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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning APR 1, 2012, and ending MAR 31, 2013

Name of foundation

KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.

A Employer identification number

23-7336090

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

533 ROYAL STREET

Room/suite

B Telephone number

(504) 556-7659

City or town, state, and ZIP code

NEW ORLEANS, LA 70130

C If exemption application is pending check here ☐

G Check all that apply:

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

H Check type of organization.

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)

J Accounting method:

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

\$ 417,296,522. (Part I, column (d) must be on cash basis)

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		1,634,322.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		49,057.	49,057.	49,057.	Statement 1
4 Dividends and interest from securities		6,208,437.	6,208,437.	6,208,437.	Statement 2
5a Gross rents		551,591.	551,591.	551,591.	Statement 3
b Net rental income or (loss) 460,556.					Statement 4
6a Net gain or (loss) from sale of assets not on line 10		32,736,697.			
b Gross sales price for all assets on line 6a 86,098,853.					
7 Capital gain net income (from Part IV, line 2)			32,736,697.		
8 Net short-term capital gain				4,708,018.	
9 Income modifications					
10a Gross sales less returns and allowances 319,805.					Statement 5
b Less Cost of goods sold 142,072.					
c Gross profit or (loss)		177,733.		177,733.	
11 Other income		985,881.	786,811.	985,881.	Statement 6
12 Total. Add lines 1 through 11		42,343,718.	40,332,593.	12,680,717.	
13 Compensation of officers, directors, trustees, etc.		480,000.	0.	0.	480,000.
14 Other employee salaries and wages		3,912,474.	0.	0.	3,912,474.
15 Pension plans, employee benefits		742,399.	0.	0.	742,399.
16a Legal fees Stmt 7		67,313.	0.	0.	67,313.
b Accounting fees Stmt 8		24,663.	0.	0.	24,663.
c Other professional fees Stmt 9		1,087,269.	1,022,512.	1,022,512.	64,757.
17 Interest					
18 Taxes Stmt 10		1,577,430.	51,596.	51,596.	1,525,834.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		56,875.	0.	0.	56,875.
22 Printing and publications		367,900.	0.	0.	367,900.
23 Other expenses Stmt 11		4,891,531.	136,377.	136,377.	3,905,154.
24 Total operating and administrative expenses. Add lines 13 through 23		13,207,854.	1,210,485.	1,210,485.	11,147,369.
25 Contributions, gifts, grants paid		49,178.			49,178.
26 Total expenses and disbursements. Add lines 24 and 25		13,257,032.	1,210,485.	1,210,485.	11,196,547.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		29,086,686.			
b Net investment income (if negative, enter -0-)			39,122,108.		
c Adjusted net income (if negative, enter -0-)				11,470,232.	

KEMPER AND LEILA WILLIAMS

Form 990-PF (2012)

FOUNDATION, INC.

23-7336090

Page 2

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		70,318.	259,609.	259,609.
	2	Savings and temporary cash investments		34,276,120.	38,726,905.	38,728,505.
	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 ▶	1,753,434.			
		Less: allowance for doubtful accounts ▶	0.	1,753,434.	1,753,434.	1,753,434.
	8	Inventories for sale or use		121,702.	114,540.	114,540.
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations Stmt 13		28,857,949.	25,257,096.	28,259,680.
	b	Investments - corporate stock Stmt 14		151,048,925.	183,971,722.	269,230,734.
	c	Investments - corporate bonds Stmt 15		9,261,459.	4,751,981.	6,009,899.
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		11,880,534.	11,001,173.	10,494,760.	
14	Land, buildings, and equipment: basis ▶	23,760,224.				
	Less: accumulated depreciation ▶		23,221,521.	23,760,224.	21,615,069.	
15	Other assets (describe ▶ Statement 17)		29,115,013.	30,980,570.	36,269,892.	
16	Total assets (to be completed by all filers)		293,144,364.	324,114,643.	417,296,522.	
Liabilities	17	Accounts payable and accrued expenses		22,135.	21,971.	
	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)		100,000.	850,000.	
23	Total liabilities (add lines 17 through 22)		122,135.	871,971.		
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		293,022,229.	323,242,672.	
	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		293,022,229.	323,242,672.		
31	Total liabilities and net assets/fund balances		293,144,364.	324,114,643.		

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	293,022,229.
2	Enter amount from Part I, line 27a	2	29,086,686.
3	Other increases not included in line 2 (itemize) ▶ See Statement 12	3	1,133,757.
4	Add lines 1, 2, and 3	4	323,242,672.
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	323,242,672.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	782,442.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	782,442.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	782,442.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	812,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	812,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	30,058.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 30,058. Refunded <input checked="" type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 type="checkbox"/> \$ 0. (2) On foundation managers. <input 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 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 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 2012 or the taxable year beginning in 2012 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2012 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 2012.) 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 2012?	4b	X

Form 990-PF (2012) **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 ☒

Organizations relying on a current notice regarding disaster assistance check here

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No

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

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		480,000.	17,509.	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	127,720.	11,176.	0.
MICHAEL COHN - 2806 URSULINES AVE.,	CFO			
NEW ORLEANS, LA 70119	40.00	119,274.	11,928.	0.
JOHN H. LAWRENCE - 539 DUMAINE, APT.	DIR., CURATORIAL PROGRAMS			
B, NEW ORLEANS, LA 70116	40.00	94,500.	18,783.	0.
JESSICA DORMAN	DIR., PUBLICATIONS			
3716 CAMP ST., NEW ORLEANS, LA 70115	40.00	94,500.	10,395.	0.
JACK PRUITT - 1328 HARMONY ST., NEW	DIR., DEVELOPMENT			
ORLEANS, LA 70115	40.00	90,640.	4,532.	0.
Total number of other employees paid over \$50,000				27

Form 990-PF (2012)

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 CLEARBRIDGE ADVISORS	INVESTMENT ADVISOR	388,078.
620 8TH AVE., NEW YORK, NY 10018 JPMORGAN CHASE, NA	INVESTMENT ADVISOR	361,437.
201 ST. CHARLES AVE., NEW ORLEANS, LA 70170 MORGAN STANLEY SMITH BARNEY	ACCOUNT MANAGEMENT FEES	205,326.
450 LEXINGTON AVE., NEW YORK, NY 10017 WAGGONNER & BALL ARCHITECTS	INVESTMENT ADVISOR	114,397.
2200 PRYTANIA ST., NEW ORLEANS, LA 70130	ARCHITECTURAL FEES	64,001.
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	11,147,369.
2 See Statement 20	35,678.
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.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	327,927,785.
b	Average of monthly cash balances	1b	124,426.
c	Fair market value of all other assets	1c	10,232,012.
d	Total (add lines 1a, b, and c)	1d	338,284,223.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	338,284,223.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,074,263.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	333,209,960.
6	Minimum investment return Enter 5% of line 5	6	16,660,498.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	11,196,547.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	311,825.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	850,000.
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	12,358,372.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	12,358,372.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years.				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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	Prior 3 years			
(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total

11,470,232.	6,907,645.	6,470,824.	5,824,692.	30,673,393.
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- b 85% of line 2a

9,749,697.	5,871,498.	5,500,200.	4,950,988.	26,072,384.
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- c Qualifying distributions from Part XII, line 4 for each year listed

12,358,372.	10,425,020.	11,006,823.	9,309,076.	43,099,291.
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- 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.

