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

2010

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 KATHRYN O'CONNOR FOUNDATION

A Employer identification number

74-6039415

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

Room/suite

ONE O'CONNOR PLAZA

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____

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	14,000.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	36,589.	36,589.	STATEMENT 1	
4	Dividends and interest from securities	105,276.	105,276.	STATEMENT 2	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<299,082.>			
b	Gross sales price for assets on line 6a	1,531,884.			
7	Capital gain net income (from Part IV, line 2)			0.	
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	383,409.	383,409.	STATEMENT 3	
12	Total, Add lines 1 through 11	240,192.	525,274.		
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				
17	Interest				
18	Taxes	40,596.	40,596.	0.	
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	25,697.	25,697.	0.	
24	Total operating and administrative expenses. Add lines 13 through 23	66,293.	66,293.	0.	
25	Contributions, gifts, grants paid	324,943.		324,943.	
26	Total expenses and disbursements. Add lines 24 and 25	391,236.	66,293.	324,943.	
27	Subtract line 26 from line 12:	<151,044.>			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		458,981.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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		1,616,700.	1,848,295.	1,861,884.
	3 Accounts receivable ► 1,820.				
	Less: allowance for doubtful accounts ►		2,777.	1,820.	1,820.
	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		3,918,271.	3,558,828.	4,044,410.
	c Investments - corporate bonds STMT 9		107,864.	102,235.	109,156.
	11 Investments - land, buildings, and equipment basis ► 24,128.				
	Less accumulated depreciation STMT 7 ► 2,243.		3,463.	21,885.	21,885.
	12 Investments - mortgage loans				
	13 Investments - other STMT 10		42,478.	0.	0.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► OIL & GAS ROYALTY)		4.	4.	617,026.
	16 Total assets (to be completed by all filers)		5,691,557.	5,533,067.	6,656,181.
Liabilities	17 Accounts payable and accrued expenses			314.	
	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)		480.	1,900.	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)		480.	2,214.	
	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		5,691,077.	5,530,853.	
	30 Total net assets or fund balances		5,691,077.	5,530,853.	
	31 Total liabilities and net assets/fund balances		5,691,557.	5,533,067.	

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 5,691,077.
2 Enter amount from Part I, line 27a	2 <151,044. >
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 5,540,033.
5 Decreases not included in line 2 (itemize) ► 2010 FEDERAL EXCISE TAX	5 9,180.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 5,530,853.

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.)
a SEE SCHEDULE A			P	12/07/09	VARIOUS
b SEE SCHEDULE B			P	VARIOUS	VARIOUS
c SEE SCHEDULE C			P	VARIOUS	VARIOUS
d 2001 CHEVY TRUCK			P	02/13/03	03/19/10
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 179,000.		173,719.		5,281.	
b 1,336,788.		1,655,559.		<318,771. >	
c 5,148.				5,148.	
d 10,948.	17,604.	19,292.		9,260.	
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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				5,281.	
b				<318,771. >	
c				5,148.	
d				9,260.	
e					
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		<299,082. >
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	319,725.	5,535,214.	.057762
2008	580,590.	6,663,065.	.087136
2007	517,807.	6,992,835.	.074048
2006	446,423.	6,701,401.	.066616
2005	427,026.	6,408,166.	.066638

2 Total of line 1, column (d)

2 .352200

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 .070440

4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5

4 6,279,286.

5 Multiply line 4 by line 3

5 442,313.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 4,590.

7 Add lines 5 and 6

7 446,903.

8 Enter qualifying distributions from Part XII, line 4

8 324,943.

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.	1	9,180.
	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		
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-)		0.
3	Add lines 1 and 2		9,180.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		9,180.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,280.
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	7,280.
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	1,900.
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 ►	11	Refunded

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	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? <i>If "Yes," attach a detailed description of the activities.</i>	2	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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	4a	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	4b	
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?	5	X
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	N/A	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	6	X
	TX	7	X
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	8b	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	9	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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** 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

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.

