



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



Return of Private Foundation

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

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.

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning APR 1, 2016, and ending MAR 31, 2017

Name of foundation
**KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.**

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

City or town, state or province, country, and ZIP or foreign postal code
NEW ORLEANS, LA 70130

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16)
\$ 454,513,102. (Part I, column (d) must be on cash basis)

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

A Employer identification number
23-7336090

B Telephone number
(504) 556-7659

C If exemption application is pending, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		2,621,016.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		166,155.	166,155.	166,155.	Statement 1
4 Dividends and interest from securities		5,572,904.	5,572,904.	5,572,904.	Statement 2
5a Gross rents		161,490.	161,490.	161,490.	Statement 3
b Net rental income or (loss) 126,917.					Statement 4
6a Net gain or (loss) from sale of assets not on line 10		12,045,674.			
b Gross sales price for all assets on line 6a 119,024,129.					
7 Capital gain net income (from Part IV, line 2)			12,045,674.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances 417,894.					Statement 5
b Less Cost of goods sold 190,573.					
c Gross profit or (loss) 227,321.				227,321.	
11 Other income 1,419,368.			877,745.	1,419,368.	Statement 6
12 Total Add lines 1 through 11 22,213,928.			18,823,968.	8,369,890.	
13 Compensation of officers, directors, trustees, etc 573,000.			0.	0.	573,000.
14 Other employee salaries and wages 5,941,459.			96,000.	214,849.	5,726,610.
15 Pension plans, employee benefits 1,428,853.			4,800.	4,800.	1,424,053.
16a Legal fees Stmt 7 62,080.			0.	0.	62,080.
b Accounting fees Stmt 8 24,986.			0.	0.	24,986.
c Other professional fees Stmt 9 1,274,185.			1,181,176.	1,191,879.	82,306.
17 Interest					
18 Taxes Stmt 10 583,656.			15,469.	15,469.	568,187.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings 93,024.			0.	656.	92,368.
22 Printing and publications 417,071.			0.	0.	417,071.
23 Other expenses Stmt 11 4,314,154.			109,356.	138,968.	4,175,186.
24 Total operating and administrative expenses Add lines 13 through 23 14,712,468.			1,406,801.	1,566,621.	13,145,847.
25 Contributions, gifts, grants paid 38,940.					38,940.
26 Total expenses and disbursements. Add lines 24 and 25 14,751,408.			1,406,801.	1,566,621.	13,184,787.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements 7,462,520.					
b Net investment income (if negative, enter -0-) 17,417,167.					
c Adjusted net income (if negative, enter -0-) 6,803,269.					

9.44 3

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

23-7336090

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			128,995.	133,402.	133,402.
	2 Savings and temporary cash investments			44,573,977.	40,644,931.	40,644,931.
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use			182,582.	182,786.	182,786.
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations Stmt 13			43,382,702.	45,409,693.	46,327,414.
	b Investments - corporate stock Stmt 14			189,152,845.	191,100,206.	271,858,443.
	c Investments - corporate bonds Stmt 15			15,077,963.	15,253,161.	16,506,351.
Liabilities	11 Investments - land, buildings, and equipment basis ▶ 3,987,480.					
	Less: accumulated depreciation ▶			3,987,480.	3,987,480.	5,010,491.
	12 Investments - mortgage loans					
	13 Investments - other Stmt 16			7,270,892.	4,440,712.	5,413,161.
	14 Land, buildings, and equipment basis ▶ 42,407,087.					
	Less: accumulated depreciation ▶			35,000,181.	42,407,087.	28,133,416.
	15 Other assets (describe ▶ Statement 17)			35,407,323.	38,071,375.	40,302,707.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			374,164,940.	381,630,833.	454,513,102.
	17 Accounts payable and accrued expenses			11,761.	15,134.	
	18 Grants payable					
Net Assets or Fund Balances	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)			4,700,000.	2,100,000.	
	23 Total liabilities (add lines 17 through 22)			4,711,761.	2,115,134.	
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			369,453,179.	379,515,699.	
	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			369,453,179.	379,515,699.	
Net Assets or Fund Balances	30 Total net assets or fund balances			369,453,179.	379,515,699.	
	31 Total liabilities and net assets/fund balances			374,164,940.	381,630,833.	

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	369,453,179.
2 Enter amount from Part I, line 27a	2	7,462,520.
3 Other increases not included in line 2 (itemize) ▶ See Statement 12	3	2,600,000.
4 Add lines 1, 2, and 3	4	379,515,699.
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	379,515,699.

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 CAPITAL GAIN DISTRIBUTIONS	P	Various	Various
d SHORT-TERM LOSSES FROM PASS-THROUGH ENTITIES	P	Various	Various
e LONG-TERM LOSSES FROM PASS-THROUGH ENTITIES	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 21,046,356.		20,203,003.	843,353.
b 97,972,144.		85,937,580.	12,034,564.
c 5,629.			5,629.
d		20,701.	<20,701.>
e		817,171.	<817,171.>

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			843,353.
b			12,034,564.
c			5,629.
d			<20,701.>
e			<817,171.>

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	12,045,674.
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	822,652.

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	21,314,983.	373,370,376.	.057088
2014	15,771,509.	404,821,988.	.038959
2013	13,705,888.	392,340,636.	.034934
2012	12,358,372.	333,209,960.	.037089
2011	10,425,020.	303,976,947.	.034295

2 Total of line 1, column (d)	2	.202365
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	.040473
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	373,008,711.
5 Multiply line 4 by line 3	5	15,096,782.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	174,172.
7 Add lines 5 and 6	7	15,270,954.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	19,084,320.

KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.

Form 990-PF (2016)

23-7336090

Page 4

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	174,172.
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	174,172.
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	174,172.
6	Credits/Payments:		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	218,881.
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	218,881.
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	44,709.
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> Refunded <input 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 the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	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) <input checked="" type="checkbox"/> LA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2016)

KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.

Form 990-PF (2016)

23-7336090

Page 5

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		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>	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 <u>15</u> N/A		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		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 <u></u>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u> 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>	2b	
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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

Form 990-PF (2016)

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

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

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

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

N/A ☒

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A ☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

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

☐ Yes ☒ No

7b

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		573,000.	11,250.	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
MICHAEL COHN - 2806 URSULINES AVE., NEW ORLEANS, LA 70119	CFO 40.00	160,000.	8,000.	0.
ALFRED LEMMON - 1512 MARENGO STREET, NEW ORLEANS, LA 70115	DIR, WMS RESEARCH CTR 40.00	145,359.	7,268.	0.
JOHN H. LAWRENCE - 526 MARENGO STREET, NEW ORLEANS, LA 70115	DIR., CURATORIAL PROGRAMS 40.00	117,675.	5,884.	0.
JESSICA DORMAN 3716 CAMP ST., NEW ORLEANS, LA 70115	DIR., PUBLICATIONS 40.00	117,675.	5,884.	0.
JACK PRUITT 205 RUE SAINT ANN, METAIRIE, LA 70005	DIR., DEVELOPMENT 40.00	117,000.	5,850.	0.
Total number of other employees paid over \$50,000				50

KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.

Form 990-PF (2016)

23-7336090 Page 7

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
WAGGONER & BALL ARCHITECTS 2200 PRYTANIA AVE., NEW ORLEANS, LA 70130	ARCHITECTURAL FEES	814,256.
VILLERE & CO., INVESTMENT ADVISORS - 601 POYDRAS ST., SUITE 1808, NEW ORLEANS, LA	INVESTMENT ADVISOR	554,713.
JPMORGAN CHASE BANK, NA 201 ST. CHARLES AVE., NEW ORLEANS, LA 70170	ACCOUNT MANAGEMENT FEES	279,801.
CLEARBRIDGE ADVISORS 620 8TH AVE., NEW YORK, NY 10118	INVESTMENT ADVISOR	231,941.
GARRITY PRINT SOLUTIONS PO BOX 11305, NEW ORLEANS, LA 70181	PRINTING SERVICES	189,821.

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

4

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	13,145,847.
2	
See Statement 20	29,440.
3	
See Statement 21	1,500.
4	
See Statement 22	8,000.

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.

