium	\$7,500.00
Mr. Neal Alford Neal Auction Company, Inc. 4038 Magazine Street New Orleans, LA 70115	12/22/2010 Louisiana Furniture Book	\$7,500.00
Mr. Shelby E. Russ, Jr. AOS 400 Poydras Street, Suite 1700 New Orleans, LA 70130	2/1/2011 Louisiana Furniture Book	\$6,667.00
Mr. Henry Carrigee Carrigee Moore & Levy, LLP Suite 210 Latter Center West 2800 Veterans Memorial Blvd. Metairie, LA 70002-6112	11/2/2010 Exhibit Sponsorship	\$6,000.00
Ms. Anita Tillman Office of the Lieutenant Governor 1051 North Third Street, Rm 536 P. O. Box 44243 Baton Rouge, LA 70804-4243	7/20/2010 Antiques Forum	\$5,000.00
Mr. George E. Jordan, Mr. Michel G. Delhaise, Mr. John J. Sullivan, Esq. John Burton Harter Charitable Foundation Trust 745 Lakeside Drive Bridgeport, CT 6606	10/29/2010 Oral Histories	\$5,000.00

Mr. and Mrs. Brian Cheramie P. O. Box 458 Golden Meadow, LA 70357	2/14/2011 Membership	\$10,000.00
Mr. Byron Harrell Baptist Community Ministries 400 Poydras St. #2950 New Orleans, LA 70130-3245	3/22/2011 Membership	\$5,000.00
Mrs. Lawrence D. Garvey 140 W. Oakridge Park Metairie, LA 70005	2/2/2011 Membership	\$5,000.00
Mr. Paul J. Leaman, Jr. 2 Garden Lane New Orleans, LA 70124-1025	12/22/2010 Membership	\$5,000.00
Ms. E. Alexandra Stafford and Mr. Raymond Rathle 401 Iona St. Metairie, LA 70005	1/11/2011 Membership	\$5,000.00
Mr. John G. Turner and Mr. Jerry G. Fischer 2355 Olive St. Baton Rouge, LA 70806	1/20/2011 Membership	\$5,000.00
Mrs. Margaret B. Soniat 43 Warbler St. New Orleans, LA 70124-4401	12/22/2010 Membership	\$5,000.00
Mrs. Margaret B. Soniat 43 Warbler St. New Orleans, LA 70124-4401	8/9/2010 Membership	\$5,000.00
<b>Total Cash Contributions of \$5,000 or more</b>		<b>\$360,417</b>

**KEMPER AND LEILA WILLIAMS FOUNDATION**  
**23-7336090 FY 3-31-11 SCHEDULE #1**  
**DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION**  
**Non-Cash Contributions of \$5,000 or More**

Donated By	Date / Purpose	Amount
Belsom, Jack 721 Barracks St. New Orleans, Louisiana 70116	2010-09-08 Stereograph cards, two stereocard viewers, and the Albert Voss opera collection	\$ 9,265.00 (EV)
Carr, Mr. and Mrs. John D. 8580 Woodway, Unit 2307 Houston, Texas 77063	2010-07-30 Twenty four wax figures by the Vargas family	\$ 10,000.00 (EV)
Chamonal, Rodolphe Livres Anciens et Modernes 5, rue Drouot Paris, France 75009	2010-12-27 John Law Collection, addition; includes five (5) "Arrest Du Conseil D'Estat Du Roy"	\$ 5,000.00 (EV)
The Crescent Club P. O. Box 56337 New Orleans, Louisiana 70156	2010-09-03 Collection of approximately 403 float designs and two invitation designs for several years in the early 1970s, 1978, 1979, 1981, 1986-1989, 1990-1992 and 2000-2010	\$ 65,750.00 (EV)
di Santis, Francesco 7725 Cohn Street New Orleans, Louisiana 70118- 4136	2011-01-25 Original handwritten thoughts by Hurricane Katrina survivors, evacuees, rescuers, volunteer relief workers, and paid post- disaster workers, with a drawing of each individual's face done by Francesco di Santis	\$ 7,000.00 (EV)
Johnsen, Barbara V. 1417 Third St. New Orleans, Louisiana 70130	2010-12-27 Watercolor and gouache painting by George L. Viavant, entitled "Roost "	\$100,000.00 (EV)

LePetit Salon c/o Mrs. June Aiken 3625 St. Charles Ave. Apt. 4B New Orleans, Louisiana 70115	2010-07-12 Le Petit Salon records, including minutes, member lists, and financial records	\$ 5,000.00 (EV)
Musical Arts Society of N.O. c/o Mr. Daniel Weilbaeher Jr. 4515 Chestnut St. New Orleans, Louisiana 70115	2011-02-14 Musical Arts Society of New Orleans records, including minutes, correspondence, financial and legal documents, video recordings of performances, audio recordings of performances, posters, and ephemera related to the Musical Arts Society of New Orleans	\$ 6,000.00 (EV)
Nelson, Laura Simon P. O. Box 82615 Baton Rouge, Louisiana 70884- 2615	2010-12-29 Group of twenty-one pieces of Newcomb Pottery	\$ 60,000.00 (EV)
The Robert A. Katz Memorial Foundation c/o Mrs. Jan W. Katz 1671 Robert St. New Orleans, Louisiana 70124 And The Justice Fund c/o Dr. Walda Katz-Fishman 6617 Millwood Road Bethesda, Maryland 20817	2011-02-27 Portrait of William Moses: Three-quarter length portrait of a dark-haired man seated in frontal view against a dark brown ground	\$ 5,000.00 (EV)
Robertson, Robbie 8221 Birch St. New Orleans, Louisiana 70118	2010-04-25 John and Samuel McEnery papers	\$ 8,000.00 (EV)
Singer, Steven Max 176 East 81st Street 2D New York, New York 10028	2011-03-04 Artwork by Max Singer	\$ 5,000.00 (EV)
Stegemeyer, Stephen J. 6320 Loveland St. Metairie, Louisiana 70003	2010-10-19 Marie Finhold Streetcar Collection; documents, photographs, artifacts, and ephemera related to the history of streetcars in New Orleans	\$ 50,000.00 (EV)



