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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

and ending

Name of foundation

THE KATHRYN O'CONNOR FOUNDATION

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

P. O. BOX 400

Room/suite

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

VICTORIA, TX 77902-0400

A Employer identification number

74-6039415

B Telephone number

361-578-6271

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

\$ 8,769,959. (Part I, column (d) must be on cash basis)

Part I

Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

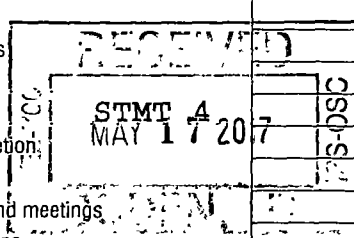
(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	23,000.		N/A	
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	137.	137.		STATEMENT 1
	4	Dividends and interest from securities	169,085.	169,085.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	255,932.			
	b	Gross sales price for all assets on line 6a	1,476,077.			
	7	Capital gain net income (from Part IV, line 2)		255,932.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	55,960.	55,960.		STATEMENT 3
	12	Total. Add lines 1 through 11	504,114.	481,114.		
	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes	18,138.	13,871.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses	40,526.	40,526.		0.
	24	Total operating and administrative expenses. Add lines 13 through 23	58,664.	54,397.		0.
	25	Contributions, gifts, grants paid	424,898.			424,898.
	26	Total expenses and disbursements. Add lines 24 and 25	483,562.	54,397.		424,898.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	20,552.			
	b	Net investment income (if negative, enter -0-)		426,717.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,345,408.	1,675,742.	1,675,742.
	3 Accounts receivable ▶ 132.			
	Less: allowance for doubtful accounts ▶	7.	132.	132.
	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	2,110.	3,933.	3,933.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	5,464,950.	5,276,630.	6,990,894.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans STMT 8	48,172.	45,290.	49,352.	
13 Investments - other STMT 9	147,997.	28,510.	35,194.	
14 Land, buildings, and equipment: basis ▶ 40,116.				
Less: accumulated depreciation STMT 10 ▶ 25,404.	15,753.	14,712.	14,712.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,024,397.	7,044,949.	8,769,959.	
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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	7,024,397.	7,044,949.	STATEMENT 6	
30 Total net assets or fund balances	7,024,397.	7,044,949.		
31 Total liabilities and net assets/fund balances	7,024,397.	7,044,949.		

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	7,024,397.
2 Enter amount from Part I, line 27a	2	20,552.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	7,044,949.
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	7,044,949.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 1,476,077.		1,220,145.	255,932.

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			255,932.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	255,932.
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))
2015	516,840.	9,027,136.	.057254
2014	259,007.	8,840,564.	.029298
2013	313,719.	8,262,782.	.037968
2012	328,017.	7,560,499.	.043386
2011	328,856.	6,970,078.	.047181

2 Total of line 1, column (d)	2	.215087
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	.043017
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,463,287.
5 Multiply line 4 by line 3	5	364,065.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,267.
7 Add lines 5 and 6	7	368,332.
8 Enter qualifying distributions from Part XII, line 4	8	424,898.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,267.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,267.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	4,267.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,933.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 3,933. Refunded <input type="checkbox"/>	11	0.	

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
1b 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
1c 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) <input checked="" type="checkbox"/> 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 2016 or the taxable year beginning in 2016 (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 NONE	X	
14 The books are in care of JOE B. BLAND Telephone no. 361-578-6271 Located at P. O. BOX 400, VICTORIA, TX ZIP+4 77902-0400		
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 2016, 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2016 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 2016.)	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 2016?		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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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

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

☐ Yes ☒ No

7b

N/A

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1	
SEE STATEMENT 12	424,898.
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.

Form 990-PF (2016)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,668,092.
b	Average of monthly cash balances	1b	1,717,061.
c	Fair market value of all other assets	1c	207,017.
d	Total (add lines 1a, b, and c)	1d	8,592,170.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,592,170.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	128,883.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,463,287.
6	Minimum investment return. Enter 5% of line 5	6	423,164.

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	423,164.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	4,267.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,267.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	418,897.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	418,897.
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	418,897.

