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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 Open to Public Inspection

For calendar year 2015 or tax year beginning		, and ending		
Name of foundation			A Employer identification	n number
THE O'CONNOR & HEWITT FOUR	NDATION		74-2527227	7
Number and street (or P O box number if mail is not delivered to street		Room/suite	B Telephone number	
P. O. BOX 400			361-578-62	271 <u> </u>
City or town, state or province, country, and ZIP or foreign	postal code		C If exemption application is p	pending, check here
VICTORIA, TX 77902-0400	·			
G Check all that apply: Initial return	Initial return of a fo	ormer public charity	D 1 Foreign organizations	s, check here 🕨 🗀
Final return	Amended return			
Address change	Name change		Foreign organizations me check here and attach co	eeting the 85% test, omputation
H Check type of organization: X Section 501(c)(3) e	exempt private foundation		E If private foundation sta	itus was terminated
Section 4947(a)(1) nonexempt charitable trust	Other taxable private founda	ntion	under section 507(b)(1)(A), check here 🕨 🗀
I Fair market value of all assets at end of year J Accoun-	ting method: X Cash	Accrual	F If the foundation is in a	60-month termination
(from Part II, col. (c), line 16)	Other (specify)		under section 507(b)(1))(B), check here 🕨 📖
▶\$ 33,585,577. (Part I, cold	umn (d) must be on cash l	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)
Contributions, gifts, grants, etc., received			N/A	(Cash Dasis Only)
2 Check X If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	29.	29.		STATEMENT 2
4 Dividends and interest from securities	780,156.	780,156.		STATEMENT 3
5a Gross rents			-	
b Net rental income or (loss)	, , , , , , , , , , , , , , , , , , , ,			
62 Net gain or (loss) from sale of assets not on line 10	559,722.			STATEMENT 1
b Gross sales price for all 5,811,797.		· · · · · · · · · · · · · · · · · · ·		
b Gross sales price for all 5,811,797. Capital gain net income (from Part IV, line 2)		649,207.	R	CEIVED
8 Net short-term capital gain				نان
9 Income modifications	_		L _ &	SS(
Gross sales less returns and allowances			R MA	10
b Less Cost of goods sold				
c Gross profit or (loss)			//	DEN UT
11 Other income 12 Total. Add lines 1 through 11 13 Compensation of officers directors trustees etc.	<18,119.		>	STATEMENT 4
12 Total. Add lines 1 through 11	1,321,788.	<u>1,411,273.</u>		
13 Compensation of officers, directors, trustees, etc	56,648.	0.		0
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees c Other professional fees STMT 5	104 004	104 004		<u> </u>
c Other professional fees STMT 5	184,084.	184,084.		0
17 Interest	34,356.	17,930.		0
17 Interest 18 Taxes STMT 6 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23	1,754.	17,930.		-
16a Legal fees b Accounting fees c Other professional fees STMT 5 17 Interest 18 Taxes STMT 6 19 Depreciation and depletion 20 Occupancy	1,734.	<u></u>		
20 Occupancy				
Z1 Travel, conferences, and meetings		· · · · · · · · · · · · · · · · · · ·		
22 Printing and publications 23 Other expenses STMT 7	354.	0.		0
23 Other expenses STMT 7	3340			
expenses. Add lines 13 through 23	277,196.	202,014.		0
25 Contributions, gifts, grants paid	1,817,033.		, ,	1,817,033
26 Total expenses and disbursements.				
Add lines 24 and 25	2,094,229.	202,014.		1,817,033
27 Subtract line 26 from line 12:	2,002,200			
a Excess of revenue over expenses and disbursements	<772,441.	>	_	
n Net investment income (it necessive enter -(i-)	<u> </u>	1,209,259.		
b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	1,209,259.	N/A	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Balance Sheets Attached schedules and amounts in the description	Beginning of year	End o	End of year				
P	aπ	Column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value				
	1	Cash - non-interest-bearing							
		Savings and temporary cash investments	720,402.	2,707,455.	2,707,455.				
			,20,1021	27.0171000	=,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				
	3		835,895.	20,269.	20,269.				
		Less: allowance for doubtful accounts	833,833.	20,209.	20,203.				
	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 ▶							
S.	8	Inventories for sale or use							
Assets	9	Prepaid expenses and deferred charges	7,939.	12,500.	12,500.				
As	-	Investments - U.S. and state government obligations STMT 8	1,786,129.	1,702,676.	1,709,238.				
		Investments - corporate stock STMT 9		15,486,943.					
		Investments - corporate bonds STMT 10	2,306,472.	2,445,703.					
	_	Investments - land, buildings, and equipment basis		2, 220, 7000					
	11								
		Less accumulated depreciation		<u>-</u>					
	12	investments - mortgage loans	0 355 813	7 072 062	7 244 021				
	13	Investments - other STMT 11	9,355,813.	7,872,063.	7,344,821.				
	14	Land, buildings, and equipment: basis - 9,077.		- 11-					
		Less accumulated depreciation STMT 12► 2,631.	8,200.	6,446.	6,756.				
	15	Other assets (describe)		 					
	16	Total assets (to be completed by all filers - see the							
		ınstructions. Also, see page 1, item I)	31,026,496.	30,254,055.	33, <u>585,577.</u>				
	17	Accounts payable and accrued expenses							
	18	Grants payable							
S	19	Deferred revenue							
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons							
ig	21	Mortgages and other notes payable							
Lia		Other liabilities (describe							
	22	Other nationities (describe							
	00	Tatat liabilitata (add lagg 17 through 20)	0.	0.					
	23	Total liabilities (add lines 17 through 22)							
		Foundations that follow SFAS 117, check here							
က္က		and complete lines 24 through 26 and lines 30 and 31.			•				
Net Assets or Fund Balances		Unrestricted .							
alar I	25	Temporarily restricted							
<u>≅</u> [26	Permanently restricted		-					
릭		Foundations that do not follow SFAS 117, check here							
띤		and complete lines 27 through 31							
S	27	Capital stock, trust principal, or current funds	0.	_0.					
set	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.					
¥	29	Retained earnings, accumulated income, endowment, or other funds	31,026,496.	30,254,055.					
∌ ∣	30	Total net assets or fund balances	31,026,496.	30,254,055.					
~	•			1					
-	31	Total liabilities and net assets/fund balances	31,026,496.	30,254,055.	,				
				<u> </u>					
P	<u>art</u>	Analysis of Changes in Net Assets or Fund Ba	aiances						
1	otal	net assets or fund balances at beginning of year - Part II, column (a), line 3	30		· -				
		t agree with end-of-year figure reported on prior year's return)	50	1	31,026,496.				
		•			<772,441.>				
		amount from Part I, line 27a		2	<u> </u>				
		increases not included in line 2 (itemize)		3					
		nes 1, 2, and 3		4	30,254,055.				
		ases not included in line 2 (itemize)		5	0.				
6	otal	net assets or fund balances at end of year (line 4 minus line 5) - Part II, col	lumn (b), line 30	6	30,254,055.				
					Form 990-PF (2015)				

THE O'CONNOR & HEWITT FOUNDATION

74-2527227

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Form 990-PF (2015)

	2013	1,676,812.	35,427,140.		.047332
_	2012	1,516,664.	33,897,505.		.044743
	2011	1,282,757.	30,786,211.		.041667
_	2010	1,123,008.	27,367,463.	- <u>I</u>	.041034
2	Total of line 1, column (d)			2	.222218
3	Average distribution ratio for the 5-year bathe foundation has been in existence if les	ise period - divide the total on line 2 by 5, or by the s than 5 years	number of years	3	.04444
4	Enter the net value of noncharitable-use a	ssets for 2015 from Part X, line 5		4	35,725,911.
5	Multiply line 4 by line 3		1	5	1,587,802.
6	Enter 1% of net investment income (1% o	Part I, line 27b)		6	12,093.
7	Add lines 5 and 6		}	7	1,599,895.
8	Enter qualifying distributions from Part XI	, line 4		8	1,817,033.
	If line 8 is equal to or greater than line 7, c	neck the box in Part VI, line 1b, and complete that p	oart using a 1% tax rate.		

See the Part VI instructions.