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? Yes No
If "Yes," list the years ► _____, _____, _____, _____, _____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A 2b

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
► _____, _____, _____, _____, _____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? 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

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

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

N/A

5b



Organizations relying on a current notice regarding disaster assistance check here

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

N/A

Yes No

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

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

Yes No

6b



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

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

Yes No

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

Yes No

N/A

7b

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

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

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

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

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 TO PAY THE SALARY AND BENEFITS OF A PROFESSIONAL ARCHIVIST IN GOLIAD COUNTY, TEXAS.	20,000.
2 OPERATING SUPPORT FOR THE PRESIDIO LA BAHIA FOUNDATION IN GOLIAD, TEXAS.	21,800.
3 OPERATING SUPPORT FOR ST. JOSEPH HIGH SCHOOL LOCATED IN VICTORIA, TEXAS.	50,000.
4 OPERATING SUPPORT FOR ST. DENNIS CHURCH LOCATED IN REFUGIO COUNTY, TEXAS.	82,879.

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.

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	3,681,608.
b	Average of monthly cash balances	1b	2,052,571.
c	Fair market value of all other assets	1c	640,731.
d	Total (add lines 1a, b, and c)	1d	6,374,910.
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	6,374,910.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,624.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,279,286.
6	Minimum investment return. Enter 5% of line 5	6	313,964.

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	313,964.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	9,180.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,180.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	304,784.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	304,784.
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	304,784.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	324,943.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	324,943.
b	Cash distribution test (attach the required schedule)	5	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	324,943.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				304,784.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	117,782.			
b From 2006	122,445.			
c From 2007	179,259.			
d From 2008	261,009.			
e From 2009	50,244.			
f Total of lines 3a through e	730,739.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 324,943.			0.	
a Applied to 2009, but not more than line 2a				
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				304,784.
e Remaining amount distributed out of corpus	20,159.			
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:	750,898.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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				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 2005 not applied on line 5 or line 7	117,782.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	633,116.			
10 Analysis of line 9:				
a Excess from 2006	122,445.			
b Excess from 2007	179,259.			
c Excess from 2008	261,009.			
d Excess from 2009	50,244.			
e Excess from 2010	20,159.			

Part XV | Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
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)				
a Paid during the year				
SEE STATEMENT 14				
Total			► 3a	324,943.
b Approved for future payment				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
	(a) Business code	(b) Amount		
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments			14	36,589.
4 Dividends and interest from securities			14	105,276.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income			15	383,409.
8 Gain or (loss) from sales of assets other than inventory			18	<299,082.>
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)		0.	226,192.	0.
13 Total. Add line 12, columns (b), (d), and (e)			13	226,192.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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 KATHRYN O'CONNOR FOUNDATION**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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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 KATHRYN O'CONNOR FOUNDATION74-6039415**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>O'CONNOR & HEWITT FOUNDATION</u> <u>ONE O'CONNOR PLAZA, SUITE 1100</u> <u>VICTORIA, TX 77901</u>	\$ <u>14,000.</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution.)</small>

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

SOURCE	AMOUNT
AMERITRADE INSTITUTIONAL	4.
EXXONMOBIL OIL CORP	17.
T-C OIL COMPANY	1.
W.P. CAREY & CO LLC K-1	2.
WELLS FARGO ADVISORS	30,525.
WELLS FARGO ADVISORS	6,168.
WELLS FARGO ADVISORS - PREMIUM AMORTIZATION	<128.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	36,589.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERITRADE	1,419.	0.	1,419.
W. P. CAREY & CO LLC K-1	1,885.	0.	1,885.
WELLS FARGO ADVISORS	101,972.	0.	101,972.
TOTAL TO FM 990-PF, PART I, LN 4	105,276.	0.	105,276.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY	383,376.	383,376.	
W. P. CAREY & CO LLC K-1	33.	33.	
TOTAL TO FORM 990-PF, PART I, LINE 11	383,409.	383,409.	

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	26,202.	26,202.		0.
OIL & GAS PRODUCTION TAXES	14,394.	14,394.		0.
TO FORM 990-PF, PG 1, LN 18	40,596.	40,596.		0.

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	21,634.	21,634.		0.
INVESTMENT EXPENSE - FOREIGN TAXES	4,063.	4,063.		0.
TO FORM 990-PF, PG 1, LN 23	25,697.	25,697.		0.

FORM 990-PF

OTHER FUNDS

STATEMENT

6

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	5,691,077.	5,530,853.
TOTAL TO FORM 990-PF, PART II, LINE 29	5,691,077.	5,530,853.