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	424,898.
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	424,898.
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	4,267.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	420,631.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				418,897.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			20,528.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 424,898.				
a Applied to 2015, but not more than line 2a			20,528.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	46,000.			
d Applied to 2016 distributable amount				358,370.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	46,000.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				60,527.
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)	46,000.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

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) 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 listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(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

Tax year

(a) 2016

(b) 2015

Prior 3 years

(c) 2014

(d) 2013

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 14

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

c Any submission deadlines:

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

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

Recipient 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 Paid during the year				
AFFECTIONATE ARMS P. O. BOX 7604 VICTORIA, TX 77903		PC	OPERATIONS	8,477.
BOYS & GIRLS CLUB OF REFUGIO COUNTY P.O. BOX 56 REFUGIO, TX 78377		PC	YOUTH PROGRAM	12,700.
BOYS & GIRLS CLUB OF VICTORIA, INC. P. O. BOX 2565 VICTORIA, TX 77902		PC	YOUTH PROGRAM	10,000.
CHILDREN'S DISCOVERY MUSEUM 204 N. MAIN STREET VICTORIA, TX 77901		PC	OPERATIONS	1,270.
CHRIST'S KITCHEN P. O. BOX 3391 VICTORIA, TX 77903		PC	OPERATIONS	30,000.
Total	SEE CONTINUATION SHEET(S)			424,898.
b Approved for future payment				
NONE				
Total				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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	137.	
4 Dividends and interest from securities			14	169,085.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	55,960.	
8 Gain or (loss) from sales of assets other than inventory			18	255,932.	
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.		481,114.	0.
13 Total. Add line 12, columns (b), (d), and (e)					481,114.

(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
O'CONNOR FAMILY CEMETERY ASSOCIATION	501(C)(13)	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.

Signature of officer or trustee

Date _____

SECRETARY

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐

PTIN

JOE B. BLAND, CPA

Ed. B. Sandt

MAY 09 2017

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

THE KATHRYN O'CONNOR FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	10 SHS FOSSIL GROUP INC.	P	08/19/16	08/19/16
b	10 SHS FOSSIL GROUP INC.	P	10/21/16	10/21/16
c	10 SHS FOSSIL GROUP INC.	P	12/16/16	12/16/16
d	2 SHS UNION PACIFIC CORP	P	12/16/16	12/16/16
e	525 SHS BP PLC SPONS ADR	P	04/04/14	09/29/16
f	6,000 SHS BANK OF AMERICA CORP WARRANT	P	09/29/14	12/06/16
g	950 SHS CAPITAL ONE FINL CORP WARRANT	P	VARIOUS	11/11/16
h	950 SHS CITIGROUP INC COM	P	06/12/14	02/12/16
i	700 SHS COACH INC. COM	P	VARIOUS	02/12/16
j	1,950 SHS PNC FINL CORP WARRANT	P	07/29/14	05/25/16
k	550 SHS REMY COINTREAU FF COM	P	VARIOUS	04/04/16
l	27 SHS BROOKFIELD BUSINESS PARTNERS	P	06/20/16	09/15/16
m	112 SHS BROOKFIELD BUSINESS PARTNERS LP	P	06/23/16	12/22/16
n	2,850 SHS BP PLC SPONS ADR	P	04/07/14	10/04/16
o	3,800 SHS CAPITAL ONE FINL CRP WTS	P	04/24/14	11/14/16

(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	2,494.		2,494.
b	1,477.		1,477.
c	1,724.		1,724.
d	455.		455.
e	18,445.	25,444.	<6,999.>
f	57,891.	45,007.	12,884.
g	36,771.	32,252.	4,519.
h	35,779.	46,064.	<10,285.>
i	24,080.	26,825.	<2,745.>
j	46,791.	45,541.	1,250.
k	41,516.	44,580.	<3,064.>
l	604.	648.	<44.>
m	2,685.	2,398.	287.
n	102,048.	138,047.	<35,999.>
o	157,722.	129,872.	27,850.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,494.
b			1,477.
c			1,724.
d			455.
e			<6,999.>
f			12,884.
g			4,519.
h			<10,285.>
i			<2,745.>
j			1,250.
k			<3,064.>
l			<44.>
m			287.
n			<35,999.>
o			27,850.