12,358,372.	10,425,020.	11,006,823.	9,309,076.	43,099,291.
-------------	-------------	-------------	------------	-------------

- 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

11,106,999.	10,132,565.	9,159,323.	8,218,647.	38,617,534.
-------------	-------------	------------	------------	-------------

- 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 instructions.)**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

- a The name, address, and telephone number or e-mail 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

KEMPER AND LEILA WILLIAMS

Form 990-PF (2012)

FOUNDATION, INC.

23-7336090 Page 11

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
LAWRENCE N. POWELL 6823 ST. CHARLES AVENUE NEW ORLEANS, LA 70118	NONE	N/A	AWARD BEST PUBLISHED WORK ON LOUISIANA HISTORY.	1,500.
DAVID SCHLITT 320 S. 7TH ST. ANN ARBOR, MI 48103	NONE	N/A	FELLOWSHIP AWARDED TO SCHOLARS PURSUING RESEARCH PROJECTS.	2,000.
JAY D. EDWARDS 1759 SILLMAN DRIVE BATON ROUGE, LA 70808	NONE	N/A	FELLOWSHIP AWARDED TO SCHOLARS PURSUING RESEARCH PROJECTS.	4,000.
EBERHARD L. FABER 517 SONIAT ST. NEW ORLEANS, LA 70115	NONE	N/A	FELLOWSHIP AWARDED TO SCHOLARS PURSUING RESEARCH PROJECTS.	4,000.
CAMERON STRANG 273 DAVID'S TRACE PISGAH FOREST, NC 28768	NONE	N/A	FELLOWSHIP AWARDED TO SCHOLARS PURSUING RESEARCH PROJECTS.	2,000.
Total	See continuation sheet(s)			▶ 3a 49,178.
b Approved for future payment				
None				
Total				▶ 3b 0.

23-7336090

3 Grants and Contributions Paid During the Year (Continuation)

223631
05-01-12

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
				58,722.
				16,254.
				38,684.
				84,294.
				1,116.
		14	49,057.	
		14	6,208,437.	
		16	485,339.	<24,783.>
		14	786,811.	
		18	32,736,697.	
				177,733.
	0.		40,266,341.	352,020.
				40,618,361.

12

Part XVII

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

May the IRS discuss this return with the preparer shown below (see instr.)?

☐ Yes ☐ No

Date _____

Title

Preparer's signature

Date

PTIN	
------	--

Curl North

08/11/13

P00069141

Firm's EIN ▶ 72-1074180

Phone no. (504) 586-0050

223622
12-05-12

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

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

OMB No 1545-0047

2012

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 foundationCheck 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, total 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 total 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 Part I, 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) (2012)

Name of organization KEMPER AND LEILA WILLIAMS FOUNDATION, INC.	Employer identification number 23-7336090
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>See Schedule #1</u> <u>SEE SCHEDULE #1</u>	\$ <u>470,675.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	<u>See Schedule #1</u> <u>SEE SCHEDULE #1</u>	\$ <u>887,555.</u>	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)

Employer identification number

23-7336090

[illegible]

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 that total 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) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(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	9,193.
TEMPORARY INVESTMENTS	39,864.
Total to Form 990-PF, Part I, line 3, Column A	49,057.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS FROM PASS-THROUGHS	55,627.	0.	55,627.
SECURITIES	6,152,810.	0.	6,152,810.
Total to Fm 990-PF, Part I, ln 4	6,208,437.	0.	6,208,437.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
PARKING LOT	1	
FARM	2	79,346.
525 Chartres St.	4	304,245.
516-20-24 Royal St.	5	168,000.
Total to Form 990-PF, Part I, line 5a		551,591.

Form 990-PF Rental Expenses Statement 4

Description	Activity Number	Amount	Total
REAL ESTATE TAX		24,783.	
- SubTotal -	1		24,783.
REAL ESTATE TAX		1,053.	
INSURANCE		2,450.	
- SubTotal -	2		3,503.

General Operating Expenses		13,275.	
INSURANCE		11,520.	
REAL ESTATE TAX		22,331.	
	- SubTotal -	4	47,126.
INSURANCE		6,254.	
REAL ESTATE TAX		3,429.	
General Operating Expenses		5,940.	
	- SubTotal -	5	15,623.
Total rental expenses			91,035.
Net rental Income to Form 990-PF, Part I, line 5b			460,556.

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

1. Gross receipts	319,805	
2. Returns and allowances		
3. Line 1 less line 2		319,805
4. Cost of goods sold (line 15)	142,072	
5. Gross profit (line 3 less line 4).		177,733
6. Other Income		
7. Gross Income (add lines 5 and 6)		177,733

Cost of Goods Sold

8. Inventory at beginning of year	121,702	
9. Merchandise purchased.	134,910	
10. Cost of labor.		
11. Materials and supplies		
12. Other costs.		
13. Add lines 8 through 12		256,612
14. Inventory at end of year	114,540	
15. Cost of goods sold (line 13 less line 14). .		142,072

Form 990-PF	Other Income	Statement	6
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
OIL & GAS ROYALTIES	507,662.	507,662.	507,662.
INCOME FROM PASS-THROUGHS	279,149.	279,149.	279,149.
ADMISSIONS	58,722.	0.	58,722.
BOOK SALES/PRODUCT ROY	16,254.	0.	16,254.
DUPLICATION FEES	38,684.	0.	38,684.
SPECIAL EVENTS	84,294.	0.	84,294.
OTHER INCOME	1,116.	0.	1,116.
Total to Form 990-PF, Part I, line 11	985,881.	786,811.	985,881.

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	67,313.	0.	0.	67,313.
To Fm 990-PF, Pg 1, ln 16a	67,313.	0.	0.	67,313.

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	24,663.	0.	0.	24,663.
To Form 990-PF, Pg 1, ln 16b	24,663.	0.	0.	24,663.

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	215,857.	151,100.	151,100.	64,757.
INVESTMENT ADVISOR	863,912.	863,912.	863,912.	0.
ROYALTY VERIFICATION	7,500.	7,500.	7,500.	0.
To Form 990-PF, Pg 1, ln 16c	1,087,269.	1,022,512.	1,022,512.	64,757.

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	306,652.	0.	0.	306,652.
FEDERAL EXCISE TAX PAID	1,203,562.	0.	0.	1,203,562.
REAL ESTATE TAX	15,620.	0.	0.	15,620.
REAL ESTATE TAX	24,783.	24,783.	24,783.	0.
REAL ESTATE TAX	1,053.	1,053.	1,053.	0.
REAL ESTATE TAX	22,331.	22,331.	22,331.	0.
REAL ESTATE TAX	3,429.	3,429.	3,429.	0.
To Form 990-PF, Pg 1, ln 18	1,577,430.	51,596.	51,596.	1,525,834.

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	4,755,154.	0.	0.	3,905,154.
EXPENSES FROM PASS-THROUGH ENTITIES	96,938.	96,938.	96,938.	0.
INSURANCE	2,450.	2,450.	2,450.	0.
General Operating Expenses	13,275.	13,275.	13,275.	0.
INSURANCE	11,520.	11,520.	11,520.	0.
INSURANCE	6,254.	6,254.	6,254.	0.
General Operating Expenses	5,940.	5,940.	5,940.	0.
To Form 990-PF, Pg 1, ln 23	4,891,531.	136,377.	136,377.	3,905,154.

