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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning APR 1, 2013, and ending MAR 31, 2014

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 or province, country, and ZIP or foreign postal 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 change

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

H Check type of organization:

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

I Fair market value of all assets at end of year

J Accounting method:

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

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

Other (specify)

\$ 469,554,092. (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))

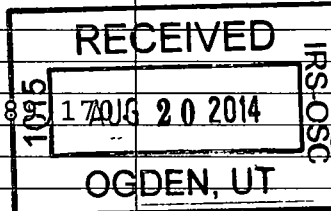
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

Revenue	1	Contributions, gifts, grants, etc., received	1,117,650.				
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
	3	Interest on savings and temporary cash investments	16,709.	16,709.	16,709.	Statement 1	
	4	Dividends and interest from securities	6,820,856.	6,820,856.	6,820,856.	Statement 2	
	5a	Rents	549,498.	549,498.	549,498.	Statement 3	
	b	Net rental income or (loss)	447,255.			Statement 4	
	6a	Net gain or (loss) from sale of assets not on line 10	9,789,170.				
	b	Gross sales price for all assets on line 6a	102,644,310.				
	7	Capital gain net income (from Part IV line 2)		9,789,170.			
	8	Net short-term capital gain					
	9	Income modifications					
	10a	Gross sales less returns and allowances	326,655.			Statement 5	
Operating and Administrative Expenses	b	Less: Cost of goods sold	153,098.				
	c	Gross profit or (loss)	173,557.		173,557.		
	11	Other income	1,228,848.	971,468.	1,228,848.	Statement 6	
	12	Total. Add lines 1 through 11	19,696,288.	18,147,701.	8,789,468.		
	13	Compensation of officers, directors, trustees, etc.	506,000.	0.	0.	506,000.	
	14	Other employee salaries and wages	4,696,597.	79,560.	116,119.	4,580,478.	
	15	Pension plans, employee benefits	836,861.	3,978.	4,004.	832,857.	
	16a	Legal fees Stmt 7	97,481.	0.	0.	97,481.	
	b	Accounting fees Stmt 8	24,849.	0.	0.	24,849.	
	c	Other professional fees Stmt 9	1,212,766.	1,137,068.	1,139,729.	73,037.	
	17	Interest					
	18	Taxes Stmt 10	752,735.	51,709.	51,709.	701,026.	
	19	Depreciation and depletion					
	20	Occupancy					
	21	Travel, conferences, and meetings	79,336.	0.	576.	78,760.	
	22	Printing and publications	361,493.	0.	0.	361,493.	
	23	Other expenses Stmt 11	5,345,037.	135,188.	141,376.	4,153,661.	
	24	Total operating and administrative expenses. Add lines 13 through 23	13,913,155.	1,407,503.	1,453,513.	11,409,642.	
	25	Contributions, gifts, grants paid	33,859.			33,859.	
	26	Total expenses and disbursements. Add lines 24 and 25	13,947,014.	1,407,503.	1,453,513.	11,443,501.	
	27	Subtract line 26 from line 12:					
	a	Excess of revenue over expenses and disbursements	5,749,274.				
	b	Net investment income (if negative, enter -0-)		16,740,198.			
	c	Adjusted net income (if negative, enter -0-)			7,335,955.		



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		259,609.	130,061.	130,061.		
	2 Savings and temporary cash investments		38,726,905.	43,931,256.	43,932,451.		
	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		114,540.	111,768.	111,768.		
	9 Prepaid expenses and deferred charges						
	10a Investments - US and state government obligations Stmt 13		25,257,096.	23,952,759.	25,257,677.		
	b Investments - corporate stock Stmt 14		183,971,722.	189,243,386.	319,195,747.		
	c Investments - corporate bonds Stmt 15		4,751,981.	4,642,453.	5,732,758.		
	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		11,001,173.	7,513,286.	8,422,522.			
14 Land, buildings, and equipment: basis ▶ 24,972,611.							
Less: accumulated depreciation ▶	23,760,224.	24,972,611.	22,707,408.				
15 Other assets (describe ▶ Statement 17)		30,980,570.	32,460,544.	37,749,866.			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		324,114,643.	332,248,947.	469,554,092.			
Liabilities	17 Accounts payable and accrued expenses		21,971.	20,670.			
	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)		850,000.	1,900,000.			
	23 Total liabilities (add lines 17 through 22)		871,971.	1,920,670.			
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		323,242,672.	330,328,277.			
	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		323,242,672.	330,328,277.				
31 Total liabilities and net assets/fund balances		324,114,643.	332,248,947.				

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	323,242,672.
2 Enter amount from Part I, line 27a	2	5,749,274.
3 Other increases not included in line 2 (itemize) ▶ See Statement 12	3	1,336,331.
4 Add lines 1, 2, and 3	4	330,328,277.
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	330,328,277.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE #3 - SHORT-TERM	P	Various	Various
b SEE SCHEDULE #3 - LONG-TERM	P	Various	Various
c SHORT-TERM LOSSES FROM PASS-THROUGH ENTITIES	P	Various	Various
d LONG-TERM LOSSES FROM PASS-THROUGH ENTITIES	P	Various	Various
e CAPITAL GAIN DISTRIBUTIONS	P	Various	Various

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 36,684,826.		39,306,276.	<2,621,450.>
b 65,949,333.		53,153,261.	12,796,072.
c		10,752.	<10,752.>
d		384,851.	<384,851.>
e 10,151.			10,151.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<2,621,450.>
b			12,796,072.
c			<10,752.>
d			<384,851.>
e			10,151.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	9,789,170.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<2,632,202.>

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	12,358,372.	333,209,960.	.037089
2011	10,425,020.	303,976,947.	.034295
2010	10,845,904.	274,779,705.	.039471
2009	9,257,372.	246,559,418.	.037546
2008	9,951,418.	255,487,037.	.038951

2 Total of line 1, column (d)	2	.187352
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.037470
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	392,340,636.
5 Multiply line 4 by line 3	5	14,701,004.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	167,402.
7 Add lines 5 and 6	7	14,868,406.
8 Enter qualifying distributions from Part XII, line 4	8	13,705,888.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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FOUNDATION, INC.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	334,804.
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	334,804.
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	334,804.
6 Credits/Payments.			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	350,611.	
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	350,611.	
8 Enter any penalty for underpayment of estimated tax Check here <input 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	15,807.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	15,807.	Refunded

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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

23-7336090

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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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 2013 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 2013.) 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 2013?	4b		X

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?

N/A

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

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		506,000.	9,925.	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	132,600.	6,630.	0.
MICHAEL COHN - 2806 URSULINES AVE.,	CFO			
NEW ORLEANS, LA 70119	40.00	132,600.	6,630.	0.
JOHN H. LAWRENCE - 539 DUMAINE, APT.	DIR., CURATORIAL PROGRAMS			
B, NEW ORLEANS, LA 70116	40.00	107,100.	5,355.	0.
JESSICA DORMAN	DIR., PUBLICATIONS			
3716 CAMP ST., NEW ORLEANS, LA 70115	40.00	107,100.	5,355.	0.
JACK PRUITT - 1328 HARMONY ST., NEW	DIR., DEVELOPMENT			
ORLEANS, LA 70115	40.00	100,586.	5,029.	0.
Total number of other employees paid over \$50,000				32

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
VILLERE & CO., INVESTMENT ADVISORS - 601 POYDRAS ST., SUITE 1808, NEW ORLEANS, LA CLEARBRIDGE ADVISORS	INVESTMENT ADVISOR	568,415.
620 8TH AVE., NEW YORK, NY 10018 JPMORGAN CHASE, NA	INVESTMENT ADVISOR	259,135.
201 ST. CHARLES AVE., NEW ORLEANS, LA 70170 MORGAN STANLEY SMITH BARNEY	ACCOUNT MANAGEMENT FEES	241,087.
450 LEXINGTON AVE., NEW YORK, NY 10017 ALISON CODY	INVESTMENT ADVISOR	125,389.
408 STATE STREET, NEW ORLEANS, LA 70118	GRAPHIC DESIGN	78,084.
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	13,708,039.
2	
See Statement 20	32,159.
3	
See Statement 21	1,500.
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1	
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	390,989,311.
b	Average of monthly cash balances	1b	144,833.
c	Fair market value of all other assets	1c	7,181,222.
d	Total (add lines 1a, b, and c)	1d	398,315,366.
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	398,315,366.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,974,730.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	392,340,636.
6	Minimum investment return. Enter 5% of line 5	6	19,617,032.