Forn	n 990-PF (2015) THE O'CONNOR & HEWITT FOUNDATION 74-2	<u>527227</u>	7	Page 4
Pa	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - s	ee instri	uctio	ons)
1a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.			
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕨 🔀 and enter 1%	1	2,	<u>093.</u>
	of Part I, line 27b			
C	: All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
3	Add lines 1 and 2	1	2,0	093.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	1	2,(093.
6	Credits/Payments:	_		
	2015 estimated tax payments and 2014 overpayment credited to 2015 6a 35,939.			
	Exempt foreign organizations - tax withheld at source			
	Tax paid with application for extension of time to file (Form 8868)			
	I Backup withholding erroneously withheld	2	_ /	220
_	Total credits and payments. Add lines 6a through 6d	3	5,5	939.
8				
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	·	2 0	16
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Enter the amount of line 10 to be: Credited to 2016 estimated tax 12,500 . Refunded 11			3 <u>46.</u> 346.
	Enter the amount of line 10 to be: Credited to 2016 estimated tax ► 12,500 . Refunded ► 11 art VII-A Statements Regarding Activities		<u> </u>	140.
	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in		Yes	No
ıa		1a		X
	any political campaign? Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		$\frac{\mathbf{x}}{\mathbf{x}}$
U	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	10		 **
	distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		x
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	10		1
•	(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			ì
	managers. ► \$ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or			
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		<u> </u>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X_
	If "Yes," attach the statement required by General Instruction T.			
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?	6	<u>X</u>	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	-
	Takes the state to subject the foundation made as with subject the secondarial face implementation.			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)	-		
	TX If the angular is North here 7, has the foundation furnished a copy of Form 000 PF to the Attorney Coperal (or decignate)	—		
D	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)	8b	х	ĺ
o	of each state as required by General Instruction G? If "No," attach explanation Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar	OD	- 22	
9	year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		х
10		10		X
-1-0	one any percent account about that action adming the tax year. If 165, attach a schedule library treat harnes and additions	Form 990	-PF	

11 All any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(1)(13)? If Yes, tatach schedule (see instructions) 10 this foundation make a distribution to a stone advised fund over which the foundation or a disqualified person had advisory privileges? 11 Yes, attach statement (see instructions) 12 Did the foundation control with the public inspection requirements for its annual returns and examption application? 13 Did the foundation control with the public inspection requirements for its annual returns and examption application? 14 The books are in care of POR B. BLAND 15 Section 4947(a)(1) none-empt charitable trusts fining form 950-9° in betti of form 1041 - Check here and entire the amount of fear-exemptine interest received or accurred during the year 16 All any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, souther annual account in a foreign country. See the instructions for exemptions and fining requirements for fining form 114, If Yes, enter the name of the foundation returns and entire the annual accountry. See the instructions for exemptions and fining requirements for fining form 114, If Yes, enter the name of the foundation returns and exemption applies. 15 During the year did the foundation (either directly or indirectly): (1) Expage in the sale or exchange, or issaing of property with a dequalified person? (2) Borrow money from, land money to, or otherwise extend cradit to (or accept them from) a disqualified person? (3) Furnish goods, survives, or issaing of property with a dequalified person? (4) Pay compensation to, or pay or remitters the expenses of, a dequalified person? (5) Transfer any mome or assets to a dequalified person? (6) Agree to pay momey or score receive. It is the sale and to a dequalified person? (7) Pay compensation to, or pay or remitters the expenses of a dequalified person? (8) Agree to pay momey or score, with the found	Pa	rt VII-A Statements Regarding Activities (continued)			
Section 512(b)(13)? If Yes,* attach schedule (see instructions) 11				Yes	No
12. Dut the foundation make a discribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? 13. Dut the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address Note: NONE The books are in care of Note: NONE The books are in care of Note: NONE The books are in care of Note: N	11				
If "Yes," attach statement (see instructions) 2				<u> </u>	X
19 Dot the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ➤ NONE 17 The books are in care of ▶ JOE B. BLAND Located at ▶ 201 E. SANTA ROSA, VICTORIA, TX Section 4847(4(1) onexemptic charitable it usis thing Form 995.PF in lieu of Form 1041 - Check here and enter the amount of laz-owempt interest received or accured during the year A ray time during calendar year 2015, dul 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 thing requirements for indEN Form 114, if Yes, onter the name of the formations of exceptions and thing requirements for FinCEN Form 114, if Yes, onter the name of the formation of the country of the financial account in a foreign country? Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 18 Lump the year did the foundation (either directly or indirectly): 19 Engle in the sack or exchange, or lessing of property with a disqualified person? 19 Engle in the sack or exchange, or lessing of property with a disqualified person? 19 Engle in the sack or exchange, or lessing of property with a disqualified person? 10 Finanshi poods, services, or facilities to (or accept them from) a disqualified person? 10 Finanshi poods, services, or facilities to (or accept them from) a disqualified person? 10 Finanshi poods, services, or facilities to (or accept them from) a disqualified person? 11 Finanshi poods, services, or facilities to (or accept them from a disqualified person? 12 Finanshi poods, services, or facilities to (or accept them from a disqualified person? 13 Finanshi poods, services, or facilities to (or accept them from a disqualified person? 14 Finanshi poods, services, or facilities to (or accept them from a disqualified person? 15 Finanshi poods, servi	12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileg			
Website address ➤ NONE 14 The books are in care of ▶ JOE B. BLAND 15 Section 4947(a)(1) one-exempt characteristic trusts lining form \$90.9Fin like of Form 1041 - Check here and enter the amount of lax-exempt interest recover's or accrued uring the year and enter the amount of lax-exempt interest recover's or accrued uring the year and enter the amount of lax-exempt interest recover's or accrued uring the year and enter the amount of lax-exempt interest recover's or accrued uring the year 16. At any time during cleandary year 2015, 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 FinCEN Form 114. If Yes,* enter the name of the foreign country? Part VII-B Statements Regarding Activities for Which Form 1720 May Be Required File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1a During the year off the foundation (either directly) or indirectly); (1) Engage in the sale or exchange, or lessing of property with a disqualified person? 2) Borrow money from, lend money to, or otherwise sended cred at 10 (or accept it from) a disqualified person? 3) From the propodis, services, or facilities to (or accept them from) a disqualified person? 4) Pay compensation to, or pay or rembuses the expenses of, a disqualified person? 4) Pay compensation to, or pay or rembuses the expenses of, a disqualified person? 5) Transfer any income or assets to a disqualified person? 6) Agree to pay money or property to a government official? (Exception, Check 'No' of the foundation or goge or an ecurrent notice regarding disaster assistance (see instructions)? 7) Transfer any income or accruent and the competition of the acceptions described in Regulations section 3.4.44 (16)-3 or in a current notice regarding disaster assistance (see instructions)? 8) If may recover is visc to 14 (1)-6 (d), did any of the acts fail to qualify under				-	<u> X</u>
14. The books are nicare of ▶ JOE B. BLAND Located at ▶ 201 B. SANTA ROSA, VICTORIA, TX 15. Section 4947(a)(1) nonexempt characterist tracered or accrued during the year and enter the amount of tax-exempt interest received or accrued during the year 16. At any time during calendar year 2015, dut the toundation 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 thing requirements for FinCEN Form 114, if Yes,* enter the name of the foreign country. Pert VII-B Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 19. Borrow money from, lend money to, or otherwise extend dradit to (or accept if from) a disqualified person? (2) Borrow money from, lend money to, or otherwise extend dradit to (or accept if from) a disqualified person? (3) Furnish goods, services, or facilities to for accept them from) a disqualified person? (4) Pay compensation to, or pay or remibuse the expenses of, a dequalified person? (5) Transfer any incenie or assets to a disqualified person? (6) Agree to apy money from perfy two a government official? (Exception, Check 'No' if the foundation agreed to make a great to or to employ the official for a period after termination of government person; if terminating within 90 days.) 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 53.494 (1g)-3 or in a current notice regarding disaster assistance (see instructions)? 10 yes approach of the year's undistributed income (section 4942(a)(2) frelating to incorrect before the first day of the kay see beginning in 2015? 2 Taxes on taliture to distribute income (section 4942(a)(2) are being applied to any of the year's listed in 2a, list the years' No' and attach before the first day of the kay set beginning in 2015? 2 If the provisions of section 49	13		13	X	L
Located at ► 201 E. SANTA ROSA, VICTORIA, TX Section 4947(at/1) nonexempt charable trusts filling form 990-PF in leve of Form 1941- Check here and enter the amount of tax-exempt interest received or accrued during the year 16. At any time during calendary year 2015, 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 FinCEN Form 114. If Yes, enter the name of the foreign country. ► Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required FILE Form 4720 if any item is checked in the "Yes" column, unless are exception applies. 1a During the year off the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend morely to, or otherwise extend credit to (or accept if from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pey or reimburse the expenses of, a disqualified person? (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 (or make any of either available for the the interfer use of a disqualified person (or make any of either available for the the interfer use of a disqualified person (or make any of either available for the the interfer use of a disqualified person (or make any of either available for the benefit or use of a disqualified person (or make any of either available for the file of the benefit or use of a disqualified person (or make any of either available for the file of the disqualified person (or make any of either available for the file of the file			61 570 6	271	
15 Section 4947(X) 1) nonexampt charatable trusts fling Form 9940-PF in lieu of Form 1941 - Check here and enter the amount of tax-ceaning interest received or accrued during the year A ray time during calendar year 2015, 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 FinCEN Form 114, If Yes,* enter the name of the foreign country. Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 1 Unique file of the foundation (either directly or indirectly). 1 Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept if from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or remibures the expenses of, a disqualified person? (5) Franster any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the benefit or use of a disqualified person) (or make any of either available for the person for make a grant to or to employ the official for a principal form of the accession of th	14				
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a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If Yes, I list the years Yes X No If Yes, I list the years Yes X No If Yes, I list the years Yes X No If Yes, I list the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If Yes, I did it have excess business holdings in 2015 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 2015.) If Yes, I did it have excess business the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it have excess business holdings in 2015.) If Yes, I did it ha	2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation			
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statement - see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ——————————————————————————————————	þ			- 1	
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Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2015 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 2015.) 13b 14a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 25 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 2015?			•/11		
during the year? b If "Yes," did it have excess business holdings in 2015 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 2015.) N/A Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015? N/A X	Ü	If the provisions of section 4342(a)(2) are being applied to any of the years nated in Ea, not the years note.		1	
during the year? b If "Yes," did it have excess business holdings in 2015 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 2015.) N/A Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015? N/A X	3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
b If "Yes," did it have excess business holdings in 2015 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 2015.) N/A Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2015? X	-	T	∑ No	ŀ	
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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 2015.) 1	_		,		
Form 4720, to determine if the foundation had excess business holdings in 2015.) N/A Indicates the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Indicates 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 2015? N/A Au X X		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,			
4aDid the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?4aXbDid 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 2015?4bX		Form 4720, to determine if the foundation had excess business holdings in 2015.)	I/A <u>3b</u>		
had not been removed from jeopardy before the first day of the tax year beginning in 2015?			4a		<u>X</u> _
	b			-	
		had not been removed from jeopardy before the first day of the tax year beginning in 2015?		DF :	_