Form 990-PF (2016)

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	373,810,931.
b	Average of monthly cash balances	1b	188,328.
c	Fair market value of all other assets	1c	4,689,788.
d	Total (add lines 1a, b, and c)	1d	378,689,047.
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	378,689,047.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,680,336.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	373,008,711.
6	Minimum investment return Enter 5% of line 5	6	18,650,436.

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 2016 from Part VI, line 5	2a	
b	Income tax for 2016. (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	13,184,787.
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	5,899,533.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	19,084,320.
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	174,172.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	18,910,148.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only				
b Total for prior years				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$				
a Applied to 2015, 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 2016 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
6,803,269.	12,065,496.	7,265,655.	7,335,955.	33,470,375.

b 85% of line 2a

5,782,779. 10,255,672. 6,175,807. 6,235,562. 28,449,819.

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

19,084,320. 21,651,257. 16,076,161. 13,705,888. 70,517,626.

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.

19,084,320. 21,651,257. 16,076,161. 13,705,888. 70,517,626.

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

12,433,624. 12,445,679. 13,494,066. 13,078,021. 51,451,390.

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

KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.

Form 990-PF (2016)

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				
DR. RASHAUNA JOHNSON 21 DIX STREET, UNIT 1 BOSTON, MA 02122	NONE	N/A	AWARD BEST PUBLISHED WORK ON LOUISIANA HISTORY.	1,500.
ALICE MAGGARD 74 BENEFIT STREET PROVIDENCE, RI 02904	NONE	N/A	FELLOWSHIP AWARDED TO SCHOLARS PURSUING RESEARCH PROJECTS.	4,000.
ANDREAS HUEBNER OTTENSWEIDE 3 HAMBURG, GERMANY 21109	NONE	N/A	FELLOWSHIP AWARDED TO SCHOLARS PURSUING RESEARCH PROJECTS.	4,000.
ST. MARY PARISH POLICE JURY FRANKLIN, LA 70538	NONE	NONE	ASSIST IN FUNDING OF PARK OPERATIONS.	29,440.
Total			3a	38,940.
b Approved for future payment				
None				
Total			3b	0.

Form 990-PF (2016)

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

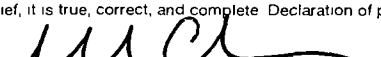
		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
	a Transfers from the reporting foundation to 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				May the IRS discuss this return with the preparer shown below (see instr.)? <input type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		8/7/17 Date		CFO Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	Earl North		Earl North		8-7-17		P00069141
	Firm's name ▶ MURPHY & NORTH, APAC					Firm's EIN ▶ 72-1074180	
	Firm's address ▶ 935 GRAVIER STREET, SUITE 1820 NEW ORLEANS, LA 70112					Phone no (504) 586-0050	

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

2016

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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) (2016)

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	\$ 732,339.	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	\$ 1,490,166.	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)

Name of organization

KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.

Employer identification number

23-7336090

Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**KEMPER AND LEILA WILLIAMS
FOUNDATION, INC.****23-7336090****Part III**

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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	4,541.	4,541.	4,541.
TEMPORARY INVESTMENTS	161,614.	161,614.	161,614.
Total to Part I, line 3	166,155.	166,155.	166,155.

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	233,028.	0.	233,028.	233,028.	233,028.
SECURITIES	5,339,876.	0.	5,339,876.	5,339,876.	5,339,876.
To Part I, line 4	5,572,904.	0.	5,572,904.	5,572,904.	5,572,904.

Form 990-PF Rental Income Statement 3

Kind and Location of Property	Activity Number	Gross Rental Income
PARKING LOT	1	
FARM	2	53,768.
525 Chartres St.	4	
516-20-24 Royal St.	5	
541 CHARTRES ST.	6	69,552.
602 TOULOUSE ST.	7	38,170.
Total to Form 990-PF, Part I, line 5a		161,490.

Form 990-PF	Rental Expenses	Statement	4
-------------	-----------------	-----------	---

Description	Activity Number	Amount	Total
REAL ESTATE TAX		1,108.	
INSURANCE		2,626.	
- SubTotal -	2		3,734.
REAL ESTATE TAX		6,952.	
General Operating Expenses		8,071.	
- SubTotal -	4		15,023.
INSURANCE		8,407.	
REAL ESTATE TAX		7,409.	
- SubTotal -	6		15,816.
Total rental expenses			34,573.
Net rental Income to Form 990-PF, Part I, line 5b			126,917.

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

Income

1. Gross receipts	417,894	
2. Returns and allowances		
3. Line 1 less line 2		417,894
4. Cost of goods sold (line 15)	190,573	
5. Gross profit (line 3 less line 4).		227,321
6. Other Income		
7. Gross Income (add lines 5 and 6)		227,321

Cost of Goods Sold

8. Inventory at beginning of year	182,582	
9. Merchandise purchased.	190,777	
10. Cost of labor.		
11. Materials and supplies		
12. Other costs.		
13. Add lines 8 through 12		373,359
14. Inventory at end of year	182,786	
15. Cost of goods sold (line 13 less line 14).		190,573

Form 990-PF	Other Income	Statement	6
-------------	--------------	-----------	---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
OIL & GAS ROYALTIES	566,076.	566,076.	566,076.
INCOME FROM PASS-THROUGH ENTITIES	311,669.	311,669.	311,669.
ADMISSIONS	59,989.	0.	59,989.
BOOK SALES/PRODUCT ROY	32,276.	0.	32,276.
DUPLICATION FEES	21,237.	0.	21,237.
SPECIAL EVENTS	357,236.	0.	357,236.
OTHER INCOME	70,885.	0.	70,885.
Total to Form 990-PF, Part I, line 11	1,419,368.	877,745.	1,419,368.

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	62,080.	0.	0.	62,080.
To Fm 990-PF, Pg 1, ln 16a	62,080.	0.	0.	62,080.

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	24,986.	0.	0.	24,986.
To Form 990-PF, Pg 1, ln 16b	24,986.	0.	0.	24,986.

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	310,030.	217,021.	227,724.	82,306.
INVESTMENT ADVISOR	956,655.	956,655.	956,655.	0.
ROYALTY VERIFICATION	7,500.	7,500.	7,500.	0.
To Form 990-PF, Pg 1, ln 16c	1,274,185.	1,181,176.	1,191,879.	82,306.

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	448,187.	0.	0.	448,187.
FEDERAL EXCISE TAX PAID	120,000.	0.	0.	120,000.
REAL ESTATE TAX	1,108.	1,108.	1,108.	0.
REAL ESTATE TAX	6,952.	6,952.	6,952.	0.
REAL ESTATE TAX	7,409.	7,409.	7,409.	0.
To Form 990-PF, Pg 1, ln 18	583,656.	15,469.	15,469.	568,187.

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	4,205,863.	1,065.	30,677.	4,175,186.
EXPENSES FROM PASS-THROUGH ENTITIES	89,187.	89,187.	89,187.	0.
INSURANCE	2,626.	2,626.	2,626.	0.
General Operating Expenses	8,071.	8,071.	8,071.	0.
INSURANCE	8,407.	8,407.	8,407.	0.
To Form 990-PF, Pg 1, ln 23	4,314,154.	109,356.	138,968.	4,175,186.

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

<u>Description</u>	<u>Amount</u>
USE OF SET-ASIDES FOR ACQUISITION OF CHARITABLE USE PROPERTY	2,600,000.
Total to Form 990-PF, Part III, line 3	2,600,000.

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

<u>Description</u>	<u>U.S. Gov't</u>	<u>Other Gov't</u>	<u>Book Value</u>	<u>Fair Market Value</u>
U.S. GOV. BONDS - SCH. #4	X		45,409,693.	46,327,414.
Total U.S. Government Obligations			45,409,693.	46,327,414.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			45,409,693.	46,327,414.

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

<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
CORPORATE STOCK - SCH. #4	191,100,206.	271,858,443.
Total to Form 990-PF, Part II, line 10b	191,100,206.	271,858,443.

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

<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
CORPORATE BONDS - SCH. #4	15,253,161.	16,506,351.
Total to Form 990-PF, Part II, line 10c	15,253,161.	16,506,351.

Form 990-PF	Other Investments	Statement	16
-------------	-------------------	-----------	----

Description	Valuation Method	Book Value	Fair Market Value
OTHER INVESTMENTS	COST	4,440,712.	5,413,161.
Total to Form 990-PF, Part II, line 13		4,440,712.	5,413,161.

