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Return of Private Foundation

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

2010

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 2010, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation THE O'CONNOR & HEWITT FOUNDATION		A Employer identification number 74-2527227
Number and street (or P.O. box number if mail is not delivered to street address) ONE O'CONNOR PLAZA	Room/suite 1100	B Telephone number 361-578-6271
City or town, state, and ZIP code VICTORIA, TX 77901-6549		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 30,434,039. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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		1,671,150.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		100.	100.		STATEMENT 1
4 Dividends and interest from securities		851,777.	851,777.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,587,270.			
b Gross sales price for all assets on line 6a	18,785,122.				
7 Capital gain net income (from Part IV, line 2)			3,587,270.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		29,506.	29,506.		STATEMENT 3
12 Total. Add lines 1 through 11		6,139,803.	4,468,653.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	STMT 4	168,679.	168,679.		0.
17 Interest		459.	459.		0.
18 Taxes	STMT 5	18,696.	18,696.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		1,808.	0.		0.
22 Printing and publications					
23 Other expenses	STMT 6	250.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		189,892.	187,834.		0.
25 Contributions, gifts, grants paid		1,123,008.			1,123,008.
26 Total expenses and disbursements. Add lines 24 and 25		1,312,900.	187,834.		1,123,008.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		4,826,903.			
b Net investment income (if negative, enter -0-)			4,280,819.		
c Adjusted net income (if negative, enter -0-)				N/A	

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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			31,867.	155,682.	155,682.
	2 Savings and temporary cash investments			737,618.	1,681,964.	1,681,964.
	3 Accounts receivable ▶ 80,912.					
	Less: allowance for doubtful accounts ▶			15,990.	80,912.	80,912.
	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			23,752.		
	10a Investments - U.S. and state government obligations STMT 8			116,366.	114,242.	138,906.
	b Investments - corporate stock STMT 9			16,286,747.	21,467,505.	20,440,605.
	c Investments - corporate bonds STMT 10			8,727,126.	6,196,902.	6,394,228.
11 Investments - land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 11			601,195.	1,639,848.	1,541,742.	
14 Land, buildings, and equipment basis ▶						
Less: accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			26,540,661.	31,337,055.	30,434,039.	
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 12)			0.	55,793.		
23 Total liabilities (add lines 17 through 22)			0.	55,793.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	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 ▶ ☒					
	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			26,540,661.	31,281,262.	
30 Total net assets or fund balances			26,540,661.	31,281,262.		
31 Total liabilities and net assets/fund balances			26,540,661.	31,337,055.		

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	26,540,661.
2 Enter amount from Part I, line 27a	2	4,826,903.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	31,367,564.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	86,302.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,281,262.

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 SEE ATTACHED STATEMENT			
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 18,785,122.		15,197,852.	3,587,270.

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			3,587,270.

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	3,587,270.
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

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,266,291.	23,249,078.	.054466
2008	1,185,586.	26,616,254.	.044544
2007	1,046,930.	25,917,005.	.040395
2006	825,328.	21,412,004.	.038545
2005	706,705.	17,031,282.	.041495

2 Total of line 1, column (d)	2	.219445
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	.043889
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	27,367,463.
5 Multiply line 4 by line 3	5	1,201,131.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	42,808.
7 Add lines 5 and 6	7	1,243,939.
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	1,123,008.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b	1	85,616.
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	85,616.
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	85,616.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	30,509.
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	30,509.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	686.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	55,793.
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 2011 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
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) <u>TX</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► JOE B. BLAND Located at ► ONE O'CONNOR PLZ, STE 1100, VICTORIA, TX	Telephone no. ► 361-578-6271 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	
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► ☐	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	☐ Yes ☒ No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT J. HEWITT	PRESIDENT			
ONE O'CONNOR PLAZA, SUITE 1100				
VICTORIA, TX 779016549	1.00	0.	0.	0.
ROBERT J. HEWITT, JR.	VICE PRESIDENT			
ONE O'CONNOR PLAZA, SUITE 1100				
VICTORIA, TX 779016549	1.00	0.	0.	0.
JOE B. BLAND	SECRETARY/TREASURER			
ONE O'CONNOR PLAZA, SUITE 1100				
VICTORIA, TX 779016549	1.00	0.	0.	0.
VENABLE PROCTOR	ASSISTANT SECRETARY			
ONE O'CONNOR PLAZA, SUITE 1100				
VICTORIA, TX 779016549	1.00	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		

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 PROVIDED OPERATING AND CAPITAL SUPPORT TO 111 OTHER 501(C)(3) ORGANIZATIONS. THE CONTRIBUTIONS GIVEN RANGED FROM \$250 TO \$250,507.	1,123,008.
2	
3	
4	

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

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

	Amount
1 NONE	0.
2	
All other program-related investments. See instructions.	
3 NONE	0.
Total. Add lines 1 through 3	0.

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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	27,156,157.
b Average of monthly cash balances	1b	622,694.
c Fair market value of all other assets	1c	5,375.
d Total (add lines 1a, b, and c)	1d	27,784,226.
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	27,784,226.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	416,763.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,367,463.
6 Minimum investment return. Enter 5% of line 5	6	1,368,373.

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	1,368,373.
2a Tax on investment income for 2010 from Part VI, line 5	2a	85,616.
b Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	85,616.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,282,757.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,282,757.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,282,757.

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	1,123,008.
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	
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	1,123,008.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,123,008.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,282,757.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,122,908.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 1,123,008.				
a Applied to 2009, but not more than line 2a			1,122,908.	
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 2010 distributable amount				100.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				1,282,657.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

Enter gross amounts unless otherwise indicated.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

023621
12-07-10

Part XVII

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

- | | | Yes |
|----------|--|--------------|
| 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) |
| | (2) Other assets | 1a(2) |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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.

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge.