Tennessee Williams/New Orleans Literary Festival 938 Lafayette St. Suite 514 New Orleans, Louisiana 70113	2010-07-13 Tennessee Williams/New Orleans Literary Festival Records, addition; Includes video on Betacam, VHS, and DVD of notable events that took place as part of the Tennessee Williams/New Orleans Literary Festival	\$ 8,000.00 (EV)
Thompson, Diane D. 3425 Prytania St. New Orleans, Louisiana 70115	2010-11-26 Model and photographs of the ferryboat/steamboat Ernestine	\$ 5,050.00 (EV)
Weddle, Robert S. 1181 County Rd. 1535 Bonham, Texas 75418-8414 By: Lemeé, Patty, Archival Trustee 2202 W. North Loop Blvd Apartment 251 Austin, Texas 78756	2010-09-13 Robert Samuel Weddle papers	\$ 5,000.00 (EV)
Ambassador and Mrs. Weinmann, John 29 Nassau Dr. Metairie, Louisiana 70005	2010-05-16 Silver water pitcher with beaded rim and beak;	\$ 20,000.00 (EV)
		\$374,065.00 (EV)
NON-CASH CONTRIBUTIONS (\$5,000.00 or more):		\$374,065.00

**SCHEDULE 2**

Kemper & Leila Williams Foundation  
23-7336090  
990-PF, Other Expenses  
FYE 3-31-2011

Description	Expenses Per Net Investment Books Income	Adjusted Net Income	Charitable Purposes
Schedule 2 Expenses			
Insurance Premiums	309,341.91		309,341.91
Memberships	15,039.50		15,039.50
Subscriptions	13,698.47		13,698.47
Parking	1,038.40		1,038.40
Postage & Freight	58,099.63		58,099.63
Moving/Storage	30,271.78		30,271.78
Repairs	22,914.32		22,914.32
Telephone	40,580.96		40,580.96
Utilities	205,112.93		205,112.93
Van	633.58		633.58
Courtyard/Grounds	4,467.99		4,467.99
Service/Maintenance Contr	127,663.91		127,663.91
Exhibits/Receptions	282,465.36		282,465.36
Software/Microfilm	100,958.54		100,958.54
Conservation	47,298.41		47,298.41
Advertising	265,604.71		265,604.71
Public Relations/Meetings	89,199.61		89,199.61
Dept. Operating Expenses	142,858.28		142,858.28
Art Acquisitions	881,192.09		881,192.09
Acquisitions Expenses	27,073.11		27,073.11
Office Equip/Furnishings	92,988.07		92,988.07
Collection Processing/Dev	16,357.88		16,357.88
Inventory Shrinkage	24,874.76		24,874.76
Ed. Outreach/Seminars	272,015.14		272,015.14
Capital Imp/Major Repairs	133,237.51		133,237.51
Expense/Williams Prize	592.59		592.59
Total Schedule 2 Expenses	3,205,579.44	-	3,205,579.44

**Kemper & Leila Williams Foundation**  
**Capital Gains and Losses**  
**23-7336090**  
**990-PF, Part IV, FYE 3/31/2011**  
**Schedule #3**

DESCRIPTION	PAR/SHARES	DATE		DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
		ACQUIRED					GAIN	(LOSS)	GAIN	(LOSS)
AAR Corp	27,000 00	Feb-08		16-Apr-10	\$678,582.21	\$730,409.79				(\$51,827.58)
AAR Corp	68,048 00	Oct-07		19-Apr-10	\$1,732,595.24	\$2,153,108.65				(\$420,513.41)
AAR Corp	51,952 00	Jan-08		20-Apr-10	\$1,330,218.83	\$1,574,038.18				(\$243,819.35)
AAR Corp	13,500 00	Nov-07		21-Apr-10	\$344,087.57	\$420,280.54				(\$76,192.97)
AAR Corp	19,500 00	Various		26-Apr-10	\$494,895.77	\$577,385.92				(\$82,490.15)
Lomas Series A Pool 60011	3.42	Feb-82		28-Apr-10	\$3.42	\$2.22			\$1.20	
Marcus Corp	20,000 00	Jan-04		21-Apr-10	\$265,439.50	\$351,331.95				(\$85,892.45)
Marcus Corp	20,000 00	Jan-04		22-Apr-10	\$262,693.54	\$351,331.65				(\$88,638.11)
Marcus Corp	20,000 00	Jan-04		23-Apr-10	\$262,673.54	\$351,331.61				(\$88,658.07)
Marcus Corp	20,000 00	Jan-04		26-Apr-10	\$261,739.56	\$351,331.57				(\$89,592.01)
Marcus Corp	20,000 00	Jan-04		27-Apr-10	\$266,405.48	\$351,331.57			\$84.48	(\$84,926.09)
Alleghany Corp	0.74	Feb-95		28-Apr-10	\$217.31	\$132.83				
GNMA Pool #562232	15,307.29	Feb-04		15-Apr-10	\$15,307.29	\$15,766.51			\$1.20	(\$459.22)
Lomas Series A Pool 60011	3.42	Feb-82		28-Apr-10	\$3.42	\$2.22			\$49,773.99	
US Treasury NTS 4/15/2010	5,147,685.00	Oct-04		19-Apr-10	\$5,147,685.00	\$5,097,911.01			\$1.21	
Lomas Series A Pool 60011	3.45	Feb-82		26-May-10	\$3.45	\$2.24				
Marcus Corp	20,000 00	Jan-04		5-May-10	\$263,727.52	\$351,331.58				(\$87,604.06)
Marcus Corp	20,000 00	Jan-04		6-May-10	\$260,823.57	\$351,331.59				(\$90,508.02)
Marcus Corp	20,000 00	Jan-04		7-May-10	\$252,651.71	\$351,331.57				(\$98,679.86)
Marcus Corp	20,000 00	Jan-04		10-May-10	\$248,845.78	\$351,331.57				(\$102,485.79)
Marcus Corp	20,000 00	Jan-04		11-May-10	\$243,063.87	\$351,331.54				(\$108,267.67)
Marcus Corp	9,200 00	Jan-04		12-May-10	\$107,177.26	\$161,612.65				(\$54,435.39)
Marcus Corp	20,000 00	Jan-04		13-May-10	\$239,639.93	\$351,331.56				(\$111,691.63)
Marcus Corp	20,000 00	Jan-04		14-May-10	\$239,407.94	\$351,331.48				(\$111,923.54)
Marcus Corp	20,000 00	Jan-04		17-May-10	\$243,111.87	\$351,331.36				(\$108,219.49)
Marcus Corp	20,000 00	Jan-04		18-May-10	\$242,967.88	\$351,331.66				(\$108,363.78)
Marcus Corp	10,800 00	Jan-04		19-May-10	\$128,923.89	\$189,718.66			\$90.01	(\$60,794.77)
Alleghany Corp	123.06	Feb-95		20-May-10	\$123.06	\$33.05				
GNMA Pool #562232	15,981.96	Feb-04		17-May-10	\$15,981.96	\$16,461.42			\$1.21	(\$479.46)
Lomas Series A Pool 60011	3.45	Feb-82		26-May-10	\$3.45	\$2.24			\$1.22	
Lomas Series A Pool 60011	3.48	Feb-82		28-Jun-10	\$3.48	\$2.26				
Pioneer Natural Resources	30,200 00	Jun-09		30-Jun-10	\$1,955,830.66	\$810,849.16			\$1,144,981.50	
Anadarko Petroleum	10,000 00	Various		18-Jun-10	\$429,692.72	\$198,177.04			\$231,515.68	(\$435.96)
GNMA Pool #562232	14,532.12	Feb-04		15-Jun-10	\$14,532.12	\$14,968.08				
Hershey Co	3,936 00	Jul-00		18-Jun-10	\$197,895.97	\$66,986.07			\$130,909.90	