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.	859,788.
ART, BOOKS & MANUSCRIPTS	34,984,158.	37,648,210.	39,442,919.
To Form 990-PF, Part II, line 15	35,407,323.	38,071,375.	40,302,707.

Form 990-PF	Other Liabilities	Statement	18
-------------	-------------------	-----------	----

Description	BOY Amount	EOY Amount
SET-ASIDE APPROVED 2/28/2013	4,700,000.	2,100,000.
Total to Form 990-PF, Part II, line 22	4,700,000.	2,100,000.

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	EMERITUS 5.00	48,000.	0.	0.
R. ANDREW JARDINE 7003 LONGVUE DR. MANDEVILLE, LA 70448	PRESIDENT OF BOARD 15.00	60,000.	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	48,000.	0.	0.
PRISCILLA LAWRENCE 526 MARENGO ST. NEW ORLEANS, LA 70115	EXECUTIVE DIRECTOR 40.00	225,000.	11,250.	0.
BONNIE BOYD 1309 FELICITY STREET NEW ORLEANS, LA 70130	DIRECTOR 5.00	48,000.	0.	0.
LISA WILSON 507 WEST 20TH AVE. COVINGTON, LA 70433	DIRECTOR 5.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		573,000.	11,250.	0.

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

Activity Two

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

	Expenses
To Form 990-PF, Part IX-A, line 2	29,440.

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

Activity Three

KEMPER WILLIAMS PRIZE - THE WILLIAMS PRIZE IS AWARDED EACH YEAR TO THE AUTHOR OF THE BEST PUBLISHED WORK ON LOUISIANA HISTORY. THE 2016 WILLIAMS PRIZE WAS AWARDED TO DR. RASHAUNA JOHNSON.

	Expenses
To Form 990-PF, Part IX-A, line 3	1,500.

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

Activity Four

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 2017 FELLOWSHIP PAYMENTS WERE MADE TO ALICE MAGGARD AND ANDREAS HUEBNER.

	Expenses
To Form 990-PF, Part IX-A, line 4	8,000.

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2017 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
The Greater New Orleans Foundation Mr. Andrew D. Kopplin 919 St. Charles Avenue New Orleans, LA 70130-3903	6/13/2016 Seignoret/Brulatour Capital Campaign	\$250,000.00
National Endowment for the Humanities Office of Grant Management 400 7th Street SW Washington, DC 20506	1/17/2017 NEH Grant Award, payment #3	\$76,249.92
National Endowment for the Humanities Office of Grant Management 400 7th Street SW Washington, DC 20506	9/30/2016 NEH Grant Award, payment #2	\$59,921.08
National Endowment for the Humanities Office of Grant Management 400 7th Street SW Washington, DC 20506	9/30/2016 NEH Grant Award, payment #1	\$45,000.00
Entergy Services, Inc. Ms. D. Patricia Riddlebarger 639 Loyola Avenue New Orleans, LA 70161-1000	9/30/2016 LEH Grant supporting Purchased Lives	\$39,950.00
National Endowment for the Humanities Office of Grant Management 400 7th Street SW Washington, DC 20506	1/25/2017 NEH Grant Award, payment #4	\$34,348.89
Mrs. John G. Weinmann 601 Poydras, Suite 2690 New Orleans, LA 70130-6084	4/15/2016 Seignoret/Brulatour Capital Campaign	\$20,511.46

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2017 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Cane River Creole National Historical Park Ms. Laura Soulliere Gates 400 Rapides Drive Natchitoches, LA 71457	9/30/2016 Support for Purchased Lives Travelling Exhibition	\$15,366.00
Zemurray Foundation Ms. Kimberley M. Quintana 228 St. Charles Avenue, Suite 1024 New Orleans, LA 70130	3/21/2017 Final distribution toward the Paul Haygood Classical Institute of the South	\$15,000.00
AOS Interior Environments Mr. Shelby E. Russ, Jr. 400 Poydras Street, Suite 1700 New Orleans, LA 70130	8/8/2016 Sponsorship - 2016 Spring Concert series	\$15,000.00
Fitzpatrick Foundation Mr. V. Vaughan Owen Fitzpatrick 1437 Washington Ave. New Orleans, LA 70130	5/19/2016 Seignoret/Brulatour Capital Campaign	\$12,500.00
Patrick F. Taylor Foundation Mrs. Phyllis M. Taylor One Lee Circle New Orleans, LA 70130	8/9/2016 Contribution to the Paul Haygood Classical Institute of the South Fund	\$12,500.00
Mr. and Mrs. Richard Derbes 18166 S.E. Village Circle Tequesta, FL 33469	10/25/2016 Sponsorship - 2017 Bill Russell Lecture	\$10,500 00
Mrs. William K. Christovich 2520 Prytania Street New Orleans, LA 70130-5902	12/28/2016 Contribution to the William K. Christovich Publications Fund	\$10,000.00

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2017 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Mr. and Mrs. Fredric J. Figge II PO Box 338 Wakefield, LA 70784	5/20/2016 Contribution to the Paul Haygood Classical Institute of the South Fund	\$10,000.00
The Azby Fund Mr. Michael Liebaert 650 Poydras Street, Suite 2521 New Orleans, LA 70130	1/9/2017 Seignoret/Brulatour Capital Campaign	\$10,000.00
Mr. and Mrs. Fred M. Smith 100 Christwood Blvd., Apt. 424 Covington, LA 70433	7/14/2016 Seignoret/Brulatour Capital Campaign	\$10,000.00
Ms. Sherry L. Chavers 2309 Westwood Drive Anacortes, WA 98221-4440	2/3/2017 Designated contribution to new multimedia classroom	\$10,000.00
ClearBridge Advisors, LLC Mr. Hersh Cohen 620 8th Avenue, 48th Floor New York, NY 10018	12/5/2016 Sponsor - 2017 Symposium	\$10,000.00
Eugenie & Joseph Jones Family Foundation Ms. Mary LaBorde 835 Union Street, Suite 333 New Orleans, LA 70112	11/4/2016 Designated contribution to new multimedia classroom	\$10,000.00
Becker Suffern McLanahan, Ltd Mr. John D. Becker 1245 West Causeway Mandeville, LA 70471	11/14/2016 Sponsor - 2017 Symposium	\$7,500.00

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2017 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
St. Denis J. Villere & Company Mr. Sandy J. Villere Sr. 601 Poydras Street New Orleans, LA 70130-6308	1/12/2017 Sponsor - 2017 Symposium	\$7,500.00
Ms. E. Alexandra Stafford and Mr. Raymond Rathle PO Box 9399 Metairie, LA 70055-9399	2/3/2017 Seignoret/Brulatour Capital Campaign	\$5,372.40
Estate of Rubie Monroe Harris Ms. Sandra E. Mensi POA/Executrix 4513 Tartan Drive Metairie, LA 70003	10/22/2016 Final distribution to the Rubie M. Harris Fund	\$5,119.30
Neal Auction Company, Inc. Ms. Katie Hovas and Mr. Neal Alford 4038 Magazine Street New Orleans, LA 70115	8/31/2016 Sponsor - 2016 Antiques Forum	\$5,000.00
The Kabacoff Family Foundation Ms. Lyleana G. Aponte 812 Saint Julien Drive Kenner, LA 70065-1802	5/20/2016 Support for Purchased Lives Travelling Exhibition	\$5,000.00
Baptist Community Ministries Mr. Charles Beasley 400 Poydras St. #2950 New Orleans, LA 70130-3245	1/25/2017 Seignoret/Brulatour Capital Campaign	\$5,000.00
HRI Properties Mr. Pres Kabacoff 812 Gravier Street, Suite 200 New Orleans, LA 70112	5/20/2016 Support for Purchased Lives Travelling Exhibition	\$5,000.00

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2017 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Baptist Community Ministries Mr. Charles Beasley 400 Poydras Street, Suite 2950 New Orleans, LA 70130-3245	1/25/2017 Sponsor - 2017 Symposium	\$5,000.00
AOS Interior Environments Mr. Shelby E. Russ, Jr. 400 Poydras Street, Suite 1700 New Orleans, LA 70130	12/5/2016 Sponsor - 2017 Symposium	\$5,000.00