**Sign
Here**

Signature of officer or trustee

Date _____

VICE PRESIDENT

Title

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

**Paid
Preparer
Use Only**

JOE B. BLAND, CPA

Firm's name ▶ ESTATE OF THOMAS O'CONNOR

ONE O'CONNOR PLAZA, SUITE 1100

Firm's address ► VICTORIA, TX 77901

Phone no.	(361) 578-6271
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Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2010

Name of the organization

Employer identification number

THE O'CONNOR & HEWITT FOUNDATION

74-2527227

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

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

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

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

Name of organization

Employer identification number

THE O'CONNOR & HEWITT FOUNDATION

74-2527227

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ROBERT J. HEWITT ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	\$ 1,671,150.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

74-2527227

[illegible]

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

SOURCE	AMOUNT
WELLS FARGO ADVISORS	4.
WELLS FARGO BANK, N.A.	96.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	100.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLUETREND ASP FUND	8.	0.	8.
DIVIDEND CAPITAL TOTAL REALTY TRUST	40,377.	0.	40,377.
MERRILL LYNCH CONSULTS	62.	0.	62.
RICI LINKED - PAM ADVISORS FUND, LLC - INTEREST	1,433.	0.	1,433.
WELLS FARGO AGENCY - AMORTIZATION/ACCRETION	<24,516.>	0.	<24,516.>
WELLS FARGO AGENCY - CAPITAL GAIN DISTRIBUTIONS	28,455.	28,455.	0.
WELLS FARGO AGENCY - DIVIDENDS	473,993.	0.	473,993.
WELLS FARGO AGENCY - INTEREST	353,669.	0.	353,669.
WELLS FARGO AGENCY - US AMORTIZATION/ACCRETION	<2,124.>	0.	<2,124.>
WELLS FARGO AGENCY - US INTEREST	8,875.	0.	8,875.
TOTAL TO FM 990-PF, PART I, LN 4	880,232.	28,455.	851,777.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1: RICI LINKED-PAM ADVISORS FUND, LLC-SEC. 988 GAIN	1,403.	1,403.	
FROM K-1: BLUETREND ASP FUND - ORDINARY BUSINESS INCOME	28,103.	28,103.	
TOTAL TO FORM 990-PF, PART I, LINE 11	29,506.	29,506.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	161,479.	161,479.		0.
FROM K-1: RICI LINKED-PAM ADVISORS FUND, LLC	6,121.	6,121.		0.
FROM K-1: BLUETREND ASP FUND	1,043.	1,043.		0.
INVESTMENT ADR FEES	36.	36.		0.
TO FORM 990-PF, PG 1, LN 16C	168,679.	168,679.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS TAXES	18,569.	18,569.		0.
FROM K-1: BLUETREND ASP FUND - FOREIGN TAXES PAID	127.	127.		0.
TO FORM 990-PF, PG 1, LN 18	18,696.	18,696.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	250.	0.		0.
TO FORM 990-PF, PG 1, LN 23	250.	0.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
2010 FEDERAL EXCISE TAX INCLUDING PENALTIES	86,302.
TOTAL TO FORM 990-PF, PART III, LINE 5	86,302.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY BONDS	X		114,242.	138,906.
TOTAL U.S. GOVERNMENT OBLIGATIONS			114,242.	138,906.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			114,242.	138,906.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	21,467,505.	20,440,605.
TOTAL TO FORM 990-PF, PART II, LINE 10B	21,467,505.	20,440,605.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	6,196,902.	6,394,228.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,196,902.	6,394,228.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
P/S-RICI LINKED-PAM ADVISORS FD, LLC	COST	832,492.	762,704.
P/S-BLUE TREND ASP FUND	COST	807,356.	779,038.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,639,848.	1,541,742.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 12
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	0.	55,793.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	55,793.

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

ROBERT J. HEWITT
ONE O'CONNOR PLAZA, SUITE 1100
VICTORIA, TX 77901

TELEPHONE NUMBER

361-578-6271

FORM AND CONTENT OF APPLICATIONS

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

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GENERALLY LIMITED TO RELIGIOUS AND CHARITABLE ORGANIZATIONS IN THE SOUTH
TEXAS AREA.

Supplementary Statements
For Year Ending 12/31/2010

The O'Connor & Hewitt Foundation (EIN 74-2527227)

Form 990-PF

Page 1, Line 25, Column A

Schedule A-1

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed Property	Relationship	Status	Amount	Date
Advocate in Education P. O. Box 1518, Victoria, TX 77902	Cash	None	Public Charity	\$ 250	08/05/10
Affectionate Arms P. O. Box 7604, Victoria, TX 77903	Cash	None	Public Charity	1,000	02/23/10
Alamo Public Telecommunications Council (KLRN-The Learning Place) P. O. Box 9, San Antonio, TX 78291	Cash	None	Public Charity	250	08/05/10
American Cancer Society 4401 Lilac Lane, Victoria, TX 77901	Cash	None	Public Charity	500	04/16/10
American Diabetes Association 1100 NE Loop, Ste. 110, San Antonio, TX 78209	Cash	None	Public Charity	1,000	10/13/10
American Red Cross - Crossroads Chapter 2805 N. Navarro, Suite 500, Victoria, TX 77901	Cash	None	Public Charity	3,500	12/15/10
Ander Weser Volunteer Fire Department 3306 E. FM 1961, Goliad, TX 77963	Cash	None	Public Charity	1,000	12/15/10
Aransas County Historical Society P.O. Box 702, Rockport, TX 78381	Cash	None	Public Charity	1,000	02/23/10
Black Stallion Literacy Foundation, The - Austin Program 3081 Arabian Nights Blvd., Kissimmee, FL 34747-4505	Cash	None	Public Charity	2,000	Various
Bluebonnet Youth Ranch P. O. Box 90, Yoakum, TX 77995	Cash	None	Public Charity	5,000	09/08/10
Boy Scouts of America Gulf Coast P. O. Box 3159, Corpus Christi, TX	Cash	None	Public Charity	6,000	Various
Boys & Girls Club of Victoria P. O. Box 2565, Victoria, TX	Cash	None	Public Charity	5,000	09/08/10
CASA P. O. Box 1627, Victoria, TX 77902-1627	Cash	None	Public Charity	1,500	02/02/10
Caesar Kleberg Wildlife Research Institute 700 University Boulevard, MSC 218, Kingsville, TX 78363	Cash	None	Public Charity	2,000	12/15/10
Cal Farleys Boys Ranch & Affil P. O. Box 1890, Amarillo, TX 79105-9985	Cash	None	Public Charity	500	12/15/10
Children's Discovery Museum P. O. Box 89, Victoria, TX 77902	Cash	None	Public Charity	2,000	Various
Chisholm Trail Heritage Museum P. O. Box 866, Cuero, TX 77954	Cash	None	Public Charity	5,000	04/20/10
Christs Kitchen P. O. Box 3391, Victoria TX	Cash	None	Public Charity	20,000	Various