**Kemper & Leila Williams Foundation**  
**Capital Gains and Losses**

23-7336090

**990-PF, Part IV, FYE 3/31/2011**  
**Schedule #3**

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
Hershey Co	1,064 00	Jul-89	18-Jun-10	\$53,496 27	\$16,866 89			\$36,629 38	
Lomas Series A Pool 60011	3 48	Feb-82	28-Jun-10	\$3 48	\$2 26			\$1 22	
McGraw Hill Co	15,000 00	Various	4-Jun-10	\$422,778 34	\$130,532 81			\$292,245 53	
Whitney Holding Corp	3,039 00	Jan-80	9-Jun-10	\$33,771 84	\$9,204 58			\$24,567 26	
Whitney Holding Corp	27,336 00	Jan-80	9-Jun-10	\$303,779 83	\$82,795 42			\$220,984 41	
Frontier Communications	0 79	Sep-95	12-Jul-10	\$5 82	\$6 05				(\$0 23)
GNMA Pool #562232	7,828 83	Feb-04	15-Jul-10	\$7,828 83	\$8,063 69				(\$234 86)
Lomas Series A Pool 60011	3 51	Feb-82	26-Jul-10	\$3 51	\$2 28			\$1 23	
US Treasury Strip 5/15/2011	300,000 00	Various	14-Jul-10	\$298,947 00	\$298,947 00	\$0 00			
US Treasury Strip 5/15/2011	2,700,000 00	Various	14-Jul-10	\$2,690,523 00	\$2,690,523 00	\$0 00			
Lomas Series A Pool 60011	3 51	Feb-82	26-Jul-10	\$3 51	\$2 28			\$1 23	
American Vanguard	10,000 00	Jun-06	12-Aug-10	\$84,998 55	\$157,040 66				(\$72,042 11)
First Union Natl Bank 8/18/2010	2,150,000 00	Apr-09	18-Aug-10	\$2,150,000 00	\$2,258,274 00				(\$108,274 00)
Henry Jack & Assoc	50,000 00	Jun-06	9-Aug-10	\$1,291,313 14	\$968,905 02			\$322,408 12	
Henry Jack & Assoc	50,000 00	Jun-06	10-Aug-10	\$1,287,328 20	\$942,382 38			\$344,945 82	
Henry Jack & Assoc	50,000 00	Mar-95	12-Aug-10	\$1,290,898 14	\$89,092 73			\$1,201,805 41	
Lomas Series A Pool 60011	3 54	Feb-82	26-Aug-10	\$3 54	\$2 30			\$1 24	
GNMA Pool #562232	7,911 06	Feb-04	16-Aug-10	\$7,911 06	\$8,148 39				(\$237 33)
Lomas Series A Pool 60011	3 54	Feb-82	26-Aug-10	\$3 54	\$2 30			\$1 24	
US Treasury 4 125% 8/15/2010	1,999,000 00	May-07	16-Aug-10	\$1,999,000 00	\$1,972,528 87			\$26,471 13	
US Treasury 4 125% 8/15/2010	1,000 00	May-07	16-Aug-10	\$1,000 00	\$986 76			\$13 24	
Lomas Series A Pool 60011	3 57	Feb-82	29-Sep-10	\$3 57	\$2 32			\$1 25	
El Paso Corp	1,000 00	Dec-08	29-Sep-10	\$1,167 50	\$947 50			\$220 00	
El Paso Corp	24,000 00	Dec-08	29-Sep-10	\$28,020 00	\$22,740 00			\$5,280 00	
GNMA Pool #562232	10,653 36	Feb-04	15-Sep-10	\$10,653 36	\$10,972 96				(\$319 60)
Lomas Series A Pool 60011	3 57	Feb-82	29-Sep-10	\$3 57	\$2 32			\$1 25	
Verisign	13,499 00	Dec-05	21-Sep-10	\$424,178 66	\$368,879 39			\$55,299 27	
Verisign	1,501 00	Jul-08	21-Sep-10	\$47,165 87	\$34,151 11			\$13,014 76	
Weyerhaeuser	0 61	May-08	8-Sep-10	\$9 76	\$39 78				(\$30 02)
Delphi Class Action Settlement			3-Sep-10	\$1,361 53	\$0 00			\$1,361 53	
AIG Class Action Settlement			29-Sep-10	\$179 95	\$0 00			\$179 95	
GNMA Pool #562232	8,539 80	Feb-04	15-Oct-10	\$8,539 80	\$8,795 99				(\$256 19)
Lomas Series A Pool 60011	3 60	Feb-82	26-Oct-10	\$3 60	\$2 34			\$1 26	
Lomas Series A-Pool 60011	3 60	Feb-82	26-Oct-10	\$3 60	\$2 34			\$1 26	
Henry Jack & Assoc	77,300 00	Mar-95	9-Nov-10	\$2,171,737 66	\$152,254 29			\$2,019,483 37	