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 2013 from Part VI, line 5	2a	
b	Income tax for 2013 (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	11,443,501.
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	1,212,387.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	1,050,000.
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	13,705,888.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,705,888.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$				
a Applied to 2012, 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 2013 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount - see instr.				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7				
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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	7,335,955.	11,470,232.	6,907,645.	6,470,824.	32,184,656.
b 85% of line 2a	6,235,562.	9,749,697.	5,871,498.	5,500,200.	27,356,958.
c Qualifying distributions from Part XII, line 4 for each year listed	13,705,888.	12,358,372.	10,425,020.	11,006,823.	47,496,103.
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	13,705,888.	12,358,372.	10,425,020.	11,006,823.	47,496,103.
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter:					
(1) Value of all assets					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	13,078,021.	11,106,999.	10,132,565.	9,159,323.	43,476,908.
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 address 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
a Paid during the year				
SCOTT MARLER 1492 COURT AVENUE MEMPHIS, TN 38104	NONE	N/A	AWARD BEST PUBLISHED WORK ON LOUISIANA HISTORY	1,500.
ST. MARY PARISH POLICE JURY FRANKLIN, LA 70538	NONE	NONE	ASSIST IN FUNDING OF PARK OPERATIONS	32,159.
FRIENDS OF THE HUBBELL LIBRARY 725 PELICAN AVENUE NEW ORLEANS, LA 70114	NONE	NONE	ASSIST IN PROMOTION OF PUBLICATION	200.
Total				33,859.
b Approved for future payment				
None				
Total				0.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

323621
10-10-13

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date: _____

8/14/14

Title _____

► CFO / Secretary / Treas.

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Earl North

Preparer's signature

Carl North

Date	
------	--

08/11/14

Check ☐ self-employed

PTIN

P00069141

Firm's name ► MURPHY & NORTH, APAC

Firm's EIN ▶	72-1074180
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Firm's address ► 935 GRAVIER STREET, SUITE 1820
NEW ORLEANS, LA 70112

Phone no. (504) 586-0050

Form 990-PF (2013)

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, 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) (2013)

Name of organization

KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.

Employer identification number

23-7336090

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
1	See Schedule #1 SEE SCHEDULE #1	\$ 622,806.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	See Schedule #1 SEE SCHEDULE #1	\$ 295,010.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

23-7336090

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

Name of organization

KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.

Employer identification number

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	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
INTEREST FROM PASS-THROUGHS	5,044.	5,044.	5,044.
TEMPORARY INVESTMENTS	11,665.	11,665.	11,665.
Total to Part I, line 3	16,709.	16,709.	16,709.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
DIVIDENDS FROM					
PASS-THROUGHS	26,585.	0.	26,585.	26,585.	26,585.
SECURITIES	6,794,271.	0.	6,794,271.	6,794,271.	6,794,271.
To Part I, line 4	6,820,856.	0.	6,820,856.	6,820,856.	6,820,856.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
PARKING LOT	1	
FARM	2	62,495.
525 Chartres St.	4	323,883.
516-20-24 Royal St.	5	163,120.
Total to Form 990-PF, Part I, line 5a		549,498.

Form 990-PF

Rental Expenses

Statement 4

Description	Activity Number	Amount	Total
REAL ESTATE TAX		24,867.	
- SubTotal -	1		24,867.
REAL ESTATE TAX		996.	
INSURANCE		2,507.	
- SubTotal -	2		3,503.
General Operating Expenses		22,656.	
INSURANCE		12,291.	
REAL ESTATE TAX		22,406.	
- SubTotal -	4		57,353.
INSURANCE		6,370.	
REAL ESTATE TAX		3,440.	
General Operating Expenses		6,710.	
- SubTotal -	5		16,520.
Total rental expenses			102,243.
Net rental Income to Form 990-PF, Part I, line 5b			447,255.

Form 990-PF

Income and Cost of Goods Sold
Included on Part I, Line 10

Statement 5

Income

1. Gross receipts	326,655	
2. Returns and allowances		
3. Line 1 less line 2		326,655
4. Cost of goods sold (line 15)	153,098	
5. Gross profit (line 3 less line 4).		173,557
6. Other Income		
7. Gross Income (add lines 5 and 6)		173,557

Cost of Goods Sold

8. Inventory at beginning of year	114,540	
9. Merchandise purchased.	150,326	
10. Cost of labor.		
11. Materials and supplies		
12. Other costs.		
13. Add lines 8 through 12		264,866
14. Inventory at end of year	111,768	
15. Cost of goods sold (line 13 less line 14). .		153,098

Form 990-PF

Other Income

Statement 6

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
OIL & GAS ROYALTIES	564,134.	564,134.	564,134.
INCOME FROM PASS-THROUGHS	407,334.	407,334.	407,334.
ADMISSIONS	59,376.	0.	59,376.
BOOK SALES/PRODUCT ROY	17,978.	0.	17,978.
DUPLICATION FEES	41,702.	0.	41,702.
SPECIAL EVENTS	137,035.	0.	137,035.
OTHER INCOME	1,289.	0.	1,289.
Total to Form 990-PF, Part I, line 11	1,228,848.	971,468.	1,228,848.

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	97,481.	0.	0.	97,481.
To Fm 990-PF, Pg 1, ln 16a	97,481.	0.	0.	97,481.

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	24,849.	0.	0.	24,849.
To Form 990-PF, Pg 1, ln 16b	24,849.	0.	0.	24,849.

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	252,327.	176,629.	179,290.	73,037.
INVESTMENT ADVISOR	952,939.	952,939.	952,939.	0.
ROYALTY VERIFICATION	7,500.	7,500.	7,500.	0.
To Form 990-PF, Pg 1, ln 16c	1,212,766.	1,137,068.	1,139,729.	73,037.

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	364,801.	0.	0.	364,801.
FEDERAL EXCISE TAX PAID	320,553.	0.	0.	320,553.
REAL ESTATE TAX	15,672.	0.	0.	15,672.
REAL ESTATE TAX	24,867.	24,867.	24,867.	0.
REAL ESTATE TAX	996.	996.	996.	0.
REAL ESTATE TAX	22,406.	22,406.	22,406.	0.
REAL ESTATE TAX	3,440.	3,440.	3,440.	0.
To Form 990-PF, Pg 1, ln 18	752,735.	51,709.	51,709.	701,026.

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	5,209,849.	0.	6,188.	4,153,661.
EXPENSES FROM PASS-THROUGH ENTITIES	84,654.	84,654.	84,654.	0.
INSURANCE	2,507.	2,507.	2,507.	0.
General Operating Expenses	22,656.	22,656.	22,656.	0.
INSURANCE	12,291.	12,291.	12,291.	0.
INSURANCE	6,370.	6,370.	6,370.	0.
General Operating Expenses	6,710.	6,710.	6,710.	0.
To Form 990-PF, Pg 1, ln 23	5,345,037.	135,188.	141,376.	4,153,661.

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement 12
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Description	Amount
ART, BOOKS & MANUSCRIPTS ACQUIRED DURING YEAR	1,101,333.
ADJUSTMENT TO COST BASIS OF ALTERNATIVE ASSETS	234,998.
Total to Form 990-PF, Part III, line 3	1,336,331.

Form 990-PF	U.S. and State/City Government Obligations	Statement 13
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. GOV. BONDS - SCH. #4	X		23,952,759.	25,257,677.
Total U.S. Government Obligations			23,952,759.	25,257,677.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			23,952,759.	25,257,677.

Form 990-PF	Corporate Stock	Statement 14
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Description	Book Value	Fair Market Value
CORPORATE STOCK - SCH. #4	189,243,386.	319,195,747.
Total to Form 990-PF, Part II, line 10b	189,243,386.	319,195,747.

Form 990-PF	Corporate Bonds	Statement 15
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Description	Book Value	Fair Market Value
CORPORATE BONDS - SCH. #4	4,642,453.	5,732,758.
Total to Form 990-PF, Part II, line 10c	4,642,453.	5,732,758.

Form 990-PF	Other Investments	Statement	16
Description	Valuation Method	Book Value	Fair Market Value
OTHER INVESTMENTS	COST	7,513,286.	8,422,522.
Total to Form 990-PF, Part II, line 13		7,513,286.	8,422,522.

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	30,557,405.	32,037,379.	33,832,088.
To Form 990-PF, Part II, line 15	30,980,570.	32,460,544.	37,749,866.