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

Description	Amount
ART, BOOKS & MANUSCRIPTS ACQUIRED DURING YEAR	906,880.
SET-ASIDE FUNDS USED FOR BUILDING IMPROVEMENTS	100,000.
ADJUSTMENTS TO COST BASIS OF 400 - 408 CHARTRES	126,877.
Total to Form 990-PF, Part III, line 3	1,133,757.

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		25,257,096.	28,259,680.
Total U.S. Government Obligations			25,257,096.	28,259,680.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			25,257,096.	28,259,680.

Form 990-PF Corporate Stock Statement 14

Description	Book Value	Fair Market Value
CORPORATE STOCK - SCH. #4	183,971,722.	269,230,734.
Total to Form 990-PF, Part II, line 10b	183,971,722.	269,230,734.

Form 990-PF Corporate Bonds Statement 15

Description	Book Value	Fair Market Value
CORPORATE BONDS - SCH. #4	4,751,981.	6,009,899.
Total to Form 990-PF, Part II, line 10c	4,751,981.	6,009,899.

Form 990-PF	Other Investments	Statement	16
Description	Valuation Method	Book Value	Fair Market Value
OTHER INVESTMENTS	COST	11,001,173.	10,494,760.
Total to Form 990-PF, Part II, line 13		11,001,173.	10,494,760.

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	28,691,848.	30,557,405.	32,352,114.
To Form 990-PF, Part II, line 15	29,115,013.	30,980,570.	36,269,892.

Form 990-PF	Other Liabilities	Statement	18
Description	BOY Amount	EOY Amount	
SET-ASIDE APPROVED 2/27/2008	100,000.	0.	
SET-ASIDE APPROVED 2/28/2013	0.	850,000.	
Total to Form 990-PF, Part II, line 22	100,000.	850,000.	

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 19

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
MARY LOU 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	48,000.	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.
FRED M. SMITH 5000 FOLSE DR. METAIRIE, LA 70006	PRESIDENT OF BOARD 15.00	60,000.	0.	0.
PRISCILLA LAWRENCE 526 MARENGO ST. NEW ORLEANS, LA 70115	EXECUTIVE DIRECTOR 40.00	180,000.	17,509.	0.
Totals included on 990-PF, Page 6, Part VIII		480,000.	17,509.	0.

Form 990-PF	Summary of Direct Charitable Activities	Statement	20
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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

35,678.

Form 990-PF	Summary of Direct Charitable Activities	Statement	21
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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 2013 FELLOWSHIP PAYMENTS WERE MADE TO DAVID SCHLITT, JAY D. EDWARDS, EBERHARD L. FABER AND CAMERON STRANG.

Expenses

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

12,000.

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

KEMPER WILLIAMS PRIZE - THE WILLIAMS PRIZE IS AWARDED EACH YEAR TO THE AUTHOR OF THE BEST PUBLISHED WORK ON LOUISIANA HISTORY. THE 2012 WILLIAMS PRIZE WAS AWARDED TO LAWRENCE N. POWELL.

Expenses

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

1,500.

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2013 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
The Helis Foundation Mr. David Kerstein 228 St. Charles Avenue Suite 912 New Orleans, LA 70130	12/21/2012 Acquisition– Basin Street Cemetary Conservation – Previous Helis purchases	200,000.00
Mrs. William K. Christovich 2520 Prytania Avenue New Orleans, LA 70130	12/31/2012 Establishment of William K. Christovich Publications Fund	50,000.00
The Azby Fund Mr. Michael Liebaert 650 Poydras Street Suite 2521 New Orleans, LA 70130	1/14/2013 Perrilliat House	50,000.00
Estate of Fred W. Todd c/o Mr. Julie G. Hardaway 1177 NE Loop 40 San Antonio, TX 78209	8/6/2012 Establishment of Fred W. Todd Fund	37,500.00
Estate of Louis Flanagan c/o Mr. Steven E. Hayes PO Box 931 Metairie, LA 70004	4/10/2012 Unsolicited Donation	22,394.13
AOS Mr. Shelby E. Russ, Jr. 400 Poydras Street, Suite 1700 New Orleans, LA 70130	3/4/2013 Sponsorship - Concerts In The Courtyard	15,000.00
Mr. & Mrs. Brian Cheramie PO Box 458 Golden Meadow, LA 70357	8/6/2012 Membership	10,000.00

Mrs. Lawrence D. Garvey 140 W. Oakridge Park Metairie, LA 70005	3/21/2013 Membership	10,000.00
ClearBridge Advisors, LLC Mr. Hersh Cohen 620 8th Avenue, 48th Floor New York, NY 10018	11/19/2012 Sponsorship - Symposium	10,000.00
Mr. & Mrs. Hunter Pierson, Jr. 456 Audubon Street New Orleans, LA 70118	9/18/2012 Acquisition – Confederacy of Dunces costume drawings	10,000.00
St. Denis J. Villere & Company Mr. Sandy J. Villere, Sr. 601 Poydras Street Suite 1808 New Orleans, LA 70130	5/7/2012 1/8/2013 Symposium	7,500.00 7,500.00
Ambassador and Mrs. John G. Weinmann 601 Poydras Street Suite 2690 New Orleans, LA 70130	12/17/2012 3/7/2013 Crescent City Silver	5,362.74 5,094.80
Ms. E. Alexandra Stafford and Mr. Raymond Rathle 401 Iona Street Metairie, LA 70005	1/8/2013 Membership	5,172.92
Halpern's The Home Furnishing Store, Ltd Mr. Jack H. Schulman 1600 Prytania Street New Orleans, LA 70130	6/4/2012 Sponsorship – Furniture Exhibit	5,150.00
Mr. Paul J. Leaman, Jr. 2 Garden Lane New Orleans, LA 70124	12/11/2012 Membership	5,000.00
Baptist Community Ministries Mr. Byron Harrell 400 Poydras Street Suite 400 New Orleans, LA 70130	5/8/2012 Membership	5,000.00

Mr. John G. Turner and Mr. Jerry G. Fischer 2443 East Lakeshore Drive Baton Rouge, LA 70808	1/18/2013 Membership	5,000.00
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Neal Auction Company, Inc. Mr. Neal Alford 4038 Magazine Street New Orleans, LA 70115	4/9/2012 Acquisition – SS Atenas	5,000.00
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CASH CONTRIBUTIONS (\$5,000.00 or more):	\$ 470,674.59
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KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2013 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Non-Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Richard B. Stephens 22 Mayacama Pt. Boerne, TX 78006	11/15/2012 Duck decoys and related wildfowl artifacts	440,000.00
Polar Fine Arts Neelon Crawford Box 968 Fort Washakie, WY 82514	12/28/2012 Photographs, prints and drawings by Ralston Crawford	165,000.00
A. J. Meek 833 East Lakeview Drive Baton Rouge, LA 70810	1/25/2013 A. J. Meek Archives	100,000.00
Laura Simon Nelson 1708 Applewood Drive Baton Rouge, LA 70808	11/29/2012 Newcomb pottery, paintings by Ellsworth Woodward and Knute Heldner	40,000.00
Mrs. Thomas B. Layton 3637 Meadow Lake Lane Houston, TX 77027	8/24/2012 Water pitcher	25,000.00
Michael D. Wynne 608 Hummingbird Lane Alexandria, LA 71303	2/8/2013 The Anna Wynne Watt and Michael D. Wynne, Jr. Collection	24,000.00
Louise S. McGehee School 2343 Prytania St. New Orleans, LA 70130	9/18/2012 Louise S. McGehee School Collection	15,000.00
W. Page Dame III 235 Skyline Drive Lyndonville VT 05851	4/12/2012 Page Dame family material	11,455.00
Ashton Phelps Jr. 1457 State St. New Orleans, LA 70118	8/13/2012 Rex queen's ball gown and day dress of 1999, ephemera related to 1999 Rex ball and DVDs.	10,600.00