**Kemper & Leila Williams Foundation**  
**Capital Gains and Losses**  
**23-7336090**  
**990-PF, Part IV, FYE 3/31/2011**  
**Schedule #3**

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
3-D Systems	5,100.00	Sep-01	10-Nov-10	\$142,593.58	\$62,564.80			\$80,028.78	
General Mills	10,000.00	Jul-02	16-Nov-10	\$357,721.94	\$199,300.00			\$158,421.94	
GNMA Pool #562232	8,095.41	Feb-04	15-Nov-10	\$8,095.41	\$8,338.27				(\$242.86)
International Paper	1,001.00	Nov-05	16-Nov-10	\$25,173.92	\$31,923.32				(\$6,749.40)
International Paper	8,999.00	Nov-05	16-Nov-10	\$226,313.82	\$286,990.37				(\$60,676.55)
Johnson & Johnson	10,000.00	Jun-83	16-Nov-10	\$636,693.23	\$25,249.69			\$611,443.54	
Eli Lilly	6,000.00	Jan-01	16-Nov-10	\$209,342.45	\$465,478.00				(\$256,135.55)
LSI Corp	50,000.00	Various	16-Nov-10	\$274,930.31	\$269,133.46			\$5,796.85	
Travelers Co. Jr Sub 3/15/2067	100,000.00	Dec-08	9-Nov-10	\$105,000.00	\$67,000.00			\$38,000.00	
Abbott Labs	5,000.00	Apr-07	10-Dec-10	\$234,206.03	\$285,433.00				(\$51,226.97)
GNMA Pool #562232	10,943.37	Feb-04	15-Dec-10	\$10,943.37	\$11,271.67				(\$328.30)
Lomas Series A Pool 60011	14.60	Feb-82	10-Dec-10	\$14.60	\$9.46			\$5.14	
American Vanguard	6,878.00	Jun-06	6-Dec-10	\$47,113.49	\$106,607.66				(\$59,494.17)
American Vanguard	1,803.00	Jun-06	7-Dec-10	\$12,350.33	\$27,946.14				(\$15,595.81)
American Vanguard	58,457.00	Various	8-Dec-10	\$403,966.06	\$631,464.52				(\$227,498.46)
American Vanguard	54,000.00	Dec-03	9-Dec-10	\$375,072.21	\$429,282.26				(\$54,210.05)
American Vanguard	59,400.00	Dec-03	10-Dec-10	\$416,030.51	\$472,210.43				(\$56,179.92)
American Vanguard	50,000.00	Dec-03	13-Dec-10	\$349,459.05	\$397,483.52				(\$48,024.47)
American Vanguard	30,337.00	Dec-03	14-Dec-10	\$211,035.74	\$241,169.16				(\$30,133.42)
American Vanguard	26,000.00	Dec-03	15-Dec-10	\$179,994.93	\$206,691.43				(\$26,696.50)
American Vanguard	42,498.00	Dec-03	16-Dec-10	\$296,919.97	\$337,845.08				(\$40,925.11)
American Vanguard	54,361.00	Various	17-Dec-10	\$391,648.03	\$432,152.09				(\$40,504.06)
American Vanguard	1,471.00	Dec-03	20-Dec-10	\$10,591.01	\$11,693.96				(\$1,102.95)
American Vanguard	15,221.00	Dec-03	22-Dec-10	\$109,589.33	\$121,001.94				(\$11,412.61)
American Vanguard	15,223.00	Dec-03	23-Dec-10	\$109,603.73	\$121,017.81				(\$11,414.08)
American Vanguard	55,217.00	Dec-03	23-Dec-10	\$397,555.63	\$438,876.95				(\$41,321.32)
Henry Jack & Assoc	23,000.00	Mar-95	6-Dec-10	\$648,924.81	\$40,982.61			\$607,942.20	
Henry Jack & Assoc	10,739.00	Mar-95	7-Dec-10	\$303,984.81	\$19,135.29			\$284,849.52	
Henry Jack & Assoc	38,961.00	Mar-95	7-Dec-10	\$1,102,854.25	\$69,422.82			\$1,033,431.43	
Lomas Series A Pool 60011	14.60	Feb-82	10-Dec-10	\$14.60	\$9.46			\$5.14	
GNMA Pool #562232	8,509.26	Feb-04	18-Jan-11	\$8,509.26	\$8,764.54				(\$255.28)
Johnson & Johnson	10,000.00	Jun-83	28-Jan-11	\$609,160.29	\$25,249.69			\$583,910.60	
US Treasury 3.50% due 1/15/11	2,513,740.00	Apr-02	20-Jan-11	\$2,513,740.00	\$2,545,504.83				(\$31,764.83)
PHI Non Voting	200,000.00	Jun-05	31-Jan-11	\$4,091,921.28	\$5,117,370.95				(\$1,025,449.67)
Wells Fargo New	150,000.00	May-91	24-Jan-11	\$4,773,238.23	\$426,136.36			\$4,347,101.87	

**Kemper & Leila Williams Foundation**  
**Capital Gains and Losses**  
**23-7336090**  
**990-PF, Part IV, FYE 3/31/2011**  
**Schedule #3**