Form 990-PF	Other Liabilities	Statement	18
Description	BOY Amount	EOY Amount	
SET-ASIDE APPROVED 2/28/2013	850,000.	1,900,000.	
Total to Form 990-PF, Part II, line 22	850,000.	1,900,000.	

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 Contrib	Expense 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	PRESIDENT OF BOARD 15.00	54,000.	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	VICE PRESIDENT OF BOARD 5.00	0.	0.	0.
FRED M. SMITH 5000 FOLSE DR. METAIRIE, LA 70006	EMERITUS 5.00	54,000.	0.	0.
PRISCILLA LAWRENCE 526 MARENGO ST. NEW ORLEANS, LA 70115	EXECUTIVE DIRECTOR 40.00	190,000.	9,925.	0.
BONNIE BOYD 1309 FELICITY STREET NEW ORLEANS, LA 70130	DIRECTOR 5.00	16,000.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		506,000.	9,925.	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

32,159.

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

KEMPER WILLIAMS PRIZE - THE WILLIAMS PRIZE IS AWARDED EACH YEAR TO THE AUTHOR OF THE BEST PUBLISHED WORK ON LOUISIANA HISTORY. THE 2013 WILLIAMS PRIZE WAS AWARDED TO SCOTT MARLER.

Expenses

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

1,500.

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2014 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Estate of Ms. Anna Heiduk 805 Soledad Ave. Santa Barbara, CA 93103	9/24/2013 Distribution from the Anna Heiduk Charitable Remainder Trust	\$239,982.48
The Helis Foundation Mr. David Kerstein 228 St. Charles Ave. Suite 912 New Orleans, LA 70130	12/19/2013 Acquisition - Bayou Scene painting by William Henry Buck	\$150,000.00
Broadway Bank - Wealth Management Division Mr. Julie G. Hardaway 1177 N. E. Loop 410 San Antonio, TX 78209	8/26/2013 Contribution to the Fred W. Todd Fund	\$100,000.00
Mrs. William K. Christovich 2520 Prytania St. New Orleans, LA 70115	11/22/2013 Contribution to the William K. Christovich Publications Fund	\$40,000.00
AOS Mr. Shelby E. Russ, Jr. 400 Poydras Street Suite 1700 New Orleans, LA 70130	2/27/2014 Sponsorship - Concerts In The Courtyard	\$15,000.00
ClearBridge Advisors, LLC Mr. Hersh Cohen 620 8th Avenue, 48th Floor New York, NY 10018	12/3/2013 Sponsorship - Symposium	\$10,000.00
Mrs. Lawrence D. Garvey 140 W. Oakridge Park Metairie, LA 70005	1/21/2014 Membership	\$10,000.00

St. Denis J. Villere & Company Mr. Sandy J. Villere Sr. 601 Poydras Street Suite 1808 New Orleans, LA 70130	1/13/2014 Sponsorship - Symposium	\$7,500.00
Ms. E. Alexandra Stafford and Mr. Raymond Rathle PO Box 9399 Metairie, LA 70055	1/9/2014 Membership	\$5,281.88
Ambassador & Mrs. John G. Weinmann 601 Poydras St. Suite 2690 New Orleans, LA 70130	2/13/2014 Sponsorship – Crecent City Silver Book	\$5,041.60
Miss Bunny Hinckley 1537 Washington Ave. New Orleans, LA 70130	11/15/2013 Membership	\$5,000.00
Mr. and Mrs. John Boyd 1309 Felicity St. New Orleans, LA 70130	1/8/2014 Membership	\$5,000.00
Prentiss C. and Dolores M. Havens Family Foundation Mr. and Mrs. Prentiss Havens #8 Audubon Place New Orleans, LA 70118	12/17/2013 Membership	\$5,000.00
Baptist Community Ministries Mr. Charles Beasley 400 Poydras St. #2950 New Orleans, LA 70130	3/20/2014 4/24/2013 Membership	\$5,000.00 \$5,000.00
Mr. John G. Turner and Mr. Jerry G. Fischer 2443 East Lakeshore Drive Baton Rouge, LA 70808	1/14/2014 Membership	\$5,000.00

Neal Auction Company, Inc. Mr. Neal Alford 4038 Magazine Street New Orleans, LA 70115	6/10/2013 Sponsorship - Antiques Forum	\$5,000.00
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Mr. Paul J. Leaman, Jr. 2 Garden Lane New Orleans, LA 70124	12/4/2013 Membership	\$5,000.00
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CASH CONTRIBUTIONS (\$5,000.00 or more):	\$ 622,805.96
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KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2014 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Non-Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Louise Hitchcock Stephaich 117 E 72nd Street Apartment 14 New York, NY 10021	12/1/2013 Judge George Eustis and Clarisse Allain Eustis	\$50,000.00
Laura Simon Nelson 1708 Applewood Drive Baton Rouge, LA 70808-5911	9/20/2013 Restrikes of prints by Ellsworth Woodward and Robert Rucker	\$47,500.00
Laura Simon Nelson 1708 Applewood Drive Baton Rouge, LA 70808-5911	12/22/2013 Room at Alhambra and Maria Carpenter Woodward bust	\$40,000.00
Mary Louise Butkiewicz 6251 Old Dominion Drive, Apt. 167 McLean, VA 22101	12/17/2013 Portraits of John Samuel Wallis and Louisa Mather Wallis	\$40,000.00
Nicolas du Bellet Kariouk 3937 Partridge Lane Baton Rouge, LA 70809	12/20/2013 Nicolas Kariouk du Bellet donation	\$25,910.00
Federal Emergency Management Agency U.S. Department of Homeland Security FEMA-1603/1607-DR-LA,, LA Recovery Office, 1 Seine Court New Orleans, LA 70114	9/25/2013 Photographs of National Register Eligible Properties Damaged Throughout New Orleans by Hurricane Katrina and Rita and Demolished with FEMA Funding	\$20,000.00
Thomas A. Sancton 4849 A Magazine St. New Orleans, LA 70115	11/1/2013 Thomas Sancton Sr. Jazz Collection	\$15,000 00
June Steinbaugh 80430 Chenel Road Folsom, LA 70437	9/25/2013 Photographs and slides of buildings in New Orleans and environs	\$12,000 00

William R. Cullison III 360 Audubon St New Orleans, LA 70118	12/196/2013 Artwork by Louisiana artists and photographers	\$8,600.00
Margot K. Thomas c/o Mrs. Lyleana Aponte 812 St. Julien Dr. Kenner, LA 70065	5/20/2013 Kabacoff family papers	\$7,000.00
Mr. Sydney J. Besthoff III 1055 St. Charles Avenue Suite 701 New Orleans, LA 70130	11/22/2013 Katz and Besthoff Collection	\$7,000.00
John Franklin Clemmer 2100 St. Charles Avenue, #7K New Orleans, LA 70130	5/27/2013 Painting of sardines; architectural fragment from Belle Grove Plantation	\$6,500.00
Jeanne F. Bruno 150 Broadway Street Apartment 805 New Orleans, LA 70118	7/15/2013 Royes Fernandez papers, addition	\$5,500.00
Miss Clay E. Watson Greater New Orleans Black Tourism Center, Inc. P.O. Box 19123 New Orleans, LA 70116	8/8/2013 Performing arts ephemera	\$5,000.00
Charles Martin 32963 LA Hwy. 642 Paulina, LA 70763	12/20/2013 Photographs from Perique exhibition	\$5,000.00

NON-CASH CONTRIBUTIONS (\$5,000.00 or more):	\$ 295,010.00
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Kemper & Leila Williams Foundation**23-7336090****Schedule 2 - Other Expenses****FYE 3-31-2014**

Description	Expenses Per Books	Net Investment Income	Adjusted Net Income	Charitable Purposes
Schedule 2 Expenses				
Insurance Premiums	319,095			319,095
Memberships	30,061		110	29,951
Subscriptions	5,658		9	5,649
Parking	912			912
Postage & Freight	80,887		1,191	79,696
Moving/Storage	55,210			55,210
Repairs	103,727			103,727
Telephone	54,711			54,711
Utilities	242,184		752	241,432
Van	1,037			1,037
Courtyard/Grounds	16,271			16,271
Service/Maintenance Contracts	136,919		647	136,272
Exhibits/Receptions	255,538			255,538
Software/Microfilm	85,871			85,871
Conservation	59,498			59,498
Advertising	369,095			369,095
Public Relations/Meetings	89,720		47	89,673
Dept Operating Expenses	167,579		1,475	166,104
Art Acquisitions	1,072,003			1,072,003
Acquisitions Expenses	24,585			24,585
Appraisals	21,800			21,800
Office Equip/Furnishings	508,108		406	507,702
Collection Processing/Dev	15,907			15,907
Ed Outreach/Seminars	243,423			243,423
Set Aside Approved 2/25/2013	1,050,000			
Capital Imp/Major Repairs	154,827			154,827
Security Detail	44,894		1,551	43,343
Woest Fellowship	78			78
Expense/Williams Prize	251			251
 Total Schedule 2 Expenses	 5,209,849	 0	 6,188	 4,153,661