Form 990-PF (2015) THE O'CONNOR & HEWITT FO	DUNDATION	D	74-25272	<u> 227</u>	Page 6
Part VII-B Statements Regarding Activities for Which	Form 4/20 May Be	Required (contin	nued)		
5a During the year did the foundation pay or incur any amount to:	40.45(-))0	┌,	es X No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	* **		es LAL NO		
(2) Influence the outcome of any specific public election (see section 4955);	or to carry on, directly or indi		es X No	-	
any voter registration drive?	~O		es X No		
(3) Provide a grant to an individual for travel, study, or other similar purpose:		۱ لـــا	es LALINO		
(4) Provide a grant to an organization other than a charitable, etc., organization	on described in Section		es X No		
4945(d)(4)(A)? (see instructions)	or adventured aurences or		es Lal No	İ	Ì
(5) Provide for any purpose other than religious, charitable, scientific, literary	, or educational purposes, or		es X No	,	İ
the prevention of cruelty to children or animals?	der the eventuese described	 -	es LAL NO		-
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un		iii negulations	NT / N	5 .	ŀ
section 53.4945 or in a current notice regarding disaster assistance (see instri			N/A	5b	
Organizations relying on a current notice regarding disaster assistance check					
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption to		. —	m		
expenditure responsibility for the grant?		7/A	es No		-
If "Yes," attach the statement required by Regulations section 53.494			İ		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on		□	- [
a personal benefit contract?		Y	es X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a page 15 of the foundation of the found	personal benefit contract?			6b	X
If "Yes" to 6b, file Form 8870.		<u> </u>	TT	- }	1
7a At any time during the tax year, was the foundation a party to a prohibited tax		Y	es X No	_	
b If 'Yes,' did the foundation receive any proceeds or have any net income attributed Part VIII Information About Officers, Directors, Trust				7b	
Part VIII Information About Officers, Directors, Trust Paid Employees, and Contractors	ees, roungation wi	anagers, migni	У		
1 List all officers, directors, trustees, foundation managers and their	compensation.		•		
	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e)	Expense unt, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	acco	unt, other wances
	<u> </u>				
	1				
SEE STATEMENT 13		56,648.	0.		0.
				ĺ	
	-				
				ĺ	
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."			
4.2.1	(b) Title, and average		(d) Contributions to employee benefit plans	(e) f	xpense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation		ınt, other wances
ELLEN A. HEWITT - P. O. BOX 400,	EXECUTIVE DIR	ECTOR			
VICTORIA, TX 77902-0400	30.00	56,648.	0.		0.
V101011111 11 11 11 11 11 11 11 11 11 11		00/0200			
Total number of other employees paid over \$50,000	<u> </u>	1	<u> </u>		<u></u>

Form 990-PF (2015) THE O'CONNOR & HEWITT FOUNDATION	74-2	527227 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. If none, enter "NON		
(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 info number of organizations and other beneficiaries served, conferences convened, research papers produced, e	rmation such as the tc.	Expenses
PROVIDED OPERATING AND CAPITAL SUPPORT TO 83 OT ORGANIZATIONS. THE CONTRIBUTIONS GIVEN RANGED \$611,483.	HER 501(C)(3) FROM \$250 TO	1,817,033.
3		
1		
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 a	nd 2.	Amount
NONE		•
		0.
All other program-related investments. See instructions.		
NONE		
		0.

Total. Add lines 1 through 3

Page 8

THE O'CONNOR & HEWITT FOUNDATION

<u> </u>	Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndations	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	34,185,545.
b	Average of monthly cash balances	1b	1,996,035.
C	Fair market value of all other assets	1c	88,380.
ď	Total (add lines 1a, b, and c)	1d	36,269,960.
	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	36,269,960.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	_4	544,049.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,725,911.
6	Minimum investment return Enter 5% of line 5	6	1,786,296.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certain	
	foreign organizations check here 🕨 🔛 and do not complete this part.)		
1	Minimum investment return from Part X, line 6	_ 1	1,786,296.
2a	Tax on investment income for 2015 from Part VI, line 5		
þ	Income tax for 2015. (This does not include the tax from Part VI.)	ĺ	
Ç	Add lines 2a and 2b	2c	12,093.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,774,203.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,774,203.
6	Deduction from distributable amount (see instructions)	6	0.
7_	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,774,203.
P	Qualifying Distributions (see Instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	.	1 017 022
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	1,817,033.
	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:		
	Suitability test (prior IRS approval required)	3a	
	Cash distribution test (attach the required schedule)	3b	1 017 022
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,817,033.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment	_	10 000
	income. Enter 1% of Part I, line 27b	5	12,093.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,804,940.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation q 4940(e) reduction of tax in those years.	ualities fo	or the section