Supplementary Statements
For Year Ending 12/31/2010

The O'Connor & Hewitt Foundation (EIN 74-2527227)

Form 990-PF

Page 1, Line 25, Column A

Schedule A-1

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed Property	Relationship	Foundation Status	Amount	Date
Advocate in Education P. O. Box 1518, Victoria, TX 77902	Cash	N/A	Public Charity	\$ 250	08/05/10
Affectionate Arms P. O. Box 7604, Victoria, TX 77903	Cash	N/A	Public Charity	1,000	02/23/10
Alamo Public Telecommunications Council (KLRN-The Learning PI P. O. Box 9, San Antonio, TX 78291	Cash	N/A	Public Charity	250	08/05/10
American Cancer Society 4401 Lilac Lane, Victoria, TX 77901	Cash	N/A	Public Charity	500	04/16/10
American Diabetes Association 1100 NE Loop, Ste. 110, San Antonio, TX 78209	Cash	N/A	Public Charity	1,000	10/13/10
American Red Cross - Crossroads Chapter 2805 N. Navarro, Suite 500, Victoria, TX 77901	Cash	N/A	Public Charity	3,500	12/15/10
Ander Weser Volunteer Fire Department 3306 E. FM 1961, Goliad, TX 77963	Cash	N/A	Public Charity	1,000	12/15/10
Aransas County Historical Society P.O. Box 702, Rockport, TX 78381	Cash	N/A	Public Charity	1,000	02/23/10
Black Stallion Literacy Foundation, The - Austin Program 3081 Arabian Nights Blvd., Kissimmee, FL 34747-4505	Cash	N/A	Public Charity	2,000	Various
Bluebonnet Youth Ranch P. O. Box 90, Yoakum, TX 77995	Cash	N/A	Public Charity	5,000	09/08/10
Boy Scouts of America Gulf Coast P. O. Box 3159, Corpus Christi, TX	Cash	N/A	Public Charity	6,000	Various
Boys & Girls Club of Victoria P. O. Box 2565, Victoria, TX	Cash	N/A	Public Charity	5,000	09/08/10
CASA P. O. Box 1627, Victoria, TX 77902-1627	Cash	N/A	Public Charity	1,500	02/02/10
Caesar Kleberg Wildlife Research Institute 700 University Boulevard, MSC 218, Kingsville, TX 78363	Cash	N/A	Public Charity	2,000	12/15/10
Cal Farleys Boys Ranch & Affiliates P. O. Box 1890, Amarillo, TX 79105-9985	Cash	N/A	Public Charity	500	12/15/10
Children's Discovery Museum P O Box 89, Victoria, TX 77902	Cash	N/A	Public Charity	2,000	Various
Chisholm Trail Heritage Museum P. O. Box 866, Cuero, TX 77954	Cash	N/A	Public Charity	5,000	04/20/10
Christs Kitchen P O Box 3391, Victoria TX	Cash	N/A	Public Charity	20,000	Various

Supplementary Statements
For Year Ending 12/31/2010

The O'Connor & Hewitt Foundation (EIN 74-2527227)

Form 990-PF

Page 1, Line 25, Column A

Schedule A-1

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed Property	Relationship	Foundation Status	Amount	Date
Citizens Against Government Waste P. O. Box 96463, Washington, D.C. 20090	Cash	N/A	Public Charity	\$ 500	04/20/10
Citizens Medical Foundation 2710 Hospital Drive, Victoria, TX 77901	Cash	N/A	Private Found.	10,000	12/15/10
City of Victoria P. O. Box 1758, Victoria, TX	Cash	N/A	Public Charity	4,000	Various
Clinton Bush Haiti Fund, The 5500 Caruth Haven Lane, Dallas, TX 75225	Cash	N/A	Public Charity	5,000	01/21/10
Colonial Williamsburg Foundation, The P. O. Box 1776, Williamsburg VA	Cash	N/A	Public Charity	5,000	05/07/10
County of Refugio 102 W. West, Refugio, TX 78377	Cash	N/A	Public Charity	40,000	12/15/10
Covenant House 1111 Lovett Blvd., Houston, TX 77006	Cash	N/A	Public Charity	250	12/28/10
Cultural Council of Victoria 214 N. Main, Victoria, TX 77901	Cash	N/A	Public Charity	5,000	09/23/10
Diocese of Corpus Christi - Bishop's Guild P. O. Box 2620, Corpus Christi, TX 78403-2620	Cash	N/A	Public Charity	1,000	03/16/10
Diocese of Victoria 1505 Mesquite, Victoria, TX 77901	Cash	N/A	Public Charity	5,000	12/15/10
Dorothy O'Connor Pet Adoption Center One O'Connor Plaza, Suite 1100, Victoria, TX 77901	Cash	N/A	Private Opr Found	166,760	Various
Encounter Community Outreach 1604 E. Crestwood Dr., Victoria, TX 77901	Cash	N/A	Public Charity	500	12/08/10
Faith Family Church P. O. Box 4528, Victoria, TX 77903	Cash	N/A	Public Charity	1,400	04/20/10
First Presbyterian Church 2408 N. Navarro, Victoria, TX 77901	Cash	N/A	Public Charity	8,536	11/19/10
First Presbyterian Church Day School 2408 N. Navarro, Victoria, TX 77901	Cash	N/A	Public Charity	1,000	11/17/10
Food Bank of the Golden Crescent P. O. Box 5085, Victoria, TX 77903	Cash	N/A	Public Charity	25,000	Various
Foster Parents of Victoria P. O. Box 1593, Victoria, TX 77902	Cash	N/A	Public Charity	5,000	07/30/10
Friends of Texas Historical Commission P. O. Box 13497, Austin, TX 78711	Cash	N/A	Public Charity	2,500	12/15/10