Kemper & Leila Williams Foundation

23-7336090

Part IV - FYE 3-31-2014

Schedule #3

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
Northern Oil & Gas	91,262 00	1-Aug-12	19-Apr-13	\$1,181,852 84	\$1,640,366 52	\$0 00	(\$458,513 68)		
Northern Oil & Gas	141,301 00	1-Aug-12	19-Apr-13	\$1,829,863 36	\$2,915,644 62	\$0 00	(\$1,085,781 26)		
GNMA Pool #562232	13,477 05	11-Feb-04	15-Apr-13	\$13,477 05	\$13,881 36			\$0 00	(\$404 31)
Travelers Cos Inc	5,000 00	26-Apr-02	25-Apr-13	\$420,606 07	\$239,700 00			\$180,906 07	\$0 00
Northern Oil & Gas	30,000 00	1-Aug-12	8-May-13	\$391,368 20	\$546,392 44	\$0 00	(\$155,024 24)		
Northern Oil & Gas	66,894 00	1-Aug-12	8-May-13	\$865,976 89	\$1,061,226 47	\$0 00	(\$195,249 58)		
Northern Oil & Gas	33,106 00	1-Aug-12	8-May-13	\$428,574 02	\$680,652 74	\$0 00	(\$252,078 72)		
Northern Oil & Gas	30,200 00	1-Aug-12	9-May-13	\$397,516 68	\$620,905 93	\$0 00	(\$223,389 25)		
Northern Oil & Gas	27,300 00	1-Aug-12	10-May-13	\$356,756 57	\$560,628 65	\$0 00	(\$203,872 08)		
Northern Oil & Gas	12,700 00	1-Aug-12	13-May-13	\$167,213 33	\$261,109 44	\$0 00	(\$93,896 11)		
Northern Oil & Gas	76,538 00	1-Aug-12	13-May-13	\$1,031,479 45	\$1,511,027 83	\$0 00	(\$479,548 38)		
Northern Oil & Gas	27,300 00	1-Aug-12	14-May-13	\$367,913 83	\$434,182 81	\$0 00	(\$66,268 98)		
Sandridge Energy	181,915 00	20-Dec-11	23-May-13	\$946,118 57	\$1,227,180 49			\$0 00	(\$281,061 92)
3-D Systems	90,450 00	6-Sep-01	23-May-13	\$4,393,664 02	\$369,896 03	\$4,023,767 99		\$0 00	\$0 00
GNMA Pool #562232	13,318 95	11-Feb-04	15-May-13	\$13,318 95	\$13,718 52	\$0 00		\$0 00	(\$399 57)
JP Morgan Chase Cap XII	5,000 00	16-Dec-08	8-May-13	\$125,000 00	\$103,472 90	\$21,527 10		\$0 00	\$0 00
Sandridge Energy	300,000 00	11-Nov-10	4-Jun-13	\$1,573,232 41	\$1,588,176 78	\$0 00		\$0 00	(\$14,944 37)
Sandridge Energy	31,085 00	11-Nov-10	11-Jun-13	\$155,733 11	\$162,385 82	\$0 00		\$0 00	(\$6,652 71)
Sandridge Energy	24,905 00	11-Nov-10	12-Jun-13	\$125,518 99	\$130,091 27	\$0 00		\$0 00	(\$4,572 28)
Sandridge Energy	59,707 00	11-Nov-10	17-Jun-13	\$277,686 42	\$311,879 52	\$0 00		\$0 00	(\$34,193 10)
Sandridge Energy	249,618 00	11-Nov-10	17-Jun-13	\$1,160,927 98	\$1,303,828 47	\$0 00		\$0 00	(\$142,900 49)
Sandridge Energy	225,515 00	11-Nov-10	18-Jun-13	\$1,063,532 63	\$1,177,918 67	\$0 00		\$0 00	(\$114,386 04)
Sandridge Energy	21,955 00	11-Nov-10	18-Jun-13	\$103,540 16	\$114,673 11	\$0 00		\$0 00	(\$11,132 95)
GNMA Pool #562232	9,646 56	11-Feb-04	17-Jun-13	\$9,646 56	\$9,935 96	\$0 00		\$0 00	(\$289 40)
GNMA Pool #562232	6,578 73	11-Feb-04	15-Jul-13	\$6,578 73	\$6,776 09	\$0 00		\$0 00	(\$197 36)
Microsoft Corp	20,000 00	various	24-Jul-13	\$646,138 75	\$653,228 75	\$0 00		\$0 00	(\$7,090 00)
US Treasury Bills due 7/11/13	4,999,000 00	9-Jan-13	11-Jul-13	\$4,996,550 49	\$4,996,550 49	\$0 00	\$0 00	\$0 00	\$0 00
US Treasury Bills due 7/11/13	1,000 00	various	11-Jul-13	\$999 51	\$999 51	\$0 00	\$0 00	\$0 00	\$0 00
US Treasury Bonds 0 125% due 1/15/23	2,016,540 00	15-Jul-13	19-Jul-13	\$1,960,139 39	\$1,960,139 39	\$0 00	\$0 00	\$0 00	\$0 00
US Treasury Bonds 0 125% due 1/15/23	2,016,540 00	15-Jul-13	19-Jul-13	\$1,960,139 39	\$1,927,542 91	\$32,596 48	\$0 00	\$0 00	\$0 00
US Treasury NTS 1 875% due 7/15/13	1,267 08	15-Nov-07	15-Jul-13	\$1,267 08	\$110,371 21			\$0 00	(\$109,104 13)
US Treasury NTS 1 875% due 7/15/13	2,532,892 92	15-Nov-07	15-Jul-13	\$2,532,892 92	\$2,345,727 54	\$187,165 38		\$0 00	\$0 00
Carnival Corp	241,500 00	20-Jan-12	26-Jul-13	\$8,862,629 96	\$7,590,349 75	\$1,272,280 21		\$0 00	\$0 00
Constant Contact	27,700 00	7-Jul-11	23-Jul-13	\$488,649 94	\$704,926 23	\$0 00		\$0 00	(\$216,276 29)
Sanchez Energy Corp	13,357 00	14-Dec-11	11-Jul-13	\$323,703 92	\$293,854 00	\$29,849 92		\$0 00	\$0 00
Sanchez Energy Corp	4,143 00	14-Dec-11	11-Jul-13	\$100,404 68	\$91,146 00	\$9,258 68		\$0 00	\$0 00
Sanchez Energy Corp	10,628 00	14-Dec-11	12-Jul-13	\$255,185 52	\$233,816 00	\$21,369 52		\$0 00	\$0 00
Sanchez Energy Corp	50,000 00	14-Dec-11	15-Jul-13	\$1,207,543 95	\$1,100,000 00	\$107,543 95		\$0 00	\$0 00
Sanchez Energy Corp	50,000 00	14-Dec-11	16-Jul-13	\$1,208,513 93	\$1,100,000 00	\$108,513 93		\$0 00	\$0 00
Sanchez Energy Corp	39,194 00	14-Dec-11	17-Jul-13	\$956,407 08	\$862,268 00	\$94,139 08		\$0 00	\$0 00
Sanchez Energy Corp	25,000 00	14-Dec-11	23-Jul-13	\$600,432 03	\$550,000 00	\$50,432 03		\$0 00	\$0 00