DESCRIPTION	PAR/SHARES	DATE		DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
		ACQUIRED					GAIN	(LOSS)	GAIN	(LOSS)
Worldcom Class Action Settlement				11-Jan-11	\$76 30	\$0 00			\$76 30	
GNMA Pool #562232	18,190 17	Feb-04		15-Feb-11	\$18,190 17	\$18,735 88				(\$545 71)
Gulf Island Fabrication	13,000 00	Feb-06		8-Mar-11	\$424,203 94	\$303,784 45			\$120,419 49	
Gulf Island Fabrication	10,000 00	Feb-06		10-Mar-11	\$330,859 63	\$233,680 01			\$97,179 62	
Gulf Island Fabrication	3,700 00	Feb-06		14-Mar-11	\$127,510 64	\$86,461 59			\$41,049 05	
Gulf Island Fabrication	3,500 00	Feb-06		24-Mar-11	\$111,827 75	\$81,787 98			\$30,039 77	
Gulf Island Fabrication	15,800 00	Various		25-Mar-11	\$505,193 70	\$320,852 67			\$184,341 03	
Gulf Island Fabrication	16,400 00	Nov-97		30-Mar-11	\$525,463 93	\$271,092 98			\$254,370 95	
Gulf Island Fabrication	3,900 00	Nov-97		31-Mar-11	\$124,880 66	\$63,800 53			\$61,080 13	
GNMA Pool #562232	7,683 24	Feb-04		15-Mar-11	\$7,683 24	\$7,913 74				(\$230 50)
JPMorgan Total Return Fd Dist	Cap Gains Distribution			15-Dec-10	\$1,463 94		\$1,416 62		\$47 32	
Vanguard Bond Index Fund	Cap Gains Distribution			23-Mar-11	\$3,164 53		\$124 93		\$3,039 60	
TOTALS					\$52,538,406.44	\$42,508,414.38	\$1,541 55	\$0 00	\$14,664,862 23	(\$4,636,411 72)
NET GAIN									\$10,029,992.06	

SHORT-TERM

\$2,991,011 \$2,989,470 \$1,541

LONG-TERM

\$49,547,395 \$39,518,944

TOTAL GAIN

\$1,028,451

\$10,029,992

**Kemper & Leila Williams Foundation****23-7336090****990-PF Part II Schedule 4****FYE 3/31/2011**

## Government Bonds

**Shares or Par**

<b>Value</b>	<b>Asset Description</b>		<b>Book Value</b>	<b>Market Value</b>
3,054,690.00	U S TREAS INFL IDX 1.375% 1/15/20		3,039,686.85	3,202,903.56
2,397,740.00	U S TREAS INFL IDX 1.875% 7/15/13		2,346,512.31	2,593,491.49
3,673,890.00	U S TREAS INFL IDX 3.000% 7/15/12		3,792,292.04	3,935,066.84
3,720,150.00	U S TREAS INFL IDX 3.375% 1/15/12		3,720,038.46	3,898,605.60
2,722,760.00	U S TREAS INFL IDX 3.625% 4/15/28		3,215,740.88	3,511,516.34
5,000,000.00	U S TREAS NTS 1.375% 5/15/12		5,038,281.25	5,055,650.00
3,000,000.00	U S TREAS NTS 1.875% 6/30/15		3,007,734.30	2,998,350.00
2,000,000.00	U S TREAS NTS 2.125% 12/31/15		2,010,937.54	2,000,460.00
3,000,000.00	U S TREAS NTS 3.125% 5/15/19		2,854,218.00	2,999,760.00

Total - Government Bonds

\$29,025,441.63 \$30,195,803.83

## Corporate Bonds

**Shares or Par**

<b>Value</b>	<b>Asset Description</b>		<b>Book Value</b>	<b>Market Value</b>
2,000,000.00	GE CAP CORP MTN 5.720% 8/22/11		2,000,000.00	2,029,240.00
3,000,000.00	NEW YORK LIFE MTN 4.600% 4/15/13		2,963,670.00	3,187,560.00
3,000,000.00	PRAXAIR INC 4.375% 3/31/14		2,990,520.00	3,215,430.00
5,000,000.00	WHITNEY NATL BK NEW 5.875% 4/01/17		3,952,500.00	4,955,550.00
200,000.00	CABLEVISION SYS CORP 7.750% 4/15/18		202,500.00	216,000.00
25,000.00	EL PASO CORP 6.500% 9/15/20		23,687.50	26,909.25
739,262.67	GNMA POOL #562232X 5.000% 12/15/18		761,440.55	795,335.74
3,076.92	JPMORGAN TOTAL RETURN FUND SEL		32,000.00	31,938.46
17,844.21	JPMORGAN CORE BOND FUND		200,376.00	203,780.86
18,100.00	JPMORGAN MORTGAGE-BACKED SECURITIES		199,643.00	203,625.00
25,693.73	VANGUARD FXD INCM INTER-TERM FD ADM*		250,000.00	252,055.50
24,514.07	VANGUARD INTER TERM BD IDX FD SIGN*		251,520.38	271,861.08
12,000.00	VANGUARD TOTAL BD MKT IDX FD SIGN*		120,000.00	126,480.00

Total - Corporate Bonds

13,947,857.43 15,515,765.89

## Corporate Stocks

**Shares or Par**

<b>Value</b>	<b>Asset Description</b>		<b>Book Value</b>	<b>Market Value</b>
238.00	COMPANIA AZUCARERA CHUMBAGUA		685.45	-
394,900.00	3-D SYS CORP DEL		4,549,869.13	19,164,497.00
72,000.00	ABBOTT LABS		3,126,081.60	3,531,600.00
6,500.00	BANK AMER CORP NON CUM CONV PFD L		4,554,395.95	6,571,435.00
165,000.00	BE AEROSPACE INC		4,638,407.50	5,862,450.00
170,000.00	CARTER INC		4,682,077.90	4,867,100.00
300,000.00	EPIQ SYS INC		3,659,466.06	4,308,000.00
211,800.00	EURONET WORLDWIDE INC		3,959,069.95	4,094,094.00
63,000.00	FEDEX CORP		5,021,039.20	5,893,650.00
163,700.00	GULF IS FABRICATION INC		2,677,985.91	5,266,229.00
70,000.00	IBERIABANK CORP		3,506,945.36	4,209,100.00