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 }

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

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	4,100 SHS COACH INC.	P	07/08/14	02/16/16
b	7,900 SHS PNC FINANCIAL EXP	P	08/06/14	09/08/16
c	4,000 SHS TESCO PLC SPON ADR	P	03/08/12	04/22/16
d	3,000 SHS ALTRIA GROUP INC.	P	04/21/09	04/11/16
e	2,000 SHS ANHEUSER BUSCH	P	09/08/10	04/14/16
f	65,000 SHS BMW BANK NA CD	P	09/26/13	09/30/16
g	40,000 SHS DISCOVER BANK CD	P	02/28/13	03/07/16
h	35,000 SHS GOLDMAN SACHS BK	P	02/28/13	03/07/16
i	GNMA RETURN OF PRINCIPAL	P	09/23/02	VARIOUS
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	142,238.		144,006.	<1,768.>
b	188,582.		173,021.	15,561.
c	31,617.		60,602.	<28,985.>
d	190,858.		51,024.	139,834.
e	249,488.		112,002.	137,486.
f	65,000.		65,000.	0.
g	40,000.		40,000.	0.
h	35,000.		35,000.	0.
i	2,812.		2,812.	0.
j				
k				
l				
m				
n				
o				

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,768.>
b			15,561.
c			<28,985.>
d			139,834.
e			137,486.
f			0.
g			0.
h			0.
i			0.
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	255,932.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

Recipient 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
COMMUNITY ACTION COMMITTEE OF VICTORIA P.O. BOX 3607 VICTORIA, TX 77903		GOV	PROVIDE MEALS TO ELDERLY OUTSIDE VICTORIA CITY LIMITS	15,500.
COUNTY OF GOLIAD P. O. BOX 1025 GOLIAD, TX 77963		GOV	PAY SALARY & BENEFITS OF A PROFESSIONAL CURATOR	10,000.
DOROTHY O'CONNOR PET ADOPTION CENTER P. O. BOX 400 VICTORIA, TX 77902-0400		POF	OPERATIONS	5,000.
FOOD BANK OF THE GOLDEN CRESCENT P. O. BOX 5085 VICTORIA, TX 77903		PC	OPERATIONS	12,700.
FOSTER PARENTS OF VICTORIA, INC. P. O. BOX 1593 VICTORIA, TX 77902		PC	OPERATIONS	3,000.
GOLDEN CRESCENT CASA, INC. P. O. BOX 1627 VICTORIA, TX 77902-1627		PC	OPERATIONS	15,000.
GOLIAD COUNTY SENIOR CITIZENS, INC. P. O. BOX 1357 GOLIAD, TX 77963-1357		PC	OPERATIONS	5,000.
GOLIAD ISD EDUCATION FOUNDATION P. O. BOX 830 GOLIAD, TX 77963		PC	EDUCATIONAL PROGRAMS	1,500.
GOLIAD VOLUNTEER FIRE DEPARTMENT, CITY OF GOLIAD P. O. BOX 284 GOLIAD, TX 77963		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	2,000.
GULF BEND CENTER P. O. BOX 436 VICTORIA, TX 77902		PC	OPERATIONS	7,590.
Total from continuation sheets				362,451.

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Part XV Supplementary Information**3** Grants and Contributions Paid During the Year (Continuation)

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
HABITAT FOR HUMANITY VICTORIA P. O. BOX 1357 VICTORIA, TX 77902		PC	OPERATIONS	2,445.
MID-COAST FAMILY SERVICES 1801 N. LAURENT, SUITE 200 VICTORIA, TX 77901		PC	YOUTH PROGRAMS	25,375.
NAZARETH ACADEMY 206 WEST CONVENT VICTORIA, TX 77901		PC	OPERATIONS	8,840.
OUR LADY OF GUADALUPE CHURCH P. O. DRAWER I TIVOLI, TX 77990		PC	OPERATIONS	12,000.
OUR LADY OF VICTORY SCHOOL 1309 E. MESQUITE LANE VICTORIA, TX 77901		PC	OPERATIONS	8,840.
PERPETUAL HELP HOME, INC. P. O. BOX 4305 VICTORIA, TX 77903		PC	OPERATIONS	5,925.
QUAIL CREEK VOLUNTEER FIRE DEPARTMENT 513 CHUKAR DRIVE VICTORIA, TX 77905		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	2,000.
RAISIN VOLUNTEER FIRE DEPARTMENT 10842 US HIGHWAY 59 SOUTH VICTORIA, TX 77905		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	2,000.
REFUGIO COUNTY ELDERLY SERVICES P. O. BOX 193 REFUGIO, TX 78377		PC	OPERATIONS	13,000.
REFUGIO COUNTY MEMORIAL HOSPITAL DISTRICT 107 SWIFT STREET REFUGIO, TX 78377		GOV	OPERATIONS	5,050.
Total from continuation sheets				

