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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

► Do not enter social security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2014

Open to Public Inspection

For calendar year 2014 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

B Telephone number

361-578-6271

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 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 **9,397,120.** (Part I, column (d) must be on cash basis) J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

		(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	23,000.		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	111.	111.		STATEMENT 1
	4 Dividends and interest from securities	172,570.	172,570.		STATEMENT 2
Revenue	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	279,651.		RECEIVED	
	7 Capital gain net income (from Part IV, line 2)		279,651.		
	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	283,173.	283,173.		STATEMENT 3
	12 Total. Add lines 1 through 11	758,505.	735,505.		
Operating and Administrative Expenses	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	48,322.	38,055.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	184,108.	184,108.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	232,430.	222,163.		0.
	25 Contributions, gifts, grants paid	259,007.			259,007.
	26 Total expenses and disbursements. Add lines 24 and 25	491,437.	222,163.		259,007.
	27 Subtract line 26 from line 12:	267,068.			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		513,342.		
	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		2,172,407.	1,284,241.	1,283,706.
3	Accounts receivable ► 437.				
	Less: allowance for doubtful accounts ►		239.	437.	437.
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.	2,013.	2,013.
10a	Investments - U.S. and state government obligations				
b	Investments - corporate stock	STMT 7	4,219,363.	5,195,338.	7,406,009.
c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans	STMT 8	53,373.	50,659.	55,827.
13	Investments - other	STMT 9	4.	172,450.	636,688.
14	Land, buildings, and equipment basis ► 33,787.				
	Less accumulated depreciation STMT 10 ► 21,347.		14,649.	12,440.	12,440.
15	Other assets (describe ►)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		6,461,920.	6,717,578.	9,397,120.
17	Accounts payable and accrued expenses		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 ►)				
23	Total liabilities (add lines 17 through 22)		11,410.	0.	
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
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		6,450,510.	6,717,578.	
30	Total net assets or fund balances		6,450,510.	6,717,578.	
31	Total liabilities and net assets/fund balances		6,461,920.	6,717,578.	

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	6,450,510.
2	Enter amount from Part I, line 27a	2	267,068.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	6,717,578.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,717,578.

STATEMENT 6

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	SEE ATTACHED STATEMENTS				
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	1,086,118.		806,467.	279,651.	
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				279,651.	
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	279,651.
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))
2013	313,719.	8,262,782.	.037968
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

2 Total of line 1, column (d)

2 .238045

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 .047609

4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5

4 8,840,564.

5 Multiply line 4 by line 3

5 420,890.

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

6 5,133.

7 Add lines 5 and 6

7 426,023.

8 Enter qualifying distributions from Part XII, line 4

8 259,007.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.	} of Part I, line 27b	10,267.
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%		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	10,267.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	10,267.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	12,280.
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	12,280.
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	
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,013.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ► 2,013. Refunded ► 0.	11	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>		
1c	Did the foundation file Form 1120-POL for this year?		
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>		
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>		
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?		
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>		
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?		
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>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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 General Instruction G? <i>If "No," attach explanation</i>		
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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	► <u>15</u> N/A
16	At any time during calendar year 2014, 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?	► <u>16</u> Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		

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	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <u>1b</u>
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2014 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 2014.)	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 2014?	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 4945(d)(4)(A)? (see instructions)

(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

X

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

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

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

Yes No

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

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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.	15,900.
2 OPERATING SUPPORT FOR MISSIONS OF ST. ANTHONY OF PADUA OF AUSTWELL AND ST. DENNIS CHURCH AT O'CONNOR RIVER RANCH.	15,800.
3 OPERATING SUPPORT FOR ST. JOSEPH HIGH SCHOOL LOCATED IN VICTORIA, TEXAS.	20,000.
4 OPERATING SUPPORT FOR ST. DENNIS CHURCH LOCATED IN REFUGIO COUNTY, TEXAS.	83,145.

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

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

Amount

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,793,783.
b	Average of monthly cash balances	1b	1,916,216.
c	Fair market value of all other assets	1c	265,193.
d	Total (add lines 1a, b, and c)	1d	8,975,192.
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	8,975,192.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	134,628.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,840,564.
6	Minimum investment return Enter 5% of line 5	6	442,028.

