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

2009

Department of the Treasury Internal Revenue Service

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

For calendar year 2009, or tax year beginning, and ending

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

Name of foundation: THE KATHRYN O'CONNOR FOUNDATION. Address: ONE O'CONNOR PLAZA, VICTORIA, TX 77901-6549. EIN: 74-6039415. Phone: 361-578-6271. Organization type: Section 501(c)(3) exempt private foundation. Fair market value: \$6,004,200.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Contributions (10,000), Dividends (107,340), Net gain (30,463), Other income (257,115), Total (397,228), and Total expenses (319,725).

SCANNED MAY 20 2010 Revenue

RECEIVED MAY 17 2010 IFS-DSC OGDEN, UT

Operating and Administrative Expenses

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			
	2 Savings and temporary cash investments	1,587,165.	1,616,700.	1,632,150.
	3 Accounts receivable ▶ 2,777.			
	Less: allowance for doubtful accounts ▶	1,992.	2,777.	2,777.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	3,887,489.	3,918,271.	3,722,326.
	c Investments - corporate bonds STMT 9	151,555.	107,864.	111,411.
11 Investments - land, buildings, and equipment basis ▶ 19,292.				
Less accumulated depreciation STMT 7 ▶ 15,829.	5,238.	3,463.	3,463.	
12 Investments - mortgage loans				
13 Investments - other STMT 10	42,343.	42,478.	35,984.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ OIL & GAS ROYALTY )	4.	4.	496,089.	
<b>16 Total assets (to be completed by all filers)</b>	<b>5,675,786.</b>	<b>5,691,557.</b>	<b>6,004,200.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	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 11)	1,226.	480.	
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>1,226.</b>	<b>480.</b>		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	5,674,560.	5,691,077.	STATEMENT 6	
<b>30 Total net assets or fund balances</b>	<b>5,674,560.</b>	<b>5,691,077.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>5,675,786.</b>	<b>5,691,557.</b>		

**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	5,674,560.
2 Enter amount from Part I, line 27a	2	23,797.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,698,357.
5 Decreases not included in line 2 (itemize) ▶ 2009 FEDERAL EXCISE TAX	5	7,280.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>5,691,077.</b>

**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			
b <b>SEE ATTACHED STATEMENTS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>1,591,522.</b>		<b>1,621,985.</b>	<b>&lt;30,463.&gt;</b>

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			
b			
c			
d			
e			<b>&lt;30,463.&gt;</b>

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	<b>&lt;30,463.&gt;</b>
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	<b>N/A</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	<b>580,590.</b>	<b>6,663,065.</b>	<b>.087136</b>
2007	<b>517,807.</b>	<b>6,992,835.</b>	<b>.074048</b>
2006	<b>446,423.</b>	<b>6,701,401.</b>	<b>.066616</b>
2005	<b>427,026.</b>	<b>6,408,166.</b>	<b>.066638</b>
2004	<b>398,935.</b>	<b>6,076,921.</b>	<b>.065648</b>

2 Total of line 1, column (d)	2	<b>.360086</b>
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	<b>.072017</b>
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	<b>5,535,214.</b>
5 Multiply line 4 by line 3	5	<b>398,630.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>3,640.</b>
7 Add lines 5 and 6	7	<b>402,270.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>319,725.</b>

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.

**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	7,280.
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	7,280.
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	7,280.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,800.
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	6,800.
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	480.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
(1)		
(2)		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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

<p>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).</p>	11	X
<p>12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?</p>	12	X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u></p>	13	X

14 The books are in care of ► JOE B. BLAND Telephone no. ► 361-578-6271  
 Located at ► ONE O'CONNOR PLZ, STE 1100, VICTORIA, TX ZIP+4 ► 77901-6549

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

**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
<p><b>1a</b> During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(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</p>				
<p><b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> <b>N/A</b></p>	1b			
<p><b>c</b> 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 2009?</p>	1c			X
<p><b>2</b> 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)):</p> <p><b>a</b> At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____</p> <p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <b>N/A</b></p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____</p>	2a			
<p><b>3a</b> 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</p> <p><b>b</b> If "Yes," did it have excess business holdings in 2009 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 2009.) <b>N/A</b></p>	3a			
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a			X
<p><b>b</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 2009?</p>	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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).  N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No  N/A

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		0.	0.	0.