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI,	,			1,774,203.
line 7				<u> </u>
2 Undistributed income, if any, as of the end of 2015			1,816,043.	
a Enter amount for 2014 only			1,010,045.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:		<u> </u>		
1	·			
a From 2010		• • •		
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			- · · · · · · · · · · · · · · · · · · ·
4 Qualifying distributions for 2015 from				
Part XII, line 4: ▶ \$ 1,817,033.				
a Applied to 2014, but not more than line 2a			1,816,043.	
b Applied to undistributed income of prior				•
years (Election required - see instructions)	•	0.		
c Treated as distributions out of corpus			· \	
(Election required - see instructions)	0.			
d Applied to 2015 distributable amount			· -	990.
e Remaining amount distributed out of corpus	0.			, -
5 Excess distributions carryover applied to 2015	0.			0.
(if an amount appears in column (d), the same amount must be shown in column (a))			-	
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	······································		· · · · · · · · · · · · · · · · · · ·	1
amount - see instructions		0.		
e Undistributed income for 2014. Subtract line				·
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract	~		·	
lines 4d and 5 from line 1. This amount must			,	
	•			1,773,213.
be distributed in 2016	·			1,773,213.
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election	0			_
may be required - see instructions)	0.			
8 Excess distributions carryover from 2010	0			
not applied on line 5 or line 7	0.			<u> </u>
9 Excess distributions carryover to 2016.		,		
Subtract lines 7 and 8 from line 6a	0.			
O Analysis of line 9:				
a Excess from 2011	t .	· '		-
b Excess from 2012				
c Excess from 2013				,
d Excess from 2014		,		
e Excess from 2015				
				Form 990-PF (2015)

Form 990-PF (2015) THE O'C	ONNOR & HEV	VITT FOUNDA	TION		527227 Page 10
Part XIV Private Operating F		•		N/A	
1 a If the foundation has received a ruling of			1		
foundation, and the ruling is effective fo			. ▶ └	7.0.0.0.0	
b Check box to indicate whether the foun		ng foundation described		4942(j)(3)_or4	1942(1)(5)
2 a Enter the lesser of the adjusted net	Tax year	", 0044	Prior 3 years	1,0040	-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\-\
income from Part I or the minimum	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
investment return from Part X for					
each year listed					
b 85% of line 2a					<u> </u>
c Qualifying distributions from Part XII,					
line 4 for each year listed					!
d Amounts included in line 2c not					
used directly for active conduct of					
exempt activities					
e Qualifying distributions made directly					
for active conduct of exempt activities.					
•					
Subtract line 2d from line 2c 3 Complete 3a, b, or c for the					
alternative test relied upon:					
a "Assets" alternative test - enter:		1			
(1) Value of all assets				 	
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter					
2/3 of minimum investment return shown in Part X, line 6 for each year		ļ			
listed					
c "Support" alternative test - enter:					
(1) Total support other than gross	į				
investment income (interest,					
dividends, rents, payments on					
securities loans (section 512(a)(5)), or royalties)				ļ	

(2) Support from general public and 5 or more exempt					
organizations as provided in					
section 4942(j)(3)(B)(III)			 		-
(3) Largest amount of support from					
an exempt organization			 		-
(4) Gross investment income	/O!-	A Abia wantani	if the formulation	" bad \$5 000 ar m	one in cocoto
Part XV Supplementary Info			if the foundation	nad \$5,000 or m	ore in assets
		detions.)		- · · · · ·	
1 Information Regarding Foundation					
a List any managers of the foundation wh			tributions received by the	e foundation before the clo	se of any tax
year (but only if they have contributed n	nore than \$5,000). (See s	ection 507 (a)(2).)			
ROBERT J. HEWITT			-	.	
b List any managers of the foundation wh			(or an equally large porti	on of the ownership of a p	artnership or
other entity) of which the foundation ha	s a 10% or greater interes	st.			
NONE					·
2 Information Regarding Contribut	on, Grant, Gift, Loan,	Scholarship, etc., P	rograms:		
				not accept unsolicited requ	uests for funds. If
the foundation makes gifts, grants, etc.	(see instructions) to indiv	viduals or organizations	under other conditions, c	omplete items 2a, b, c, and	d d.
a The name, address, and telephone num	ber or e-mail address of t	he person to whom app	lications should be addre	ssed:	
,					
SEE STATEMENT 14					
b The form in which applications should b	e submitted and informat	tion and materials they s	hould include:		
c Any submission deadlines;					
d Any restrictions or limitations on awards	s cuch so by anographics	al argae charitable fields	kinds of institutions or	other factore:	
u Any resultations of inflitations of awards	, audii aa by yebyi apiille	ii ai cas, chai ilabic iitius	, kinda or inaditudona, or	outer lautors.	

Page 12

Analysis of Income-Producing Activities Part XVI-A

Enter gross amounts unless otherwise indicated.		ed business income		ded by section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion	(d)	Related or exempt function income
1 Program service revenue:	code	Amount	code	Amount	iunction income
a					
b			<u> </u>		
·			<u> </u>		<u> </u>
d					
e					- · · · · · · · · · · · · · · · · · · ·
g Fees and contracts from government agencies			 		
g Fees and contracts from government agencies 2 Membership dues and assessments			 		
3 Interest on savings and temporary cash		10.0.00			
investments			14	29.	
4 Dividends and interest from securities		·	14	780,156.	
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			14	<18,119.	>
8 Gain or (loss) from sales of assets other					
than inventory			18	559,722.	
9 Net income or (loss) from special events		3	-		
10 Gross profit or (loss) from sales of inventory				-	
11 Other revenue:					
a	 - 				
b					· <u></u> -
c					<u>.</u>
d					<u> </u>
12 Subtotal. Add columns (b), (d), and (e)		0.		1,321,788.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	1,321,788.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	o the Acco	omplishment of Ex	emp	t Purposes	
	ma is separted i	n column (a) of Part V/I-A	contrib	uted importantly to the accom	nlichment of
the form data all account account of the state of	ne is reported i hv providina fiji	nds for such purposes).	CONTIN	uteu importantiy to the accom	phannent or
the foundation's exempt purposes (other than to	<u></u>				
					
		_			
	•				
		<u>_</u>			
		···-			
				·····	
			•		
					<u></u>
					
		<u> </u>			
				-	· · · · · · · · · · · · · · · · · · ·
			_		

Part XVII	Information Re Exempt Organ		nsfers To	and Transaction	ns and	ı Rei	latior	nships	With N	loncharita) ide)	
1 Did the o	rganization directly or indir		of the follow	ving with any other organ	uzation d	lescrib	ed in se	ection 50	1(c) of			Yes	No
	(other than section 501(c)						00 00	.011011 00	1(0) 01	İ			
	from the reporting founda				•							l	ĺ
(1) Cast	· ·		•	Ū						1:	1(1)	ļ	X
(2) Othe											(2)		X
	nsactions:												
	s of assets to a noncharital	ole exempt organiza	ation							11	(1)		X
(2) Purc	hases of assets from a nor	ncharitable exempt	organization							11	(2)		X
	al of facilities, equipment, o									11	(3)		X
(4) Reim	bursement arrangements									16	(4)		X
(5) Loan	is or loan guarantees				-					- <u>1t</u>	(5)		X
(6) Perfo	ormance of services or mei	mbership or fundra	ısıng solıcıta	tions						18	(6)		X
c Sharing o	of facilities, equipment, mai	ling lists, other ass	ets, or paid e	mployees						با	lc_		X
or service	wer to any of the above is ' es given by the reporting fo d) the value of the goods, o	undation. If the for	ındatıon rece	ived less than fair market								ets,	
(a) Line no	(b) Amount involved	(c) Name o	f noncharitat	ole exempt organization		(d)	Descripti	on of trans	fers, transac	ctions, and sharing	ig arra	ingeme	nts
			<u>N/A</u>	44_11									
													
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					-+					·	—		
					-+			_					
		-											
													