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient 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
REFUGIO VOLUNTEER FIRE DEPARTMENT P. O. BOX 398 REFUGIO, TX 78377		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	2,000.
ST DENNIS CHURCH P. O. DRAWER I TIVOLI, TX 77990		PC	OPERATIONS	77,256.
ST JOSEPH HIGH SCHOOL 110 E. RED RIVER STREET VICTORIA, TX 77901		PC	OPERATIONS	16,900.
ST THERESE CATHOLIC CHURCH P. O. BOX 1076 WOODSBORO, TX 78393		PC	OPERATIONS	500.
THE PRESIDIO LA BAHIA FOUNDATION P. O. BOX 57 GOLIAD, TX 77963		PC	OPERATIONS	20,000.
THE RIDING CENTER OF VICTORIA P.O. BOX 462 VICTORIA, TX 77976		PC	EXPANDING FACILITIES	4,265.
THE VINE SCHOOL P. O. BOX 2445 VICTORIA, TX 77902		PC	OPERATIONS	4,250.
TIVOLI VOLUNTEER FIRE DEPARTMENT, COUNTY OF REFUGIO 808 COMMERCE, ROOM 107 REFUGIO, TX 78377		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	2,000.
TRINITY EPISCOPAL SCHOOL 1504 N. MOODY VICTORIA, TX 77901		PC	OPERATIONS	8,475.
VICTORIA ADULT LITERACY COUNCIL 802 E. CRESTWOOD VICTORIA, TX 77901		PC	OPERATIONS	1,700.
Total from continuation sheets				

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient 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
VICTORIA CHRISTIAN ASSISTANCE MINISTRY P. O. BOX 1786 VICTORIA, TX 77902		PC	OPERATIONS	10,000.
VICTORIA COUNTY SENIOR CITIZENS ASSOCIATION, INC. P. O. BOX 1433 VICTORIA, TX 77902-1433		PC	OPERATIONS	20,000.
VICTORIA INDEPENDENT SCHOOL DISTRICT P. O. BOX 1759 VICTORIA, TX 77902		GOV	YOUTH PROGRAM	8,000.
VICTORY CHRISTIAN LIFE CENTER 1604 E. CRESTWOOD DRIVE VICTORIA, TX 77901		PC	OPERATIONS	6,340.
YMCA OF GOLDEN CRESCENT, INC. 1806 N. NIMITZ VICTORIA, TX 77901		PC	RENNOVATION/EXPANDING FACILITIES	8,000.
YMCA OF GOLDEN CRESCENT, INC. 1806 N. NIMITZ VICTORIA, TX 77901		PC	OPERATIONS	10,000.
Total from continuation sheets				

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2016

Name of the organization

Employer identification number

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization

Employer identification number

THE KATHRYN O'CONNOR FOUNDATION**74-6039415****Part I Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	O'CONNOR & HEWITT FOUNDATION P. O. BOX 400 VICTORIA, TX 77902-0400	\$ 23,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE KATHRYN O'CONNOR FOUNDATION**74-6039415****Part II Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed

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

Name of organization

Employer identification number

THE KATHRYN O'CONNOR FOUNDATION**74-6039415**

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

Use duplicate copies of Part III if additional space is needed

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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
AMERITRADE INSTITUTIONAL	10.	10.	
BROOKFIELD BUSINESS PARTNERS L.P.	28.	28.	
WELLS FARGO ADVISORS	99.	99.	
TOTAL TO PART I, LINE 3	137.	137.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
T.D. AMERITRADE INSTITUTIONAL	20,465.	0.	20,465.	20,465.	
T.D. AMERITRADE INSTITUTIONAL	3,243.	0.	3,243.	3,243.	
WELLS FARGO ADVISORS	135,091.	0.	135,091.	135,091.	
WELLS FARGO ADVISORS	10,286.	0.	10,286.	10,286.	
TO PART I, LINE 4	169,085.	0.	169,085.	169,085.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY	55,976.	55,976.	
OTHER LOSS - BROOKFIELD BUSINESS PARTNERS, L.P.	<16.>	<16.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	55,960.	55,960.	