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

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

Total number of other employees paid over \$50,000  0

**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
NONE		
		0

Total number of others receiving over \$50,000 for professional services ▶ 0

**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 FUNDS FOR BUILDING CAMPAIGN TO CONSTRUCT A MUSEUM OF HISTORICAL ARTIFACTS FOR THE PRESIDIO LA BAHIA FOUNDATION LOCATED IN GOLIAD, TEXAS.	23,200.
2 FUNDS TO PURCHASE EQUIPMENT TO ARCHIVE COUNTY RECORDS.	25,000.
3 OPERATING SUPPORT FOR ST. JOSEPH HIGH SCHOOL LOCATED IN VICTORIA, TEXAS.	54,500.
4 OPERATING SUPPORT FOR ST. DENNIS CHURCH LOCATED IN REFUGIO COUNTY, TEXAS.	67,525.

**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 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,179,812.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,725,169.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	714,526.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,619,507.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,619,507.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	84,293.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,535,214.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	276,761.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	276,761.
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	7,280.
<b>b</b>	Income tax for 2009. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,280.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	269,481.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	269,481.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	269,481.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	319,725.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	319,725.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	319,725.

**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)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				269,481.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	103,597.			
b From 2005	117,782.			
c From 2006	122,445.			
d From 2007	179,259.			
e From 2008	261,009.			
f Total of lines 3a through e	784,092.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	319,725.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				269,481.
e Remaining amount distributed out of corpus	50,244.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	834,336.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	103,597.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	730,739.			
10 Analysis of line 9:				
a Excess from 2005	117,782.			
b Excess from 2006	122,445.			
c Excess from 2007	179,259.			
d Excess from 2008	261,009.			
e Excess from 2009	50,244.			



**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
<b>SEE STATEMENT 14</b>				
<b>Total</b>			▶ <b>3a</b>	<b>319,725.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>			▶ <b>3b</b>	<b>0.</b>





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2009**

Name of the organization

**THE KATHRYN O'CONNOR FOUNDATION**

Employer identification number

**74-6039415**

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

**THE KATHRYN O'CONNOR FOUNDATION**

**74-6039415**

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	O'CONNOR & HEWITT FOUNDATION ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

THE KATHRYN O'CONNOR FOUNDATION

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 FIRST AMERICAN .45% CD	P	04/23/09	11/30/09
b DISCOVER BANK 5.05% CD	P	01/11/07	01/20/09
c FIRST CITY BANK 3.25% CD	P	01/29/08	03/31/09
d LEGACY BANK 5.0% CD	P	01/08/07	07/20/09
e MERIDIAN BANK 5.0% CD	P	01/08/07	01/22/09
f MIDDLETON COMMUNITY 5.0%	P	04/10/07	04/20/09
g MUTUAL BANK 5.0%	P	04/10/07	04/27/09
h NORTHPOINT BANK 5.0%	P	04/10/07	04/20/09
i SECURITY BANK .5%	P	01/03/08	08/11/09
j SOUTHERN COMMUNITY BANK & TRUST 3.7%	P	01/23/08	01/30/09
k 2,500 SH AVON PRODUCTS	P	04/21/09	12/07/09
l 1,800 SH FAIR ISAAC	P	06/10/08	04/24/09
m 1,000 SH PAYCHEX	P	05/28/09	12/07/09
n 2,000 SH ROHM & HAAS	P	09/15/08	04/02/09
o 500 SH SEARS HOLDINGS	P	06/10/08	04/24/09

(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 75,000.		75,000.	0.
b 95,000.		95,000.	0.
c 98,000.		98,000.	0.
d 75,000.		75,000.	0.
e 95,000.		95,000.	0.
f 95,000.		95,000.	0.
g 95,000.		95,000.	0.
h 95,000.		95,000.	0.
i 95,000.		95,000.	0.
j 97,000.		97,000.	0.
k 85,718.		54,005.	31,713.
l 27,197.		42,227.	<15,030.>
m 31,992.		27,472.	4,520.
n 156,000.		146,685.	9,315.
o 30,160.		41,060.	<10,900.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			0.
b			0.
c			0.
d			0.
e			0.
f			0.
g			0.
h			0.
i			0.
j			0.
k			31,713.
l			<15,030.>
m			4,520.
n			9,315.
o			<10,900.>