Union Savings and Loan Jack B. McGuire 353 Carondelet St. New Orleans, LA 70130	7/16/2012 Jack B. McGuire Louisiana History Collection	10,000.00
Jerah Johnson 2020 Dauphine Street New Orleans, LA 70116	9/21/2012 Burning Orchid Night Club	10,000.00
John T. Magill 5515 Camp St. New Orleans, LA 70115	1/18/2013 Silver tea service having formerly belonged to Lieutenant Colonel Sir John Maxwell Tylden	8,500.00
Christine Wiltz 7911 Jeannette St. New Orleans, LA 70118	11/29/2012 Christine Wiltz papers	7,500.00
JPMorgan Chase & Co. 1 Chase Manhattan Plaza Fl 1B Archives New York, NY 10005	10/3/2012 Two maps of North America and Louisiana	5,500.00
Beuerman Miller Fitzgerald 643 Magazine Street Suite 405 New Orleans, LA 70130	5/11/2012 Artworks and tearsheets by Fitzgerald Advertising	5,000.00
Ruth Hazeldine 52 Jacksons Lane Highgate London, UK	5/22/2012 American Music sound recordings	5,000.00
William Huck Saufley Jr. Trust c/o Mr. Lawrence U. Springer 1430 Henry Clay Avenue New Orleans, LA 70118	7/13/2012 Textiles, photograph, and daguerreotype having belonged to the Soniat and Saufley families	5,000.00

NON-CASH CONTRIBUTIONS (\$5,000.00 or more):

\$ 887,555.00

Kemper & Leila Williams Foundation

23-7336090

Schedule 2 - Other Expenses

FYE 3-31-2013

Description	Expenses Per Net Investment Books	Income	Adjusted Net Income	Charitable Purposes
Schedule 2 Expenses				
Insurance Premiums	312,381.91			312,381.91
Memberships	23,242.00			23,242.00
Subscriptions	5,579.82			5,579.82
Parking	634.50			634.50
Postage & Freight	74,065.40			74,065.40
Moving/Storage	84,751.56			84,751.56
Repairs	58,462.31			58,462.31
Telephone	47,797.84			47,797.84
Utilities	223,790.76			223,790.76
Van	40,769.45			40,769.45
Courtyard/Grounds	4,529.78			4,529.78
Service/Maintenance Contracts	134,181.58			134,181.58
Exhibits/Receptions	219,542.06			219,542.06
Software/Microfilm	75,342.90			75,342.90
Conservation	50,078.18			50,078.18
Advertising	394,989.99			394,989.99
Public Relations/Meetings	77,925.02			77,925.02
Dept. Operating Expenses	182,304.51			182,304.51
Art Acquisitions	860,247.39			860,247.39
Acquisitions Expenses	39,907.31			39,907.31
Office Equip/Furnishings	206,524.64			206,524.64
Collection Processing/Dev	14,542.42			14,542.42
Inventory Shrinkage	23.73			23.73
Ed. Outreach/Seminars	336,650.06			336,650.06
Capital Imp/Major Repairs	439,381.06			439,381.06
Expense/Williams Prize	507.69			507.69
Expense/Woest Fellowship	1,000.00			1,000.00
Woest Fellowship Refund	(5,000.00)			(5,000.00)
Set-Aside Approved 2/28/2013	850,000.00			-
Other Operating Expenses	1,000.00			1,000.00
Total Schedule 2 Expenses	4,755,153.87	-	-	3,905,153.87

Kemper & Leila Williams Foundation

23-7336090
Part IV - FYE 3-31-2013
Schedule #3

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
3-D Systems	45,458.00	6-Sep-01	30-Apr-12	\$1,284,236.96	\$265,526.78			\$1,018,710.18	
3-D Systems	542.00	30-Oct-01	30-Apr-12	\$15,312.08	\$2,561.02			\$12,751.06	
GNMA Pool #562232	13,866.72	11-Feb-04	16-Apr-12	\$13,866.72	\$14,282.72				(\$416.00)
AOL Class Action Settlement		various	11-Apr-12	\$161.47	\$0.00			\$161.47	
Whitney Bank 5.875% notes	150,000.00	20-Sep-09	21-May-12	\$157,500.00	\$118,875.00			\$38,625.00	
3-D Systems	1,043.00	6-Sep-01	1-May-12	\$29,847.28	\$4,928.34			\$24,918.94	
3-D Systems	73,957.00	6-Sep-01	1-May-12	\$2,116,409.57	\$453,637.28			\$1,662,772.29	
3-D Systems	39,800.00	30-Oct-03	2-May-12	\$1,163,570.67	\$188,060.89			\$975,509.78	
GNMA Pool #562232	11,351.28	11-Feb-04	15-May-12	\$11,351.28	\$11,691.82				(\$340.54)
US Treasury 1.375% 5/15/12	4,000,000.00	16-Mar-10	15-May-12	\$4,000,000.00	\$4,030,625.00				(\$30,625.00)
US Treasury 1.375% 5/15/12	284,000.00	16-Mar-10	15-May-12	\$284,000.00	\$286,174.37				(\$2,174.37)
US Treasury 1.375% 5/15/12	716,000.00	16-Mar-10	15-May-12	\$716,000.00	\$721,481.88				(\$5,481.88)
Delphi Class Action Settlement		various	10-May-12	\$165.43	\$0.00			\$165.43	
GNMA Pool #562232	7,078.89	11-Feb-04	15-Jun-12	\$7,078.89	\$7,291.26				(\$212.37)
Kimberly Clark	2,000.00	15-Jun-10	25-Jun-12	\$163,397.73	\$125,753.40			\$37,644.33	
Procter & Gamble	5,312.00	20-Apr-06	25-Jun-12	\$319,621.19	\$300,818.56			\$18,802.63	
Abbott Labs	110,000.00	9-Apr-09	1-Jun-12	\$6,848,908.48	\$5,066,376.80			\$1,782,531.68	
3-D Systems	59,400.00	2-Oct-01	12-Jun-12	\$1,898,803.15	\$269,470.44			\$1,629,332.71	
3-D Systems	11,383.00	30-Oct-01	15-Jun-12	\$364,311.56	\$53,786.10			\$310,525.46	
Adelphia Class Action Settlement		various	7-Jun-12	\$37,410.20	\$0.00			\$37,410.20	
First Commerce Class Action Settlement		various	7-Jun-12	\$1,199.52	\$0.00			\$1,199.52	
Adelphia Class Action Settlement		various	7-Jun-12	\$48,552.27	\$0.00			\$48,552.27	
Adelphia Class Action Settlement		various	7-Jun-12	\$47,520.02	\$0.00			\$47,520.02	
3-D Systems	64,073.00	30-Oct-01	6-Jul-12	\$2,251,199.22	\$381,389.14			\$1,869,810.08	
3-D Systems	16,644.00	30-Oct-01	6-Jul-12	\$584,785.48	\$102,090.91			\$482,694.57	
3-D Systems	15,100.00	6-Sep-01	23-Jul-12	\$526,579.55	\$92,620.33			\$433,959.22	
Duke Energy	0.67	various	25-Jul-12	\$43.41	\$26.97			\$16.44	
GNMA Pool #562232	8,589.66	11-Feb-04	16-Jul-12	\$8,589.66	\$8,847.35				(\$257.69)
IBM	5,000.00	14-Sep-94	13-Jul-12	\$928,500.70	\$85,703.19			\$842,797.51	
US Treasury 3.00% 7/15/12 Inflation Indx	3,836,970.00	22-Nov-02	19-Jul-12	\$3,836,970.00	\$3,899,272.04				(\$62,302.04)
GNMA Pool #562232	7,286.64	11-Feb-04	15-Aug-12	\$7,286.64	\$7,505.24				(\$218.60)
Kimberly Clark	5,000.00	17-Jul-02	3-Aug-12	\$435,064.25	\$266,193.40			\$168,870.85	
Fedex Corp	91,100.00	22-Jun-10	28-Aug-12	\$8,092,058.56	\$7,475,321.30			\$616,737.26	
3-D Systems	51,723.00	6-Sep-01	2-Aug-12	\$2,002,685.17	\$286,938.31			\$1,715,746.86	
3-D Systems	18,377.00	2-Oct-01	2-Aug-12	\$711,546.99	\$112,720.78			\$598,826.21	
3-D Systems	10,000.00	6-Sep-01	8-Aug-12	\$383,010.41	\$61,337.97			\$321,672.44	
Adelphia Class Action Settlement		various	13-Aug-12	\$6,367.68	\$0.00			\$6,367.68	
Adelphia Class Action Settlement		various	13-Aug-12	\$15,561.00	\$0.00			\$15,561.00	
New York Life 4.60% Tranche #TR00012	1,800,000.00	21-May-09	24-Sep-12	\$1,842,480.00	\$1,778,202.00			\$64,278.00	

