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Return of Private Foundation

2013

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE KATHRYN O'CONNOR FOUNDATION

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

P. O. BOX 400

A Employer identification number

74-6039415

City or town, state or province, country, and ZIP or foreign postal code

VICTORIA, TX 77902-0400

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name changeH Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) J Accounting method: Cash Accrual
 Other (specify)
► \$ 8,962,606. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		20,000.		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		9,836.	9,836.	STATEMENT 1	
4 Dividends and interest from securities		159,569.	159,569.	STATEMENT 2	
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		189,196.			
Gross sales price for all assets on line 6a	1,041,474.				
7 Capital gain net income (from Part IV, line 2)			189,196.		
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
b Less. Cost of goods sold					
c Gross profit or (loss)					
11 Other income		333,165.	333,165.	STATEMENT 3	
12 Total. Add lines 1 through 11		711,766.	691,766.		
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	STMT 4	35,293.	35,293.	0.	
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	42,730.	42,730.	0.	
24 Total operating and administrative expenses. Add lines 13 through 23		78,023.	78,023.	0.	
25 Contributions, gifts, grants paid	May 14	313,719.		313,719.	
26 Total expenses and disbursements. Add lines 24 and 25		391,742.	78,023.	313,719.	
27 Subtract line 26 from line 12		320,024.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			613,743.		
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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments				
	3 Accounts receivable ► 239.		2,319,510.	2,172,407.	2,174,899.
	Less: allowance for doubtful accounts ►		2,284.	239.	239.
	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			1,885.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock STMT 9		3,767,559.	4,219,363.	6,034,584.
	c Investments - corporate bonds STMT 10		55,730.	53,373.	57,442.
	11 Investments - land, buildings, and equipment basis ► 31,020.				
	Less accumulated depreciation STMT 8 ► 16,371.		16,881.	14,649.	14,649.
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment; basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► OIL & GAS ROYALTY)		4.	4.	680,793.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		6,161,968.	6,461,920.	8,962,606.
	17 Accounts payable and accrued expenses		14,984.	11,410.	
	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 ►)		2,946.	0.	
	23 Total liabilities (add lines 17 through 22)		17,930.	11,410.	
	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		6,144,038.	6,450,510.	
	30 Total net assets or fund balances		6,144,038.	6,450,510.	
	31 Total liabilities and net assets/fund balances		6,161,968.	6,461,920.	

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 6,144,038.
2 Enter amount from Part I, line 27a	2 320,024.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 6,464,062.
5 Decreases not included in line 2 (itemize) ►	5 13,552.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 6,450,510.

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					
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	1,041,474.	852,278.			189,196.
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					
b					
c					
d					
e					189,196.
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		189,196.
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	328,017.	7,560,499.	.043386
2011	328,856.	6,970,078.	.047181
2010	324,943.	6,279,286.	.051748
2009	319,725.	5,535,214.	.057762
2008	580,590.	6,663,065.	.087136

2 Total of line 1, column (d)

2 .287213

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 .057443

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 8,262,782.

5 Multiply line 4 by line 3

5 474,639.

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

6 6,137.

7 Add lines 5 and 6

7 480,776.

8 Enter qualifying distributions from Part XII, line 4

8 313,719.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	12,275.
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-)			
3	Add lines 1 and 2	2	0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	12,275.	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	0.	
6	Credits/Payments	5	12,275.	
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,160.	
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	14,160.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,885.	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 1,885. Refunded ► 11	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	
8a	TX	
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 <i>General Instruction G</i> ? If "No," attach explanation	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>NONE</u>		
14	The books are in care of ► <u>JOE B. BLAND</u>	Telephone no. ► <u>361-578-6271</u>
	Located at ► <u>P. O. BOX 400, VICTORIA, TX</u>	ZIP+4 ► <u>77902-0400</u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <input type="checkbox"/> 15 N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	► <input type="checkbox"/> 16 Yes X

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	X No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c X	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes	X 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	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4a X	
		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?