**Kemper & Leila Williams Foundation****23-7336090****990-PF Part II Schedule 4****FYE 3/31/2011**

400,000.00	ION GEOPHYSICAL CORP	3,174,129.70	5,076,000.00
450,000.00	LUMINEX CORP DEL	8,248,742.99	8,442,000.00
65,000.00	MCDONALDS CORP	3,347,636.50	4,945,850.00
120,000.00	O REILLY AUTOMOTIVE INC NEW	3,924,633.00	6,895,200.00
100,000.00	PIONEER NAT RES CO	2,666,330.00	10,192,000.00
200,000.00	POOL CORP	4,639,723.86	4,822,000.00
118,650.00	RESOURCE BANKSHARES INC	1,695,000.00	2,573,518.50
900,000.00	SANDRIDGE ENERGY INC	4,702,707.40	11,520,000.00
80,000.00	SMUCKER J M CO NEW	4,950,760.00	5,711,200.00
160,000.00	SUPERIOR ENERGY SVCS INC	3,736,295.84	6,560,000.00
135,000.00	VARIAN MED SYS INC	6,512,236.67	9,131,400.00
75,000.00	VISA INC CL A	5,316,070.50	5,521,500.00
44,000.00	3M CO	737,897.28	4,114,000.00
10,000.00	ABBOTT LABS	415,976.45	490,500.00
8,000.00	AIR PRODS & CHEMS INC	565,438.10	721,440.00
2,404.00	ALLEGHANY CORP DEL	181,563.80	795,516.78
2,000.00	AMAZON.COM INC	145,255.40	360,260.00
10,000.00	AMGEN INC	543,728.00	534,500.00
25,000.00	ANNALY CAP MGMT INC	418,985.00	436,250.00
606.00	AOL INC	30,968.34	11,835.18
500.00	APPLE INC	134,108.60	174,253.75
8,000.00	AT & T INC	34,864.52	244,880.00
4,575.00	BCE INC NEW	175,925.00	166,061.98
362.00	BELL ALIANT REGL COMM INCM UNIT 144A	10,863.62	-
60,000.00	BERKSHIRE HATHAWAY INC DEL CL B NEW	2,396,685.00	5,017,800.00
15,000.00	CANADIAN PAC RY LTD	114,916.11	963,405.00
4,000.00	CELGENE CORP	195,071.60	230,300.00
30,000.00	CENOVUS ENERGY INC	85,196.74	1,181,400.00
17,121.00	CHEVRON CORP	166,397.91	1,840,336.29
50,000.00	CHIMERA INVT CORP	154,892.50	198,000.00
30,000.00	CISCO SYS INC	563,860.50	514,500.00
30,000.00	COMCAST CORP NEW CL A SPL	668,178.84	696,600.00
10,000.00	CORNING INC	117,017.00	206,300.00
5,000.00	COSTCO WHSL CORP NEW	159,200.00	366,600.00
10,058.00	CVS CAREMARK CORP	258,774.08	345,190.56
30,000.00	DISNEY WALT CO	527,145.91	1,292,700.00
20,000.00	DOMINION RES INC VA NEW	447,400.00	894,000.00
30,000.00	DU PONT E I DE NEMOURS & CO	733,997.41	1,649,100.00
15,600.00	DUKE ENERGY HLDG CORP	210,197.38	283,140.00
30,000.00	EL PASO CORP	339,949.00	540,000.00
40,000.00	EMC CORP	694,604.36	1,062,400.00
30,000.00	ENCANA CORP	92,331.60	1,035,900.00
45,012.00	EXXON MOBIL CORP	254,556.61	3,786,859.56
100.00	FREEPORT-MCMORAN COPPER & GOLD	5,603.00	5,555.00
4,800.00	FRONTIER COMMUNICATIONS CORP	36,037.76	39,456.00
60,000.00	GENERAL ELEC CO	1,132,395.00	1,203,000.00
10,000.00	GENERAL MILLS INC	199,300.00	365,500.00
5,000.00	GLAXOSMITHKLINE PLC SPONSORED ADR	194,480.00	192,050.00
4,000.00	GRAINGER W W INC	279,672.00	550,720.00
6,000.00	HARRIS CORP DEL	283,437.60	297,600.00
15,000.00	HEINZ H J CO	556,762.00	732,300.00