Supplementary Statements
For Year Ending 12/31/2010

The O'Connor & Hewitt Foundation (EIN 74-2527227)

Form 990-PF

Page 1, Line 25, Column A

Schedule A-1

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed Property	Relationship	Foundation Status	Amount	Date
Fulton Beach Volunteer Fire Department P. O. Box 503, Fulton, TX	Cash	N/A	Public Charity	\$ 500	12/15/10
Gaslight Theatre P. O. Box 223, Shiner, TX 77984	Cash	N/A	Public Charity	2,500	12/15/10
Gulf Bend Center 6502 Nursery Drive, Ste. 100, Victoria, TX 77904	Cash	N/A	Public Charity	10,000	07/26/10
Habitat for Humanity - Victoria P. O. Box 1357, Victoria, TX 77902-1357	Cash	N/A	Public Charity	5,000	12/15/10
Heritage Foundation, The 214 Massachusetts Avenue, NE, Washington, DC 20002-4999	Cash	N/A	Public Charity	7,500	Various
Hillsdale College 33 E. College Street, Hillsdale, MI 49242-9989	Cash	N/A	Public Charity	1,000	02/12/10
Historical Centre Foundation P. O. Box 831078, San Antonio, TX 78283-1078	Cash	N/A	Public Charity	1,000	06/29/10
Holy Family Catholic Church - K of C 9088 P. O. Box 5070, Victoria, TX 77903-5070	Cash	N/A	Public Charity	1,000	12/15/10
Hospice of South Texas 2004 Fagan Circle, Victoria, TX	Cash	N/A	Public Charity	3,500	Various
Houston READ Commission 5330 Griggs Rd., Ste. 75, Houston, TX 77021-3756	Cash	N/A	Public Charity	1,000	05/07/10
Humane Society of Aransas County 1308 Myrtle St., Fulton, TX 78358	Cash	N/A	Public Charity	5,000	12/15/10
Humane Society & Adoption Center of Rockport-Fulton P. O. Box 1502, Fulton, TX 78368	Cash	N/A	Public Charity	3,000	Various
Incarnate Word Academy - Corpus Christi 2920 South Alameda, Corpus Christi, TX 78404-2733	Cash	N/A	Public Charity	1,000	11/11/10
Junior League of Victoria 202 N. Main, Victoria, TX 77901	Cash	N/A	Public Charity	15,000	12/15/10
Kathryn O'Connor Foundation One O'Connor Plaza, Suite 1100, Victoria, TX 77901	Cash	N/A	Private Found.	14,000	12/15/10
Keep Victoria Beautiful 3003 N. Vine, Victoria, TX 77901	Cash	N/A	Public Charity	2,500	03/15/10
Kiwanis Club of Victoria Texas Foundation P. O. Box 3974, Victoria, TX 77903	Cash	N/A	Public Charity	300	12/15/10
Lamar Volunteer Fire Department P. O. Box 294, Fulton, TX 78358	Cash	N/A	Public Charity	500	04/20/10

Supplementary Statements
For Year Ending 12/31/2010

The O'Connor & Hewitt Foundation (EIN 74-2527227)

Form 990-PF

Page 1, Line 25, Column A

Schedule A-1

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed Property	Relationship	Foundation Status	Amount	Date
Mid-Coast Family Services 120 S. Main, Ste. 310, Victoria, TX 77901	Cash	N/A	Public Charity	\$ 10,000	11/11/10
MD Anderson Cancer Center P. O. Box 4464, Houston, TX 77210-4464	Cash	N/A	Public Charity	1,000	11/30/10
National Right To Work Legal Defense Foundation 8001 Braddock Rd, Springfield, VA	Cash	N/A	Public Charity	3,000	Various
Nazareth Academy 206 W Convent, Victoria, TX	Cash	N/A	Public Charity	2,000	Various
O'Connor Family Cemetery Association, The One O'Connor Plaza, Suite 1100, Victoria, TX 77901	Cash	N/A	Cemetery Co.	4,300	12/15/10
Our Lady of Lourdes Catholic Church 105 William St. North, Victoria, TX 77901	Cash	N/A	Public Charity	1,000	12/15/10
Our Lady of Sorrows Catholic Church 208 W. River, Victoria, TX 77901	Cash	N/A	Public Charity	1,000	12/15/10
Perpetual Help Home P. O. Box 4305, Victoria, TX 77903	Cash	N/A	Public Charity	6,000	Various
Presidio LaBahia Foundation P. O. Box 57, Goliad, TX 77963	Cash	N/A	Public Charity	7,000	Various
Refugio Volunteer Fire Department P. O. Box 398, Refugio, TX 78377	Cash	N/A	Public Charity	5,000	05/07/10
Rice University - Baker Institute 6100 Main Street, Suite 120, Houston, TX 77005	Cash	N/A	Public Charity	3,000	12/15/10
Rockport Center for the Arts 902 Navigation Circle, Rockport, TX 78382	Cash	N/A	Public Charity	1,500	11/30/10
Rockport Volunteer Fire Department P. O. Box 1325, Rockport, TX 78382	Cash	N/A	Public Charity	1,000	08/05/10
Sacred Heart School 114 N. Church St., Rockport, TX 78382	Cash	N/A	Public Charity	6,000	Various
Salvation Army 1302 N Louis, Victoria, TX	Cash	N/A	Public Charity	22,000	Various
South Texas Chapter of Quail Coalition P. O. Box 5818, Kingsville, TX 78364	Cash	N/A	Public Charity	1,000	05/07/10
South Texas Lighthouse for the Blind 4421 Agnes Street, Corpus Christi, TX 78405	Cash	N/A	Public Charity	1,000	02/12/10
South Texas Zoological Society (The) - The Texas Zoo 110 Memorial Drive, Victoria, TX 77901	Cash	N/A	Public Charity	22,005	Various