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
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

THE KATHRYN O'CONNOR FOUNDATION

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 200 SH SEARS HOLDINGS	P	08/28/08	04/24/09
b 3,200 SH 3M CO	P	09/03/97	04/22/09
c 1,600 SH ADVANTAGE ENERGY	P	06/10/08	07/14/09
d 1,400 SH ADVANTAGE ENERGY	P	06/10/08	07/14/09
e 1,900 SH DELL	P	06/10/08	12/07/09
f 1,500 SH EBAY	P	06/10/08	12/07/09
g 1,000 SH INGERSOLL RAND	P	06/10/08	12/07/09
h 400 SH INGERSOLL RAND	P	08/28/08	12/07/09
i 2,500 SH LANDRY'S SEAFOOD RESTAURANTS	P	08/28/08	11/09/09
j CAPITAL GAINS DIVIDENDS			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,064.		17,887.	<5,823.>
b 171,695.		145,828.	25,867.
c 7,344.		21,327.	<13,983.>
d 6,426.		18,671.	<12,245.>
e 25,129.		45,701.	<20,572.>
f 35,261.		43,267.	<8,006.>
g 35,391.		40,548.	<5,157.>
h 14,157.		14,327.	<170.>
i 37,890.		47,980.	<10,090.>
j 98.			98.
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<5,823.>
b			25,867.
c			<13,983.>
d			<12,245.>
e			<20,572.>
f			<8,006.>
g			<5,157.>
h			<170.>
i			<10,090.>
j			98.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<30,463.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
T-C OIL COMPANY	18.
WELLS FARGO BANK, N.A.	20.
WELLS FARGO INVESTMENTS	54,756.
WELLS FARGO INVESTMENTS - PREMIUM AMORTIZATION	<1,058.>
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>53,736.</b>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
W. P. CAREY & CO LLC K-1	3,132.	0.	3,132.
WELLS FARGO INVESTMENTS	104,306.	98.	104,208.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>107,438.</b>	<b>98.</b>	<b>107,340.</b>

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY	257,065.	257,065.	
W. P. CAREY & CO LLC K-1	50.	50.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>257,115.</b>	<b>257,115.</b>	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	23,854.	23,854.		0.
OIL & GAS PRODUCTION TAXES	9,020.	9,020.		0.
<b>TO FORM 990-PF, PG 1, LN 18</b>	<b>32,874.</b>	<b>32,874.</b>		<b>0.</b>

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT EXPENSE - FEES	16,998.	16,998.			0.
INVESTMENT EXPENSE - FOREIGN TAXES	4,334.	4,334.			0.
TO FORM 990-PF, PG 1, LN 23	21,332.	21,332.			0.

FORM 990-PF	OTHER FUNDS		STATEMENT	6
DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR		
ENDOWMENT FUND	5,674,560.	5,691,077.		
TOTAL TO FORM 990-PF, PART II, LINE 29	5,674,560.	5,691,077.		

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT			STATEMENT	7
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
2001 CHEVY PICKUP	19,292.	15,829.	3,463.	3,463.	
TO 990-PF, PART II, LN 11	19,292.	15,829.	3,463.	3,463.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCK	3,918,271.	3,722,326.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,918,271.	3,722,326.		

FORM 990-PF	CORPORATE BONDS	STATEMENT 9	
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
GNMA CERTIFICATES		107,864.	111,411.
TOTAL TO FORM 990-PF, PART II, LINE 10C		107,864.	111,411.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
W. P. CAREY & CO. LLC	FMV	42,478.	35,984.
TOTAL TO FORM 990-PF, PART II, LINE 13		42,478.	35,984.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11	
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE		1,226.	480.
TOTAL TO FORM 990-PF, PART II, LINE 22		1,226.	480.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
D. H. BRAMAN, III ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	PRES./TRUSTEE 0.00	0.	0.	0.
LOUISE O'CONNOR ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	VP./TRUSTEE 0.00	0.	0.	0.
KATHRYN COUNTS ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	VP./TRUSTEE 0.00	0.	0.	0.
VENABLE PROCTOR ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	SEC./TRUSTEE 0.00	0.	0.	0.
RALPH R. GILSTER III ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	TREASURER/TRUSTEE 0.00	0.	0.	0.
JUNIE G. JOHNSTONE ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	TRUSTEE 0.00	0.	0.	0.
KATHRYN C. DUNNAM ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	TRUSTEE 0.00	0.	0.	0.
VIRGINIA D. LEBERMANN ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