Kemper & Leila Williams Foundation

23-7336090

Part IV - FYE 3-31-2013

Schedule #3

DESCRIPTION	PAR/SHARES	DATE		PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
		ACQUIRED	SOLD			GAIN	(LOSS)	GAIN	(LOSS)
Praxair 4.375% due 3/31/2014	2,063,000.00	23-Mar-09	24-Sep-12	\$2,182,385.81	\$2,056,480.92			\$125,904.89	
Praxair 4.375% due 3/31/2014	437,000.00	23-Mar-09	24-Sep-12	\$462,289.19	\$435,619.08			\$26,670.11	
GNMA Pool #562232	11,215.05	11-Feb-04	17-Sep-12	\$11,215.05	\$11,551.50				(\$336.45)
Norfolk Southern	2,500.00	31-Mar-09	25-Sep-12	\$169,860.19	\$83,174.80			\$86,685.39	
Norfolk Southern	2,500.00	31-Mar-09	27-Sep-12	\$169,864.00	\$83,174.70			\$86,689.30	
Abbott Labs	5,000.00	19-Nov-03	23-Oct-12	\$329,265.62	\$208,503.54			\$120,762.08	
GNMA Pool #562232	9,157.74	11-Feb-04	15-Oct-12	\$9,157.74	\$9,432.47				(\$274.73)
Grainger	4,000.00	various	19-Oct-12	\$813,795.77	\$279,672.00			\$534,123.77	
IBM	4,000.00	1-Jan-80	22-Oct-12	\$804,886.77	\$67,242.63			\$737,644.14	
MetLife	0.20	6-Apr-11	30-Oct-12	\$7.16	\$8.09				(\$0.93)
Norfolk Southern	(2,500.00)	31-Mar-09	1-Oct-12	(\$169,864.00)	(\$83,174.70)			(\$86,689.30)	
Colburn Settlement		various	22-Oct-12	\$15.87	\$0.00			\$15.87	
McDonalds	65,000.00	11-Mar-09	15-Nov-12	\$5,514,872.90	\$3,347,636.50			\$2,167,236.40	
GNMA Pool #562232	9,064.98	11-Feb-04	15-Nov-12	\$9,064.98	\$9,336.93				(\$271.95)
Eaton Corp - ReOrg	501.00	9-Jan-12	5-Dec-12	25,879.16	22,639.94	3,239.22			
Eaton Corp - ReOrg	101.00	12-Mar-12	5-Dec-12	5,217.16	4,915.52	301.64			
Eaton Corp - ReOrg	141.00	12-Mar-12	5-Dec-12	7,283.36	6,862.26	421.10			
Eaton Corp - ReOrg	299.00	12-Mar-12	5-Dec-12	15,444.85	14,551.88	892.97			
Eaton Corp - ReOrg	19.00	12-Mar-12	5-Dec-12	981.45	924.70	56.75			
Eaton Corp - ReOrg	120.00	12-Mar-12	5-Dec-12	6,198.60	5,840.22	358.38			
Eaton Corp - ReOrg	180.00	12-Mar-12	5-Dec-12	9,297.90	8,760.33	537.57			
Eaton Corp - ReOrg	141.00	12-Mar-12	5-Dec-12	7,283.36	6,862.26	421.10			
Eaton Corp - ReOrg	121.00	12-Mar-12	5-Dec-12	6,250.26	5,888.89	361.37			
Eaton Corp - ReOrg	959.00	12-Mar-12	5-Dec-12	49,537.15	46,673.09	2,864.06			
Eaton Corp - ReOrg	500.00	12-Mar-12	5-Dec-12	25,827.50	24,334.25	1,493.25			
Eaton Corp - ReOrg	2,660.00	16-Oct-12	5-Dec-12	137,402.30	121,169.12	16,233.18			
Eaton Corp - ReOrg	220.00	12-Mar-12	5-Dec-12	11,364.10	10,707.07	657.03			
Eaton Corp - ReOrg	340.00	16-Oct-12	5-Dec-12	17,562.70	15,487.78	2,074.92			
Eaton Corp - ReOrg	199.00	12-Mar-12	5-Dec-12	10,279.35	9,685.03	594.32			
Eaton Corp - ReOrg	300.00	9-Jan-12	5-Dec-12	15,496.50	13,556.85	1,939.65			
Eaton Corp - ReOrg	400.00	9-Jan-12	5-Dec-12	20,662.00	18,075.80	2,586.20			
Eaton Corp - ReOrg	799.00	12-Mar-12	5-Dec-12	41,272.35	36,106.41	5,165.94			
GNMA Pool #562232	7,103.67	11-Feb-04	17-Dec-12	\$7,103.67	\$7,316.78				(\$213.11)
Rayonier	108.00	14-Dec-12	24-Dec-12	\$5,446.39	\$5,362.74	83.65			
Visa	18,300.00	14-Mar-11	7-Dec-12	\$2,704,653.77	\$1,307,068.65			\$1,397,585.12	
Various Settlements (ClearBridge)		various	10-Dec-12	\$43.02	\$0.00			\$43.02	
NIC Inc	6,000.00	18-Jun-12	8-Jan-13	\$98,819.58	\$66,180.00	32,639.58			
NIC Inc	8,800.00	18-Jun-12	9-Jan-13	\$144,844.74	\$97,064.00	47,780.74			
NIC Inc	16,200.00	18-Jun-12	10-Jan-13	\$262,727.32	\$178,686.00	84,041.32			