Supplementary Statements
For Year Ending 12/31/2010

The O'Connor & Hewitt Foundation (EIN 74-2527227)

Form 990-PF

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Schedule A-1

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed		Foundation Status	Amount	Date
	Property	Relationship			
St Joseph High School 110 E Red River, Victoria, TX	Cash	N/A	Public Charity	\$ 18,500	Various
St. Jude Children's Research P. O. Box 167, Memphis, TN 38101	Cash	N/A	Public Charity	150	07/09/10
St. Peter's Baptist Church 2708 S. Laurent St., Victoria, TX 77901	Cash	N/A	Public Charity	750	05/21/10
St. Stephen's Episcopal School 2900 Bunny Run, Austin, TX 78746	Cash	N/A	Public Charity	10,000	12/15/10
Susan G. Komen Breast Cancer Foundation P.O. Box 2164, Austin, TX 78768	Cash	N/A	Public Charity	1,000	11/05/10
Texas A&M Foundation - College of Veterinary Medicine 4461 TAMU, College Station, TX 77843-4461	Cash	N/A	Public Charity	1,000	02/05/10
Texas Historical Commission P. O. Box 13497, Austin, TX 78711	Cash	N/A	Public Charity	500	07/09/10
Texas Historical Foundation P. O. Box 50314, Austin, TX 78763-0314	Cash	N/A	Public Charity	1,000	12/15/10
Texas Maritime Museum 1202 Navigation Circle, Rockport, TX 78382	Cash	N/A	Public Charity	103,000	Various
Texas State Aquarium 2710 N. Shoreline Blvd., Corpus Christi, TX 78402-1097	Cash	N/A	Public Charity	1,000	12/07/10
Trinity Episcopal Church 1501 N Glass, Victoria TX	Cash	N/A	Public Charity	12,250	Various
Trinity Episcopal School 1501 N Glass, Victoria TX	Cash	N/A	Public Charity	250,507	Various
University of Houston-Victoria 2506 E Red River, Victoria TX	Cash	N/A	Public Charity	7,500	Various
University of Texas at Austin P.O. Box 7458, Austin, TX	Cash	N/A	Public Charity	4,000	Various
University of Texas at San Antonio - President's Council 7703 Floyd Curl Drive, San Antonio, TX 78229	Cash	N/A	Public Charity	2,000	Various
University of Texas - Chancellor's Council 210 W. 6th Street, Suite 1.200, Austin, TX 78701-2901	Cash	N/A	Public Charity	5,000	09/24/10
Victoria Art League P. O. Box 5011, Victoria, TX 77903	Cash	N/A	Public Charity	5,000	04/22/10
Victoria Bach Festival P. O. Box 3522, Victoria, TX 77901	Cash	N/A	Public Charity	14,000	Various

Supplementary Statements
For Year Ending 12/31/2010

The O'Connor & Hewitt Foundation (EIN 74-2527227)

Form 990-PF

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Schedule A-1

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed Property	Relationship	Foundation Status	Amount	Date
Victoria Ballet Theatre 2508 E. Mockingbird Lane, Victoria, TX 77904-2443	Cash	N/A	Public Charity	\$ 1,000	11/16/10
Victoria Business Education Coalition 5606 N. Navarro, 200R, Victoria, TX 77904	Cash	N/A	Public Charity	1,000	Various
Victoria College 2200 E Red River, Victoria, TX 77901	Cash	N/A	Public Charity	7,500	Various
Victoria College Foundation 2200 E Red River, Victoria, TX 77901	Cash	N/A	Public Charity	3,000	12/07/10
Victoria College - Health & Science Center Challenge Grant 2200 E Red River, Victoria, TX 77901	Cash	N/A	Public Charity	10,000	07/26/10
Victoria College - Hewitt Endowment 2200 E Red River, Victoria, TX 77901	Cash	N/A	Public Charity	20,000	12/15/10
Victoria Community Theatre, Inc. P. O. Box 1365, Victoria, TX	Cash	N/A	Public Charity	8,250	Various
Victoria County 4-H 442 Foster Field Dr., Victoria, TX 77904	Cash	N/A	Public Charity	500	07/09/10
Victoria County Master Gardener Association P. O. Box 1723, Victoria, TX 77902	Cash	N/A	Public Charity	1,000	12/15/10
Victoria County Senior Citizens P. O. Box 1433, Victoria TX	Cash	N/A	Public Charity	40,000	Various
Victoria County United Way 1908 N. Laurent Street, Suite 570, Victoria, TX 77901	Cash	N/A	Public Charity	4,000	07/26/10
Victoria Fine Arts Association P. O. Box 1393, Victoria, TX 77902	Cash	N/A	Public Charity	3,000	03/18/10
Victoria Performing Arts Center One O'Connor Plaza, Suite 1100, Victoria, TX 77901	Cash	N/A	Public Charity	40,000	12/15/10
Victoria Preservation, Inc. P. O. Box 1486, Victoria, TX 77902	Cash	N/A	Public Charity	2,500	Various
Victoria Regional Museum Association 502 N Liberty, Victoria, TX	Cash	N/A	Public Charity	8,000	Various
Victoria Symphony 2112 N Navarro, Victoria TX	Cash	N/A	Public Charity	6,000	12/15/10
Vine School, The Erin Hatley, P O. Box 2445, Victoria, TX 77902	Cash	N/A	Public Charity	10,000	Various
Warrior's Weekend 3603 Miori Lane, Victoria, TX 77901	Cash	N/A	Public Charity	550	07/09/10