FORM 990-PF

DEPRECIATION OF ASSETS HELD FOR INVESTMENT

STATEMENT

7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
2010 CHEVY SILVERADO PICKUP	20,743.	2,074.	18,669.	18,669.
ORGAN	3,385.	169.	3,216.	3,216.
TO 990-PF, PART II, LN 11	24,128.	2,243.	21,885.	21,885.

THE KATHRYN O'CONNOR FOUNDATION

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FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,558,828.	4,044,410.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,558,828.	4,044,410.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GNMA CERTIFICATES	102,235.	109,156.
TOTAL TO FORM 990-PF, PART II, LINE 10C	102,235.	109,156.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
W. P. CAREY & CO. LLC	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE	480.	1,900.
TOTAL TO FORM 990-PF, PART II, LINE 22	480.	1,900.

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 EXPENSE CONTRIB ACCOUNT
D. H. BRAMAN, III ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	PRES./TRUSTEE 0.00	0.	0.
LOUISE O'CONNOR ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	VP./TRUSTEE 0.00	0.	0.
KATHRYN COUNTS ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	VP./TRUSTEE 0.00	0.	0.
VENABLE PROCTOR ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	SECRETARY 0.00	0.	0.
RALPH R. GILSTER III ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	TREASURER 0.00	0.	0.
JUNIE G. JOHNSTONE ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	TRUSTEE 0.00	0.	0.
KATHRYN C. DUNNAM ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	TRUSTEE 0.00	0.	0.
VIRGINIA D. LEBERMANN ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	TRUSTEE 0.00	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		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 BEEVILLE P.O. BOX 131 BEEVILLE, TX 78102	NONE YOUTH PROGRAM	PUBLIC CHARITY	4,000.
BOYS & GIRLS CLUB OF VICTORIA P.O. BOX 2565 VICTORIA, TX 77902	NONE YOUTH PROGRAM	PUBLIC CHARITY	4,325.
CHILDREN'S DISCOVERY MUSEUM 204 N. MAIN STREET VICTORIA, TX 77901	NONE OPERATIONS	PUBLIC CHARITY	1,000.
CHRIST'S KITCHEN P.O. BOX 3391 VICTORIA, TX 77903	NONE OPERATIONS	PUBLIC CHARITY	6,600.
DOROTHY O'CONNOR PET ADOPTION CENTER ONE O'CONNOR PLAZA, SUITE 1100 VICTORIA, TX 77901	NONE OPERATIONS	PRIVATE OPERATING FOUNDATION	5,000.
ENCOUNTER COMMUNITY OUTREACH 1604 E. CRESTWOOD DRIVE VICTORIA, TX 77901	NONE OPERATIONS	PUBLIC CHARITY	8,750.
FOOD BANK OF THE GOLDEN CRESCENT P.O. BOX 5085 VICTORIA, TX 77903	NONE OPERATIONS	PUBLIC CHARITY	5,450.

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

GOLDEN CRESCENT CASA P.O. BOX 1627 VICTORIA, TX 77902-1627	NONE OPERATIONS	PUBLIC CHARITY	3,300.
GOLIAD COUNTY SENIOR CITIZENS P.O. BOX 1357 GOLIAD, TX 77963-1357	NONE OPERATIONS	PUBLIC CHARITY	4,325.
GOLIAD COUNTY P.O. BOX 1025 GOLIAD, TX 77963	NONE PAY SALARY & BENEFITS OF A PROFESSIONAL ARCHIVIST	GOVERNMENT	20,000.
GOLIAD COUNTY P.O. BOX 1025 GOLIAD, TX 77963	NONE OPERATIONS	GOVERNMENT	1,890.
GOLIAD ISD EDUCATION FOUNDATION P.O. BOX 830 GOLIAD, TX 77963	NONE EDUCATIONAL PROGRAMS	PUBLIC EDUCATION	1,300.
GOLIAD VOLUNTEER FIRE DEPARTMENT, CITY OF GOLIAD 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	2,150.
INCARNATE WORD ACADEMY 2920 SOUTH ALAMEDA CORPUS CHRISTI, TX 78404-2733	NONE OPERATIONS	PRIVATE EDUCATION CHARITY	10,000.
JOHN WESLEY UNITED METHODIST CHURCH 8300 N.E. ZAC LENTZ PKWY. VICTORIA, TX 77904	NONE OPERATIONS	RELIGIOUS CHARITY	3,000.
MID-COAST FAMILY SERVICES 1801 N. LAURENT, SUITE 200 VICTORIA, TX 77901	NONE YOUTH PROGRAMS	PUBLIC CHARITY	6,600.