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

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

 Yes No

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

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

6b

X

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
SEE STATEMENT 11		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 OPERATING SUPPORT FOR THE PRESIDIO LA BAHIA FOUNDATION IN GOLIAD, TEXAS.	20,800.
2 OPERATING SUPPORT FOR IMPROVEMENTS TO REFUGIO INDEPENDENT SCHOOL DISTRICT'S ATHLETIC FACILITIES	30,000.
3 OPERATING SUPPORT FOR ST. JOSEPH HIGH SCHOOL LOCATED IN VICTORIA, TEXAS.	30,000.
4 OPERATING SUPPORT FOR ST. DENNIS CHURCH LOCATED IN REFUGIO COUNTY, TEXAS.	72,169.

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.

1 NONE	Amount
	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.)

i 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	5,636,991.
b Average of monthly cash balances	1b	2,192,010.
c Fair market value of all other assets	1c	559,610.
d Total (add lines 1a, b, and c)	1d	8,388,611.
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	8,388,611.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	125,829.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,262,782.
6 Minimum investment return. Enter 5% of line 5	6	413,139.

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	413,139.
2a Tax on investment income for 2013 from Part VI, line 5	2a	12,275.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	12,275.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	400,864.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	400,864.
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	400,864.

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	313,719.
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	313,719.
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	313,719.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				400,864.
2 Undistributed income, if any, as of the end of 2013			0.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	261,009.			
b From 2009	50,244.			
c From 2010	20,159.			
d From 2011				
e From 2012				
f Total of lines 3a through e	331,412.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 313,719.			0.	
a Applied to 2012, 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)				
d Applied to 2013 distributable amount				313,719.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	87,145.			87,145.
6 Enter the net total of each column as indicated below:	244,267.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	173,864.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	70,403.			
10 Analysis of line 9:				
a Excess from 2009	50,244.			
b Excess from 2010	20,159.			
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
AFFECTIONATE ARMS P. O. BOX 7604 VICTORIA, TX 77903	NONE	PUBLIC CHARITY	OPERATIONS	6,650.
BOYS & GIRLS CLUB OF BEEVILLE P. O. BOX 131 BEEVILLE, TX 78102	NONE	PUBLIC CHARITY	YOUTH PROGRAM	5,000.
BOYS & GIRLS CLUB OF VICTORIA, INC. P. O. BOX 2565 VICTORIA, TX 77902	NONE	PUBLIC CHARITY	YOUTH PROGRAM	3,950.
CHILDREN'S DISCOVERY MUSEUM 204 N. MAIN STREET VICTORIA, TX 77901	NONE	PUBLIC CHARITY	OPERATIONS	900.
CHRIST'S KITCHEN P. O. BOX 3391 VICTORIA, TX 77903	NONE	PUBLIC CHARITY	OPERATIONS	8,300.
Total	SEE CONTINUATION SHEET(S)			► 3a 313,719.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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
(2) Other assets
b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

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

Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
O'CONNOR FAMILY CEMETERY ASSOCIATION	501(C)(13)	SEE STATEMENT 13

Sign
Here

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

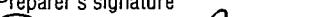
MAY 07 2014

Date

Title

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

Yes No

Paid Preparer Use Only	Print/Type preparer's name JOE B. BLAND, CPA	Preparer's signature 	Date MAY 07 2014	Check <input type="checkbox"/> if self-employed	PTIN P00145031
	Firm's name ► ESTATE OF THOMAS O'CONNOR			Firm's EIN ► 74-6039142	
	Firm's address ► 201 E. SANTA ROSA VICTORIA, TX 77901			Phone no. (361) 578-6271	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2013

Name of the organization

THE KATHRYN O'CONNOR FOUNDATION

Employer identification number

74-6039415

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

THE KATHRYN O'CONNOR FOUNDATION

Employer identification number

74-6039415

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	O'CONNOR & HEWITT FOUNDATION P. O. BOX 400 VICTORIA, TX 77902-0400	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

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

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

Name of organization

Employer identification number

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less for the year.* (Enter this information once) ► \$ _____