Kemper & Leila Williams Foundation

23-7336090

Part IV - FYE 3-31-2014

Schedule #3

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
Sanchez Energy Corp	2,000 00	14-Dec-11	24-Jul-13	\$47,350 17	\$44,000 00			\$3,350 17	\$0 00
Canadian Pacific	5,000 00	various	2-Aug-13	\$626,720 09	\$44,399 99			\$582,320 10	\$0 00
Walt Disney Co	5,000 00	15-Mar-01	2-Aug-13	\$323,709 36	\$138,549 38			\$185,159 98	\$0 00
GNMA Pool #562232	6,932 10	11-Feb-04	15-Aug-13	\$6,932 10	\$7,140 06			\$0 00	(\$207 96)
Harris Corp	6,000 00	27-May-10	27-Aug-13	\$338,348 51	\$283,437 60			\$54,910 91	\$0 00
Kraft Foods	5,000 00	23-May-03	20-Aug-13	\$269,306 81	\$168,317 07			\$100,989 74	\$0 00
Microsoft Corp	10,000 00	various	2-Aug-13	\$317,745 47	\$302,603 75			\$15,141 72	\$0 00
US Treasury STRIP due 8/15/2013	1,000 00	16-May-12	15-Aug-13	\$997 20	\$997 20			\$0 00	\$0 00
US Treasury STRIP due 8/15/2013	4,999,000 00	various	15-Aug-13	\$4,985,002 80	\$4,985,002 80			\$0 00	\$0 00
UGI Corp	2,000 00	17-Oct-11	2-Aug-13	\$83,978 13	\$55,739 44			\$28,238 69	\$0 00
Windstream Corp	5,000 00	15-Nov-07	13-Aug-13	\$41,293 28	\$67,456 54			\$0 00	(\$26,163 26)
Conn's	30,800 00	15-Jan-13	16-Aug-13	\$2,080,651 61	\$872,736 49	\$1,207,915 12	\$0 00		
Constant Contact	22,827 00	19-Sep-12	5-Aug-13	\$443,367 93	\$580,915 19	\$0 00	(\$137,547 26)		
Constant Contact	21,100 00	19-Sep-12	8-Aug-13	\$400,156 63	\$536,965 46	\$0 00	(\$136,808 83)		
Constant Contact	20,365 00	19-Sep-12	19-Aug-13	\$368,734 47	\$518,260 74	\$0 00	(\$149,526 27)		
Constant Contact	100,000 00	19-Sep-12	21-Aug-13	\$1,808,678 45	\$2,464,913 51	\$0 00	(\$656,235 06)		
Constant Contact	11,800 00	19-Sep-12	23-Aug-13	\$214,168 62	\$277,722 29	\$0 00	(\$63,553 67)		
Constant Contact	13,350 00	19-Sep-12	26-Aug-13	\$241,393 16	\$268,066 67	\$0 00	(\$26,673 51)		
Constant Contact	22,500 00	19-Sep-12	27-Aug-13	\$405,607 17	\$448,855 08	\$0 00	(\$43,247 91)		
Sanchez Energy Corp	4,404 00	14-Dec-11	6-Aug-13	\$105,613 12	\$96,888 00			\$8,725 12	\$0 00
Sanchez Energy Corp	12,500 00	14-Dec-11	7-Aug-13	\$299,494 78	\$275,000 00			\$24,494 78	\$0 00
Sanchez Energy Corp	12,501 00	14-Dec-11	8-Aug-13	\$302,903 95	\$275,022 00			\$27,881 95	\$0 00
Sanchez Energy Corp	11,273 00	14-Dec-11	8-Aug-13	\$273,149 04	\$248,006 00			\$25,143 04	\$0 00
Constant Contact	60,100 00	16-Nov-12	3-Sep-13	\$1,103,206 41	\$1,168,105 37	\$0 00	(\$64,898 96)		
Constant Contact	75,947 00	16-Nov-12	5-Sep-13	\$1,447,714 44	\$1,361,241 59	\$86,472 85	\$0 00		
Constant Contact	103,400 00	16-Nov-12	6-Sep-13	\$2,011,198 33	\$1,541,074 66	\$470,123 67	\$0 00		
Constant Contact	6,011 00	16-Nov-12	9-Sep-13	\$117,477 54	\$72,612 88	\$44,864 66	\$0 00		
GNMA Pool #562232	9,932 43	11-Feb-04	16-Sep-13	\$9,932 43	\$10,230 40			\$0 00	(\$297 97)
UPS Inc	5,000 00	various	20-Sep-13	\$448,944 18	\$379,918 40			\$69,025 78	\$0 00
UPS Inc	5,000 00	various	30-Sep-13	\$454,886 58	\$350,709 60			\$104,176 98	\$0 00
NIC Inc	41,300 00	18-Jun-12	7-Oct-13	\$961,876 75	\$455,539 00			\$506,337 75	\$0 00
NIC Inc	31,300 00	18-Jun-12	8-Oct-13	\$704,165 73	\$345,239 00			\$358,926 73	\$0 00
NIC Inc	11,900 00	18-Jun-12	9-Oct-13	\$267,230 07	\$131,257 00			\$135,973 07	\$0 00
Canadian Pacific	2,000 00	17-Aug-94	28-Oct-13	\$278,730 55	\$15,568 90			\$263,161 65	\$0 00
GNMA Pool #562232	7,502 91	11-Feb-04	15-Oct-13	\$7,502 91	\$7,728 00			\$0 00	(\$225 09)
UPS Inc	2,000 00	13-Jul-05	29-Oct-13	\$190,385 08	\$139,740 00			\$50,645 08	\$0 00
Xerox	5,000 00	1-Aug-11	25-Oct-13	\$55,235 03	\$46,844 51			\$8,390 52	\$0 00
Xerox	10,000 00	various	29-Oct-13	\$104,592 18	\$86,047 99			\$18,544 19	\$0 00
3-D Systems	60,571 00	6-Sep-01	15-Nov-13	\$4,719,725 24	\$247,711 54			\$4,472,013 70	\$0 00
3-D Systems	16,829 00	6-Sep-01	18-Nov-13	\$1,283,698 82	\$68,821 20			\$1,214,877 62	\$0 00
Cisco Systems	10,000 00	15-Mar-01	19-Nov-13	\$210,607 33	\$203,825 00			\$6,782 33	\$0 00

Kemper & Leila Williams Foundation
23-7336090
Part IV - FYE 3-31-2014
Schedule #3