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

\$ 732,339.05

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2017 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Non-Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Foundation for the Crafts of the Newcomb Style 1202 Soniat Street New Orleans, LA 70115	2/3/2017 Newcomb crafts collection	\$760,350.00
Diane Sustendal Labouisse 425 Notre Dame Apartment 408 New Orleans, LA 70130	7/22/2016 Six portrait paintings and a family tree	\$186,250.00
Fritz and Rita Daguillard 6517 Bradley Boulevard Bethesda MD 20817	12/28/2016 Print collection	\$150,000.00
Ms. Clara Paletou 1820 St. Charles Avenue Suite 110 New Orleans, LA 70130	12/19/2016 J. Wallace Paletou, Inc., Additions	\$40,000.00
Sugar Bowl 1500 Sugar Bowl Dr. New Orleans, LA 70112	11/4/2016 Sugar Bowl collection, addition	\$38,500.00
Cheron Brylski The Brylski Company 3418 Coliseum Street New Orleans, LA 70115	6/2/2016 Harold F. Baquet Archive	\$25,000.00
Mary Randolph Dinkins 2808 Breeze Terrace Austin, TX 78722	9/24/2016 Stephanie Dinkins Archive	\$25,000.00
Lori Waselchuk 542 S. Melville Street Philadelphia PA 19143	7/28/2016 Grace Before Dying; two quilts from the Angola hospice project	\$22,000.00
S. Lisa Ormond Caire John W. Ormond II 1556 Calhoun Street New Orleans, LA 70118	2/21/2017 Newcomb Craft Collection	\$21,600.00

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2017 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Non-Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Joyce Corrington 2312 Dublin Ave. New Orleans, LA 70118	5/31/2016 John and Joyce Corrington papers	\$20,000.00
Laura Simon Nelson 1708 Applewood Drive Baton Rouge, LA 70808-5911	12/12/2016 Painting-Corner of St. Peter and Chartres Street	\$20,000.00
Harry Souchon 420 White Avenue Fairhope AL 36532	12/17/2016 Paintings by Dr. Marion Souchon	\$17,631.00
Esmond Phelps II 1416 Valmont Street New Orleans, LA 70116	11/22/2016 Portrait of Captain John William Tobin	\$15,000.00
Charles M. Lovell 4116 Camp Street New Orleans, LA 70115	12/29/2016 Charles Lovell portfolio	\$15,000.00
Stuart Klipper 5044 Xerxes Ave. S Minneapolis MN 55410	6/24/2016 Stuart Klipper photographs	\$14,400.00
N. West Moss 606 Macopin Rd. W. Milford, NJ 07480	9/20/2016 N. West Moss donation	\$14,000.00
Marjorie Hollensworth 13987 Chenal Road Jarreau, LA 70749	3/28/2016 Campeche Chairs	\$10,000.00
Judith L. Jurisich 1106 Napoleon Avenue New Orleans, LA 70115	1/3/2017 Painting - Cityscape	\$10,000.00
Jacob Manguno 225 Girod Street New Orleans, LA 70130	6/7/2016 Leonard Flettrich artworks	\$8,600.00

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2016 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Non-Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Charles M. Lovell 4116 Camp Street New Orleans, LA 70115	9/19/2016 Prix Elysée Images	\$8,040.00
Kay and Trenton Leroy James II PO Box 14507 Baton Rouge, LA 70898	11/23/2016 Kay and Trent James Print Collection	\$7,795.00
Bradish Johnson Co. Ltd. 1113 St. Andrew St. New Orleans, LA 70130	11/30/2016 Bradish Johnson Company Ltd. records	\$7,500.00
Warren Villemarette 3201 Danny Park Suite 107 Metairie, LA 70002	2/24/2017 Misc. Orleans Parish et al. 19th and 20th Century Surveyors' Plans	\$7,500.00
Harry Connick Sr. 6213 Colbert St. New Orleans, LA 70124	3/28/2017 Harry Connick Sr. papers, addition	\$7,500.00
Alice Monroe Nelson PO Box 805 Highlands NC 28741	5/16/2016 Governor Murphy James Foster Portrait	\$7,000.00
Marcella Wilson 2037 Branard St. Houston, TX 77098-2516	7/26/2016 Roch Family Papers	\$6,500.00
Mrs. Thomas B. Layton 3637 Meadow Lake Lane Houston, TX 77027	3/14/2016 Silver flatware	\$5,000 00
Paul Werner 1510 Duffossat St. New Orleans, LA 70115	4/15/2016 Don Perry films	\$5,000.00
George McKean Harding 621 Railroad Avenue Haverford, PA 19041	8/18/2016 William Kenner portrait	\$5,000 00

KEMPER AND LEILA WILLIAMS FOUNDATION
23-7336090 FYE 3-31-2016 SCHEDULE #1
DONATIONS TO THE HISTORIC NEW ORLEANS COLLECTION
Non-Cash Contributions of \$5,000 or More

Donated By	Date / Purpose	Amount
Phyllis B. Parun 3115 Dauphine St. New Orleans, LA 70117	12/19/2016 Parun and Wolters family papers	\$5,000.00
Kyla M. Titus PO Box 382 Springfield Center, NY 13468	12/28/2016 Vet Boswell family collection, addition	\$5,000.00
NON-CASH CONTRIBUTIONS (\$5,000.00 or more):		\$ 1,490,166.00

Kemper & Leila Williams Foundation

23-7336090

Schedule 2 - Other Expenses

FYE 3-31-2017

Description	Expenses Per Net Investment Books	Income	Adjusted Net Income	Charitable Purposes
Schedule 2 Expenses				
Insurance Premiums	445,500			445,500
Memberships	18,680		178	18,502
Subscriptions	8,552			8,552
Postage & Freight	108,190		9,054	99,137
Moving/Storage	10,264			10,264
Repairs	77,156			77,156
Telephone	68,486			68,486
Utilities	328,785		2,549	326,236
Van	1,784			1,784
Courtyard/Grounds	11,994			11,994
Service/Maintenance Contracts	153,991			153,991
Exhibitions/Receptions	716,014			716,014
Software/Microfilm	49,467			49,467
Conservation	113,259			113,259
Advertising	556,190			556,190
Public Relations/Meetings	95,147		226	94,921
Dept Operating Expenses	190,842		10,110	180,732
Acquisitions Expenses	34,948			34,948
Office Equip/Furnishings	229,452		433	229,019
Collection Processing/Dev	71,842			71,842
Ed Outreach/Seminars	633,978			633,978
Major Repairs	114,488			114,488
Security Services	163,370		7,061	156,309
Annuity Payments	1,065	1,065	1,065	0
Woest Fellowship	1,675			1,675
Expense/Williams Prize	741			741
 Total Schedule 2 Expenses	 4,205,863	 1,065	 30,677	 4,175,186

Kemper & Leila Williams Foundation
Profit & Loss On Sale Of Assets
March 31, 2017