THE KATHRYN O'CONNOR FOUNDATION

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NAZARETH ACADEMY 206 WEST CONVENT 77901	VICTORIA, TX	NONE OPERATIONS	PRIVATE EDUCATION CHARITY	8,550.
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	8,550.
PERPETUAL HELP HOME, INC. P.O. BOX 4305 VICTORIA, TX 77903		NONE OPERATIONS	PUBLIC CHARITY	6,600.
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 ELDERLY SERVICES P.O. BOX 193 REFUGIO, TX 78377		NONE OPERATIONS	PUBLIC CHARITY	6,200.
REFUGIO COUNTY MEMORIAL HOSPITAL DISTRICT 107 SWIFT STREET REFUGIO, TX 78377		NONE OPERATIONS	GOVERNMENT	4,325.
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	82,878.

THE KATHRYN O'CONNOR FOUNDATION

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ST JOSEPH HIGH SCHOOL 110 E. RED RIVER STREET VICTORIA, TX 77901	NONE OPERATIONS	PRIVATE EDUCATION CHARITY	50,000.
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 OPERATIONS	PUBLIC CHARITY	21,800.
THE PRESIDIO LA BAHIA FOUNDATION P.O. BOX 57 GOLIAD, TX 77963	NONE PURCHASE CANNON	PUBLIC CHARITY	2,000.
THE VINE SCHOOL P.O. BOX 2445 VICTORIA, TX 77902	NONE SUMMER PROGRAM FOR AUTISTIC CHILDREN	PRIVATE EDUCATION CHARITY	2,500.
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	8,550.
VICTORIA ADULT LITERACY COUNCIL 802 E. CRESTWOOD VICTORIA, TX 77901	NONE OPERATIONS	PUBLIC CHARITY	1,300.
VICTORIA CHRISTIAN ASSISTANCE MINISTRY P.O. BOX 1786 VICTORIA, TX 77902	NONE OPERATIONS	PUBLIC CHARITY	6,600.
VICTORIA COUNTY SENIOR CITIZENS ASSOCIATION P.O. BOX 1433 VICTORIA, TX 77902-1433	NONE OPERATIONS	PUBLIC CHARITY	2,150.

THE KATHRYN O'CONNOR FOUNDATION

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VICTORIA INDEPENDENT SCHOOL
DISTRICT
P.O. BOX 1759 VICTORIA, TX
77902

NONE
YOUTH PROGRAM

PUBLIC
EDUCATION

8,750.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

324,943.

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.

Kathryn O'Connor Foundation
Tax ID #74-6039415
Tax Year 2010
Form 990-PF, Part IV
Schedule A

Short-Term Capital Gains and Losses

Shares	Description	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
1,000	Burlington Northern	12/07/09	02/17/10	100,000.00	99,213.90	786.10
10,000	3com-Hewlett Packard	12/07/09	04/12/10	79,000.00	74,505.00	4,495.00
	Totals			179,000.00	173,718.90	5,281.10

Kathryn O'Connor Foundation
Tax ID #74-6039415
Tax Year 2010
Form 990-PF, Part IV
Schedule B