					-+								
					-+		_						-
							_			_			
								_		-			
			_					_					-
ın section	ndation directly or indirectl 501(c) of the Code (other omplete the following sche	than section 501(c			ganızatıo	ns des	scribed			X Y	es		No No
	(a) Name of orga	ınızatıon		(b) Type of organization						relationship			
THE DOR	COTHY H. O'CO	ONNOR PET	<u>. </u>	_	S	EE	STA	TEME	NT 15	5			
ADOPTIC	N CENTER			501(C)(3)				_					
								=					
								_					
				luna accessa anuna cobodulara	and states	monto	and to th	- hoot of m	u kasulada				
Sign Here	penalties of perjumy I declare the	plete Declaration of pr	eperer to	an taxpayer) is based on all in	2n	of whic	h prepar	er has any	knowledge	May the IF return with shown bei	the plow (s	preparer	r I
Sigi	nature of officer of trustee	no	Preparer's	Date	Date			Check		PTIN			
•	Print/Type preparer's nar	IIC	riepaiei S	orginatur c			4 0		1 1	' ' ' ' '			
Paid	TOP D DIE	m ana	(she	B Fland CAR		4 J.	10	2016	.p.oyou	D0014	ΕO	21	
Preparer	JOE B. BLAN		IOMAS (O'CONNOR				- Eremin	EIN > F	<u> P0014</u> 74-6039			
Use Only	rum shame FESTA	TE OF LU	OMPO (COMMON				FILLE	LIN P	, 1 - 0033	T #	. 4	
	Firm's address > 201	F. CANT	A ROSI	Δ				+					
	Firm's address > 201 E. SANTA ROSA VICTORIA. TX 77901 Phone no. (361) 578-6									627	11		

Supplementary Statements For Year Ending 12/31/2015

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

Form 990-PF

Page 11, Part XV, Line 3

Schedule A-1

Schedule A-1					
Contributions, Gifts, Grants Paid					
	Description				
	of Contributed		Foundation		
Name/Address	Property	Relationship	Status Status	Amount	Date
Admiral Nimitz Foundation	Cash	N/A	Public Charity	\$ 1,000	10/2/2015
P O. Box 1188, Fredericksburg, TX 78624-1188					
Affectionate Arms	Cash	N/A	Public Charity	1,000	9/28/2015
P. O. Box 7604, Victoria, TX 77903					
American Red Cross - Crossroads Chapter	Cash	N/A	Public Charity	3,500	10/2/2015
2805 N Navarro, Suite 500, Victoria, TX 77901					
Bluebonnet Youth Ranch	Cash	N/A	Public Charity	5,000	7/2/2015
P. O. Box 90, Yoakum, TX 77995					
Boy Scouts of America - Victoria Chapter	Cash	N/A	Public Charity	5,000	10/2/2015
P. O. Box 3159, Corpus Christi, TX					
Boys & Girls Club of Victoria	Cash	N/A	Public Charity	5,000	9/28/2015
P O Box 2565, Victoria, TX					
CASA	Cash	N/A	Public Charity	1,500	9/28/2015
P. O. Box 1627, Victoria, TX 77902-1627					
Caesar Kleberg Wildlife Research Institute	Cash	N/A	Public Charity	2,000	9/28/2015
700 University Boulevard, MSC 218, Kingsville, TX 78363					
Cal Farleys Boys Ranch & Affiliates	Cash	N/A	Public Charity	500	9/28/2015
P. O. Box 1890, Amarıllo, TX 79105-9985					
Children's Discovery Museum	Cash	N/A	Public Charity	5,000	12/8/2015
P. O. Box 89, Victoria, TX 77902					
Chisholm Trail Heritage Museum	Cash	N/A	Public Charity	500	9/28/2015
P. O. Box 866, Cuero, TX 77954					
Christs Kitchen	Cash	N/A	Public Charity	30,000	9/28/2015
P. O Box 3391, Victoria TX					
Citizens Medical Foundation	Cash	N/A	Private Found.	10,000	9/28/2015
2710 Hospital Drive, Victoria, TX 77901					
Colonial Williamsburg Foundation, The	Cash	N/A	Public Charity	5,000	9/28/2015
P. O. Box 1776, Williamsburg VA					
County of Refugio - Dennis M. O'Connor Library	Cash	N/A	Public Charity	40,000	9/28/2015
808 W. Commerce, Rm 104, Refugio, TX 78377					
Diocese of Corpus Christi	Cash	N/A	Public Charity	1,000	9/28/2015
P. O Box 2620, Corpus Christi, TX 78403-2620					
Diocese of Victoria	Cash	N/A	Public Charity	5,000	9/28/2015
1505 Mesquite, Victoria, TX 77901					
Dorothy O'Connor Pet Adoption Center	Cash	N/A	Private Opr Found	611,483	Various
P O. Box 400, Victoria, TX 77902-0400					

Supplementary Statements For Year Ending 12/31/2015

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

Form 990-PF

Page 11, Part XV, Line 3

Schedule A-1

Description

	of Contributed		Foundation		
Name/Address	Property	Relationship	Status	Amount	Date
First Presbyterian Church	Cash	N/A	Public Charity	\$ 5,000	9/28/2015
2408 N. Navarro, Victoria, TX 77901			•	·	
Food Bank of the Golden Crescent	Cash	N/A	Public Charity	40,000	Various
P. O. Box 5085, Victoria, TX 77903			•	·	
Friends of the Fulton Mansion	Cash	N/A	Public Charity	2,500	8/12/2015
P. O. Box 1859, Fulton, TX			·		
Fulton Beach Volunteer Fire Department	Cash	N/A	Public Charity	1,500	9/28/2015
P O. Box 503, Fulton, TX			·		
Gaslight Theatre	Cash	N/A	Public Charity	2,500	9/28/2015
P. O Box 223, Shiner, TX 77984					
Goliad County 4-H	Cash	N/A	Public Charity	1,000	2/25/2015
329 W. Franklin, Goliad, TX 77963					
Habitat for Humanity - Victoria Chapter	Cash	N/A	Public Charity	5,000	9/28/2015
P. O. Box 1357, Victoria, TX 77902-1357					
Holy Family Catholic Church	Cash	N/A	Public Charity	1,000	9/30/2015
704 Mallette Dr., Victoria, TX 77904					
Hospice of South Texas	Cash	N/A	Public Charity	5,000	9/28/2015
2004 Fagan Circle, Victoria, TX					
Humane Society & Adoption Center of Rockport-Fulton	Cash	N/A	Public Charity	3,000	Various
P. O. Box 1502, Fulton, TX 78368					
Incarnate Word Academy - Corpus Christi	Cash	N/A	Public Charity	1,000	9/28/2015
2920 South Alameda, Corpus Christi, TX 78404-2733					
Junior League of Victoria	Cash	N/A	Public Charity	10,000	9/28/2015
202 N. Main, Victoria, TX 77901					
Kathryn O'Connor Foundation	Cash	N/A	Private Found.	23,000	9/28/2015
One O'Connor Plaza, Suite 1100, Victoria, TX 77901					
Kiwanis Club of Victoria Texas Foundation	Cash	N/A	Public Charity	250	9/28/2015
P. O Box 3974, Victoria, TX 77903					
Lamar Volunteer Fire Department	Cash	N/A	Public Charity	500	9/28/2015
P. O. Box 294, Fulton, TX 78358					
Mid-Coast Family Services	Cash	N/A	Public Charity	10,000	10/2/2015
120 S. Main, Ste. 310, Victoria, TX 77901					
Museum of Contemporary Arts	Cash	N/A	Public Charity	2,000	9/28/2015
1275 19th Street, Denver, CO 80202					
Nazareth Academy	Cash	N/A	Public Charity	4,000	9/30/2015
206 W Convent, Victoria, TX					