DESCRIPTION	PAR/SHARES	DATE		PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
		ACQUIRED	SOLD			GAIN	(LOSS)	GAIN	(LOSS)
Chevron Corp	3,000 00	18-Feb-83	7-Apr-16	\$281,483 86	\$26,550 00			\$254,933 86	\$0 00
Walt Disney Co	2,000 00	26-Jul-02	7-Apr-16	\$197,638 69	\$32,525 56			\$165,113 13	\$0 00
EMC Corp	5,000 00	8-Mar-02	7-Apr-16	\$133,929 58	\$62,996 00			\$70,933 58	\$0 00
EMC Corp	15,000 00	17-Jun-04	20-Apr-16	\$384,545 11	\$171,816 40			\$212,728 71	\$0 00
Exxon Mobil Corp	2,000 00	18-Oct-85	20-Apr-16	\$170,740 27	\$11,608 15			\$159,132 12	\$0 00
General Electric Co	10,000 00	20-Apr-06	7-Apr-16	\$312,014 19	\$340,079 00			\$0 00	(\$28,064 81)
GNMA Pool #562232	7,934 55	11-Feb-04	15-Apr-16	\$7,934 55	\$8,172 59			\$0 00	(\$238 04)
Microsoft Corp	5,000 00	4-Nov-02	20-Apr-16	\$277,573 94	\$141,987 00			\$135,586 94	\$0 00
Scana Corp	4,000 00	5-Jan-00	20-Apr-16	\$277,725 94	\$106,260 28			\$171,465 66	\$0 00
US Treasury Bills 04/07/2016	2,999,000 00	9-Oct-15	7-Apr-16	\$2,998,040 32	\$2,998,040 32	\$0 00	\$0 00		\$0 00
US Treasury Bills 04/07/2016	1,000 00	9-Oct-15	7-Apr-16	\$999 68	\$999 68	\$0 00	\$0 00		\$0 00
3M Co	5,000 00	various	20-Apr-16	\$842,738 12	\$84,635 72			\$758,102 40	\$0 00
Riverside REF III - Distribution #23	338,551 00	various	13-Apr-16	\$338,551 00	\$123,577 00			\$214,974 00	\$0 00
GNMA Pool #562232	5,285.76	11-Feb-04	16-May-16	\$5,285 76	\$5,444.33			\$0 00	(\$158 57)
American Water Works	5,000 00	1-Dec-13	23-Jun-16	\$386,909 56	\$210,339 00			\$176,570 56	\$0 00
Aqua America, Inc	4,000 00	various	23-Jun-16	\$134,515 46	\$98,269 91			\$36,245 55	\$0 00
Chevron Corp	5,000 00	18-Feb-83	14-Jun-16	\$514,532 78	\$44,250 00			\$470,282 78	\$0 00
Walt Disney Co	3,000 00	26-Jul-02	20-Jun-16	\$295,858 65	\$48,788 32			\$247,070 33	\$0 00
GNMA Pool #562232	8,429 40	11-Feb-04	15-Jun-16	\$8,429 40	\$8,682 28			\$0 00	(\$252 88)
US Treasury Bills 06/30/16	1,500,000 00	4-Jan-16	30-Jun-16	\$1,496,829 02	\$1,496,829 02	\$0 00	\$0 00		\$0 00
US Treasury Bills 06/30/16	4,499,000 00	4-Jan-16	30-Jun-16	\$4,489,489 09	\$4,489,489 09	\$0 00	\$0 00		(\$869,784 13)
US Treasury Bills 06/30/16	1,000 00	4-Jan-16	30-Jun-16	\$997 89	\$997 89	\$0 00	\$0 00		(\$5,150,985 04)
3M Co	5,000 00	17-Jul-85	20-Jun-16	\$840,070 68	\$49,136 66			\$790,934 02	\$0 00
Talored Brands, Inc	24,600 00	19-Mar-15	9-Jun-16	\$354,352 79	\$1,224,136 92			\$0 00	(\$869,784 13)
Talored Brands, Inc	220,800 00	various	9-Jun-16	\$3,180,532 39	\$8,331,517 43			\$0 00	(\$5,150,985 04)
CommonFund Global Distressed	23,400 00	various	29-Jun-16	\$23,400 00	\$0 00			\$23,400 00	\$0 00
GNMA Pool #562232	7,559 58	11-Feb-04	15-Jul-16	\$7,559 58	\$7,786 37			\$0 00	(\$226 79)
McDonald's	4,000 00	14-Oct-15	29-Jul-16	\$486,354 19	\$428,589 00				
MDU Resource Group	10,000 00	5-Dec-89	29-Jul-16	\$243,160 69	\$44,189 37			\$198,971 32	\$0 00
Nucor Corp	7,000 00	14-Aug-14	25-Jul-16	\$376,847 28	\$372,675 00			\$4,172 28	\$0 00
US Treasury Bonds 3 625% due 4/15/2026	2,955,980 00	13-May-03	20-Jul-16	\$4,106,259 91	\$3,339,700 88			\$766,559 03	\$0 00
3M Co	5,000 00	17-Jul-85	29-Jul-16	\$885,150 70	\$49,136 67			\$836,014 03	\$0 00
Sotheby's Class A	5,509 00	31-Aug-12	22-Jul-16	\$164,573 38	\$172,058 71			\$0 00	(\$7,485 33)
Sotheby's Class A	44,301 00	31-Aug-12	22-Jul-16	\$1,323,428 03	\$1,400,971 21			\$0 00	(\$77,543 18)
Sotheby's Class A	77,528 00	31-Aug-12	25-Jul-16	\$2,362,249 85	\$2,421,370 23			\$0 00	(\$59,120 38)
Sotheby's Class A	7,872 00	31-Aug-12	25-Jul-16	\$239,856 96	\$248,596 61			\$0 00	(\$8,739 65)
Taser Int'l Inc	15,700 00	9-Sep-15	15-Jul-16	\$424,176 47	\$380,735 99			\$43,440 48	\$0 00
Taser Int'l Inc	89,600 00	9-Sep-15	18-Jul-16	\$2,415,751 41	\$2,163,047 22			\$252,704 19	\$0 00

Kemper & Leila Williams Foundation
Profit & Loss On Sale Of Assets
March 31, 2017

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
						GAIN	(LOSS)	GAIN	(LOSS)
Taser Int'l Inc	53,000 00	9-Sep-15	19-Jul-16	\$1,446,333.12	\$1,276,623.29	\$169,709.83	\$0.00		
VISA Inc Class A	29,600 00	3-Jan-11	11-Jul-16	\$2,205,305.81	\$523,220.71			\$1,682,085.10	\$0.00
JP Morgan Tr I	295 57	various	13-Jul-16	\$3,000 00	\$3,073.90			\$0.00	(\$73.90)
GNMA Pool #562232	5,724.90	11-Feb-04	15-Aug-16	\$5,724.90	\$5,896.65			\$0.00	(\$171.75)
MDU Resource Group	5,000 00	14-Sep-92	10-Aug-16	\$117,885.93	\$24,615.03			\$93,270.90	\$0.00
Mellife Inc.	5,000 00	various	15-Aug-16	\$200,814.12	\$284,803.22			\$0.00	(\$83,989.10)
Microsoft Corp	10,000 00	10-Nov-10	15-Aug-16	\$579,601.36	\$270,837.30			\$308,764.06	\$0.00
Newmont Mining Corp	5,000 00	16-Jan-13	10-Aug-16	\$219,409.21	\$209,751.60			\$9,657.61	\$0.00
US Treasury TIPS 0 125% due 7/15/2026	1,003,850.00	29-Aug-16	29-Aug-16	\$1,011,065.67	\$1,011,065.68	\$0.00	(\$0.01)		
US Treasury Note 0 50% due 8/31/2016	771,000 00	various	31-Aug-16	\$771,000 00	\$769,885.90	\$1,114.10	\$0.00		
B/E Aerospace Inc	1,650.00	18-Sep-12	17-Aug-16	\$77,497.32	\$48,944.22			\$28,553.10	\$0.00
B/E Aerospace Inc	38,400 00	18-Sep-12	18-Aug-16	\$1,840,276.00	\$1,139,064.70			\$701,211.30	\$0.00
Everbank Financial Corp	497,500 00	7-May-14	12-Aug-16	\$9,510,549.48	\$9,321,580.12			\$188,969.36	\$0.00
Genesee & Wyoming Inc	18,250 00	25-Aug-15	23-Aug-16	\$1,275,811.42	\$1,184,169.55	\$91,641.87	\$0.00		
Pool Corp	10,500 00	1-Jun-10	9-Aug-16	\$1,057,572.63	\$254,079.05			\$803,493.58	\$0.00
Sotheby's Class A	69,549.00	27-Aug-12	5-Aug-16	\$2,129,975.08	\$2,177,024.72			\$0.00	(\$47,049.64)
Sotheby's Class A	9,716 00	27-Aug-12	8-Aug-16	\$297,557.66	\$306,804.08			\$0.00	(\$9,246.42)
Sotheby's Class A	49,194 00	27-Aug-12	9-Aug-16	\$1,414,715.80	\$1,443,310.59			\$0.00	(\$28,594.79)
Taser Int'l Inc	23,700 00	14-Sep-15	8-Aug-16	\$679,859.94	\$566,456.10	\$113,403.84	\$0.00		
GNMA Pool #562232	7,054.68	11-Feb-04	15-Sep-16	\$7,054.68	\$7,266.32			\$0.00	(\$211.64)
Johnson Controls Inc	20,000 00	various	6-Sep-16	\$954,370.50	\$954,370.50			\$0.00	\$0.00
US Treasury Note 0 50% due 8/31/2016	229,000.00	19-Sep-14	1-Sep-16	\$229,000 00	\$228,669.10	\$330.90	\$0.00		\$0.00
Apple Inc	70,050 00	25-Aug-11	6-Sep-16	\$7,437,039.29	\$3,724,107.18	\$3,712,932.11	\$0.00		\$0.00
Oceaneering Intl Inc	56,765 00	13-Feb-15	26-Sep-16	\$1,421,120.47	\$2,854,785.76			\$0.00	(\$1,433,665.29)
Oceaneering Intl Inc	124,735 00	13-Feb-15	27-Sep-16	\$3,191,774.22	\$6,273,085.19			\$0.00	(\$3,081,310.97)
CommonFund Global Distressed	23,400 00	various	23-Sep-16	\$23,400 00	\$0.00			\$23,400 00	\$0.00
Adelphia Securities Class Action Settlement	1,870.99	various	30-Sep-16	\$1,870.99	\$0.00			\$1,870.99	\$0.00
Blackrock Inc	3,000 00	18-Jun-15	11-Oct-16	\$1,076,248.73	\$1,102,768.24			\$0.00	(\$26,519.51)
GNMA Pool #562232	7,393.89	11-Feb-04	18-Oct-16	\$7,393.89	\$7,615.71			\$0.00	(\$221.82)
US Treasury Bill due 10/6/2016	800,000 00	various	6-Oct-16	\$798,675.20	\$798,675.20	\$0.00	\$0.00		\$0.00
US Treasury Bill due 10/6/2016	2,200,000 00	various	6-Oct-16	\$2,196,356.80	\$2,196,356.80	\$0.00	\$0.00		\$0.00
Epiq Systems Inc	370,900 00	various	3-Oct-16	\$6,119,850.00	\$4,469,824.06			\$1,650,025.94	\$0.00
Ardent PLC	0.40	31-Oct-16	16-Nov-16	\$18.08	\$18.63	\$0.00	(\$0.55)		
Exxon Mobil Corp	10,000 00	8-May-86	3-Nov-16	\$837,446.74	\$56,116.42			\$781,330.32	\$0.00
GNMA Pool #562232	8,428.02	11-Feb-04	15-Nov-16	\$8,428.02	\$8,680.86			\$0.00	(\$252.84)
Mellife Inc	2,000 00	24-Jul-14	18-Nov-16	\$107,157.66	\$109,569.01			\$0.00	(\$2,411.35)
Nucor Corp	10,000.00	3-May-13	18-Nov-16	\$595,685.01	\$445,056.00			\$150,629.01	\$0.00
Raytheon Co	1,000.00	19-May-11	18-Nov-16	\$147,391.78	\$49,677.71			\$97,714.07	\$0.00