Long-Term Capital Gains and Losses

Shares	Description	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
1,600	Advantage Oil & Gas	06/10/08	09/08/10	10,104.93	7,344.00	2,760.93
1,400	Advantage Oil & Gas	06/10/08	09/08/10	8,841.81	6,426.00	2,415.81
—	Cash-in lieu-Cemex Sp Adr	06/10/08	06/30/10	4.22	0.00	4.22
1,622	Cemex Sp Adr	06/10/08	09/08/10	13,670.87	40,778.36	(27,107.49)
1,250	Commonwealth Reit Ppty	06/10/08	09/08/10	32,367.69	37,327.00	(4,959.31)
	Commonwealth Reit Ppty - Return of Capital	Various	08/25/10	0.00	(107.44)	107.44
1,500	First Industrial Realty Trust	06/10/08	09/08/10	6,598.66	44,799.77	(38,201.11)
2,000	General Electric	09/03/97	09/08/10	30,869.17	42,011.67	(11,142.50)
	Greystone Bank C.D.	03/06/08	09/14/10	65,000.00	65,000.00	0.00
1,500	Home Depot	06/10/08	09/08/10	43,642.25	40,164.25	3,478.00
	HRPT Ppty - Return of Capital	Various	05/24/10	0.00	(103.14)	103.14
	Integra Bank C.D.	07/08/08	12/27/10	50,000.00	50,000.00	0.00
2,400	Ishares Tr Dow Jones	01/03/08	09/08/10	49,801.31	70,407.92	(20,606.61)
1,500	Ishares Tr Dow Jones	01/15/08	09/08/10	31,125.82	41,414.53	(10,288.71)
1,100	Ishares Tr Dow Jones	01/31/08	09/08/10	22,825.60	28,543.36	(5,717.76)
4,400	Merck	02/16/99	01/14/10	175,492.76	191,608.04	(16,115.28)
1,300	Penn West Energy	06/10/08	09/08/10	23,616.12	43,408.56	(19,792.44)
2,900	Sector Spdr Tr Cons Discrt	01/03/08	09/08/10	92,526.72	93,630.79	(1,104.07)
1,800	Sector Spdr Tr Cons Discrt	01/15/08	09/08/10	57,430.38	54,231.85	3,198.53
1,200	Sector Spdr Tr Cons Discrt	01/31/08	09/08/10	38,286.92	38,009.36	277.56
4,000	Sector Spdr Tr Financial	01/03/08	09/08/10	57,279.65	114,270.96	(56,991.31)
2,600	Sector Spdr Tr Financial	01/15/08	09/08/10	37,231.78	70,743.74	(33,511.96)
1,700	Sector Spdr Tr Financial	01/31/08	09/08/10	24,343.85	47,780.94	(23,437.09)
1,600	Sector Spdr Tr Materials	01/03/08	09/08/10	52,203.22	67,429.46	(15,226.24)
1,000	Sector Spdr Tr Materials	01/15/08	09/08/10	32,627.02	40,815.74	(8,188.72)
700	Sector Spdr Tr Materials	01/31/08	09/08/10	22,838.91	27,634.76	(4,795.85)
1,900	Sector Spdr Tr Technical	01/03/08	09/08/10	40,901.80	49,957.18	(9,055.38)
1,300	Sector Spdr Tr Technical	01/15/08	09/08/10	27,985.44	32,091.31	(4,105.87)
900	Sector Spdr Tr Technical	01/31/08	09/08/10	19,374.53	20,916.73	(1,542.20)
1,500	United Health	06/10/08	09/08/10	50,284.14	49,617.11	667.03
1,300	USG Corp New	06/10/08	09/08/10	16,633.20	44,646.70	(28,013.50)
1,300	Walt Disney	06/10/08	09/08/10	43,658.73	44,190.96	(532.23)
	Westernbank Puerto Rico C.D.	01/24/08	02/01/10	98,000.00	98,000.00	0.00
1,300	WP Carey & Co LLC	06/10/08	09/08/10	36,298.07	43,045.88	(6,747.81)
520	Zimmer Holdings	08/28/97	09/08/10	24,922.88	9,523.22	15,399.66
Totals				1,336,788.45	1,655,559.57	(318,771.12)

Kathryn O'Connor Foundation

Tax ID #74-6039415

Tax Year 2010

Form 990-PF, Part IV

Schedule C

Short-Term Capital Gains and Losses

Options	Description	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
10	Exxon Mobil	02/04/10	02/20/10	994.48	-	994.48
10	Exxon Mobil	02/22/10	03/20/10	1,054.48	-	1,054.48
-7	Exxon Mobil	04/07/10	05/22/10	546.74	-	546.74
11	Whirlpool	05/27/10	06/19/10	1,099.98	-	1,099.98
11	Whirlpool	06/16/10	07/17/10	1,138.73	-	1,138.73
11	Whirlpool	12/14/10	12/31/10	313.74	-	313.74
Totals				<u>5,148.15</u>	<u>-</u>	<u>5,148.15</u>