Supplementary Statements For Year Ending 12/31/2015

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

Form 990-PF

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Schedule A-1

Description		
of Contributed		Foundation
Property	Relationship	Status

	of Contributed		Foundation		
Name/Address	Property	Relationship	Status	Amount	Date
O'Connor Family Cemetery Association, The	Cash	N/A	Cemetery Co.	\$ 4,300	9/28/2015
One O'Connor Plaza, Suite 1100, Victoria, TX 77901					
Our Lady of Lourdes Catholic Church	Cash	N/A	Public Charity	1,000	9/28/2015
105 William St. North, Victoria, TX 77901					
Our Lady of Sorrows Catholic Church	Cash	N/A	Public Charity	1,000	9/28/2015
208 W. River, Victoria, TX 77901					
Perpetual Help Home	Cash	N/A	Public Charity	4,000	2/17/2015
P. O. Box 4305, Victoria, TX 77903					
Presidio LaBahia Foundation	Cash	N/A	Public Charity	4,000	9/28/2015
P. O. Box 57, Goliad, TX 77963					
Refugio Volunteer Fire Department	Cash	N/A	Public Charity	5,000	9/28/2015
P. O. Box 398, Refugio, TX 78377					
Rice University - Baker Institute	Cash	N/A	Public Charity	3,000	9/28/2015
6100 Main Street, Suite 120, Houston, TX 77005					
Rockport Center for the Arts	Cash	N/A	Public Charity	1,000	5/18/2015
902 Navigation Circle, Rockport, TX 78382					
Rockport Volunteer Fire Department	Cash	N/A	Public Charity	1,000	7/2/2015
P. O. Box 1325, Rockport, TX 78382					
Sacred Heart School	Cash	N/A	Public Charity	1,000	9/29/2015
114 N Church St., Rockport, TX 78382					
Salvation Army	Cash	N/A	Public Chanty	40,000	Various
1302 N Louis, Victoria, TX					
San Fernando Cathedral	Cash	N/A	Public Charity	500	9/29/2015
P O. Box 830178, San Antonio, TX 78283					
South Texas Zoological Society (The) - The Texas Zoo	Cash	N/A	Public Charity	19,000	Various
110 Memorial Drive, Victoria, TX 77901					
St Joseph High School	Cash	N/A	Public Charity	218,500	Various
110 E Red River, Victoria, TX					
St. Mary's Catholic Church	Cash	N/A	Public Charity	2,000	9/29/2015
402 S Main St., Victoria, TX 77901					
St. Stephen's Episcopal School	Cash	N/A	Public Charity	10,000	9/29/2015
2900 Bunny Run, Austin, TX 78746					
Texas A&M Foundation - Dr. Berrett Endowment	Cash	N/A	Public Charity	1,000	9/29/2015
4461 TAMU, College Station, TX 77843-4461					
Texas Maritime Museum	Cash	N/A	Public Charity	4,500	3/19/2015
1202 Navigation Circle, Rockport, TX 78382					

Supplementary Statements For Year Ending 12/31/2015

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

Form 990-PF

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Schedule A-1

_	
Descri	intion.

	of Contributed		Foundation		
Name/Address	Property	Relationship	Status	Amount	Date
Texas State Aquarium	Cash	N/A	Public Charity	\$ 1,000	9/29/2015
2710 N. Shoreline Blvd., Corpus Christi, TX 78402-1097					
Trinity Episcopal Church	Cash	N/A	Public Charity	30,000	Various
1501 N Glass, Victoria TX					
Trinity Episcopal School	Cash	N/A	Public Charity	270,000	Various
1501 N Glass, Victoria TX					
University of Houston-Victoria	Cash	N/A	Public Charity	2,000	9/29/2015
2506 E Red River, Victoria TX					
University of Texas at San Antonio	Cash	N/A	Public Charity	3,000	9/29/2015
7703 Floyd Curl Drive, San Antonio, TX 78229					
Victoria Art League	Cash	N/A	Public Charity	5,000	9/29/2015
P O. Box 5011, Victoria, TX 77903					
Victoria Bach Festival	Cash	N/A	Public Charity	15,000	3/19/2015
P. O. Box 3522, Victoria, TX 77901					
Victoria Ballet Theatre	Cash	N/A	Public Charity	2,000	9/29/2015
2508 E. Mockingbird Lane, Victoria, TX 77904-2443					
Victoria Business Education Coalition	Cash	N/A	Public Charity	500	9/29/2015
120 S Main, Ste. 320, Victoria, TX 77901					
Victoria College	Cash	N/A	Public Charity	26,500	Various
2200 E Red River, Victoria, TX 77901					
Victoria College Foundation, Inc.	Cash	N/A	Public Charity	2,000	Various
2200 E Red River, Victoria, TX 77901					
Victoria College - Hewitt Endowment	Cash	N/A	Public Charity	23,000	9/29/2015
2200 E Red River, Victoria, TX 77901					
Victoria Community Theatre, Inc.	Cash	N/A	Public Charity	10,000	9/29/2015
P. O. Box 1365, Victoria, TX					
Victoria County 4-H	Cash	N/A	Public Charity	500	9/2/2015
442 Foster Field Dr., Victoria, TX 77904					
Victoria County Master Gardener Association	Cash	N/A	Public Charity	1,000	9/29/2015
P. O. Box 1723, Victoria, TX 77902					
Victoria County Senior Citizens	Cash	N/A	Public Chanty	56,250	Various
P. O. Box 1433, Victoria TX					
Victoria County United Way	Cash	N/A	Public Charity	9,000	Various
1908 N Laurent Street, Suite 570, Victoria, TX 77901					
Victoria Fine Arts Association	Cash	N/A	Public Charity	3,000	2/3/2015
P. O. Box 1393, Victoria, TX 77902					
					Dago 4 of E

Supplementary Statements For Year Ending 12/31/2015

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

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Schedule A-1

Description				
of Contributed		Foundation		
Property	Relationship	Status	Amount	Date
Cash	N/A	Public Charity	\$ 1,000	9/22/2015
Cash	N/A	Public Charity	1,000	9/29/2015
Cash	N/A	Public Charity	30,000	2/2/2015
Cash	N/A	Public Charity	2,500	9/29/2015
Cash	N/A	Public Charity	15,000	9/29/2015
Cash	N/A	Public Charity	2,500	4/24/2015
Cash	N/A	Public Charity	6,000	2/12/2015
Cash	N/A	Public Charity	20,000	Various
Cash	N/A	Public Charity	7,500	9/29/2015
Cash	N/A	Public Charity	1,000	9/29/2015
Cash	N/A	Public Charity	100,250	Various
			\$ 1,817,033	
	of Contributed Property Cash Cash Cash Cash Cash Cash Cash Cash	of Contributed Property Relationship Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A Cash N/A	of Contributed Property Relationship Status Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity Cash N/A Public Charity	of Contributed PropertyRelationshipFoundation StatusAmountCashN/APublic Charity1,000CashN/APublic Charity1,000CashN/APublic Charity30,000CashN/APublic Charity2,500CashN/APublic Charity15,000CashN/APublic Charity2,500CashN/APublic Charity6,000CashN/APublic Charity20,000CashN/APublic Charity7,500CashN/APublic Charity1,000CashN/APublic Charity1,000CashN/APublic Charity1,000CashN/APublic Charity1,000

Part IV Capital Gains and Lo	isses for lax on investment income	<u> </u>			
	d describe the kind(s) of property so rick warehouse; or common stock, 2		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADE	D SECURITIES		P		
b PUBLICLY TRADE			D		
	LOBAL DIVERSIFIE	D FUND LLC	P		
	LOBAL DIVERSIFIE		P		
e FROM K-1:RICI		D LLC	P		
f FROM K-1:RICI		D LLC-40% SEC 1256			
g FROM K-1:RICI	LINKED PAM ADV F	D LLC-60% SEC 1256	P		
h CAPITAL GAINS	DIVIDENDS				
<u> </u>					
				-	
k					
t			_ -		
m		<u> </u>			
<u>n</u>					
0	(5) Depresention allowed	(a) Cost or other basis		Gain or (lose)	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale) Gain or (loss) lus (f) minus (g)	
a 5,287,377.		4,964,793.	\-/F		322,584.
b 169,470.		174,869.		•	<5,399.
		9,615.			<9,615.
d		5,765.			<5,765.
e 17,674.		7.333			17,674.
f		3,019.			<3,019.
g		4,529.			<4,529.
h 337,276.					337,276.
1					
J					
k					
				,	
m					
п					
Complete only for agests shows	l ng gain in column (h) and owned by	the foundation on 12/31/69	(1) 1 00	acc (from act (h))	
Complete only for assets shown			Gains (excess o	ses (from col. (h)) of col. (h) gam over	col. (k).
(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		ot less than "-0-")	,
0				-	322,584.
ab					<5,399.
C					<9,615.
d					<5,765.
e					17,674.
f					<3,019.
g					<4,529.
h				3	37,276.
<u> </u>					
<u></u>					
<u> </u>		<u> </u>	·		
<u> </u>					
n	· -				
<u>n</u>	-				
0				<u> </u>	
Capital gain net income or (net ca	ipital loss) { If gain, also enter If (loss), enter "-C	n Part I, line 7		6	49,207.
			- 		- 2,401.
	ss) as defined in sections 1222(5) ar	id (6):			
If gain, also enter in Part I, line 8, If (loss), enter "-0-" in Part I, line 8		J 3	1	N/A	