Kemper & Leila Williams Foundation
Profit & Loss On Sale Of Assets
March 31, 2017

DESCRIPTION	PAR/SHARES	DATE		PROCEEDS	COST	NET SHORT TERM		NET LONG TERM	
		ACQUIRED	SOLD			GAIN	(LOSS)	GAIN	(LOSS)
Union Pacific Corp	2,000 00	28-Feb-14	18-Nov-16	\$196,140 72	\$180,829 00	\$35,143 32	\$0 00	\$15,311 72	\$0 00
Wells Fargo & Co	10,000 00	1-Jul-16	16-Nov-16	\$512,498 82	\$477,355 50				
GNMA Pool #562232	4,701 63	11-Feb-04	15-Dec-16	\$4,701 63	\$4,842 68			\$0 00	(\$141 05)
Tiffany & Co	401 00	23-Jun-16	2-Dec-16	\$32,845 59	\$25,227 31	\$7,618 28	\$0 00		
Tiffany & Co	3,599 00	23-Jun-16	2-Dec-16	\$294,791 26	\$223,406 69	\$71,384 57	\$0 00		
US Treasury Bill due 12/29/16	1,000,000 00	1-Jul-16	5-Dec-16	\$998,378 01	\$998,378 01	\$0 00	\$0 00		
US Treasury Bill due 12/29/16	1,000,000 00	various	5-Dec-16	\$998,378 00	\$998,378 00	\$0 00	\$0 00		
US Treasury Bill due 12/29/16	1,000,000 00	various	5-Dec-16	\$997,647 37	\$998,377 99	\$0 00	(\$730 62)		
US Treasury Bill due 12/29/16	4,000,000 00	various	5-Dec-16	\$2,995,134 00	\$2,995,134 00	\$0 00	\$0 00		
Kearny Financial Corp	25,300 00	19-May-15	14-Dec-16	\$401,160 68	\$270,436 76			\$130,723 92	\$0 00
Kearny Financial Corp	3,887 00	19-May-15	16-Dec-16	\$60,138 73	\$41,548 92			\$18,589 81	\$0 00
Kearny Financial Corp	7,561 00	19-May-15	19-Dec-16	\$116,897 30	\$80,821 04			\$36,076 26	\$0 00
Kearny Financial Corp	37,794 00	19-May-15	20-Dec-16	\$584,293 80	\$403,987 63			\$180,306 17	\$0 00
CommonFund Global Distressed	83,800 00	various	16-Dec-16	\$83,800 00	\$0 00			\$83,800 00	\$0 00
Riverside REF III - Clawback	27,571 00	various	21-Dec-16	\$27,571 00	\$0 00			\$27,571 00	\$0 00
Centerpoint Energy, Inc	5,000 00	2-May-14	27-Jan-17	\$128,405 20	\$122,603 51			\$5,801 69	\$0 00
GNMA Pool #562232	6,908 55	11-Feb-04	17-Jan-17	\$6,908 55	\$7,115 80			\$0 00	(\$207 25)
Flowers Foods, Inc	81,175 00	18-Nov-13	19-Jan-17	\$1,624,195 10	\$1,817,176 23			\$0 00	(\$192,981 13)
ING Groep NV 6 2%	40 00	6-Jan-17	6-Jan-17	\$1,010 37	\$1,014 60	\$0 00	(\$4 23)		
Magellan Midstream Partners	41 00	6-Jan-17	6-Jan-17	\$3,070 83	\$3,082 79	\$0 00	(\$11 96)		
American Financial Group Inc	120 00	9-Feb-17	9-Feb-17	\$10,919 26	\$10,744 80	\$174 46	\$0 00		
B/E Aerospace Inc	171,150 00	26-May-10	15-Feb-17	\$10,563,849 27	\$3,509,957 77			\$7,053,891 50	\$0 00
Flowers Foods, Inc	99,795 00	17-Sep-14	7-Feb-17	\$2,008,959 19	\$2,189,452 49			\$0 00	(\$180,493 30)
Flowers Foods, Inc	163,430 00	17-Sep-14	8-Feb-17	\$3,300,102 59	\$3,568,341 26			\$0 00	(\$268,238 67)
GNMA Pool #562232	4,418 94	11-Feb-04	15-Feb-17	\$4,418 94	\$4,551 51			\$0 00	(\$132 57)
US Treasury Bill due 2/2/17	1,000 00	2-Feb-16	2-Feb-17	\$995 48	\$995 48	\$0 00	\$0 00		
US Treasury Bill due 2/2/17	5,999,000 00	2-Feb-16	2-Feb-17	\$5,971,872 52	\$5,971,872 52	\$0 00	\$0 00		
US Treasury 0 625% due 2/15/17	1,000,000 00	14-Feb-14	15-Feb-17	\$1,000,000 00	\$997,734 00			\$2,266 00	\$0 00
CommonFund HIC	105,907 72	various	4-Feb-17	\$1,985,623 83	\$1,650,042 29			\$335,581 54	\$0 00
CommonFund MSGHP	240,603 78	various	4-Feb-17	\$2,052,157 74	\$2,353,897 67			\$0 00	(\$301,739 93)
Centerpoint Energy, Inc	5,000 00	2-May-14	3-Mar-17	\$134,055 57	\$122,603 49			\$11,452 08	\$0 00
Chimera Investment Corp	10,000 00	various	1-Mar-17	\$191,008 83	\$154,892 50			\$36,116 33	\$0 00
GNMA Pool #562232	3,376 71	11-Feb-04	15-Mar-17	\$3,376 71	\$3,478 01			\$0 00	(\$101 30)
US Treasury due 4/6/17	700,000 00	7-Oct-16	2-Mar-17	\$698,468 40	\$698,468 40	\$0 00	\$0 00		
CommonFund Global Distressed	30,000 00	various	24-Mar-17	\$30,000 00	\$0 00			\$30,000 00	\$0 00
TOTALS				\$119,018,499 97	\$106,140,583 56	\$844,100 13	(\$747 37)	\$23,894,916 67	(\$11,860,353 02)