Kemper & Leila Williams Foundation

23-7336090

Part IV - FYE 3-31-2013

Schedule #3

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
NIC Inc	17,500.00	18-Jun-12	11-Jan-13	\$286,027.57	\$193,025.00	93,002.57			
NIC Inc	35,000.00	18-Jun-12	14-Jan-13	\$570,865.18	\$386,050.00	184,815.18			
NIC Inc	10,000.00	18-Jun-12	15-Jan-13	\$164,423.30	\$110,300.00	54,123.30			
NIC Inc	38,700.00	18-Jun-12	16-Jan-13	\$640,385.48	\$426,861.00	213,524.48			
Panera Bread	16.00	7-Jan-13	14-Jan-13	\$2,646.18	\$2,624.64	\$21.54			
JM Smucker	59,641.00	16-Feb-12	22-Jan-13	\$5,278,068.46	\$4,259,413.39	\$1,018,655.07			
JM Smucker	52,059.00	17-Feb-12	22-Jan-13	\$4,607,081.81	\$3,698,588.92	\$908,492.89			
Tractor Supply	28.00	7-Jan-13	14-Jan-13	\$2,609.26	\$2,548.28	\$60.98			
3-D Systems	47,844.00	6-Sep-01	18-Jan-13	\$2,962,563.25	\$293,465.35	\$2,669,097.90			
3-D Systems	60,156.00	2-Oct-01	18-Jan-13	\$3,724,938.44	\$305,280.23	\$3,419,658.21			
3-D Systems	25,000.00	6-Sep-01	25-Jan-13	\$1,749,043.29	\$153,344.89	\$1,595,698.40			
GNMA Pool #562232	11,463.51	11-Feb-04	15-Jan-13	\$11,463.51	\$11,807.42				(\$343.91)
International Paper	5,000.00	2-Feb-12	23-Jan-13	\$208,376.83	\$160,642.00	\$47,734.83			
US Treasury T-Bills due 1/10/13	1,000.00	16-Jul-12	10-Jan-13	\$999.34	\$999.34	\$0.00			
US Treasury T-Bills due 1/10/13	4,999,000.00	16-Jul-12	10-Jan-13	\$4,995,680.66	\$4,995,680.66	\$0.00			
TXU Class Action Settlement		various	8-Jan-13	\$191.48	\$0.00	\$191.48			
Eaton Corp	8,000.00	4-Dec-12	11-Feb-13	\$457,311.35	\$413,240.01	\$44,071.34			
GNMA Pool #562232	9,837.00	11-Feb-04	15-Feb-13	\$9,837.00	\$10,132.11				(\$295.11)
Mondelez Int'l	15,000.00	23-May-03	22-Feb-13	\$402,740.97	\$313,582.93				
Adelphia Class Action Settlement		various	15-Feb-13	\$5,908.10	\$0.00				
LA State Historic Tax Credits		21-Dec-12	8-Feb-13	\$1,430,382.35	\$0.00	\$1,430,382.35			(\$88,831.92)
Contant Contact	7,700.00	7-Jul-11	21-Mar-13	\$107,122.30	\$195,954.22				
NIC Inc	25,000.00	18-Jun-12	1-Mar-13	\$430,212.84	\$275,750.00	\$154,462.84			
NIC Inc	50,500.00	18-Jun-12	1-Mar-13	\$900,152.39	\$557,015.00	\$343,137.39			
Rayonier	89.00	5-Mar-13	13-Mar-13	\$5,104.03	\$5,094.81	\$9.22			
GNMA Pool #562232	10,781.52	11-Feb-04	15-Mar-13	\$10,781.52	\$11,104.97				(\$323.45)
Heinz HJ	15,000.00	16-Mar-09	5-Mar-13	\$1,086,641.65	\$556,762.00	\$529,879.65			
Chickasaw Capital Mgt	1,000,000.00	1-Aug-07	14-Mar-13	\$615,994.52	\$1,000,000.00				(\$384,005.48)
TOTALS				\$85,773,201.84	\$53,362,155.79	\$4,697,237.92	\$0.00	\$28,290,733.66	(\$576,925.53)
NET GAIN								\$32,411,046.05	

Short Term

\$20,905,405.11 \$16,208,167.19 \$4,697,237.92

Long Term

\$64,867,796.73 \$37,153,988.60

Total Gain

\$27,713,808.13

\$32,411,046.05

6/13/2013

3 of 3

Kemper & Leila Williams Foundation

23-7336090

990-PF Part II Schedule 4

FYE 3/31/2012

Government Bonds

Shares or Par Value	Asset Description	Book Value	Market Value	Percent of Total
3,559,990.00	U S TREAS IFL IDX 0 125% 1/15/22	\$3,558,216.19	\$3,873,447.12	1.01%
3,193,770.00	U S TREAS INFL IDX 1.375% 1/15/20	\$3,128,636.85	\$3,804,323.01	0.99%
2,506,900.00	U S TREAS INFL IDX 1.875% 7/15/13	\$2,416,332.31	\$2,556,260.86	0.67%
2,846,720.00	U S TREAS INFL IDX 3.625% 4/15/28	\$3,295,020.88	\$4,443,559.12	1.16%
3,000,000.00	U S TREAS NTS 1.875% 6/30/15	\$3,007,734.30	\$3,107,100.00	0.81%
2,000,000.00	U S TREAS NTS 2.125% 12/31/15	\$2,010,937.54	\$2,097,660.00	0.55%
3,000,000.00	U S TREAS NTS 3.125% 5/15/19	\$2,854,218.00	\$3,379,680.00	0.88%
5,000,000.00	U S TREAS SEC STRIPPED 08/15/13	\$4,986,000.00	\$4,997,650.00	1.31%
Total - Government Bonds		25,257,096.07	28,259,680.11	7.39%

Corporate Bonds

Shares or Par Value	Asset Description	Book Value	Market Value	Percent of Total
200,000.00	CABLEVISION SYS CORP 7.750% 4/15/18	\$202,500.00	\$224,250.00	0.06%
25,000.00	EL PASO CORP 6.500% 9/15/20	\$23,687.50	\$27,620.00	0.01%
420,999.45	GNMA POOL #562232X 5.000% 12/15/18	\$433,629.42	\$459,853.49	0.12%
17,844.21	JPMORGAN CORE BOND FUND	\$200,376.00	\$214,130.50	0.06%
18,100.00	JPMORGAN MORTGAGE-BACKED SECURITIES	\$199,643.00	\$209,598.00	0.05%
3,076.92	JPMORGAN TOTAL RETURN FUND SEL	\$32,000.00	\$31,876.92	0.01%
25,693.73	VANGUARD FXD INCM INTER-TERM FD ADM*	\$250,000.00	\$261,819.12	0.07%
24,514.07	VANGUARD INTER TERM BD IDX FD SIGN*	\$251,520.38	\$290,982.06	0.08%
12,000.00	VANGUARD TOTAL BD MKT IDX FD SIGN*	\$120,000.00	\$132,000.00	0.03%
3,850,000.00	WHITNEY NATL BK NEW 5.875% 4/01/17	\$3,038,625.00	\$4,157,769.00	1.09%
Total - Corporate Bonds		\$4,751,981.30	\$6,009,899.09	1.57%