Supplementary Statements
For Year Ending 12/31/2010

The O'Connor & Hewitt Foundation (EIN 74-2527227)

Form 990-PF

Page 1, Line 25, Column A

Schedule A-1

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed Property	Relationship	Foundation Status	Amount	Date
Witte Museum 3801 Broadway, San Antonio, TX	Cash	N/A	Public Chanty	\$ 1,000	12/15/10
YMCA - Victoria 1806 N. Nimitz, Vicotria, TX 77901	Cash	N/A	Public Charity	500	04/19/10
Young America's Foundation - Ronald Ranch 217 State Street, Santa Barbara, CA 93101	Cash	N/A	Public Charity	2,000	Various
Total				<u>\$ 1,123,008</u>	

THE O'CONNOR & HEWITT 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	RICI LINKED-PAM ADVISORS FUND, LLC - 40% SEC. 125	P	VARIOUS	VARIOUS
b	RICI LINKED-PAM ADVISORS FUND, LLC - 60% SEC. 125	P	VARIOUS	VARIOUS
c	SEE SCHEDULE D-1	P	VARIOUS	VARIOUS
d	SEE SCHEDULE D-2	P	VARIOUS	VARIOUS
e	SEE SCHEDULE D-3	D	VARIOUS	VARIOUS
f	RICI LINKED-PAM ADVISORS FUND, LLC - NET STCG/(LO	P	VARIOUS	VARIOUS
g	BLUETREND ASP FUND - SECTION - 40% SEC. 1256 CONT	P	VARIOUS	VARIOUS
h	BLUETREND ASP FUND - SECTION - 60% SEC. 1256 CONT	P	VARIOUS	VARIOUS
i	ST. PAUL TRAVELERS LITIGATION SETTLEMENT	P	VARIOUS	VARIOUS
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 45,795.			45,795.
b 68,693.			68,693.
c 2,231,472.		2,100,368.	131,104.
d 14,920,053.		11,618,734.	3,301,319.
e 1,439,301.		1,478,750.	<39,449.>
f 20,094.			20,094.
g 12,350.			12,350.
h 18,524.			18,524.
i 385.			385.
j 28,455.			28,455.
k			
l			
m			
n			
o			

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			45,795.
b			68,693.
c			131,104.
d			3,301,319.
e			<39,449.>
f			20,094.
g			12,350.
h			18,524.
i			385.
j			28,455.
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	3,587,270.
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

The O'Connor & Hewitt Foundation

Tax ID #74-2527227

Tax Year 2010

Schedule D-1

Part I - Short-Term Capital Gains and Losses - Assets Held One Year or Less

Shares	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
		P - Purchase D - Donation					
315	Accenture	P	10/06/09	10/01/10	13,138.42	12,081.84	1,056.58
100	Amerada Hess	P	2/11/09	01/21/10	108,968.00	101,514.10	7,453.90
9,182.736	American Cent Inflation Adj Bd	P	6/17/09	03/10/10	105,693.29	100,000.00	5,693.29
1,500	Apollo Group	P	09/28/10	12/14/10	54,921.27	74,383.95	(19,462.68)
100	Apollo Group	P	11/16/10	12/14/10	3,661.42	3,672.00	(10.58)
250	Berkshire Hathaway	P	10/22/09	10/01/10	287,205.00	264,967.82	22,237.18
9,241	Blackrock Inf Prot Bd	P	3/10/10	09/29/10	106,007.39	100,000.00	6,007.39
125	Bristol Myers Squibb	P	10/22/09	10/01/10	148,348.75	134,404.77	13,943.98
1,440	Colgate Palmolive	P	03/18/10	10/01/10	113,010.58	122,039.86	(9,029.28)
2,818	Consumer Staples Spdr Tr	P	10/06/09	10/01/10	78,767.12	72,278.88	6,488.24
250	Eli Lilly & Co	P	10/22/09	10/01/10	289,862.50	266,168.73	23,693.77
600	L-3 Communications	P	09/28/10	12/21/10	42,131.28	42,940.80	(809.52)
545	Nestle Sa Adr	P	09/28/10	12/14/10	30,696.17	29,511.75	1,184.42
1,290	Petroleo Brasileiro Sa Adr	P	09/28/10	11/12/10	46,464.76	45,988.50	476.26
2,224	Spdr DJ Wilshire Intl Real Estate	P	02/16/10	10/01/10	85,178.65	75,215.68	9,962.97
1,017	Sysco	P	10/06/09	03/18/10	29,370.69	25,037.01	4,333.68
3,200	Sysco	P	06/09/09	03/18/10	92,415.14	76,253.44	16,161.70
13,619	Templeton global Bd Fd	P	2/16/10	09/29/10	185,894.94	175,000.00	10,894.94
3,720	Union Pacific	P	09/28/10	10/01/10	319,207.43	303,738.00	15,469.43
1,751	Vanguard Reit Viper	P	02/16/10	10/01/10	90,528.84	75,170.43	15,358.41
Total Capital Gains (Losses)					2,231,471.64	2,100,367.56	131,104.08

