



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2015 or tax year beginning

, and ending

Name of foundation THE O'CONNOR & HEWITT FOUNDATION		A Employer identification number 74-2527227
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 400	Room/suite	B Telephone number 361-578-6271
City or town, state or province, country, and ZIP or foreign postal code VICTORIA, TX 77902-0400		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 33,585,577.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ 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)					
6a Net gain or (loss) from sale of assets not on line 10		559,722.			STATEMENT 1
b Gross sales price for all assets on line 6a 5,811,797.					
7 Capital gain net income (from Part IV, line 2)			649,207.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<18,119.>	<18,119.>		STATEMENT 4
12 Total. Add lines 1 through 11		1,321,788.	1,411,273.		
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		184,084.	184,084.		0.
17 Interest					
18 Taxes STMT 6		34,356.	17,930.		0.
19 Depreciation and depletion		1,754.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		354.	0.		0.
24 Total operating and administrative 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:					
a Excess of revenue over expenses and disbursements		<772,441.>			
b Net investment income (if negative, enter -0-)			1,209,259.		
c Adjusted net income (if negative, enter -0-)				N/A	

629 ~

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	720,402.	2,707,455.	2,707,455.
	3 Accounts receivable ▶ 20,269.			
	Less: allowance for doubtful accounts ▶	835,895.	20,269.	20,269.
	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	7,939.	12,500.	12,500.
	10a Investments - U.S. and state government obligations STMT 8	1,786,129.	1,702,676.	1,709,238.
	b Investments - corporate stock STMT 9	16,005,646.	15,486,943.	19,341,836.
	c Investments - corporate bonds STMT 10	2,306,472.	2,445,703.	2,442,702.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	9,355,813.	7,872,063.	7,344,821.	
14 Land, buildings, and equipment: basis ▶ 9,077.				
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 instructions. Also, see page 1, item I)	31,026,496.	30,254,055.	33,585,577.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	31,026,496.	30,254,055.		
30 Total net assets or fund balances	31,026,496.	30,254,055.		
31 Total liabilities and net assets/fund balances	31,026,496.	30,254,055.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	31,026,496.
2 Enter amount from Part I, line 27a	2	<772,441.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	30,254,055.
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	30,254,055.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 5,811,797.		5,162,590.	649,207.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			649,207.

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	649,207.
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))
2014	1,742,377.	36,725,758.	.047443
2013	1,676,812.	35,427,140.	.047331
2012	1,516,664.	33,897,505.	.044743
2011	1,282,757.	30,786,211.	.041667
2010	1,123,008.	27,367,463.	.041034

2 Total of line 1, column (d)	2	.222218
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	.044444
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	35,725,911.
5 Multiply line 4 by line 3	5	1,587,802.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,093.
7 Add lines 5 and 6	7	1,599,895.
8 Enter qualifying distributions from Part XII, line 4	8	1,817,033.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	12,093.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	12,093.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	12,093.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	35,939.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2015 estimated tax payments and 2014 overpayment credited to 2015		6d	
b Exempt foreign organizations - tax withheld at source		7	35,939.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	23,846.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		11	11,346.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☒ 12,500. Refunded ☒			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ 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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>NONE</u>	X	
14 The books are in care of ► <u>JOE B. BLAND</u> Telephone no. ► <u>361-578-6271</u> Located at ► <u>201 E. SANTA ROSA, VICTORIA, TX</u> ZIP+4 ► <u>77901</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 ► 15 N/A		
16 At any 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 ►		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐		X
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► _____, _____, _____ ☐ Yes ☒ No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		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))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). ☐ N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870. ☐ N/A

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? ☐ Yes ☒ No

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 13		56,648.	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
ELLEN A. HEWITT - P. O. BOX 400, VICTORIA, TX 77902-0400	EXECUTIVE DIRECTOR 30.00	56,648.	0.	0.

Total number of other employees paid over \$50,000

0

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."

[illegible]

Total number of others receiving over \$50,000 for professional services

Q

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 PROVIDED OPERATING AND CAPITAL SUPPORT TO 83 OTHER 501(C)(3) ORGANIZATIONS. THE CONTRIBUTIONS GIVEN RANGED FROM \$250 TO \$611,483.

1,817,033.

2 _____

3 _____

4 _____

Part IX-B

Summary of Program-Related Investments

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

Amount

1 NONE

0.