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	442,028.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	10,267.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,267.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	431,761.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	431,761.
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	431,761.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	259,007.
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	259,007.
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	259,007.
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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				431,761.
2 Undistributed income, if any, as of the end of 2014			0.	
a Enter amount for 2013 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	50,244.			
b From 2010	20,159.			
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	70,403.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 259,007.			0.	
a Applied to 2013, 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 2014 distributable amount				259,007.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	70,403.			70,403.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				102,351.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

1

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5).

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a. List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 12

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors;

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				
AFFECTIONATE ARMS P. O. BOX 7604 <u>VICTORIA, TX 77903</u>	NONE	PUBLIC CHARITY	OPERATIONS	5,100.
BOYS & GIRLS CLUB OF BEEVILLE P. O. BOX 131 <u>BEEVILLE, TX 78102</u>	NONE	PUBLIC CHARITY	YOUTH PROGRAM	3,825.
BOYS & GIRLS CLUB OF VICTORIA, INC. P. O. BOX 2565 <u>VICTORIA, TX 77902</u>	NONE	PUBLIC CHARITY	YOUTH PROGRAM	3,025.
CHILDREN'S DISCOVERY MUSEUM 204 N. MAIN STREET <u>VICTORIA, TX 77901</u>	NONE	PUBLIC CHARITY	OPERATIONS	700.
CHRIST'S KITCHEN P. O. BOX 3391 <u>VICTORIA, TX 77903</u>	NONE	PUBLIC CHARITY	OPERATIONS	6,350.
Total	SEE CONTINUATION SHEET(S)			► 3a 259,007.
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	111.
4 Dividends and interest from securities			14	172,570.
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	283,173.
8 Gain or (loss) from sales of assets other than inventory			18	279,651.
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.	735,505.	0.
13 Total Add line 12, columns (b), (d), and (e)			13	735,505.
(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, 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

2014

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

Caution. An organization that 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) (2014)

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	\$ 23,000.	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

THE KATHRYN O'CONNOR FOUNDATION

Employer identification number

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
		\$ _____	_____

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	30.	30.	
WELLS FARGO ADVISORS	81.	81.	
TOTAL TO PART I, LINE 3	111.	111.	

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
T.D. AMERITRADE INSTITUTIONAL	15,016.	0.	15,016.	15,016.	
T.D. AMERITRADE INSTITUTIONAL	1,422.	0.	1,422.	1,422.	
WELLS FARGO ADVISORS	146,699.	0.	146,699.	146,699.	
WELLS FARGO ADVISORS	9,433.	0.	9,433.	9,433.	
TO PART I, LINE 4	172,570.	0.	172,570.	172,570.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY	283,173.	283,173.	
TOTAL TO FORM 990-PF, PART I, LINE 11	283,173.	283,173.	

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	19,593.	19,593.		0.
OIL & GAS PRODUCTION TAXES	12,096.	12,096.		0.
NET INVESTMENT INCOME				
EXCISE TAX	10,267.	0.		0.
FOREIGN INVESTMENT TAXES	6,366.	6,366.		0.
TO FORM 990-PF, PG 1, LN 18	48,322.	38,055.		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	40,406.	40,406.		0.
ROYATLY REVENUE				
REIMBURSEMENT	143,702.	143,702.		0.
TO FORM 990-PF, PG 1, LN 23	184,108.	184,108.		0.

FORM 990-PF

OTHER FUNDS

STATEMENT

6

DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	6,450,510.	6,717,578.
TOTAL TO FORM 990-PF, PART II, LINE 29	6,450,510.	6,717,578.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION

BOOK VALUE FAIR MARKET
VALUE

CORPORATE STOCK

5,195,338. 7,406,009.

TOTAL TO FORM 990-PF, PART II, LINE 10B

5,195,338. 7,406,009.

FORM 990-PF

MORTGAGE LOANS

STATEMENT 8

DESCRIPTION

BOOK VALUE FAIR MARKET
VALUE

GNMA CERTIFICATES

50,659. 55,827.