Kemper & Leila Williams Foundation
Profit & Loss On Sale Of Assets
March 31, 2017

DESCRIPTION	PAR/SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST	NET SHORT TERM GAIN	(LOSS)	NET LONG TERM GAIN	(LOSS)
NET GAIN/LOSS								\$12,877,916.41	
SHORT TERM GAIN/LOSS				\$21,046,356.21	\$20,203,003.45	\$843,352.76			
LONG TERM GAIN/LOSS				\$97,972,143.76	\$85,937,580.11			\$12,034,563.65	
TOTAL GAIN/LOSS								\$12,877,916.41	

Kemper & Leila Williams Foundation

23-7336090

990-PF Part II Schedule 4

FYE 3/31/2017

Government Bonds

Shares or Par Value	Asset Description		Book Value	Market Value	Percent of Total
300,000.00	U S TREAS BILLS	4/06/17	\$299,343.60	\$299,985.00	0.07%
4,000,000.00	U S TREAS BILLS	8/03/17	\$3,987,836.00	\$3,989,280.00	0.96%
1,000,000.00	U S TREAS BILLS	8/17/17	\$996,782.00	\$997,020.00	0.24%
3,000,000.00	U S TREAS BILLS	6/26/2017	\$2,991,150.00	\$2,994,540.00	0.72%
3,754,520.00	U S TREAS IFL IDX	0.125% 1/15/22	\$3,614,076.19	\$3,782,678.90	0.91%
3,155,580.00	U S TREAS INFL IDX	0.125% 1/15/23	\$2,963,845.39	\$3,153,655.10	0.76%
2,045,040.00	U S TREAS INFL IDX	0.125% 7/15/24	\$2,001,050.13	\$2,025,959.78	0.49%
2,025,800.01	U S TREAS INFL IDX	0.125% 7/15/26	\$2,018,661.55	\$1,976,411.01	0.48%
3,368,309.99	U S TREAS INFL IDX	1.375% 1/15/20	\$3,178,766.85	\$3,548,278.79	0.86%
2,000,000.00	U S TREAS NTS	0.500% 4/30/17	\$1,995,938.00	\$1,999,760.00	0.48%
1,000,000.00	U S TREAS NTS	0.625% 6/30/18	\$998,555.00	\$993,750.00	0.24%
2,000,000.00	U S TREAS NTS	0.625% 8/31/17	\$1,994,844.00	\$1,997,960.00	0.48%
500,000.00	U S TREAS NTS	0.625% 9/30/17	\$500,644.50	\$499,295.00	0.12%
1,000,000.00	U S TREAS NTS	0.750% 7/15/19	\$997,773.00	\$986,840.00	0.24%
1,000,000.00	U S TREAS NTS	0.750% 9/30/18	\$998,203.00	\$993,630.00	0.24%
2,000,000.00	U S TREAS NTS	0.875% 9/15/19	\$1,984,140.50	\$1,975,540.00	0.48%
3,000,000.00	U S TREAS NTS	1.000% 8/15/18	\$2,992,851.00	\$2,993,670.00	0.72%
2,000,000.00	U S TREAS NTS	1.000% 9/15/17	\$1,994,140.00	\$2,000,940.00	0.48%
2,000,000.00	U S TREAS NTS	1.125% 1/31/19	\$1,997,890.00	\$1,996,020.00	0.48%
3,000,000.00	U S TREAS NTS	1.375% 9/30/20	\$2,984,492.63	\$2,970,000.00	0.72%
4,000,000.00	U S TREAS NTS	3.125% 5/15/19	\$3,918,710.00	\$4,152,200.00	1.00%
Total - Government Bonds			\$45,409,693.34	\$46,327,413.58	11.18%

Corporate Bonds

Shares or Par Value	Asset Description		Book Value	Market Value	Percent of Total
6,225,000.00	LKQ CORP	4.750% 5/15/23	\$6,106,171.94	\$6,193,875.00	1.49%
5,166,000.00	PHI INC	5.250% 3/15/19	\$4,575,620.00	\$4,881,870.00	1.18%
3,850,000.00	WHITNEY NATL BK NEW	5.875% 4/01/17	\$3,038,625.00	\$3,850,000.00	0.93%
200,000.00	CABLEVISION SYS CORP	7.750% 4/15/18	\$202,500.00	\$208,500.00	0.05%
25,000.00	EL PASO CORP	6.500% 9/15/20	\$23,687.50	\$27,908.75	0.01%
55,692.54	GNMA POOL #562232X	5.000% 12/15/18	\$57,363.30	\$57,359.42	0.01%
200,000.00	KIMBERLY CLARK CORP	1.400% 2/15/19	\$201,202.00	\$199,322.00	0.05%
17,844.21	JPMORGAN CORE BOND FUND		\$200,376.00	\$205,565.28	0.05%
18,100.00	JPMORGAN MORTGAGE-BACKED SECURITIES		\$199,643.00	\$202,177.00	0.05%
25,693.73	VANGUARD FXD INCM INTER-TERM FD ADM*		\$250,000.00	\$249,229.19	0.06%
24,514.07	VANGUARD INTER TERM BD INDEX FD ADM*		\$251,520.38	\$277,254.18	0.07%
12,000.00	VANGUARD TOTAL BD MKT INDEX FD ADM*		\$120,000.00	\$128,160.00	0.03%
2,543.50	JPMORGAN TOTAL RETURN FUND SEL		\$26,452.37	\$25,129.75	0.01%
Total - Corporate Bonds			\$15,253,161.49	\$16,506,350.57	3.98%