2. _____

All other program-related investments. See instructions.

3 NONE

0.

Total. Add lines 1 through 3

0.

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	34,185,545.
b	Average of monthly cash balances	1b	1,996,035.
c	Fair market value of all other assets	1c	88,380.
d	Total (add lines 1a, b, and c)	1d	36,269,960.
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	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.

Part XI**Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,786,296.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	12,093.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	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.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,817,033.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,817,033.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	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 qualifies for the section 4940(e) reduction of tax in those years.

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, line 7				1,774,203.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			1,816,043.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
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 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 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 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 may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]Form **990-PF** (2015)

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SEE SCHEDULE A-1	N/A			1,817,033.
Total	3a			1,817,033.
b <i>Approved for future payment</i>				
NONE				
Total	3b			0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	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						
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.		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 the Accomplishment of Exempt Purposes

[illegible]

Part XVII

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☒ Yes ☐ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
THE DOROTHY H. O'CONNOR PET ADOPTION CENTER	501(C)(3)	SEE STATEMENT 15

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee <i>[Signature]</i>		Date <i>MAY 12 2016</i>	Title <i>President</i>	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JOE B. BLAND, CPA	<i>[Signature]</i>	<i>MAY 10 2016</i>		P00145031
	Firm's name ▶ ESTATE OF THOMAS O'CONNOR				Firm's EIN ▶ 74-6039142
	Firm's address ▶ 201 E. SANTA ROSA VICTORIA, TX 77901				Phone no. (361) 578-6271

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

Contributions, Gifts, Grants Paid

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

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

Contributions, Gifts, Grants Paid

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

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

Contributions, Gifts, Grants Paid

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

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

Contributions, Gifts, Grants Paid

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

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

Contributions, Gifts, Grants Paid

Name/Address	Description of Contributed Property	Relationship	Foundation Status	Amount	Date
Victoria Independent School District - Educational Foundation P. O. Box 1759, Victoria, TX 77902	Cash	N/A	Public Charity	\$ 1,000	9/22/2015
Victoria Main Street Program 120 S. Main, Ste. 415, Victoria, TX 77901	Cash	N/A	Public Charity	1,000	9/29/2015
Victoria Performing Arts Center 201 E Santa Rosa, Victoria, TX 77901	Cash	N/A	Public Charity	30,000	2/2/2015
Victoria Preservation, Inc. P. O. Box 1486, Victoria, TX 77902	Cash	N/A	Public Charity	2,500	9/29/2015
Victoria Regional Museum Association 502 N Liberty, Victoria, TX	Cash	N/A	Public Charity	15,000	9/29/2015
Victoria Rotary Foundation Inc. P.O. Box 2301, Victoria, TX 77902	Cash	N/A	Public Charity	2,500	4/24/2015
Victoria Symphony 2112 N Navarro, Victoria TX	Cash	N/A	Public Charity	6,000	2/12/2015
Vine School, The Erin Hatley, P.O. Box 2445, Victoria, TX 77902	Cash	N/A	Public Charity	20,000	Various
Warrior's Weekend 3603 Miori Lane, Victoria, TX 77901	Cash	N/A	Public Charity	7,500	9/29/2015
Witte Museum 3801 Broadway, San Antonio, TX	Cash	N/A	Public Charity	1,000	9/29/2015
YMCA - Victoria 1806 N. Nimitz, Victoria, TX 77901	Cash	N/A	Public Charity	100,250	Various
Total				\$ 1,817,033	