FORM 99	0-PF (SAIN OR (LOSS) I	FROM SALE	OF 2	ASSETS		STA	TEMENT
DESCRIPT	(A) FION OF PROPERTY	7			MANNER CQUIRED		TE JIRED	DATE SOL
PUBLICL	Y TRADED SECURIT	TIES		PU	RCHASED			
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC	c.	GAIN	(F)
_	5,287,377.	4,964,793.		0.		0.		322,584
DESCRIPT	(A) TION OF PROPERTY	•			MANNER CQUIRED	DA ACQU	TE IRED	DATE SOL
PUBLICLY	Y TRADED SECURIT	 !IES		DO	ONATED			
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E)	c.		(F) OR LOSS
	169,470.	264,354.		0.		0.		<94,884
DESCRIPT	(A) TION OF PROPERTY	•			MANNER CQUIRED	DA ACQU		DATE SOL
FROM K-1	l:PAM GLOBAL DIV	— TERSIFIED FUND I	LC	PUF	RCHASED			
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC			(F) OR LOSS
_	0.	9,615.		0.		0.		<9,615

~~~ C1\1.F	(A) PTION OF PROPERTY	•			IANNER QUIRED	DA:		DATE	SOLD
FROM K-	1:PAM GLOBAL DIV		LLC	PUR	CHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPRE	c.	GAIN	(F) OR LO	SS
	0.	5,765.		0.		0.		<5,	765.
DESCRIF	(A) PTION OF PROPERTY				ANNER	DA'		DATE	SOLD
FROM K-	1:RICI LINKED PA	M ADV FD LLC		PUR	CHASED				
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE SALE	OF	(E) DEPREC	Z.	GAIN	(F)	SS
	17,674.	0.		0.		0.		17,	674.
FROM K-	TION OF PROPERTY 1:RICI LINKED PA NTR/STRAD (B)	<u> </u>	% SEC		QUIRED CHASED	ACQUI	-		SOLD
	( - )							( F')	
	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE SALE	OF	DEPREC	c.	GAIN	(F) OR LOS	SS
		COST OR	EXPENSE	OF 0.		0.	GAIN	OR LO	
DESCRIP	SALES PRICE	COST OR OTHER BASIS  3,019.	EXPENSE	0. M			re	OR LOS	019.
FROM K-	O.  (A)	COST OR OTHER BASIS 3,019.	EXPENSE SALE	0. M AC	DEPREC	. 0 . DAT	re	OR LOS	019.
FROM K-	(A) TION OF PROPERTY 1:RICI LINKED PA	COST OR OTHER BASIS 3,019.	EXPENSE SALE	0. M AC PUR	DEPREC ANNER QUIRED	O. DAT	re IRED	OR LOS	019.>
FROM K-	(A) PTION OF PROPERTY  1:RICI LINKED PA ONTR/STRAD  (B) GROSS	COST OR OTHER BASIS  3,019.  M ADV FD LLC-60  (C) COST OR	EXPENSE SALE  SALE  SALE  (D)  EXPENSE	0. M AC PUR	DEPRECANNER QUIRED CHASED	O. DAT	re IRED	OR LOS  CARROS   SOLD	
FROM K- 1256 CO	(A) PTION OF PROPERTY  1:RICI LINKED PA PATR/STRAD  (B) GROSS SALES PRICE	COST OR OTHER BASIS  3,019.  M ADV FD LLC-60  (C) COST OR OTHER BASIS  4,529.	EXPENSE SALE  SALE  SALE  (D)  EXPENSE	0. MAC PUR	DEPRECANNER QUIRED CHASED	O. DAT	re IRED	OR LOS  CARROS   50LD 529.>	

FORM 990-PF INTERE	ST ON SAVING	S AND TEMPOR	RARY CASH IN	VESTMENTS	STATEMENT 2
SOURCE		(A) REVENUE PER BOOK		(B) VESTMENT COME	(C) ADJUSTED NET INCOME
WELLS FARGO BANK, N	.A.		29.	29.	
TOTAL TO PART I, LI	NE 3		29.	29.	
FORM 990-PF	DIVIDENDS	AND INTEREST	' FROM SECUR	ITIES	STATEMENT 3
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST MENT INCOM	
FROM K-1: PAM GLOBAL DIVERSIFIED FUND LLC FROM K-1: RICI LINKED - PAM	127.	0.	127.	127	· ·
ADVISORS FUND, LLC WELLS FARGO AGENCY	183.	0.	183.	183	3.
AMORTIZATION/ACCRE WELLS FARGO AGENCY	<19,612.>	0.	<19,612.	> <19,612	·>
- DIVIDENDS	1,004,693.	337,276.	667,417.	667,417	•
WELLS FARGO AGENCY - INTEREST WELLS FARGO AGENCY - US	116,591.	0.	116,591.	116,591	•
AMORTIZATION/ACCRE WELLS FARGO AGENCY	<4,800.>	0.	<4,800.	> <4,800	•>
- US INTEREST	20,250.	0.	20,250.	20,250	•
TO PART I, LINE 4	1,117,432.	337,276.	780,156.	780,156	•

FORM 990-PF	OTHER	INCOME		STATEMENT		
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
FROM K-1: PAM GLOBAL DIVERSIFIED FUND LLC - SEC. 988 GAIN/(LOSS) FROM K-1: RICI LINKED-PAM ADVISORS FUND, LLC - SEC. 988 GAIN/(LOSS) E-TRACS ALERIAN MLP INFRASTRUCTURE		<38,317.>	<38,317.>	· · · · · · · · · · · · · · · · · · ·		
		37. 20,161.	37. 20,161.			
TOTAL TO FORM 990-PF, PART I	, LINE 11 =	<18,119.>	<18,119.>	•		
FORM 990-PF (	OTHER PROFES	SSIONAL FEES	S	STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
INVESTMENT ADVISOR FEES FROM K-1: RICI LINKED-PAM ADVISORS FUND, LLC FROM K-1: PAM GLOBAL	171,646 2,597	·		0.		
DIVERSIFIED FUND LLC OTHER INVESTMENT EXPENSES	8,786 1,055			0.		
TO FORM 990-PF, PG 1, LN 16C	184,084	184,084.		0.		
FORM 990-PF	TAXES		STATEMENT 6			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES		
FOREIGN TAXES PAYROLL TAXES EXCISE TAX	17,930. 4,333. 12,093.	0.		0.		
TO FORM 990-PF, PG 1, LN 18	34,356.	17,930.		0.		

DESCRIPTION	FORM 990-PF	OTHER EX	KPENSES		STATEMENT 7	
TO FORM 990-PF, PG 1, LN 23 354. 0. 0. 0.  FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8  DESCRIPTION GOV'T GOV'T BOOK VALUE FAIR MARKET VALUE  U.S. TREASURY BONDS X 1,702,676. 1,709,238.  TOTAL U.S. GOVERNMENT OBLIGATIONS 1,702,676. 1,709,238.  TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS  TOTAL TO FORM 990-PF, PART II, LINE 10A 1,702,676. 1,709,238.  FORM 990-PF CORPORATE STOCK STATEMENT 9  DESCRIPTION BOOK VALUE VALUE  TOTAL TO FORM 990-PF, PART II, LINE 10B 15,486,943. 19,341,836.  TOTAL TO FORM 990-PF, PART II, LINE 10B 15,486,943. 19,341,836.  FORM 990-PF CORPORATE BONDS STATEMENT 10  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  DESCRIPTION BOOK VALUE VALUE  TAIR MARKET VALUE  DESCRIPTION BOOK VALUE VALUE  TAIR MARKET VALUE  DESCRIPTION BOOK VALUE VALUE  TAIR MARKET VALUE  DESCRIPTION BOOK VALUE VALUE  TOTAL MARKET VALUE  DESCRIPTION BOOK VALUE VALUE  TOTAL MARKET VALUE  DESCRIPTION BOOK VALUE  TAIR MARKET VALUE	DESCRIPTION	EXPENSES	NET INVE	ST- ADJUSTE	CHARITABLE	
FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8    U.S. OTHER GOV'T GOV'T BOOK VALUE	INSURANCE	354.		0.	0.	
U.S. OTHER   GOV'T GOV'T   BOOK VALUE   VALUE	TO FORM 990-PF, PG 1, LN 23	354.		0.	0.	