(a) No. from Part I					(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
					(e) Transfer of gift		
					Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	
(a) No. from Part I					(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
					(e) Transfer of gift		
					Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	
(a) No. from Part I					(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
					(e) Transfer of gift		
					Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee	

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	3,000 SHS DELL INC CSH MRG	P	05/18/12	10/30/13
b	5,166 SHS VIVENDI SA UNSPONSORED ADR	P	05/03/12	09/18/13
c	65,000 SHS CITI BANK NATL ASSN	P	09/14/10	09/23/13
d	150,000 SHS DISCOVER BANK GREENWOOD FDIC INSURED	P	08/11/11	08/19/13
e	75,000 SHS FIRST NATIONAL BANK SHELBY INC	P	02/16/10	02/19/13
f	5,000 SHS SELECT SECTOR SPDR TR	P	VARIOUS	04/17/13
g	2,400 SHS SYSCO CORPORATION	P	VARIOUS	09/30/13
h	1,100 SHS SYSCO CORPORATION	P	09/08/10	10/01/13
i	2,000 SHS WALGREENS COMPANY	P	VARIOUS	10/02/13
j	2,000 SHS WALGREENS COMPANY	P	09/08/10	11/21/13
k	GNMA RETURN OF PRINCIPAL	P	VARIOUS	12/31/13
l	EXPIRED OPTIONS	P	VARIOUS	VARIOUS
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	41,250.		46,749.	<5,499.>
b	120,635.		91,449.	29,186.
c	65,000.		65,000.	0.
d	150,000.		150,000.	0.
e	75,000.		75,000.	0.
f	199,689.		210,619.	<10,930.>
g	76,423.		52,556.	23,867.
h	34,748.		31,648.	3,100.
i	111,502.		68,884.	42,618.
j	119,121.		58,062.	61,059.
k	2,311.		2,311.	0.
l	45,795.			45,795.
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			<5,499.>
b			29,186.
c			0.
d			0.
e			0.
f			<10,930.>
g			23,867.
h			3,100.
i			42,618.
j			61,059.
k			0.
l			45,795.
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	189,196.
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 KATHRYN O'CONNOR FOUNDATION

74-6039415

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COUNTY OF GOLIAD P. O. BOX 1025 GOLIAD, TX 77963	NONE	GOVERNMENT	PAY SALARY & BENEFITS OF A PROFESSIONAL CURATOR	17,500.
DOROTHY O'CONNOR PET ADOPTION CENTER P. O. BOX 400 VICTORIA, TX 77902-0400	NONE	PRIVATE OPERATING FOUNDATION	OPERATIONS	5,000.
FOOD BANK OF THE GOLDEN CRESCENT P. O. BOX 5085 VICTORIA, TX 77903	NONE	PUBLIC CHARITY	OPERATIONS	4,800.
FOSTER PARENTS OF VICTORIA, INC. P. O. BOX 1593 VICTORIA, TX 77902	NONE	PUBLIC CHARITY	OPERATIONS	850.
GOLDEN CRESCENT CASA, INC. P. O. BOX 1627 VICTORIA, TX 77902-1627	NONE	PUBLIC CHARITY	OPERATIONS	2,900.
GOLIAD COUNTY SENIOR CITIZENS, INC. P. O. BOX 1357 GOLIAD, TX 77963-1357	NONE	PUBLIC CHARITY	OPERATIONS	3,825.
GOLIAD ISD EDUCATION FOUNDATION P. O. BOX 830 GOLIAD, TX 77963	NONE	PUBLIC EDUCATION	EDUCATIONAL PROGRAMS	1,150.
GOLIAD VOLUNTEER FIRE DEPARTMENT, CITY OF GOLIAD P. O. BOX 284 GOLIAD, TX 77963	NONE	GOVERNMENT	VOLUNTEER FIRE DEPARTMENT OPERATIONS	1,000.
GULF BEND CENTER P. O. BOX 436 VICTORIA, TX 77902	NONE	GOVERNMENT	OPERATIONS	2,900.
HABITAT FOR HUMANITY VICTORIA P. O. BOX 1357 VICTORIA, TX 77902	NONE	PUBLIC CHARITY	OPERATIONS	1,900.
Total from continuation sheets				288,919.