THE O'CONNOR & HEWITT FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P		
b PUBLICLY TRADED SECURITIES		D		
c FROM K-1:PAM GLOBAL DIVERSIFIED FUND LLC		P		
d FROM K-1:PAM GLOBAL DIVERSIFIED FUND LLC		P		
e FROM K-1:RICI LINKED PAM ADV FD LLC		P		
f FROM K-1:RICI LINKED PAM ADV FD LLC-40% SEC 1256		P		
g FROM K-1:RICI LINKED PAM ADV FD LLC-60% SEC 1256		P		
h CAPITAL GAINS DIVIDENDS				
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 5,287,377.		4,964,793.	322,584.
b 169,470.		174,869.	<5,399.>
c		9,615.	<9,615.>
d		5,765.	<5,765.>
e 17,674.			17,674.
f		3,019.	<3,019.>
g		4,529.	<4,529.>
h 337,276.			337,276.
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			322,584.
b			<5,399.>
c			<9,615.>
d			<5,765.>
e			17,674.
f			<3,019.>
g			<4,529.>
h			337,276.
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	649,207.
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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,287,377.	4,964,793.	0.	0.	322,584.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	DONATED			
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
169,470.	264,354.	0.	0.	<94,884.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED	DATE SOLD
FROM K-1:PAM GLOBAL DIVERSIFIED FUND LLC	PURCHASED			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	9,615.	0.	0.	<9,615.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1:PAM GLOBAL DIVERSIFIED FUND LLC					
	0.	5,765.	0.	0.	<5,765.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1:RICI LINKED PAM ADV FD LLC					
	17,674.	0.	0.	0.	17,674.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1:RICI LINKED PAM ADV FD LLC-40% SEC 1256 CONTR/STRAD					
	0.	3,019.	0.	0.	<3,019.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FROM K-1:RICI LINKED PAM ADV FD LLC-60% SEC 1256 CONTR/STRAD					
	0.	4,529.	0.	0.	<4,529.>

CAPITAL GAINS DIVIDENDS FROM PART IV

337,276.

TOTAL TO FORM 990-PF, PART I, LINE 6A

559,722.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO BANK, N.A.	29.	29.	
TOTAL TO PART I, LINE 3	29.	29.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM K-1: PAM GLOBAL DIVERSIFIED FUND LLC	127.	0.	127.	127.	
FROM K-1: RICI LINKED - PAM ADVISORS FUND, LLC	183.	0.	183.	183.	
WELLS FARGO AGENCY - AMORTIZATION/ACCRE	<19,612.>	0.	<19,612.>	<19,612.>	
WELLS FARGO AGENCY - DIVIDENDS	1,004,693.	337,276.	667,417.	667,417.	
WELLS FARGO AGENCY - INTEREST	116,591.	0.	116,591.	116,591.	
WELLS FARGO AGENCY - US AMORTIZATION/ACCRE	<4,800.>	0.	<4,800.>	<4,800.>	
WELLS FARGO AGENCY - 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	4
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)	<38,317.>	<38,317.>		
FROM K-1: RICI LINKED-PAM ADVISORS FUND, LLC - SEC. 988 GAIN/(LOSS)	37.	37.		
E-TRACS ALERIAN MLP INFRASTRUCTURE	20,161.	20,161.		
TOTAL TO FORM 990-PF, PART I, LINE 11	<18,119.>	<18,119.>		

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	171,646.	171,646.		0.
FROM K-1: RICI LINKED-PAM ADVISORS FUND, LLC	2,597.	2,597.		0.
FROM K-1: PAM GLOBAL DIVERSIFIED FUND LLC	8,786.	8,786.		0.
OTHER INVESTMENT EXPENSES	1,055.	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	17,930.	17,930.		0.
PAYROLL TAXES	4,333.	0.		0.
EXCISE TAX	12,093.	0.		0.
TO FORM 990-PF, PG 1, LN 18	34,356.	17,930.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	354.	0.			0.
TO FORM 990-PF, PG 1, LN 23	354.	0.			0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER 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	FAIR MARKET 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 TO FORM 990-PF, PART II, LINE 10C			2,445,703.	2,442,702.

FORM 990-PF		OTHER INVESTMENTS	STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUND & OTHER INVESTMENTS	FMV	7,871,983.	7,344,741.
ACCRUED INTEREST PURCHASED	COST	80.	80.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,872,063.	7,344,821.

FORM 990-PF		DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAPTOP	3,892.	1,167.	2,725.
COMPUTER & MONITOR	4,568.	1,371.	3,197.
DESK	617.	93.	524.
TOTAL TO FM 990-PF, PART II, LN 14	9,077.	2,631.	6,446.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
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/TREASURER 1.00	0.	0.	0.
VENABLE PROCTOR P. O. BOX 400 VICTORIA, TX 77902-0400	ASSISTANT SECRETARY 1.00	0.	0.	0.
ELLEN A. HEWITT P. O. BOX 400 VICTORIA, TX 77902-0400	EXECUTIVE DIRECTOR 30.00	56,648.	0.	0.
MARY KAY JANSSEN P. O. BOX 400 VICTORIA, TX 77902-0400	ASSISTANT TREASURER 3.00	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 14

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