DESCRIPTION GOV'T GOV'T BOOK VALUE VALUE  U.S. TREASURY BONDS X 1,702,676. 1,709,238.  TOTAL U.S. GOVERNMENT OBLIGATIONS 1,702,676. 1,709,238.  TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS  TOTAL TO FORM 990-PF, PART II, LINE 10A 1,702,676. 1,709,238.  FORM 990-PF CORPORATE STOCK STATEMENT 9  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  CORPORATE STOCK 15,486,943. 19,341,836.  FORM 990-PF CORPORATE BONDS STATEMENT 10  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  CORPORATE BONDS STATEMENT 10  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  CORPORATE BONDS STATEMENT 10	FORM 990-PF U.S. AND	STATE/CITY GO	VERNMENT	OBLIGATIONS	STATEMENT 8	
TOTAL U.S. GOVERNMENT OBLIGATIONS  TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS  TOTAL TO FORM 990-PF, PART II, LINE 10A  1,702,676.  1,709,238.  FORM 990-PF  CORPORATE STOCK  STATEMENT 9  DESCRIPTION  CORPORATE STOCK  TOTAL TO FORM 990-PF, PART II, LINE 10B  15,486,943.  19,341,836.  FORM 990-PF  CORPORATE BONDS  STATEMENT 10  DESCRIPTION  BOOK VALUE  FAIR MARKET  VALUE  FORM 990-PF  CORPORATE BONDS  STATEMENT 10  DESCRIPTION  BOOK VALUE  FAIR MARKET  VALUE  CORPORATE BONDS  STATEMENT 10	DESCRIPTION			BOOK VALUE		
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS  TOTAL TO FORM 990-PF, PART II, LINE 10A 1,702,676. 1,709,238.  FORM 990-PF CORPORATE STOCK STATEMENT 9  DESCRIPTION BOOK VALUE VALUE  CORPORATE STOCK 15,486,943. 19,341,836.  TOTAL TO FORM 990-PF, PART II, LINE 10B 15,486,943. 19,341,836.  FORM 990-PF CORPORATE BONDS STATEMENT 10  DESCRIPTION BOOK VALUE VALUE  CORPORATE BONDS 2,445,703. 2,442,702.	U.S. TREASURY BONDS	X		1,702,676.	1,709,238.	
TOTAL TO FORM 990-PF, PART II, LINE 10A 1,702,676. 1,709,238.  FORM 990-PF CORPORATE STOCK STATEMENT 9  DESCRIPTION BOOK VALUE VALUE  CORPORATE STOCK 15,486,943. 19,341,836.  TOTAL TO FORM 990-PF, PART II, LINE 10B 15,486,943. 19,341,836.  FORM 990-PF CORPORATE BONDS STATEMENT 10  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  CORPORATE BONDS 2,445,703. 2,442,702.	TOTAL U.S. GOVERNMENT OBLIGAT	rions	<del>-</del>	1,702,676.	1,709,238.	
FORM 990-PF CORPORATE STOCK STATEMENT 9  DESCRIPTION BOOK VALUE VALUE  CORPORATE STOCK 15,486,943. 19,341,836.  TOTAL TO FORM 990-PF, PART II, LINE 10B 15,486,943. 19,341,836.  FORM 990-PF CORPORATE BONDS STATEMENT 10  DESCRIPTION BOOK VALUE FAIR MARKET VALUE  CORPORATE BONDS 2,445,703. 2,442,702.	TOTAL STATE AND MUNICIPAL GOV	VERNMENT OBL	GATIONS			
DESCRIPTION  CORPORATE STOCK  TOTAL TO FORM 990-PF, PART II, LINE 10B  DESCRIPTION  CORPORATE BONDS  TATEMENT 10  BOOK VALUE  FAIR MARKET VALUE  15,486,943.  19,341,836.  FORM 990-PF  CORPORATE BONDS  STATEMENT 10  FAIR MARKET VALUE  CORPORATE BONDS  2,445,703.  2,442,702.	TOTAL TO FORM 990-PF, PART I	I, LINE 10A	=	1,702,676.	1,709,238.	
DESCRIPTION  CORPORATE STOCK  TOTAL TO FORM 990-PF, PART II, LINE 10B  FORM 990-PF  CORPORATE BONDS  TATEMENT 10  BOOK VALUE  VALUE  VALUE  VALUE  15,486,943. 19,341,836.  FAIR MARKET  VALUE  CORPORATE BONDS  2,445,703. 2,442,702.	FORM 990-PF	CORPORATE	STOCK		STATEMENT 9	
TOTAL TO FORM 990-PF, PART II, LINE 10B  15,486,943.  19,341,836.  FORM 990-PF  CORPORATE BONDS  STATEMENT 10  DESCRIPTION  BOOK VALUE  VALUE  CORPORATE BONDS  2,445,703.  2,442,702.	DESCRIPTION			BOOK VALUE		
FORM 990-PF CORPORATE BONDS STATEMENT 10  DESCRIPTION BOOK VALUE VALUE  CORPORATE BONDS 2,445,703. 2,442,702.	CORPORATE STOCK		-	15,486,943.	19,341,836.	
DESCRIPTION BOOK VALUE VALUE  CORPORATE BONDS 2,445,703. 2,442,702.	TOTAL TO FORM 990-PF, PART I	I, LINE 10B	=	15,486,943.	19,341,836.	
DESCRIPTION BOOK VALUE VALUE  CORPORATE BONDS 2,445,703. 2,442,702.	FORM 990-PF	CORPORATE	BONDS		STATEMENT 10	
	DESCRIPTION			BOOK VALUE		
TOTAL TO FORM 990-PF, PART II, LINE 10C 2,445,703. 2,442,702.	CORPORATE BONDS		-	2,445,703.	2,442,702.	
	TOTAL TO FORM 990-PF, PART II	I, LINE 10C	_	2,445,703.	2,442,702.	

FORM 990-PF OTH	ER INVESTMENTS		STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUND & OTHER INVESTMENTS ACCRUED INTEREST PURCHASED	FMV COST	7,871,983.	7,344,741. 80.	
TOTAL TO FORM 990-PF, PART II, LINI	E 13	7,872,063.	7,344,821.	
FORM 990-PF DEPRECIATION OF ASSET	IS NOT HELD FOR	INVESTMENT	STATEMENT 12	
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	
DESCRIPTION  LAPTOP COMPUTER & MONITOR DESK			BOOK VALUE 2,725. 3,197. 524.	

FORM 990-PF PART VIII - LIST TRUSTEES AND	OF OFFICERS, I		STAT	EMENT 13
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE
ROBERT J. HEWITT P. O. BOX 400 VICTORIA, TX 77902-0400	PRESIDENT 1.00	0.	0.	0.
ROBERT J. HEWITT, JR. P. O. BOX 400 VICTORIA, TX 77902-0400	VICE PRESIDENT 1.00	0.	0.	0.
JOE B. BLAND P. O. BOX 400 VICTORIA, TX 77902-0400	SECRETARY/TREA	SURER 0.	0.	0.
VENABLE PROCTOR P. O. BOX 400 VICTORIA, TX 77902-0400	ASSISTANT SECR	LETARY 0.	0.	0.
ELLEN A. HEWITT P. O. BOX 400 VICTORIA, TX 77902-0400	EXECUTIVE DIRE 30.00	CTOR 56,648.	0.	0.
MARY KAY JANSSEN P. O. BOX 400 VICTORIA, TX 77902-0400	ASSISTANT TREA	SURER 0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6,	PART VIII	56,648.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D

STATEMENT

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ELLEN A. HEWITT 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 AMOUNT.

#### ANY SUBMISSION DEADLINES

NONE

#### RESTRICTIONS AND LIMITATIONS ON AWARDS

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

990-PF

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

STATEMENT 15

NAME OF AFFILIATED OR RELATED ORGANIZATION

THE DOROTHY H. O'CONNOR PET ADOPTION CENTER

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON CONTROL EXISTS SINCE TWO OF THE SIX OFFICERS ALSO SERVE AS OFFICERS/TRUSTEES OF THE DOROTHY H. O'CONNOR PET ADOPTION CENTER.