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MID-COAST FAMILY SERVICES 1801 N. LAURENT, SUITE 200 VICTORIA, TX 77901	NONE	PUBLIC CHARITY	YOUTH PROGRAMS	5,825.
NAZARETH ACADEMY 206 WEST CONVENT VICTORIA, TX 77901	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	7,600.
OUR LADY OF GUADALUPE CHURCH P. O. DRAWER I TIVOLI, TX 77990	NONE	RELIGIOUS CHARITY	OPERATIONS	12,000.
OUR LADY OF VICTORY SCHOOL 1309 E. MESQUITE LANE VICTORIA, TX 77901	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	7,600.
PERPETUAL HELP HOME, INC. P. O. BOX 4305 VICTORIA, TX 77903	NONE	PUBLIC CHARITY	OPERATIONS	5,825.
QUAIL CREEK VOLUNTEER FIRE DEPARTMENT 513 CHUKAR DRIVE VICTORIA, TX 77905	NONE	GOVERNMENT	VOLUNTEER FIRE DEPARTMENT OPERATIONS	1,000.
RAISIN VOLUNTEER FIRE DEPARTMENT 10842 US HIGHWAY 59 SOUTH VICTORIA, TX 77905	NONE	GOVERNMENT	VOLUNTEER FIRE DEPARTMENT OPERATIONS	1,000.
REFUGIO COUNTY ELDERLY SERVICES P. O. BOX 193 REFUGIO, TX 78377	NONE	PUBLIC CHARITY	OPERATIONS	4,250.
REFUGIO COUNTY MEMORIAL HOSPITAL DISTRICT 107 SWIFT STREET REFUGIO, TX 78377	NONE	GOVERNMENT	OPERATIONS	3,825.
REFUGIO INDEPENDENT SCHOOL DISTRICT 212 W. VANCE ST REFUGIO, TX 79377	NONE	PUBLIC EDUCATION	ATHLETIC FACILITY IMPROVEMENTS	30,000.
Total from continuation sheets				

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
REFUGIO VOLUNTEER FIRE DEPARTMENT P. O. BOX 398 <u>REFUGIO, TX 78377</u>	NONE	GOVERNMENT	VOLUNTEER FIRE DEPARTMENT OPERATIONS	3,500.
ST DENNIS CHURCH P. O. DRAWER I <u>TIVOLI, TX 77990</u>	NONE	RELIGIOUS CHARITY	OPERATIONS	72,169.
ST JOSEPH HIGH SCHOOL 110 E. RED RIVER STREET <u>VICTORIA, TX 77901</u>	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	30,000.
ST THERESE CATHOLIC CHURCH P. O. BOX 1076 <u>WOODSBORO, TX 78393</u>	NONE	RELIGIOUS CHARITY	OPERATIONS	500.
THE PRESIDIO LA BAHIA FOUNDATION P. O. BOX 57 <u>GOLIAD, TX 77963</u>	NONE	PUBLIC CHARITY	OPERATIONS	20,800.
THE VINE SCHOOL P. O. BOX 2445 <u>VICTORIA, TX 77902</u>	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	2,100.
TIVOLI VOLUNTEER FIRE DEPARTMENT, COUNTY OF REFUGIO 808 COMMERCE, ROOM 107 <u>REFUGIO, TX 78377</u>	NONE	GOVERNMENT	VOLUNTEER FIRE DEPARTMENT OPERATIONS	1,000.
TRINITY EPISCOPAL SCHOOL 1504 N. MOODY <u>VICTORIA, TX 77901</u>	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	7,575.
VICTORIA ADULT LITERACY COUNCIL 802 E. CRESTWOOD <u>VICTORIA, TX 77901</u>	NONE	PUBLIC CHARITY	OPERATIONS	1,175.
VICTORIA CHRISTIAN ASSISTANCE MINISTRY P. O. BOX 1786 <u>VICTORIA, TX 77902</u>	NONE	PUBLIC CHARITY	OPERATIONS	8,300.
<u>Total from continuation sheets</u>				