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
GNMA Pool #562232	6,437 25	11-Feb-04	15-Nov-13	\$6,437 25	\$6,630 37			\$0 00	(\$193 12)
PPG Industries	1,000 00	9-Jun-98	14-Nov-13	\$180,683 15	\$74,997 49			\$105,685 66	\$0 00
Target Corp	6,000 00	5-Nov-12	19-Nov-13	\$398,708 66	\$371,930 10			\$26,778 56	\$0 00
UGI Corp	1,000 00	17-Oct-11	14-Nov-13	\$40,557 29	\$27,869 85			\$12,687 44	\$0 00
Windstream Corp	5,701 00	24-May-07	14-Nov-13	\$45,365 49	\$85,816 07			\$0 00	(\$40,450 58)
Windstream Corp	9,299 00	various	15-Nov-13	\$73,996 43	\$132,165 39			\$0 00	(\$58,168 96)
Xerox	20,000 00	various	14-Nov-13	\$205,690 42	\$148,509 50			\$57,180 92	\$0 00
3-D Systems	24,300 00	6-Sep-01	27-Dec-13	\$2,168,810 14	\$99,367 81			\$2,069,442 33	\$0 00
St Paul Travelers Class Action Settlement			2-Dec-13	\$17 73	\$0 00			\$17 73	\$0 00
Akamai Technologies	5,000 00	21-Apr-11	3-Dec-13	\$222,582 12	\$199,329 50			\$23,252 62	\$0 00
Canadian Pacific	2,000 00	various	3-Dec-13	\$306,877 26	\$14,345 90			\$292,531 36	\$0 00
Cisco Systems	10,000 00	13-Jul-05	3-Dec-13	\$212,991 29	\$194,907 00			\$18,084 29	\$0 00
General Mills	5,000 00	26-Jul-02	23-Dec-13	\$242,597 77	\$99,650 00			\$142,947 77	\$0 00
GNMA Pool #562232	10,348 56	11-Feb-04	16-Dec-13	\$10,348 56	\$10,659 02			\$0 00	(\$310 46)
International Business Machines	1,000 00	1-Jan-80	3-Dec-13	\$178,950 68	\$16,810 66			\$162,140 02	\$0 00
CommonFund Realty Fund - 12/21/12	71,622 64	7-Jul-11	24-Dec-13	\$71,622 64	\$1,022,250 42			\$0 00	(\$950,627 78)
CommonFund Realty Fund - 3/26/13	74,680 64	7-Jul-11	24-Dec-13	\$74,680 64	\$1,065,896 42			\$0 00	(\$991,215 78)
CommonFund Realty Fund - 5/22/13	51,146 30	7-Jul-11	24-Dec-13	\$51,146 30	\$281,772 00			\$0 00	(\$230,625 70)
CommonFund Realty Fund	8,806 52	7-Jul-11	6-Dec-13	\$8,806 52	\$69,932 34			\$0 00	(\$61,125 82)
Motorola Class Action Settlement			6-Jan-14	\$2,381 26	\$0 00			\$2,381 26	\$0 00
Bristol Myers Squibb	2,000 00	28-Jan-13	24-Jan-14	\$101,206 43	\$72,392 20	\$28,814 23	\$0 00		(\$263 87)
GNMA Pool #562232	8,795 76	11-Feb-04	15-Jan-14	\$8,795 76	\$9,059 63			\$0 00	\$0 00
Royal Dutch Shell	2,000 00	22-Apr-91	7-Jan-14	\$141,579 33	\$39,638 39			\$101,940 94	\$0 00
US Treasury T-Bills due 1/9/14	4,999,000 00	11-Jul-13	9-Jan-14	\$4,997,365 33	\$4,997,365 33	\$0 00	\$0 00		\$0 00
US Treasury T-Bills due 1/9/14	10,000 00	various	9-Jan-14	\$999 67	\$999 67	\$0 00	(\$163 13)		\$0 00
Western Alliance Bancorp	225 00	9-Jan-14	16-Jan-14	\$5,118 75	\$5,281 88			\$0 00	(\$202 61)
GNMA Pool #562232	6,753 81	11-Feb-04	18-Feb-14	\$6,753 81	\$6,956 42				
US Treasury T-Bills due 2/13/14	4,999,000 00	14-Aug-13	13-Feb-14	\$4,997,355 33	\$4,997,355 33	\$0 00	\$0 00		\$0 00
US Treasury T-Bills due 2/13/14	1,000 00	various	13-Feb-14	\$999 67	\$999 67	\$0 00	\$0 00		\$0 00
Ion Geophysical	200,000 00	various	20-Feb-14	\$826,985 47	\$1,537,806 93			\$0 00	(\$710,821 46)
Ion Geophysical	287,730 00	various	24-Feb-14	\$1,195,036 78	\$1,847,230 25			\$0 00	(\$652,193 47)
Ion Geophysical	38,500 00	various	26-Feb-14	\$158,243 76	\$243,567 28			\$0 00	(\$85,323 52)
Ion Geophysical	200,000 00	various	27-Feb-14	\$820,785 57	\$1,234,138 72			\$0 00	(\$413,353 15)
Ion Geophysical	200,000 00	various	28-Feb-14	\$819,025 60	\$855,710 42			\$0 00	(\$36,684 82)
Merck & Co	92 00	13-Feb-14	20-Feb-14	\$5,081 99	\$5,041 60	\$40 39	\$0 00		\$0 00
NIC Inc	30,500 00	18-Jun-12	27-Feb-14	\$595,569 21	\$336,415 00			\$259,154 21	\$0 00
NIC Inc	1,800 00	18-Jun-12	28-Feb-14	\$35,027 38	\$19,854 00			\$15,173 38	\$0 00
Ion Geophysical	188,100 00	various	3-Mar-14	\$768,186 90	\$568,062 00			\$200,124 90	\$0 00
Ion Geophysical	200,000 00	various	4-Mar-14	\$816,645 65	\$1,441,481 10			\$0 00	(\$624,835 45)
Ion Geophysical	16,500 00	various	5-Mar-14	\$67,323 76	\$163,673 46			\$0 00	(\$96,349 70)
Ion Geophysical	102,000 00	various	6-Mar-14	\$417,397 06	\$1,011,799 28			\$0 00	(\$594,402 22)

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Part IV - FYE 3-31-2014

Schedule #3

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
Ion Geophysical	200,000 00	various	10-Mar-14	\$853,185 01	\$1,699,974 96			\$0 00	(\$846,789 95)
Ion Geophysical	271,200 00	various	19-Mar-14	\$1,093,562 47	\$2,041,795 82			\$0 00	(\$948,233 35)
Ion Geophysical	222,700 00	various	20-Mar-14	\$916,523 66	\$770,074 07			\$146,449 59	\$0 00
Ion Geophysical	81,870 00	various	21-Mar-14	\$342,348 14	\$247,247 40			\$95,100 74	\$0 00
NIC Inc	12,080 00	18-Jun-12	3-Mar-14	\$235,143 97	\$133,242 40			\$101,901 57	\$0 00
NIC Inc	38,700 00	18-Jun-12	4-Mar-14	\$754,358 20	\$426,861 00			\$327,497 20	\$0 00
NIC Inc	17,200 00	18-Jun-12	5-Mar-14	\$336,759 80	\$189,716 00			\$147,043 80	\$0 00
NIC Inc	49,600 00	18-Jun-12	10-Mar-14	\$1,033,641 01	\$547,088 00			\$486,553 01	\$0 00
NIC Inc	70,920 00	18-Jun-12	12-Mar-14	\$1,481,393 68	\$782,247 60			\$699,146 08	\$0 00
NIC Inc	25,900 00	18-Jun-12	12-Mar-14	\$536,270 87	\$285,677 00			\$250,593 87	\$0 00
NIC Inc	5,000 00	18-Jun-12	13-Mar-14	\$101,978 72	\$55,150 00			\$46,828 72	\$0 00
Air Products & Chemicals	3,000 00	17-Feb-10	11-Mar-14	\$366,276 22	\$213,875 40			\$152,400 82	\$0 00
General Mills	2,000 00	26-Jul-02	19-Mar-14	\$100,082 18	\$39,860 00			\$60,222 18	\$0 00
General Mills	1,900 00	26-Jul-02	26-Mar-14	\$98,033 08	\$37,867 00			\$60,166 08	\$0 00
General Mills	1,100 00	26-Jul-02	27-Mar-14	\$56,755 99	\$21,923 00			\$34,832 99	\$0 00
GNMA Pool #562232	6,613 98	11-Feb-04	17-Mar-14	\$6,613 98	\$6,812 40			\$0 00	(\$198 42)
PPG Industries	2,000 00	9-Jun-98	26-Mar-14	\$392,317 32	\$131,035 04			\$261,362 28	\$0 00
Time Warner Cable Inc	1,673 00	various	5-Mar-14	\$235,148 10	\$149,673 83			\$85,474 27	\$0 00
3M Co	4,000 00	15-Jan-84	26-Mar-14	\$533,593 40	\$241,965 08			\$291,628 32	\$0 00
Chickasaw Capital Partners		1-Aug-07	23-May-13	\$250 68	\$0 00			\$250 68	\$0 00
TOTALS				\$102,634,159 10	\$92,459,536 92	\$1,870,827 40	(\$4,492,276 88)	\$21,108,941 05	(\$8,312,869 39)
NET GAIN/LOSS								\$10,174,622 18	
SHORT TERM GAINS/LOSSES				\$36,684,826.54	\$39,306,276.02	(\$2,621,449.48)			
LONG TERM GAINS/LOSSES				\$65,949,332.56	\$53,153,260.90			\$12,796,071 66	
TOTAL GAIN/LOSS								\$10,174,622.18	

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Government Bonds

Shares or Par Value	Asset Description	Book Value	Market Value	Percent of Total
3,616,795 00	U S TREAS IFL IDX 0 125% 1/15/22	\$3,614,076 19	\$3,543,337 89	0 83%
2,026,560 00	U S TREAS INFL IDX 0.125% 1/15/23	\$1,960,139 39	\$1,960,858.92	0 46%
3,244,739 99	U S TREAS INFL IDX 1.375% 1/15/20	\$3,178,766.85	\$3,506,590 51	0 82%
2,892,140 00	U S TREAS INFL IDX 3 625% 4/15/28	\$3,339,700 88	\$3,931,719.72	0 92%
3,000,000 00	U S TREAS NTS 0 250% 12/31/15	\$2,989,452 00	\$2,996,010 00	0 70%
1,000,000.00	U S TREAS NTS 0.625% 2/15/17	\$997,734 00	\$993,670.00	0 23%
3,000,000 00	U S TREAS NTS 1 875% 6/30/15	\$3,007,734 30	\$3,063,390.00	0 71%
2,000,000.00	U S TREAS NTS 2.125% 12/31/15	\$2,010,937 54	\$2,062,180.00	0 48%
3,000,000 00	U S TREAS NTS 3 125% 5/15/19	\$2,854,218 00	\$3,199,920.00	0 75%
Total - Government Bonds		\$23,952,759 15	\$25,257,677 04	5 88%