The O'Connor & Hewitt Foundation

Tax ID #74-2527227

Tax Year 2010

Schedule D-2

Part II - Long-Term Capital Gains and Losses - Assets Held More Than One Year

Shares	Description	How Acquired	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
		P - Purchase D - Donation					
2,140	Adobe	P	06/09/09	10/01/10	56,088.88	63,753.60	(7,664.72)
2,865	Aflac	P	06/09/09	10/01/10	148,586.13	96,962.20	51,623.93
41,280	Amex Consumer Discr	P	06/12/09	10/01/10	139,985.83	101,611.62	38,374.21
1,935	Amex Energy Select	P	06/12/09	10/01/10	106,500.59	101,432.70	5,067.89
8,105	Amex Financial Select	P	06/12/09	10/01/10	116,162.94	101,312.50	14,850.44
3,980	Amex Health Care	P	06/12/09	10/01/10	121,416.20	101,211.40	20,204.80
4,280	Amex Industrial Spdr	P	06/12/09	10/01/10	133,391.22	101,160.37	32,230.85
1,830	Amex Materials Spdr	P	06/12/09	10/01/10	60,173.22	50,837.40	9,335.82
6,000	Amex Technology	P	06/12/09	10/01/10	138,275.46	110,040.00	28,235.46
940	Amex Utilities Spdr	P	06/12/09	10/01/10	29,526.78	25,322.57	4,204.21
930	AT&T	P	01/24/02	10/01/10	26,822.60	27,242.33	(419.73)
2,000	Bank of America	P	07/14/08	10/01/10	26,280.16	40,845.00	(14,564.84)
4,285	Bank of America	P	12/19/05	10/01/10	56,305.23	199,171.94	(142,866.71)
125	Bank One Corp	P	6/30/05	08/02/10	125,000.00	125,000.00	-
1,250	Boeing Company	P	06/09/09	10/01/10	80,126.39	64,456.50	15,669.89
185	Boeing Company	P	02/29/08	10/01/10	11,858.71	15,453.33	(3,594.62)
125	Campbells Soup Co	P	11/21/08	10/01/10	127,762.50	125,807.97	1,954.53
810	Capital One Financial	P	09/24/09	10/01/10	31,403.97	28,933.20	2,470.77
1,545	Carnival Corp	P	06/09/09	10/01/10	58,565.47	38,674.13	19,891.34
7,150	CEF Ishares S&P Small Cap 600 Grc	P	06/12/09	10/01/10	441,785.31	343,755.56	98,029.75
360	Chevron Texaco	P	11/27/02	10/01/10	28,972.67	12,080.25	16,892.42
320	Cisco Systems	P	12/20/06	10/01/10	6,987.08	8,829.44	(1,842.36)
4,255	Cisco Systems	P	06/09/09	10/01/10	92,906.35	85,355.30	7,551.05
1,925	Coca Cola	P	02/04/08	10/01/10	113,534.57	4,119.50	109,415.07
1,365	Comcast Corp	P	06/09/09	10/01/10	24,858.27	19,615.05	5,243.22
150	Comcast Corp	P	12/3/07	01/15/10	150,000.00	150,000.00	-
3,870	Consumer Staples Spdr Tr	P	06/12/09	10/01/10	108,172.02	91,215.90	16,956.12
1,400	Dominion Res Inc	P	08/01/03	10/01/10	61,590.41	41,867.21	19,723.20
210	Ebay Inc	P	06/09/09	10/01/10	5,182.73	3,720.82	1,461.91
505	Ebay Inc	P	11/30/07	10/01/10	12,463.24	16,985.88	(4,522.64)
1,365	EMC Corp	P	06/09/09	10/01/10	29,148.80	17,635.80	11,513.00
1,565	Emerson Electric	P	11/12/08	10/01/10	82,213.21	50,074.91	32,138.30
2,285	Exxon Mobil	P	02/23/94	10/01/10	141,093.16	38,292.60	102,800.56
	Fr Sh Frontier/Verizon	P	07/19/02	07/21/10	0.23	0.26	(0.03)
186	Frontier Communications	P	07/19/02	10/01/10	1,501.23	1,514.10	(12.87)