Corporate Stocks

Shares or Par Value	Asset Description	Book Value	Market Value	Percent of Total
373,950.00	3-D SYS CORP DEL	\$1,522,710.37	\$12,056,148.00	3.15%
44,000.00	3M CO	\$737,897.28	\$4,677,640.00	1.22%
5,000.00	ABBOTT LABS	\$99,535.34	\$176,600.00	0.05%
5,000.00	ABBVIE INC	\$107,937.57	\$203,900.00	0.05%
8,000.00	AIR PRODS & CHEMS INC	\$565,438.10	\$696,960.00	0.18%
5,000.00	AKAMAI TECHNOLOGIES INC	\$199,329.50	\$176,600.00	0.05%
2,000.00	ALLEGHANY CORP DEL	\$143,815.80	\$791,840.00	0.21%
2,000.00	AMAZON.COM INC	\$145,255.40	\$532,980.00	0.14%
7,000.00	AMGEN INC	\$375,409.40	\$717,570.00	0.19%
15,000.00	ANNALY CAP MGMT INC	\$248,100.00	\$238,350.00	0.06%
1,200.00	APPLE INC	\$391,909.43	\$531,192.00	0.14%
15,000.00	APPLE INC	\$5,582,173.50	\$6,639,900.00	1.74%
20,000.00	AT & T INC	\$451,042.22	\$733,800.00	0.19%
211,200.00	B/E AEROSPACE INC	\$6,547,916.92	\$12,731,136.00	3.33%
6,500.00	BANK AMER CORP NON CUM CONV PFD L	\$4,554,395.95	\$7,943,000.00	2.08%

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2,000.00	BAYER A G SPONSORED ADR	\$166,080.00	\$207,100.00	0.05%
4,575.00	BCE INC NEW	\$175,925.00	\$213,590.28	0.06%
362.00	BELL ALIANT REGL COMM INCM UNIT 144A	\$10,863.62	\$0.00	0.00%
50,000.00	BERKSHIRE HATHAWAY INC DEL CL B NEW	\$1,950,489.73	\$5,210,000.00	1.36%
5,000.00	BRISTOL MYERS SQUIBB CO	\$170,267.20	\$205,950.00	0.05%
10,000.00	CANADIAN OIL SANDS LTD	\$207,435.00	\$205,987.00	0.05%
15,000.00	CANADIAN PAC RY LTD	\$114,916.11	\$1,955,694.00	0.51%
241,500.00	CARNIVAL CORP PAIRED CTF	\$7,590,349.75	\$8,283,450.00	2.17%
2,000.00	CATERPILLAR INC	\$187,727.00	\$173,940.00	0.05%
4,000.00	CELGENE CORP	\$195,071.60	\$463,640.00	0.12%
25,000.00	CENOVUS ENERGY INC	\$69,189.48	\$774,750.00	0.20%
17,121.00	CHEVRON CORP	\$166,397.91	\$2,034,317.22	0.53%
50,000.00	CHIMERA INVT CORP	\$154,892.50	\$159,500.00	0.04%
30,000.00	CISCO SYS INC	\$563,860.50	\$626,850.00	0.16%
30,000.00	COMCAST CORP NEW CL A SPL	\$668,178.84	\$1,188,300.00	0.31%
238.00	COMPANIA AZUCARERA CHUMBAGUA	\$685.45	\$0.00	0.00%
309,037.00	CONNS INC	\$8,625,337.56	\$11,106,789.78	2.90%
485,100.00	CONSTANT CONTACT INC	\$9,943,659.67	\$6,296,598.00	1.65%
20,000.00	CORNING INC	\$286,495.50	\$266,600.00	0.07%
3,000.00	COSTCO WHSL CORP NEW	\$95,520.00	\$318,330.00	0.08%
10,058.00	CVS CAREMARK CORP	\$258,774.08	\$553,089.42	0.14%
30,000.00	DISNEY WALT CO	\$527,145.91	\$1,704,000.00	0.45%
20,000.00	DOMINION RES INC VA NEW	\$447,400.00	\$1,163,600.00	0.30%
30,000.00	DU PONT E I DE NEMOURS & CO	\$733,997.41	\$1,474,800.00	0.39%
5,199.00	DUKE ENERGY CORP NEW	\$210,170.41	\$377,395.41	0.10%
40,000.00	EMC CORP	\$694,604.36	\$955,600.00	0.25%
30,000.00	ENCANA CORP	\$92,331.60	\$583,800.00	0.15%
213,800.00	ENDURANCE SPECIALTY HLDGS LTD	\$8,379,204.45	\$10,221,778.00	2.67%
370,900.00	EPIQ SYS INC	\$4,469,824.06	\$5,203,727.00	1.36%
211,800.00	EURONET WORLDWIDE INC	\$3,959,069.95	\$5,578,812.00	1.46%
158,100.00	EXPRESS SCRIPTS HLDG CO	\$8,700,282.93	\$9,109,722.00	2.38%
42,000.00	EXXON MOBIL CORP	\$236,073.56	\$3,784,620.00	0.99%
15,000.00	FORD MTR CO DEL PAR \$0.01	\$181,830.00	\$197,250.00	0.05%
100.00	FREEMPORT-MCMORAN COPPER & GOLD	\$5,603.00	\$3,310.00	0.00%
60,000.00	GENERAL ELEC CO	\$1,132,395.00	\$1,387,200.00	0.36%
10,000.00	GENERAL MILLS INC	\$199,300.00	\$493,100.00	0.13%
5,000.00	GLAXOSMITHKLINE PLC SPONSORED ADR	\$194,480.00	\$234,550.00	0.06%
6,000.00	HARRIS CORP DEL	\$283,437.60	\$278,040.00	0.07%
10,000.00	HERSHEY CO	\$87,839.52	\$875,300.00	0.23%
35,000.00	HOME DEPOT INC	\$1,122,443.00	\$2,442,300.00	0.64%
10,000.00	HONDA MTR LTD SPONS ADR	\$366,545.40	\$382,600.00	0.10%
148,400.00	INGREDION INC	\$8,203,195.84	\$10,732,288.00	2.81%
40,000.00	INTEL CORP	\$262,575.00	\$873,400.00	0.23%
6,000.00	INTERNATIONAL BUSINESS MACHS CORP	\$100,863.92	\$1,279,800.00	0.33%
15,000.00	INTERNATIONAL PAPER CO	\$415,071.00	\$698,700.00	0.18%
1,317,900.00	ION GEOPHYSICAL CORP	\$9,972,303.24	\$8,974,899.00	2.35%
5,000.00	J P MORGAN CHASE CAP XII PFD TR SEC	\$103,472.90	\$128,100.00	0.03%
30,000.00	JOHNSON & JOHNSON	\$75,749.04	\$2,445,900.00	0.64%
7,000.00	JOHNSON CTLS INC	\$283,318.50	\$245,490.00	0.06%
10,000.00	KIMBERLY CLARK CORP	\$410,376.62	\$979,800.00	0.26%
5,000.00	KRAFT FOODS GROUP INC	\$168,317.07	\$257,650.00	0.07%