TOTAL TO FORM 990-PF, PART II, LINE 12

50,659. 55,827.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION

VALUATION
METHODBOOK VALUE FAIR MARKET
VALUE

WARRANTS

FMV 174,411. 192,357.

SHORT OPTION POSITIONS

FMV <1,965.> <1,975.>

OIL & GAS ROYALTY INTERESTS

FMV 4. 446,306.

TOTAL TO FORM 990-PF, PART II, LINE 13

172,450. 636,688.

FORM 990-PF

DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 10

DESCRIPTION

COST OR
OTHER BASISACCUMULATED
DEPRECIATION

BOOK VALUE

2010 CHEVY SILVERADO PICKUP

20,743. 18,668. 2,075.

ORGAN

3,385. 1,523. 1,862.

WATER WELL

4,292. 751. 3,541.

ARIA ORIENTAL RUG

2,600. 390. 2,210.

BUILDING IMPROVEMENTS

2,767. 15. 2,752.

TOTAL TO FORM 990-PF, PART II, LN 14

33,787. 21,347. 12,440.

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
PART XVII, LINE 2, COLUMN (C)

STATEMENT 13

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.

THE KATHRYN O'CONNOR FOUNDATION

CONTINUATION FOR 990-PF, PART IV
74-6039415 PAGE 1 OF 2

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	250 SHS BALLY TECHNOLOGIES INC	P	08/26/14	11/24/14
b	300 SHS COCA COLA CO COM	P	03/10/14	11/21/14
c	2,000 SHS RDA MICROELECTRONICS CSH MGR	P	VARIOUS	07/21/14
d	18 SHS BANK OF AMERICA CORP	P	03/22/14	03/24/14
e	2 SH LABORATORY CORP OF AMERICA	P	02/22/14	05/19/14
f	6 SHS LORILLARD INC.	P	09/20/14	09/22/14
g	4 SHS PEPSICO	P	07/19/14	07/21/14
h	4 SHS QUALCOMM INC.	P	03/22/14	03/24/14
i	600 SHS COOPER TIRE & RUBBER CO COM	P	VARIOUS	10/21/14
j	15 SHS CITIGROUP INC.	P	01/18/14	01/21/14
k	80 SHS CISCO SYSTEMS INC.	P	01/18/14	01/21/14
l	500 SHS MCDONALDS CORP COM	P	12/07/09	05/23/14
m	1,500 SHS BCE INC.	P	08/28/08	05/20/14
n	2,000 SHS BAXTER INTERNATIONAL INC.	P	09/08/10	04/08/14
o	1,000 SHS CLOROX COMPANY	P	11/04/10	05/23/14

(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 20,825.		19,469.	1,356.
b 12,974.		11,548.	1,426.
c 37,000.		34,108.	2,892.
d 1,562.			1,562.
e 452.			452.
f 2,027.			2,027.
g 1,589.			1,589.
h 1,101.			1,101.
i 18,031.		19,615.	<1,584.>
j 7,481.			7,481.
k 3,930.			3,930.
l 50,981.		31,371.	19,610.
m 67,952.		57,640.	10,312.
n 144,611.		86,861.	57,750.
o 87,737.		62,955.	24,782.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,356.
b			1,426.
c			2,892.
d			1,562.
e			452.
f			2,027.
g			1,589.
h			1,101.
i			<1,584.>
j			7,481.
k			3,930.
l			19,610.
m			10,312.
n			57,750.
o			24,782.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 }