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE INSTITUTIONAL	54.	54.	
WELLS FARGO ADVISORS	3,190.	3,190.	
WELLS FARGO ADVISORS	6,649.	6,649.	
WELLS FARGO ADVISORS - PREMIUM AMORTIZATION	<57.>	<57.>	
TOTAL TO PART I, LINE 3	9,836.	9,836.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE INSTITUTIONAL	9,756.	0.	9,756.	9,756.	
WELLS FARGO ADVISORS	149,813.	0.	149,813.	149,813.	
TO PART I, LINE 4	159,569.	0.	159,569.	159,569.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY	333,165.	333,165.	
TOTAL TO FORM 990-PF, PART I, LINE 11	333,165.	333,165.	

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	21,059.	21,059.		0.
OIL & GAS PRODUCTION TAXES	14,234.	14,234.		0.
TO FORM 990-PF, PG 1, LN 18	35,293.	35,293.		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	34,788.	34,788.		0.
INVESTMENT EXPENSE - FOREIGN TAXES	7,942.	7,942.		0.
TO FORM 990-PF, PG 1, LN 23	42,730.	42,730.		0.

FORM 990-PF

OTHER DECREASES IN NET ASSETS OR FUND BALANCES

STATEMENT

6

DESCRIPTION	AMOUNT
2013 FEDERAL EXCISE TAX	12,275.
PRIOR PERIOD BASIS ADJUSTMENT - EXPIRED OPTION	1,277.
TOTAL TO FORM 990-PF, PART III, LINE 5	13,552.

FORM 990-PF

OTHER FUNDS

STATEMENT

7

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	6,144,038.	6,450,510.
TOTAL TO FORM 990-PF, PART II, LINE 29	6,144,038.	6,450,510.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	8
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
2010 CHEVY SILVERADO PICKUP	20,743.	14,520.	6,223.	6,223.
ORGAN	3,385.	1,185.	2,200.	2,200.
WATER WELL	4,292.	536.	3,756.	3,756.
ARIA ORIENTAL RUG	2,600.	130.	2,470.	2,470.
TO 990-PF, PART II, LN 11	31,020.	16,371.	14,649.	14,649.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,219,363.	6,034,584.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,219,363.	6,034,584.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GNMA CERTIFICATES	53,373.	57,442.
TOTAL TO FORM 990-PF, PART II, LINE 10C	53,373.	57,442.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
D. H. BRAMAN, III P. O. BOX 400 VICTORIA, TX 77902-0400	PRES./TRUSTEE 0.00	0.	0.	0.
LOUISE O'CONNOR P. O. BOX 400 VICTORIA, TX 77902-0400	VP./TRUSTEE 0.00	0.	0.	0.
KATHRYN COUNTS P. O. BOX 400 VICTORIA, TX 77902-0400	VP./TRUSTEE 0.00	0.	0.	0.
VENABLE PROCTOR P. O. BOX 400 VICTORIA, TX 77902-0400	SECRETARY 0.00	0.	0.	0.
RALPH R. GILSTER III P. O. BOX 400 VICTORIA, TX 77902-0400	TREASURER 0.00	0.	0.	0.
JUNIE G. MESKEY P. O. BOX 400 VICTORIA, TX 77902-0400	TRUSTEE 0.00	0.	0.	0.
KATHRYN C. DUNNAM P. O. BOX 400 VICTORIA, TX 77902-0400	TRUSTEE 0.00	0.	0.	0.
VIRGINIA D. LEBERMANN P. O. BOX 400 VICTORIA, TX 77902-0400	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

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

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

VENABLE PROCTOR
P. O. BOX 400
VICTORIA, TX 77902-0400

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.

990-PF AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS STATEMENT 13
 PART XVII. LINE 2, COLUMN (C)

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.