Corporate Bonds

Shares or Par Value	Asset Description	Book Value	Market Value	Percent of Total
17,844 21	JPMORGAN CORE BOND FUND	\$200,376 00	\$206,814 37	0 05%
18,100 00	JPMORGAN MORTGAGE-BACKED SECURITIES	\$199,643 00	\$204,168 00	0 05%
25,693 73	VANGUARD FXD INCM INTER-TERM FD ADM*	\$250,000 00	\$252,055 50	0 06%
24,514.07	VANGUARD INTER TERM BD IDX FD SIGN*	\$251,520 38	\$276,518 75	0 06%
12,000 00	VANGUARD TOTAL BD MKT IDX FD SIGN*	\$120,000 00	\$128,280 00	0 03%
200,000.00	CABLEVISION SYS CORP 7 750% 4/15/18	\$202,500 00	\$228,500 00	0 05%
25,000 00	EL PASO CORP 6.500% 9/15/20	\$23,687 50	\$27,432 25	0 01%
314,661 36	GNMA POOL #562232X 5.000% 12/15/18	\$324,101 19	\$335,142 67	0 08%
3,850,000 00	WHITNEY NATL BK NEW 5 875% 4/01/17	\$3,038,625 00	\$4,043,077.50	0 94%
3,076 92	JPMORGAN TOTAL RETURN FUND SEL	\$32,000 00	\$30,769 23	0 01%
Total - Corporate Bonds		\$4,642,453 07	\$5,732,758 27	1.34%

Corporate Stocks

Shares or Par Value	Asset Description	Book Value	Market Value	Percent of Total
238 00	COMPANIA AZUCARERA CHUMBAGUA	\$685 45	\$0 00	0 00%
181,800.00	3-D SYS CORP DEL	\$736,913 79	\$10,753,470 00	2 51%
15,000 00	APPLE INC	\$5,582,173 50	\$8,051,100 00	1 88%
211,200.00	B/E AEROSPACE INC	\$6,547,916 92	\$18,330,048 00	4 27%
6,500 00	BANK AMER CORP NON CUM CONV PFD L	\$4,554,395 95	\$7,437,365 00	1 73%
278,237 00	CONNS INC	\$7,752,601 07	\$10,809,507 45	2 52%
147,000 00	EDWARDS LIFESCIENCES CORP	\$10,361,269 50	\$10,902,990 00	2 54%
213,800 00	ENDURANCE SPECIALTY HLDGS LTD	\$8,379,204 45	\$11,508,854.00	2 68%
370,900.00	EPIQ SYS INC	\$4,469,824 06	\$5,055,367 00	1 18%
211,800 00	EURONET WORLDWIDE INC	\$3,959,069 95	\$8,808,762 00	2.05%
158,100.00	EXPRESS SCRIPTS HLDG CO	\$8,700,282 93	\$11,871,729 00	2 77%
471,700 00	FLOWERS FOODS INC	\$10,348,862.15	\$10,117,965 00	2 36%
88,000.00	HOWARD HUGHES CORP	\$9,905,421 08	\$12,558,480 00	2 93%
148,400 00	INGREDION INC	\$8,203,195.84	\$10,103,072 00	2 35%
377,300.00	LKQ CORP	\$10,208,568 37	\$9,941,855 00	2 32%
510,000.00	LUMINEX CORP DEL	\$9,251,642 99	\$9,236,100 00	2 15%
178,400.00	NIC INC	\$1,967,752 00	\$3,444,904 00	0.80%
257,000.00	OASIS PETE INC NEW	\$8,419,324 62	\$10,724,610 00	2 50%
200,000.00	POOL CORP	\$4,639,723 86	\$12,264,000 00	2 86%
118,650.00	RESOURCE BANKSHARES INC	\$1,695,000 00	\$3,793,240 50	0 88%

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368,000.00	SANCHEZ ENERGY CORP	\$8,870,569.66	\$10,903,840.00	2.54%
260,669.00	SOTHEBYS CL A	\$8,170,136.15	\$11,352,134.95	2.64%
135,000.00	VARIAN MED SYS INC	\$6,512,236.67	\$11,338,650.00	2.64%
56,700.00	VISA INC CL A	\$4,009,001.85	\$12,239,262.00	2.85%
40,000.00	3M CO	\$495,932.20	\$5,426,400.00	1.26%
5,000.00	ABBOTT LABS	\$99,535.34	\$192,550.00	0.04%
5,000.00	ABBVIE INC	\$107,937.57	\$257,000.00	0.06%
5,000.00	AIR PRODS & CHEMS INC	\$351,562.70	\$595,200.00	0.14%
2,500.00	ALLEGHANY CORP DEL	\$345,070.80	\$1,018,450.00	0.24%
2,000.00	AMAZON COM INC	\$145,255.40	\$672,730.00	0.16%
10,000.00	AMERICAN WTR WKS CO INC NEW	\$423,573.00	\$454,000.00	0.11%
7,000.00	AMGEN INC	\$375,409.40	\$863,380.00	0.20%
15,000.00	ANNALY CAP MGMT INC	\$248,100.00	\$164,550.00	0.04%
1,200.00	APPLE INC	\$391,909.43	\$644,088.00	0.15%
6,000.00	AQUA AMER INC	\$148,354.00	\$150,420.00	0.04%
25,000.00	AT & T INC	\$627,741.22	\$876,750.00	0.20%
2,000.00	BAYER A G SPONSORED ADR	\$166,080.00	\$270,520.00	0.06%
4,575.00	BCE INC NEW	\$175,925.00	\$197,138.58	0.05%
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	\$6,248,500.00	1.46%
3,000.00	BRISTOL MYERS SQUIBB CO	\$97,875.00	\$155,850.00	0.04%
10,000.00	CANADIAN OIL SANDS LTD	\$207,435.00	\$209,842.00	0.05%
6,000.00	CANADIAN PAC RY LTD	\$40,601.32	\$899,360.40	0.21%
3,500.00	CATERPILLAR INC	\$312,395.00	\$347,795.00	0.08%
4,000.00	CELGENE CORP	\$195,071.60	\$558,400.00	0.13%
25,000.00	CENOVUS ENERGY INC	\$69,189.48	\$724,000.00	0.17%
17,121.00	CHEVRON CORP	\$166,397.91	\$2,035,858.11	0.47%
50,000.00	CHIMERA INVT CORP	\$154,892.50	\$153,000.00	0.04%
10,000.00	CISCO SYS INC	\$165,128.50	\$224,150.00	0.05%
8,000.00	CITIGROUP INC NEW	\$439,483.10	\$380,800.00	0.09%
30,000.00	COMCAST CORP NEW CL A SPL	\$668,178.84	\$1,463,100.00	0.34%
30,000.00	CORNING INC	\$432,226.50	\$624,600.00	0.15%
3,000.00	COSTCO WHSL CORP NEW	\$95,520.00	\$335,040.00	0.08%
10,058.00	CVS CAREMARK CORP	\$258,774.08	\$752,941.88	0.18%
25,000.00	DISNEY WALT CO	\$388,596.53	\$2,001,750.00	0.47%
20,000.00	DOMINION RES INC VA NEW	\$447,400.00	\$1,419,800.00	0.33%
30,000.00	DU PONT E I DE NEMOURS & CO	\$733,997.41	\$2,013,000.00	0.47%
5,199.00	DUKE ENERGY CORP NEW	\$210,170.41	\$370,272.78	0.09%
6,000.00	EBAY INC	\$320,604.30	\$331,440.00	0.08%
40,000.00	EMC CORP	\$694,604.36	\$1,096,400.00	0.26%
30,000.00	ENCANA CORP	\$92,331.60	\$641,400.00	0.15%
42,000.00	EXXON MOBIL CORP	\$236,073.56	\$4,102,560.00	0.96%
20,000.00	FORD MTR CO DEL PAR \$0.01	\$271,830.00	\$312,000.00	0.07%
13,000.00	FREEPORT-MCMORAN COPPER & GOLD	\$451,124.57	\$429,910.00	0.10%
60,000.00	GENERAL ELEC CO	\$1,132,395.00	\$1,553,400.00	0.36%
5,000.00	GLAXOSMITHKLINE PLC SPONSORED ADR	\$194,480.00	\$267,150.00	0.06%
10,000.00	HERSHEY CO	\$87,839.52	\$1,044,000.00	0.24%
35,000.00	HOME DEPOT INC	\$1,122,443.00	\$2,769,550.00	0.65%
10,000.00	HONDA MTR LTD SPONS ADR	\$366,545.40	\$353,400.00	0.08%
40,000.00	INTEL CORP	\$262,575.00	\$1,032,560.00	0.24%
5,000.00	INTERNATIONAL BUSINESS MACHS CORP	\$84,053.26	\$962,450.00	0.22%
15,000.00	INTERNATIONAL PAPER CO	\$415,071.00	\$688,200.00	0.16%
30,000.00	JOHNSON & JOHNSON	\$75,749.04	\$2,946,900.00	0.69%
8,000.00	JOHNSON CTLS INC	\$333,098.50	\$378,560.00	0.09%
15,000.00	JPMORGAN DEPOSITARY 1/400TH PFD O	\$347,511.90	\$327,600.00	0.08%
10,000.00	KIMBERLY CLARK CORP	\$410,376.62	\$1,102,500.00	0.26%
60,000.00	MDU RES GROUP INC	\$320,212.93	\$2,058,600.00	0.48%