The O'Connor & Hewitt Foundation

Tax ID #74-2527227

Tax Year 2010

Schedule D-2

Part II - Long-Term Capital Gains and Losses - Assets Held More Than One Year

Shares	Description	How Acquired		Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
		P - Purchase D - Donation						
5,965	General Electric	P		12/02/08	10/01/10	97,181.92	106,833.15	(9,651.23)
125	General Electric	P		1/13/09	10/01/10	135,726.25	127,182.27	8,543.98
310	Halliburton	P		04/23/09	06/10/10	7,464.70	6,012.02	1,452.68
2,890	Halliburton	P		06/09/09	06/10/10	69,590.31	66,614.50	2,975.81
2,400	Harsco Corp	P		06/09/09	10/01/10	57,702.94	74,547.36	(16,844.42)
265	Honeywell Intl	P		03/11/08	10/01/10	11,628.24	14,827.07	(3,198.83)
710	Honeywell Intl	P		06/09/09	10/01/10	31,154.91	25,261.80	5,893.11
250	Honeywell Intl	P		9/28/09	10/01/10	290,712.50	266,584.26	24,128.24
825	International Business Machines	P		03/23/95	10/01/10	111,117.95	17,206.27	93,911.68
1,080	Ishares DJ US Telecommunication	P		06/12/09	10/01/10	23,457.20	19,231.02	4,226.18
2,955	Ishares MSCI Australia Index	P		06/12/09	10/01/10	71,373.56	50,323.65	21,049.91
895	Ishares MSCI Brazil	P		06/12/09	10/01/10	67,276.10	50,029.07	17,247.03
70,055	Ishares MSCI Japan	P		06/12/09	10/01/10	692,131.66	658,517.00	33,614.66
11,535	Ishares MSCI Pacific Ex-Japan	P		06/12/09	10/01/10	517,693.58	376,346.68	141,346.90
685	Ishares MSCI South Africa	P		06/12/09	10/01/10	45,449.73	32,407.35	13,042.38
54,715	Ishares S&P Europe 350	P		06/12/09	10/01/10	2,077,515.30	1,795,297.64	282,217.66
6,325	Ishares S&P Midcap 400 Growth	P		06/12/09	10/01/10	553,754.50	409,306.56	144,447.94
3,980	Ishares S&P Midcap 400 Value	P		06/12/09	10/01/10	280,585.65	215,395.21	65,190.44
3,800	Ishares S&P Small Cap 600 Value	P		06/12/09	10/01/10	233,676.28	187,705.94	45,970.34
1,315	Ishares Tr FTSE Xinhau Hk China	P		06/12/09	10/01/10	55,691.67	50,167.25	5,524.42
15,040	Ishares Tr MSCI Emerging Markets	P		06/12/09	10/01/10	663,958.15	498,425.60	165,532.55
250	John Deere	P		9/28/09	10/01/10	292,500.00	265,866.09	26,633.91
1,195	L-3 Communications	P		06/09/09	12/21/10	83,911.48	88,678.32	(4,766.84)
135	Merck	P		07/14/03	10/01/10	5,011.79	8,029.53	(3,017.74)
2,400	Merck	P		07/14/03	10/01/10	89,098.49	142,723.23	(53,624.74)
895	Monsanto	P		06/19/09	10/01/10	42,664.55	76,140.69	(33,476.14)
375	Morgan Stanley	P		06/09/09	10/01/10	9,135.14	11,557.39	(2,422.25)
2,340	Morgan Stanley	P		06/09/09	12/14/10	61,448.54	72,118.10	(10,669.56)
250	National Rural Util	P		9/16/09	10/01/10	271,072.50	251,859.52	19,212.98
220	Nike	P		10/27/06	10/01/10	17,579.94	10,238.16	7,341.78
40	Nike	P		11/16/06	10/01/10	3,196.35	1,902.33	1,294.02
95	Novartis Ag Adr	P		06/09/09	10/01/10	5,482.35	3,807.61	1,674.74
6,530	Pfizer Inc	P		03/13/92	10/01/10	113,071.56	36,046.87	77,024.69
125	Phillips Pete	P		11/20/08	05/25/10	125,000.00	125,000.00	-
250	Praxair	P		9/9/09	10/01/10	268,180.00	251,061.07	17,118.93

The O'Connor & Hewitt Foundation

Tax ID #74-2527227

Tax Year 2010

Schedule D-2

Part II - Long-Term Capital Gains and Losses - Assets Held More Than One Year

Shares	Description	How Acquired		Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
		P - Purchase D - Donation						
200	Precision Castparts	P		06/06/09	10/01/10	25,762.30	17,380.56	8,381.74
90	Precision Castparts	P		03/23/09	10/01/10	11,593.03	5,526.76	6,066.27
275	Qualcomm	P		06/20/08	10/01/10	12,042.07	13,377.90	(1,335.83)
1,730	Quest Diagnostics	P		06/09/09	10/01/10	85,247.93	88,661.81	(3,413.88)
125	Raytheon Co	P		3/27/09	10/01/10	136,037.50	128,534.20	7,503.30
87,568	Ridgeworth Seix Hy Bd	P		6/17/09	09/29/10	845,904.24	743,450.00	102,454.24
1,000	Royal Dutch Shell	P		08/11/98	01/12/10	60,934.92	46,467.50	14,467.42
580	Royal Dutch Shell	P		06/24/99	01/12/10	35,342.26	34,453.16	889.10
346	Spdr DJ Wilshire Intl Real Estate	P		06/24/09	10/01/10	13,251.71	9,847.16	3,404.55
20	Target	P		06/09/09	10/01/10	1,086.78	823.80	262.98
59,182	Templeton global Bd Fd	P		6/19/09	09/29/10	807,840.36	687,700.00	120,140.36
2,200	Tractor Supply	P		06/09/09	10/01/10	172,178.76	92,048.00	80,130.76
2,200	Travelers Companies	P		06/30/04	10/01/10	115,564.48	88,880.88	26,683.60
250	Unilever Capital	P		9/11/09	10/01/10	269,035.00	256,137.27	12,897.73
210	United Technologies	P		02/12/08	10/01/10	14,920.46	15,394.32	(473.86)
235	United Technologies	P		06/09/09	10/01/10	16,696.70	13,020.50	3,676.20
2,769	Vanguard Reit Viper	P		06/24/09	10/01/10	143,160.69	85,647.70	57,512.99
775	Verizon	P		07/19/02	10/01/10	25,334.71	23,278.74	2,055.97
250	Walmart Stores	P		9/11/09	10/01/10	265,502.50	252,558.92	12,943.58
1,335	Walt Disney	P		06/09/09	10/01/10	44,080.95	33,853.20	10,227.75
40,000	Wells Fargo	P		03/19/07	01/11/10	1,153,358.30	147,335.02	1,006,023.28
10,000	Wells Fargo	P		09/19/08	01/11/10	288,339.58	36,815.00	251,524.58
Total Capital Gains (Losses)						14,920,052.58	11,618,734.31	3,301,318.27

The O'Connor & Hewitt Foundation
Tax ID #74-2527227
Tax Year 2010
Schedule D-3

Part II - Long-Term Capital Gains and Losses - Assets Held More Than One Year

Shares	Description	How Acquired		Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
		P - Purchase	D - Donation					
6,790	Aflac	D		03/02/09	10/01/10	352,146.53	369,545.50	(17,398.97)
3,210	Aflac	D		03/02/09	11/16/10	176,295.36	174,704.50	1,590.86
16,585	Aflac	D		03/02/09	11/16/10	910,859.33	934,500.07	(23,640.74)
Total Capital Gains (Losses)						1,439,301.22	1,478,750.07	(39,448.85)