Kemper & Leila Williams Foundation

23-7336090

990-PF Part II Schedule 4

FYE 3/31/2017

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%
250,200.00	2U INC	\$6,305,713 44	\$9,922,932 00	2 39%
594,900 00	3-D SYS CORP DEL	\$10,401,600.41	\$8,899,704 00	2.15%
39,150.00	ACUITY BRANDS INC	\$8,015,030 73	\$7,986,600 00	1 93%
132,550 00	APACHE CORP	\$7,821,223 57	\$6,811,744 50	1 64%
54,050 00	DST SYS INC DEL	\$5,356,863.07	\$6,621,125 00	1 60%
103,950.00	EURONET WORLDWIDE INC	\$7,692,431 79	\$8,889,804 00	2 15%
281,237.00	FINANCIAL ENGINES INC	\$10,343,455.99	\$12,247,871 35	2 96%
156,009.00	FIRST HAWAIIAN INC	\$4,118,860 62	\$4,667,789 28	1.13%
118,700.00	GENESEE & WYO INC CL A	\$7,637,850 53	\$8,054,982 00	1.94%
280,300.00	GULFPORT ENERGY CORP	\$8,082,870 09	\$4,818,357 00	1 16%
75,534 00	HOWARD HUGHES CORP	\$8,398,712 86	\$8,856,361 50	2 14%
363,058.00	KEARNY FINL CORP MD	\$3,880,799 57	\$5,464,022 90	1 32%
157,959.00	LEGGETT & PLATT INC	\$6,487,333.28	\$7,948,496 88	1 92%
377,300.00	LKQ CORP	\$10,208,568.37	\$11,043,571 00	2 67%
510,000.00	LUMINEX CORP DEL	\$9,251,642 99	\$9,368,700.00	2 26%
79,800.00	POOL CORP	\$1,725,145 25	\$9,522,534 00	2 30%
128,650 00	RESOURCE BANKSHARES INC	\$2,195,000 00	\$4,112,940 50	0 99%
122,600.00	SKYWORKS SOLUTIONS INC	\$8,721,515 84	\$12,012,348 00	2 90%
112,400 00	STERIS PLC	\$7,545,558 97	\$7,807,304 00	1 88%
267,700.00	TASER INTL INC	\$5,870,376.43	\$6,100,883 00	1 47%
100,160.00	VISA INC CL A	\$1,770,465 68	\$8,901,219 20	2 15%
108,050 00	WESTERN DIGITAL CORP	\$8,239,644 49	\$8,917,366 50	2 15%
20,000 00	3M CO	\$196,546.48	\$3,826,600 00	0 92%
5,000 00	ABBOTT LABS	\$99,535 34	\$222,050 00	0 05%
1,671 00	ADIENT PLC ORD	\$77,843 54	\$121,431 57	0 03%
4,000 00	AIR PRODS & CHEMS INC	\$257,347 26	\$541,160 00	0 13%
2,500.00	ALLEGHANY CORP DEL	\$345,070 80	\$1,536,650 00	0 37%
125 00	ALLERGAN PLC 5 5% PFD CONV SER A	\$103,378 25	\$106,053 75	0 03%
3,008 00	ALPHABET INC CAP STK CL C	\$1,648,733.96	\$2,495,316 48	0 60%
2,000 00	AMAZON COM INC	\$469,423 30	\$1,773,080 00	0 43%
8,000.00	AMERICAN TOWER CORP NEW	\$766,639 80	\$972,320 00	0 23%
25,000.00	ANNALY CAP MGMT INC	\$362,936.00	\$277,750 00	0 07%
8,000.00	APPLE INC	\$434,225 13	\$1,149,280 00	0 28%
25,000 00	AT & T INC	\$627,741.22	\$1,038,750 00	0 25%
30,000 00	BANK NEW YORK MELLON CORP	\$1,253,593 20	\$1,416,900 00	0 34%
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	\$8,334,000 00	2 01%
3,000 00	BIOGEN INC	\$768,902 25	\$820,260 00	0 20%
1,500 00	BIOVERATIV INC	\$67,687 65	\$81,690 00	0 02%
9,000.00	CELGENE CORP	\$500,450 28	\$1,119,870 00	0 27%
10,000 00	CENTERPOINT ENERGY INC	\$224,799.00	\$275,700 00	0 07%
13,000 00	CITIGROUP INC NEW	\$705,407 90	\$777,660 00	0 19%
35,000.00	COCA-COLA CO	\$1,439,560.50	\$1,485,400 00	0 36%
40,000 00	COMCAST CORP NEW CL A	\$437,538.45	\$1,503,600 00	0 36%
15,000 00	CORNING INC	\$185,809 50	\$405,000 00	0 10%
5,000 00	COSTCO WHSL CORP NEW	\$380,460 30	\$838,450 00	0 20%
19,000 00	CVS HEALTH CORP	\$1,139,665 20	\$1,491,500.00	0 36%
15,000 00	DISNEY WALT CO	\$185,409 51	\$1,700,850 00	0 41%
20,000 00	DOMINION RES INC VA NEW	\$447,400 00	\$1,551,400 00	0 37%

Kemper & Leila Williams Foundation

23-7336090

990-PF Part II Schedule 4

FYE 3/31/2017

20,000.00	DU PONT E I DE NEMOURS & CO	\$289,483.02	\$1,606,600.00	0.39%
5,199.00	DUKE ENERGY CORP NEW	\$210,170.41	\$426,369.99	0.10%
8,000.00	ECOLAB INC	\$899,134.95	\$1,002,720.00	0.24%
29,520.00	ENBRIDGE INC	\$736,513.62	\$1,234,322.71	0.30%
30,000.00	EXXON MOBIL CORP	\$168,348.99	\$2,460,300.00	0.59%
2,000.00	FACEBOOK INC CL A	\$237,463.20	\$284,100.00	0.07%
50,000.00	GENERAL ELEC CO	\$792,316.00	\$1,490,000.00	0.36%
1,000.00	GILEAD SCIENCES INC	\$106,188.00	\$67,920.00	0.02%
25,000.00	HEALTHCARE TR AMER INC CL A NEW	\$659,880.00	\$786,500.00	0.19%
6,000.00	HERSHEY CO	\$52,703.51	\$655,500.00	0.16%
20,000.00	HOME DEPOT INC	\$544,933.29	\$2,936,600.00	0.71%
20,000.00	INTEL CORP	\$131,287.44	\$721,400.00	0.17%
3,000.00	INTERNATIONAL BUSINESS MACHS CORP	\$484,841.70	\$522,420.00	0.13%
25,000.00	INTERNATIONAL PAPER CO	\$853,485.74	\$1,269,500.00	0.31%
25,000.00	JOHNSON & JOHNSON	\$63,124.16	\$3,113,750.00	0.75%
16,714.00	JOHNSON CTLS INTL PLC	\$839,784.50	\$703,993.68	0.17%
15,000.00	JPMORGAN CHASE & CO	\$902,983.20	\$1,317,600.00	0.32%
40,000.00	JPMORGAN DEPOSITARY 1/400TH PFD O	\$928,599.90	\$1,016,000.00	0.25%
12,000.00	KIMBERLY CLARK CORP	\$605,764.54	\$1,579,560.00	0.38%
25,000.00	MDU RES GROUP INC	\$115,353.80	\$684,250.00	0.17%
20,000.00	MERCK & CO INC NEW	\$936,149.50	\$1,270,800.00	0.31%
18,000.00	METLIFE INC	\$775,188.51	\$950,760.00	0.23%
45,000.00	MICROSOFT CORP	\$578,562.41	\$2,963,700.00	0.72%
12,000.00	MONDELEZ INTL INC	\$540,967.20	\$516,960.00	0.12%
5,000.00	NATIONAL FUEL GAS CO N J	\$124,165.66	\$298,100.00	0.07%
5,000.00	NESTLE S A SPONSORED ADR REPSTG REG	\$343,500.00	\$384,500.00	0.09%
10,000.00	PEPSICO INC	\$956,229.90	\$1,118,600.00	0.27%
15,135.00	PFIZER INC	\$105,336.48	\$517,768.35	0.12%
8,000.00	PHILLIPS 66	\$616,591.60	\$633,760.00	0.15%
18,000.00	PPG INDS INC	\$460,439.96	\$1,891,440.00	0.46%
30,000.00	PROCTER & GAMBLE CO	\$613,483.81	\$2,695,500.00	0.65%
7,000.00	RAYTHEON CO NEW	\$297,953.39	\$1,067,500.00	0.26%
10,000.00	SCANA CORP NEW	\$261,224.92	\$653,500.00	0.16%
15,000.00	SCHLUMBERGER LTD	\$190,921.09	\$1,171,500.00	0.28%
8,000.00	SOUTHERN CO	\$275,876.05	\$398,240.00	0.10%
15,000.00	SYSCO CORP	\$598,011.00	\$778,800.00	0.19%
15,000.00	TEXAS INSTRS INC	\$435,167.00	\$1,208,400.00	0.29%
20,000.00	TIME WARNER INC NEW NEW	\$864,456.08	\$1,954,200.00	0.47%
15,000.00	TRAVELERS COS INC	\$475,714.31	\$1,808,100.00	0.44%
10,000.00	UNION PAC CORP	\$703,852.25	\$1,059,200.00	0.26%
5,000.00	UNITED PARCEL SVC INC CL B	\$340,188.38	\$536,500.00	0.13%
7,000.00	UNITEDHEALTH GROUP INC	\$439,153.50	\$1,148,070.00	0.28%
30,000.00	VERIZON COMMUNICATIONS	\$1,045,664.21	\$1,462,500.00	0.35%
2,000.00	VERSUM MATLS INC	\$22,923.64	\$61,200.00	0.01%
10,000.00	WAL MART STORES INC	\$137,791.58	\$720,800.00	0.17%
20,000.00	WASTE MGMT INC DEL	\$662,116.80	\$1,458,400.00	0.35%
10,000.00	WEC ENERGY GROUP INC	\$317,800.00	\$606,300.00	0.15%
40,000.00	WELLS FARGO & CO SHS REPSTG 1/1000TH	\$1,038,224.00	\$1,064,000.00	0.26%
30,000.00	WEYERHAEUSER CO	\$636,233.55	\$1,019,400.00	0.25%
20,000.00	ZOETIS INC CL A	\$902,274.50	\$1,067,400.00	0.26%
10,000.00	BLACKSTONE GROUP LP	\$261,489.50	\$297,000.00	0.07%
12,000.00	BROOKFIELD RENEWABLE PARTNERS LP	\$361,387.80	\$356,760.00	0.09%

Total - Corporate Stocks

\$191,100,206.14

\$271,858,443.14

65.61%