**Kemper & Leila Williams Foundation****23-7336090****990-PF Part II Schedule 4****FYE 3/31/2011**

10,000.00	HERSHEY CO	87,839.52	543,500.00
35,000.00	HOME DEPOT INC	1,122,443.00	1,297,100.00
40,000.00	INTEL CORP	262,575.00	807,200.00
25,000.00	INTERNATIONAL BUSINESS MACHS CORP	1,088,353.74	4,076,750.00
5,000.00	J P MORGAN CHASE CAP XII PFD TR SEC	103,472.90	126,700.00
30,000.00	JOHNSON & JOHNSON	75,749.04	1,777,500.00
2,000.00	JOHNSON CTLS INC	81,737.00	83,140.00
17,000.00	KIMBERLY CLARK CORP	802,323.42	1,109,590.00
15,000.00	KRAFT FOODS INC CL A	481,900.00	470,400.00
60,000.00	MDU RES GROUP INC	320,212.93	1,378,200.00
3,000.00	METLIFE INC PFD SER B 6.50%	45,537.00	74,580.00
100,000.00	MICROSOFT CORP	2,231,219.21	2,539,000.00
2,000.00	MONSANTO CO NEW	198,061.00	144,520.00
1,000.00	MOSAIC CO	78,600.70	78,750.00
25,000.00	NATIONAL FUEL GAS CO N J	774,974.00	1,850,000.00
20,000.00	NISOURCE INC	417,668.00	383,600.00
5,000.00	NORFOLK SOUTHN CORP	166,349.50	346,350.00
5,000.00	NOVARTIS AG SPONS ADR	283,085.00	271,750.00
5,000.00	NUCOR CORP	223,532.00	230,100.00
10,000.00	OCCIDENTAL PETE CORP	482,636.00	1,044,900.00
8,000.00	PENNEY J C INC	236,386.50	287,280.00
15,135.00	PFIZER INC	105,336.48	307,391.85
15,000.00	PPG INDS INC	881,985.00	1,428,150.00
35,312.00	PROCTER & GAMBLE CO	914,302.37	2,175,219.20
5,000.00	RAYTHEON CO NEW	198,598.00	254,350.00
5,000.00	ROYAL DUTCH SHELL PLC SPONS ADR A	99,095.43	364,300.00
14,000.00	SCANA CORP NEW	367,485.20	551,180.00
22,000.00	SCHLUMBERGER LTD	283,347.50	2,051,720.00
10,000.00	SOUTHERN CO	348,165.50	381,100.00
30,000.00	SPECTRA ENERGY CORP	736,513.62	815,400.00
10,000.00	TEXAS INSTRS INC	173,800.00	345,600.00
1,673.00	TIME WARNER CABLE INC	149,673.83	119,351.82
6,666.00	TIME WARNER INC NEW NEW	423,406.04	237,976.20
30,000.00	TRAVELERS COS INC	1,168,179.00	1,784,400.00
1,500.00	UNION PAC CORP	146,983.80	147,495.00
20,000.00	UNITED PARCEL SVC INC CL B	1,255,734.60	1,486,400.00
20,000.00	VERIZON COMMUNICATIONS	534,721.21	770,800.00
20,000.00	WAL MART STORES INC	610,340.58	1,041,000.00
8,000.00	WASTE MGMT INC DEL	270,184.80	298,720.00
25,000.00	WEYERHAEUSER CO	656,559.39	615,000.00
5,000.00	WILLIAMS COS INC	104,540.00	155,900.00
20,000.00	WINDSTREAM CORP	285,438.00	257,600.00

**Total - Corporate Stocks****126,832,970.30 213,208,997.67**

**KEMPER AND LEILA WILLIAMS FOUNDATIONS**  
**23-7336090 FY 3/31/11 SCHEDULE #5**  
**PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES**

**1. MAJOR EXHIBITIONS, WILLIAMS GALLERY & ROYAL STREET LOCATIONS**

**Title:** *Between Colony and State: Louisiana's Territorial Period, 1803—1812\**

**Exhibition Dates:** September 30, 2009—May 2, 2010

**Exhibition Curators:** John H. Lawrence, John Magill, Pamela Arceneaux

**Programming:** Annual symposium; commissioned concert themed to the period from the Louisiana Philharmonic Orchestra; numerous off-site presentations by the curators

**Publications:** An illustrated booklet with complete checklist was published. A 20 minute video involving interviews with additional experts and exploring other issues was produced and aired in the exhibition.

**Media:** Regional newspaper articles; local radio and television coverage and newspaper articles.

*\* Begun in previous FY and continued into FY11*

**Title:** *Katrina +5: Documenting Disaster*

**Exhibition Dates:** May 12—September 12, 2010

**Exhibition Curators:** John H. Lawrence, John Magill, Mark Cave

**Programming:** Numerous off-site presentations by the curators

**Publications:** Exhibition brochure

**Media:** Regional newspaper articles; local radio and television coverage and newspaper articles.

**Title:** *Mignon Faget: A Life in Art and Design‡*

**Exhibition Dates:** September 22, 2010—January 2, 2011

**Exhibition Curators:** Judith H. Bonner

**Programming:** On stage interview with Mignon Faget conducted by William Fagaly; Round table discussion on the topic of "Designing Women" in New Orleans (Lin Emery, Dawn Dedeaux, Mignon Faget, Emery Clark. Scott Hutcheson, Mayoral Cultural Advisor, moderator)

**Publications:** Exhibition catalogue with biographical data and critical essay by the exhibition's curator.

**Media:** Regional newspaper articles; local radio and television coverage and newspaper articles.

*‡ Exhibition to travel to Louisiana State Museum in Baton Rouge, though not under THNOC sponsorship.*

**Title:** *Julien Hudson: Free Artist of Color in Pre-Civil War New Orleans\*\**

**Exhibition Dates:** January 2011—May 2011

**Exhibition Curators:** William Rudolph (Worcester Art Museum); Erin Greenwald (THNOC)

**Programming:** Annual symposium; commissioned concert themed to the period from the Louisiana Philharmonic Orchestra (LPO); gallery talks to different groups

**Publications:** Exhibition Catalogue (part of THNOC's artist monograph series); program guide to concert; educational DVD and teacher guide published jointly with the LPO.

**Media:** Regional newspaper articles; local radio and television coverage and newspaper articles.

*\*\*Concluded in FY12*

## 2. MAJOR EXHIBITIONS, OTHER LOCATIONS

### EXHIBITIONS AT THE WILLIAMS RESEARCH CENTER (410 CHARTRES STREET)

**Title:** *Louisiana and Cuba: Multiple Perspectives*

**Exhibition Dates:** January 2010—May, 2010

**Exhibition Curator:** Amanda McFillen

**Other:** Part of a citywide series of events connecting Louisiana to Cuba

**Title:** *Dogs in My Life: The Photographs of John Tibule Mendes*

**Exhibition Dates:** December 2009—May 2010

**Exhibition Curators:** John H. Lawrence and Jude Solomon

**Programming:** book signing; PhotoNOLA lecture (December 2009)

**Publications:** *Dogs in My Life* (UNO Press)

**Media:** Radio interview with John H. Lawrence

**Title:** *Furniture from the Collection of Magnolia Mound Plantation*

**Exhibition Dates:** August 10—December 11, 2010

**Exhibition Curators:** John H. Lawrence (THNOC); H. Parrott Bacot (Magnolia Mound)

**Media:** Local and regional newspaper coverage.

**Title:** *Drawn to Life: Al Hirschfeld and the Theater of Tennessee Williams*

**Exhibition Dates:** January 11, 2011—April 3, 2011

**Exhibition Curators:** Mark Cave (THNOC) and David Leopold (Al Hirschfeld Foundation)

**Programming:** Film Series (Spring 2011); Tennessee Williams Festival sessions; Tennessee Williams Scholars Conference; gallery talks