VENABLE PROCTOR  
ONE O'CONNOR PLAZA, SUITE 1100  
VICTORIA, TX 77901-6549

TELEPHONE NUMBER

(361) 578-6271

FORM AND CONTENT OF APPLICATIONS

REQUESTS SHOULD BE IN WRITING, INCLUDING A RESUME OF ACTIVITIES, AND A SPECIFIC DOLLAR REQUEST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GENERALLY LIMITED TO RELIGIOUS AND EDUCATIONAL ORGANIZATIONS IN REFUGIO AND VICTORIA COUNTIES, TEXAS.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AFFECTIONATE ARMS P.O. BOX 7604 VICTORIA, TX 77903	NONE OPERATIONS	PUBLIC CHARITY	7,500.
BOYS & GIRLS CLUB OF VICTORIA P.O. BOX 2565 VICTORIA, TX 77902	NONE YOUTH PROGRAM	PUBLIC CHARITY	4,600.
CHRIST'S KITCHEN P.O. BOX 3391 VICTORIA, TX 77903	NONE OPERATIONS	PUBLIC CHARITY	7,000.
CITIZENS PROMOTING MEDICAL EXCELLENCE 405 N. ADAMS BEEVILLE, TX 78102	NONE OPERATIONS	PUBLIC CHARITY	3,900.
CROSSROADS YOUTH & FAMILY SERVICES P.O. BOX 436 VICTORIA, TX 77902	NONE OPERATIONS	PUBLIC CHARITY	4,600.
ENCOUNTER COMMUNITY OUTREACH 1604 E. CRESTWOOD DRIVE VICTORIA, TX 77901	NONE OPERATIONS	PUBLIC CHARITY	9,300.
FOOD BANK OF THE GOLDEN CRESCENT P.O. BOX 5085 VICTORIA, TX 77903	NONE OPERATIONS	PUBLIC CHARITY	5,800.
GOLDEN CRESCENT CASA P.O. BOX 1627 VICTORIA, TX 77902-1627	NONE OPERATIONS	PUBLIC CHARITY	3,500.

THE KATHRYN O'CONNOR FOUNDATION

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GOLIAD COUNTY P.O. BOX 1025 GOLIAD, TX 77963	NONE EQUIPMENT	GOVERNMENT	25,000.
GOLIAD COUNTY SENIOR CITIZENS P.O. BOX 1357 GOLIAD, TX 77963-1357	NONE OPERATIONS	PUBLIC CHARITY	4,600.
GOLIAD ISD EDUCATION FOUNDATION P.O. BOX 830 GOLIAD, TX 77963	NONE EDUCATIONAL PROGRAMS	PUBLIC EDUCATION	1,400.
GOLIAD VOLUNTEER FIRE DEPARTMENT P.O. BOX 284 GOLIAD, TX 77963	NONE VOLUNTEER FIRE DEPARTMENT OPERATIONS	GOVERNMENT	500.
HABITAT FOR HUMANITY VICTORIA P.O. BOX 1357 VICTORIA, TX 77902	NONE OPERATIONS	PUBLIC CHARITY	2,300.
MID-COAST FAMILY SERVICES 1801 N. LAURENT, SUITE 200 VICTORIA, TX 77901	NONE SALEM VILLAGE HOMEWORK CENTER	PUBLIC CHARITY	7,000.
NAZARETH ACADEMY 206 WEST CONVENT VICTORIA, TX 77901	NONE OPERATIONS	PRIVATE EDUCATION CHARITY	9,100.
OUR LADY OF GUADALUPE CHURCH P.O. DRAWER I TIVOLI, TX 77990	NONE OPERATIONS	RELIGIOUS CHARITY	6,000.
OUR LADY OF VICTORY SCHOOL 1309 E. MESQUITE LANE VICTORIA, TX 77901	NONE OPERATIONS	PRIVATE EDUCATION CHARITY	9,100.
PERPETUAL HELP HOME, INC. P.O. BOX 4305 VICTORIA, TX 77903	NONE OPERATIONS	PUBLIC CHARITY	7,000.