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	5,178.	5,178.		0.
OIL & GAS PRODUCTION TAXES	2,584.	2,584.		0.
NET INVESTMENT INCOME				
EXCISE TAX	4,267.	0.		0.
FOREIGN INVESTMENT TAXES	6,109.	6,109.		0.
TO FORM 990-PF, PG 1, LN 18	18,138.	13,871.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSE - FEES	40,526.	40,526.		0.
TO FORM 990-PF, PG 1, LN 23	40,526.	40,526.		0.

FORM 990-PF	OTHER FUNDS	STATEMENT	6
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	7,024,397.	7,044,949.
TOTAL TO FORM 990-PF, PART II, LINE 29	7,024,397.	7,044,949.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	5,276,630.	6,990,894.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,276,630.	6,990,894.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GNMA CERTIFICATES	45,290.	49,352.
TOTAL TO FORM 990-PF, PART II, LINE 12	45,290.	49,352.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WARRANTS	FMV	28,506.	35,190.
SHORT OPTION POSITIONS	FMV	0.	0.
OIL & GAS ROYALTY INTERESTS	FMV	4.	4.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,510.	35,194.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
2010 CHEVY SILVERADO PICKUP	20,743.	20,743.	0.
ORGAN	3,385.	2,200.	1,185.
WATER WELL	4,292.	1,180.	3,112.
ARIA ORIENTAL RUG	2,600.	910.	1,690.
BUILDING IMPROVEMENTS	2,767.	153.	2,614.
A/C UNIT	6,329.	218.	6,111.
TOTAL TO FM 990-PF, PART II, LN 14	40,116.	25,404.	14,712.

FORM 990-PF

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

STATEMENT 11

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

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 12

ACTIVITY ONE

PROVIDED OPERATING AND/OR CAPITAL SUPPORT TO 41 DIFFERENT
NON-PROFIT ORGANIZATIONS IN THE GREATER CROSSROADS AREA OF
SOUTH TEXAS. 36 PRIVATE CHARITIES, FOUR GOVERNMENTAL
ENTITIES, AND ONE PRIVATE OPERATING FOUNDATION BENEFITTED
FROM CONTRIBUTIONS MADE BY THE FOUNDATION DURING 2016.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

424,898.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

THE FOUNDATION ELECTS TO TREAT \$46,000 AS A DISTRIBUTION OUT OF CORPUS
RELATED TO CONTRIBUTIONS RECEIVED IN 2015 AND 2016 FROM THE O'CONNOR
AND HEWITT FOUNDATION (EIN #74-2527227).

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

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

TELEPHONE NUMBER

(361) 578-6271

FORM AND CONTENT OF APPLICATIONS

REQUESTS SHOULD BE IN WRITING, INCLUDING A RESUME OF ACTIVITIES, AND A
SPECIFIC DOLLAR REQUEST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

GENERALLY LIMITED TO CHARITABLE, RELIGIOUS AND EDUCATIONAL ORGANIZATIONS IN
REFUGIO AND VICTORIA COUNTIES, TEXAS.

990-PF	AFFILIATION WITH TAX-EXEMPT ORGANIZATIONS PART XVII, LINE 2, COLUMN (C)	STATEMENT 15
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NAME OF AFFILIATED OR RELATED ORGANIZATION

O'CONNOR FAMILY CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

COMMON CONTROL EXISTS SINCE TWO OF THE FOUR CEMETERY ASSOCIATION OFFICERS
ALSO SERVE AS OFFICERS/TRUSTEES OF THE KATHRYN O'CONNOR FOUNDATION.