**Publications:** Exhibition catalogue

**Media:** Extensive coverage in print, radio, and television outlets, locally, regionally, and nationally.

### EXHIBITIONS AT THE NEW ORLEANS MUSEUM OF ART

**Title:** *Women Artists in Louisiana, 1965-2010: A Place of Their Own (Part II)*

**Exhibition Dates:** March 17—September 19, 2010

**Exhibition Curators:** Judith H. Bonner (THNOC), E. John Bullard (NOMA)

**Programming:** Curators' talks

**Publications:** None specifically by THNOC; an essay by THNOC curator Judith Bonner was published by NOMA in the *Arts Quarterly*.

**Title:** *Residents and Visitors: Twentieth Century Photographs of Louisiana*

**Exhibition Dates:** September 30, 2010-May 1, 2011

**Exhibition Curators:** John H. Lawrence (THNOC), E. John Bullard (NOMA)

**Programming:** Curators' talks

**Publications:** None specifically by THNOC; an essay by THNOC curator John Lawrence was published by NOMA in the *Arts Quarterly* (Fall 2010).

#### TRAVELING EXHIBITIONS:

**Title:** *Julien Hudson: Free Artist of Color in Pre-Civil War New Orleans*

**Locations:** Gibbes Art Gallery, Charleston, SC; Worcester Art Museum, Worcester, MA

**Exhibition Dates:** Summer—Winter, 2011-12

**Title:** *Les Suds Profonds d'Amerique (The American Deep South)†*

**Locations:** Musée Fabre (Montpellier, France); Hôtel Fontfreyde – Centre photographique, (Clermont-Ferrand, France)

**Exhibition Dates:** October 2010—June 2011

**Exhibition Curator:** Gilles Mora

**Programming:** Presentation on New Orleans photography by John H. Lawrence (THNOC) in Montpellier.

**Publications:** Exhibition catalogue

**Publicity:** Various media outlets in France

† THNOC lent 50 works by Clarence John Laughlin to this project dedicated to three photographers.

#### SIXTEENTH ANNUAL WILLIAMS RESEARCH CENTER SYMPOSIUM

**Title:** *History, Identity, Legacy: Free People of Color in Louisiana*

**Date:** February 5, 2011

**Site:** Omni Royal Orleans, Grand Ballroom

**Attendance:** 450+

#### PROGRAMS OUTSIDE OF EXHIBITIONS:

##### Annual Public Lectures and Programs:

ELEVENTH ANNUAL BILL RUSSELL LECTURE: *On the Road with George Lewis*

LES COMEDIENS FRANCAIS LECTURE: *Poesie et Musique: The Tradition of New Orleans Free People of Color.* Dana Kress and Jean-Baptiste Monnot

TENNESSEE WILLIAMS NEW ORLEANS LITERARY FESTIVAL: Hosting of the Tennessee Williams Master Classes in connection with the Tennessee Williams Festival, and plenary sessions with panelists.

CONCERTS IN THE COURTYARD: Seasonal outdoor concerts by New Orleans musicians, Spring and Fall Series (7 in all).

THIRD ANNUAL NEW ORLEANS ANTIQUES FORUM: Theme: *Furnishing Louisiana*

BOOK SIGNINGS THROUGHOUT THE YEAR: On subjects of interest to Louisiana history and culture.

##### Collaborative Programs:

*Tennessee Williams Scholars Conference* with Middle Tennessee State University (March 2010).

Lectures by Steven Wilkes and Michael Kenna, with **PhotoNOLA** (December 2010).

*Beans + Rice: A Culinary and Cultural Odyssey* a daylong program on foodways co-sponsored with **Dillard University**. (June 2010)

The 2010 Kemper & Leila Williams Prize in Louisiana History was awarded by THNOC and the **Louisiana Historical Association** to *Lincoln and New Orleans* by Richard Campanella.

See also detailed listing of exhibitions with the **New Orleans Museum of Art**.

#### **Publications:**

THNOC published the annual *Tennessee Williams Review*.

THNOC published a monograph on New Orleans painter Julien Hudson as part of the Louisiana Artist Series.

THNOC published four issues of the *Quarterly*.

THNOC published *Furnishing Louisiana: Creole and Acadian Styles, 1735-1835*

THNOC published *Unfinished Blue: Memories of a New Orleans Music Man* as part of the musician's monograph series.

Exhibition publications as mentioned in exhibition section above.

**School and Special Groups:** Special tours of the Louisiana History galleries were given to school groups from Louisiana and other states at no charge, as well as to groups related to professional associations visiting New Orleans (e.g., librarians, archivists, etc.).

**Educational Outreach:** The Education Department conducted workshops for area teachers, the education curator and staff produced age appropriate activities in the field for the project *In the Slow Blink of an Alligator's Eye, Wetlands Vanish*.

### **3. Exhibition Visitation and Use of Collections**

Visitors to Royal Street and Chartres Street exhibitions:	29,886
Visitors to Royal Street taking guided tours:	6,412
Patron usage of the Williams Research Center Collections (on site and remote):	3,305

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

<b>Type or print</b>	Name of exempt organization <b>KEMPER AND LEILA WILLIAMS FOUNDATION, INC.</b>	<b>Employer identification number</b> <b>23-7336090</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. <b>533 ROYAL STREET</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>NEW ORLEANS, LA 70130</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**MICHAEL COHN, CFO**

- The books are in the care of ► **533 ROYAL STREET - NEW ORLEANS, LA 70130**

Telephone No ► **504/556-7659**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **November 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year \_\_\_\_\_ or
- ☒ tax year beginning **APR 1, 2010**, and ending **MAR 31, 2011**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$ <b>202,000.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$ <b>52,000.</b>
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>3c</b>	\$ <b>150,000.</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2011)