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510,000.00	LUMINEX CORP DEL	\$9,251,642.99	\$8,425,200.00	2.20%
60,000.00	MDU RES GROUP INC	\$320,212.93	\$1,499,400.00	0.39%
6,000.00	MERCK & CO INC NEW	\$247,974.90	\$265,200.00	0.07%
2,823 00	METLIFE INC	\$113,829.28	\$107,330.46	0.03%
4,000 00	METLIFE INC EQUITY UNIT	\$227,674 73	\$197,560.00	0.05%
3,000.00	METLIFE INC PFD SER B 6.50%	\$45,537.00	\$76,020.00	0.02%
100,000.00	MICROSOFT CORP	\$2,231,219.21	\$2,860,500.00	0.75%
2,000.00	MONSANTO CO NEW	\$198,061.00	\$211,260.00	0.06%
1,000.00	MOSAIC CO NEW	\$78,600.70	\$59,610.00	0.02%
15,000.00	NATIONAL FUEL GAS CO N J	\$430,878.62	\$920,250.00	0.24%
7,000.00	NEWMONT MNG CORP	\$312,213.50	\$293,230.00	0.08%
514,600.00	NIC INC	\$5,676,038.00	\$9,859,736.00	2.58%
20,000.00	NISOURCE INC	\$417,668.00	\$586,800.00	0.15%
5,000.00	NORFOLK SOUTHN CORP	\$260,577.70	\$385,400.00	0.10%
536,601.00	NORTHERN OIL & GAS INC MN	\$10,232,137.45	\$7,716,322.38	2.02%
5,000.00	NUCOR CORP	\$223,532.00	\$230,750.00	0.06%
10,000.00	OCCIDENTAL PETE CORP	\$482,636.00	\$783,700.00	0.20%
15,135.00	PFIZER INC	\$105,336.48	\$436,796.10	0.11%
200,000.00	POOL CORP	\$4,639,723.86	\$9,600,000.00	2.51%
13,000.00	PPG INDS INC	\$731,989.99	\$1,741,220.00	0.46%
30,000.00	PROCTER & GAMBLE CO	\$613,483.81	\$2,311,800.00	0.60%
5,000.00	QUALCOMM INC	\$324,440.00	\$334,700.00	0.09%
8,000.00	RAYTHEON CO NEW	\$347,631.10	\$470,320.00	0.12%
118,650.00	RESOURCE BANKSHARES INC	\$1,695,000.00	\$2,573,518.50	0.67%
3,000.00	RIO TINTO PLC SPONSORED ADR	\$160,044.30	\$141,240.00	0.04%
5,000.00	ROYAL DUTCH SHELL PLC SPONS ADR A	\$99,095.43	\$325,800.00	0.09%
235,000.00	SANCHEZ ENERGY CORP	\$5,170,000.00	\$4,681,200.00	1.22%
1,094,700.00	SANDRIDGE ENERGY INC	\$6,016,134.13	\$5,769,069.00	1.51%
14,000 00	SCANA CORP NEW	\$367,485.20	\$716,240.00	0.19%
18,000.00	SCHLUMBERGER LTD	\$229,262.82	\$1,348,020.00	0.35%
260,669.00	SOTHEBYS CL A	\$8,170,136.15	\$9,751,627.29	2.55%
10,000 00	SOUTHERN CO	\$348,165.50	\$469,200.00	0.12%
30,000 00	SPECTRA ENERGY CORP	\$736,513.62	\$922,500.00	0.24%
6,000.00	TARGET CORP	\$371,930.10	\$410,700.00	0.11%
10,000.00	TEXAS INSTRS INC	\$173,800.00	\$354,800.00	0.09%
1,673.00	TIME WARNER CABLE INC	\$149,673.83	\$160,708.38	0.04%
20,000.00	TIME WARNER INC NEW NEW	\$901,549.43	\$1,152,400.00	0.30%
25,000.00	TRAVELERS COS INC	\$920,123.00	\$2,104,750.00	0.55%
10,000 00	UGI CORP NEW	\$278,697.00	\$383,900.00	0.10%
1,500.00	UNION PAC CORP	\$146,983.80	\$213,615.00	0.06%
20,000.00	UNITED PARCEL SVC INC CL B	\$1,255,734.60	\$1,718,000.00	0.45%
135,000 00	VARIAN MED SYS INC	\$6,512,236.67	\$9,720,000.00	2.54%
20,000.00	VERIZON COMMUNICATIONS	\$534,721.21	\$983,000 00	0.26%
56,700 00	VISA INC CL A	\$4,009,001 85	\$9,629,928.00	2.52%
20,000 00	WAL MART STORES INC	\$610,340.58	\$1,496,600.00	0.39%
20,000 00	WASTE MGMT INC DEL	\$662,116.80	\$784,200 00	0.20%
25,000.00	WEYERHAEUSER CO	\$656,559 39	\$784,500.00	0.21%
5,000 00	WILLIAMS COS INC	\$85,484.45	\$187,300.00	0.05%
20,000.00	WINDSTREAM CORP	\$285,438.00	\$158,600.00	0.04%
10,000.00	WISCONSIN ENERGY CORP	\$317,800.00	\$428,900.00	0.11%
1,666 00	WPX ENERGY INC	\$19,047.93	\$26,689.32	0.01%

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35,000.00 XEROX CORP	\$281,402 00	\$301,000.00	0.08%
Total - Corporate Stocks	183,971,721.61	269,230,733 54	70.38%

KEMPER AND LEILA WILLIAMS FOUNDATIONS
23-7336090 FY 3/31/13 SCHEDULE #5
PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

1. MAJOR EXHIBITIONS, WILLIAMS GALLERY & ROYAL STREET LOCATIONS

Furnishing Louisiana: Creole and Acadian Style, 1735-1835
Something Old, Something New: Collecting in the 21st Century
Seeking the Unknown: Observations on Louisiana's Natural History, 1698-1840
Louisiana History Galleries [major reinstallation of the permanent collection]

2. MAJOR EXHIBITIONS, OTHER LOCATIONS

EXHIBITIONS AT THE WILLIAMS RESEARCH CENTER (410 CHARTRES STREET)

Fine Prints from the Permanent Collection
What Makes Louisiana French?
Perique: Photographs by Charles Martin
Cartography and Natural History: Selected Maps from the Holdings of THNOC

**EXHIBITIONS AT THE LAURA SIMON NELSON GALLERIES OF LOUISIANA ART
(400 CHARTRES STREET—FACILITY OPENED IN OCTOBER, 2012)**

Selections from the Laura Simon Nelson Collection

EIGHTEENTH ANNUAL WILLIAMS RESEARCH CENTER SYMPOSIUM

Title: *Seeking the Unknown: Perspectives on Louisiana's Natural History*

Date: February 23, 2013

Site: Hotel Monteleone, Grand Ballroom

Attendance: 250+

PROGRAMS OUTSIDE OF EXHIBITIONS:

Annual Public Lectures and Programs:

FOURTEENTH ANNUAL BILL RUSSELL LECTURE: *Reflections of Bechet, A New Orleans Jazz Original: The Man and the Music*

LES COMEDIENS FRANCAIS LECTURE: *Julien Poydras: Planter, Statesman, Poet*

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).

FIFTH ANNUAL NEW ORLEANS ANTIQUES FORUM: Theme: *Ca. 1812*

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 2013).

The 2012 Kemper & Leila Williams Prize in Louisiana History was awarded by THNOC and the **Louisiana Historical Association** to *The Accidental City* by Lawrence N. Powell.

Photography Exhibition: *What makes Louisiana French?* with the *Alliance Francaise* of New Orleans.

Publications:

THNOC published the annual *Tennessee Williams Review*.

THNOC published *Ernie K-Doe: R+B Emperor of the Universe* as part of the Louisiana musician monograph series.

THNOC published four issues of the *Quarterly*.

THNOC published *Perique*, photographs by Charles Martin

THNOC republished *Charting Louisiana: 500 Years of Maps*

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 began working on a children's component to the re-installed permanent collection.

3. Exhibition Visitation and Use of Collections

Visitors to Royal Street and Chartres Street exhibitions: 23,011

Visitors to Royal Street taking guided tours: 20,537

Visitors from Le Monde Creole: 3,115

Patron usage of the Williams Research Center Collections (on site and remote): 3,021

Volunteer Hours: 4,294 hours