THE KATHRYN O'CONNOR FOUNDATION

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QUAIL CREEK VOLUNTEER FIRE DEPARTMENT 513 CHUKAR DRIVE VICTORIA, TX 77905	NONE VOLUNTEER FIRE DEPARTMENT OPERATIONS	GOVERNMENT	500.
RAISIN VOLUNTEER FIRE DEPARTMENT 10842 US HIGHWAY 59 SOUTH VICTORIA, TX 77905	NONE VOLUNTEER FIRE DEPARTMENT OPERATIONS	GOVERNMENT	500.
REFUGIO COUNTY BOYS & GIRLS CLUB P.O. BOX 56 REFUGIO, TX 78377	NONE YOUTH PROGRAM	PUBLIC CHARITY	9,500.
REFUGIO COUNTY ELDERLY SERVICES P.O. BOX 193 REFUGIO, TX 78377	NONE OPERATIONS	PUBLIC CHARITY	6,600.
REFUGIO COUNTY MEMORIAL HOSPITAL DISTRICT 107 SWIFT STREET REFUGIO, TX 78377	NONE OPERATIONS	GOVERNMENT	4,600.
REFUGIO VOLUNTEER FIRE DEPARTMENT P.O. BOX 398 REFUGIO, TX 78377	NONE VOLUNTEER FIRE DEPARTMENT OPERATIONS	GOVERNMENT	500.
ST DENNIS CHURCH P.O. DRAWER I TIVOLI, TX 77990	NONE OPERATIONS	RELIGIOUS CHARITY	67,525.
ST JOSEPH HIGH SCHOOL 110 E. RED RIVER STREET VICTORIA, TX 77901	NONE OPERATIONS	PRIVATE EDUCATION CHARITY	54,500.
ST. THERESE CATHOLIC CHURCH P.O. BOX 1076 WOODSBORO, TX 78393	NONE OPERATIONS	RELIGIOUS CHARITY	500.
THE PRESIDIO LA BAHIA FOUNDATION P.O. BOX 57 GOLIAD, TX 77963	NONE MUSEUM OF HISTORICAL ARTIFACTS	PUBLIC CHARITY	23,200.

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

THE VINE SCHOOL P.O. BOX 2445 VICTORIA, TX 77902	NONE OPERATIONS	PRIVATE EDUCATION CHARITY	4,000.
TIVOLI VOLUNTEER FIRE DEPARTMENT, COUNTY OF REFUGIO 808 COMMERCE, ROOM 107 REFUGIO, TX 78377	NONE VOLUNTEER FIRE DEPARTMENT OPERATIONS	GOVERNMENT	500.
TRINITY EPISCOPAL SCHOOL 1504 N. MOODY VICTORIA, TX 77901	NONE OPERATIONS	PRIVATE EDUCATION CHARITY	9,100.
VICTORIA ADULT LITERACY COUNCIL 802 E. CRESTWOOD VICTORIA, TX 77901	NONE OPERATIONS	PUBLIC CHARITY	1,400.
VICTORIA CHRISTIAN ASSISTANCE MINISTRY P.O. BOX 1786 VICTORIA, TX 77902	NONE OPERATIONS	PUBLIC CHARITY	7,000.
VICTORIA COUNTY SENIOR CITIZENS ASSOCIATION P.O. BOX 1433 VICTORIA, TX 77902-1433	NONE OPERATIONS	PUBLIC CHARITY	2,300.
VICTORIA INDEPENDENT SCHOOL DISTRICT P.O. BOX 1759 VICTORIA, TX 77902	NONE YOUTH PROGRAM	PUBLIC EDUCATION	9,300.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			319,725.

990-PF

AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS  
PART XVII, LINE 2, COLUMN (C)

STATEMENT 15

NAME OF AFFILIATED OR RELATED ORGANIZATION

O'CONNOR FAMILY CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON CONTROL EXISTS SINCE TWO OF THE FOUR CEMETERY ASSOCIATION OFFICERS ALSO SERVE AS OFFICERS/TRUSTEES OF THE KATHRYN O'CONNOR FOUNDATION.