3

THE KATHRYN O'CONNOR FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a	2,000 SHS COLOGATE-PALMOLIVE CO	P	09/08/10	05/23/14
b	50,000 SHS DISCOVER BK	P	07/13/11	07/14/14
c	.85 SH FNFV GRP	P	10/07/10	07/01/14
d	5,000 SHS GENERAL ELETRIC COMPANY	P	05/05/00	05/20/14
e	2,000 SHS GENERAL MILLS INC.	P	09/08/10	05/20/14
f	1,500 SHS KELLOGG COMPANY	P	09/08/10	08/19/14
g	50,000 SHS ORRSTWOWN BANK	P	07/13/11	11/14/14
h	1,000 SHS TARGET CORP.	P	06/10/08	05/21/14
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 133,033.		75,204.	57,829.
b 50,000.		50,000.	0.
c 14.		6.	8.
d 131,091.		105,029.	26,062.
e 106,492.		73,341.	33,151.
f 100,742.		76,494.	24,248.
g 50,000.		50,000.	0.
h 56,493.		52,826.	3,667.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			57,829.
b			0.
c			8.
d			26,062.
e			33,151.
f			24,248.
g			0.
h			3,667.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	279,651.
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	13,400.
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	3,675.
FOSTER PARENTS OF VICTORIA, INC. P. O. BOX 1593 VICTORIA, TX 77902	NONE	PUBLIC CHARITY	OPERATIONS	650.
GOLDEN CRESCENT CASA, INC. P. O. BOX 1627 VICTORIA, TX 77902-1627	NONE	PUBLIC CHARITY	OPERATIONS	7,500.
GOLIAD COUNTY SENIOR CITIZENS, INC. P. O. BOX 1357 GOLIAD, TX 77963-1357	NONE	PUBLIC CHARITY	OPERATIONS	2,925.
GOLIAD ISD EDUCATION FOUNDATION P. O. BOX 830 GOLIAD, TX 77963	NONE	PUBLIC EDUCATION	EDUCATIONAL PROGRAMS	875.
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	2,225.
HABITAT FOR HUMANITY VICTORIA P. O. BOX 1357 VICTORIA, TX 77902	NONE	PUBLIC CHARITY	OPERATIONS	1,450.
Total from continuation sheets				240,007.

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	4,475.
NAZARETH ACADEMY 206 WEST CONVENT VICTORIA, TX 77901	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	5,825.
OUR LADY OF GUADALUPE CHURCH P. O. DRAWER I TIVOLI, TX 77990	NONE	RELIGIOUS CHARITY	OPERATIONS	15,800.
OUR LADY OF VICTORY SCHOOL 1309 E. MESQUITE LANE VICTORIA, TX 77901	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	5,825.
PERPETUAL HELP HOME, INC. P. O. BOX 4305 VICTORIA, TX 77903	NONE	PUBLIC CHARITY	OPERATIONS	4,475.
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	3,250.
REFUGIO COUNTY MEMORIAL HOSPITAL DISTRICT 107 SWIFT STREET REFUGIO, TX 78377	NONE	GOVERNMENT	OPERATIONS	2,925.
REFUGIO VOLUNTEER FIRE DEPARTMENT P. O. BOX 398 REFUGIO, TX 78377	NONE	GOVERNMENT	VOLUNTEER FIRE DEPARTMENT OPERATIONS	1,000.
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
ST DENNIS CHURCH P. O. DRAWER I <u>TIVOLI, TX 77990</u>	NONE	RELIGIOUS CHARITY	OPERATIONS	83,145.
ST JOSEPH HIGH SCHOOL 110 E. RED RIVER STREET <u>VICTORIA, TX 77901</u>	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	20,000.
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	15,900.
THE VINE SCHOOL P. O. BOX 2445 <u>VICTORIA, TX 77902</u>	NONE	PRIVATE EDUCATION CHARITY	OPERATIONS	1,600.
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	5,800.
VICTORIA ADULT LITERACY COUNCIL 802 E. CRESTWOOD <u>VICTORIA, TX 77901</u>	NONE	PUBLIC CHARITY	OPERATIONS	900.
VICTORIA CHRISTIAN ASSISTANCE MINISTRY P. O. BOX 1786 <u>VICTORIA, TX 77902</u>	NONE	PUBLIC CHARITY	OPERATIONS	6,350.
VICTORIA COUNTY SENIOR CITIZENS ASSOCIATION, INC. P. O. BOX 1433 <u>VICTORIA, TX 77902-1433</u>	NONE	PUBLIC CHARITY	OPERATIONS	3,175.
<u>Total from continuation sheets</u>				

THE KATHRYN O'CONNOR FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)