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16,000.00	MERCK & CO INC NEW	\$719,639.90	\$908,320.00	0.21%
14,500.00	METLIFE INC	\$616,322.13	\$765,600.00	0.18%
4,000.00	METLIFE INC EQUITY UNIT	\$135,788.12	\$122,720.00	0.03%
3,000.00	METLIFE INC PFD SER B 6 50%	\$45,537.00	\$75,450.00	0.02%
70,000.00	MICROSOFT CORP	\$1,275,386.71	\$2,869,300.00	0.67%
2,000.00	MONSANTO CO NEW	\$198,061.00	\$227,540.00	0.05%
1,000.00	MOSAIC CO NEW	\$78,600.70	\$50,000.00	0.01%
15,000.00	NATIONAL FUEL GAS CO N J	\$430,878.62	\$1,050,600.00	0.24%
8,000.00	NEWMONT MNG CORP	\$345,304.50	\$187,520.00	0.04%
20,000.00	NISOURCE INC	\$417,668.00	\$710,600.00	0.17%
10,000.00	NORFOLK SOUTHN CORP	\$698,259.70	\$971,700.00	0.23%
10,000.00	NUCOR CORP	\$445,056.00	\$505,400.00	0.12%
10,000.00	OCCIDENTAL PETE CORP	\$482,636.00	\$952,900.00	0.22%
15,135.00	PFIZER INC	\$105,336.48	\$486,136.20	0.11%
10,000.00	PPG INDS INC	\$525,957.46	\$1,934,600.00	0.45%
30,000.00	PROCTER & GAMBLE CO	\$613,483.81	\$2,418,000.00	0.56%
5,000.00	PRUDENTIAL FINL INC	\$325,263.00	\$423,250.00	0.10%
7,000.00	QUALCOMM INC	\$462,790.00	\$552,020.00	0.13%
12,000.00	RAYTHEON CO NEW	\$632,943.50	\$1,185,480.00	0.28%
4,000.00	RIO TINTO PLC SPONSORED ADR	\$217,506.30	\$223,320.00	0.05%
3,000.00	ROYAL DUTCH SHELL PLC SPONS ADR A	\$59,457.04	\$219,180.00	0.05%
14,000.00	SCANA CORP NEW	\$367,485.20	\$718,480.00	0.17%
18,000.00	SCHLUMBERGER LTD	\$229,262.82	\$1,755,000.00	0.41%
10,000.00	SOUTHERN CO	\$348,165.50	\$439,400.00	0.10%
30,000.00	SPECTRA ENERGY CORP	\$736,513.62	\$1,108,200.00	0.26%
10,000.00	TEXAS INSTRS INC	\$173,800.00	\$471,600.00	0.11%
20,000.00	TIME WARNER INC NEW NEW	\$901,549.43	\$1,306,600.00	0.30%
20,000.00	TRAVELERS COS INC	\$680,423.00	\$1,702,000.00	0.40%
7,000.00	UGI CORP NEW	\$195,087.71	\$319,270.00	0.07%
6,000.00	UNION PAC CORP	\$884,681.25	\$1,125,960.00	0.26%
8,000.00	UNITED PARCEL SVC INC CL B	\$385,366.60	\$779,040.00	0.18%
15,000.00	UNITEDHEALTH GROUP INC	\$1,011,339.50	\$1,229,850.00	0.29%
20,000.00	VERIZON COMMUNICATIONS	\$534,721.21	\$951,400.00	0.22%
20,000.00	WAL MART STORES INC	\$610,340.58	\$1,528,600.00	0.36%
20,000.00	WASTE MGMT INC DEL	\$662,116.80	\$841,400.00	0.20%
25,000.00	WEYERHAEUSER CO	\$656,559.39	\$733,750.00	0.17%
5,000.00	WILLIAMS COS INC	\$85,484.45	\$202,900.00	0.05%
10,000.00	WISCONSIN ENERGY CORP	\$317,800.00	\$465,500.00	0.11%
1,666.00	WPX ENERGY INC	\$19,047.93	\$30,037.98	0.01%

Total - Corporate Stocks

\$189,243,385.92 \$319,195,746.83 74.37%

KEMPER AND LEILA WILLIAMS FOUNDATIONS
23-7336090 FY 3/31/14 SCHEDULE #5
PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

1. MAJOR EXHIBITIONS, WILLIAMS GALLERY & ROYAL STREET LOCATIONS

Seeking the Unknown Observations on Louisiana's Natural History, 1698-1840
Pipe Dreams. Louisiana under the French Company of the Indies, 1718-1732
Occupied New Orleans! Voices of the Civil War
Shout, Sister, Shout The Boswell Sisters of New Orleans

2. MAJOR EXHIBITIONS, OTHER LOCATIONS

EXHIBITIONS AT THE WILLIAMS RESEARCH CENTER (410 CHARTRES STREET)

What Makes Louisiana French? (with the Alliance Francaise of New Orleans)
Fine Prints from the Permanent Collection
Alternative Imprints The Lou Jon Press of New Orleans
Daguerreotype to Digital A History of Photographic Processes

**EXHIBITIONS AT THE LAURA SIMON NELSON GALLERIES OF LOUISIANA ART
(400 CHARTRES STREET)**

Selections from the Laura Simon Nelson Collection
Civil War Battlefields and National Parks Photographs by A. J. Meek

NINETEENTH ANNUAL WILLIAMS RESEARCH CENTER SYMPOSIUM

Title: *Homefront-Battlefront Louisiana During the Civil War*

Date: January 26, 2014

Site: Hotel Monteleone, Grand Ballroom

Attendance: 300+

PROGRAMS OUTSIDE OF EXHIBITIONS:

Annual Public Lectures and Programs:

FOURTEENTH ANNUAL BILL RUSSELL LECTURE: Scenes from "Treemonisha"

Opera Créole with pianists Wilfred Delphin and Samuel Liégeon, narrated by Walter Harris Jr., April 11, 2013

LES COMEDIENS FRANCAIS LECTURE: Louisiana Musical Treasures from the Bibliothèque nationale de France Peter Collins, Joseph Meyer, and Sarah Jane McMahon, with Alfred E. Lemmon, June 4, 2013

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. Tennessee Williams Scholars Conference

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: *Exoticism in the Arts*

BOOK SIGNINGS THROUGHOUT THE YEAR: On subjects of interest to Louisiana history and culture. Also, a mini "book festival" for Louisiana publishers.

Collaborative Programs:

Tennessee Williams Scholars Conference with **Middle Tennessee State University** (March 2014).

The 2013 Kemper & Leila Williams Prize in Louisiana History was awarded by THNOC and the **Louisiana Historical Association** to *The Merchants' Capital* by Scott P. Marler.

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

Conservation Workshops with conservator Gawain Weaver of San Francisco and the

Conservation Center for Art and Historic Artifacts in Philadelphia

Orientation and training for interns with The Classical Institute of the South

Publications:

THNOC published the annual *Tennessee Williams Review*.

THNOC published *A Company Man The Remarkable French-Atlantic Voyage by a Clerk for the Company of the Indies*

THNOC published four issues of the *Quarterly*.

THNOC published *Creole World Photographs of New Orleans and the Latin Caribbean Sphere* (released in early FY 15)

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, and with the docent department, the creation of a family visitors guide.

3. Exhibition Visitation and Use of Collections

Visitors to Royal Street and Chartres Street exhibitions: 33,678

Visitors to Royal Street taking guided tours: 3,107

Visitors from Le Monde Creole: 4,220

Patron usage (requests) for the Williams Research Center Collections (on site and remote): 2,483

Volunteer Hours: 6,476.5