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EXTENDED TO NOVEMBER 15, 2018

Form **990-PF**

Department of the Treasury
Internal Revenue Service

C&E 927

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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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: [X] 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) ▶$ 38,039,524.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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0ψ

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			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	22.	22.		STATEMENT 2
4 Dividends and interest from securities	731,618.	731,618.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	630,052.			STATEMENT 1
b Gross sales price for all assets on line 6a 6,417,631.				
7 Capital gain net income (from Part IV, line 2)		682,730.		
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	28,552.	28,552.		STATEMENT 4
12 **Total.** Add lines 1 through 11	1,390,244.	1,442,922.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	57,947.	5,795.		52,152.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	4,433.	443.		3,990.
16a Legal fees				
b Accounting fees				
c Other professional fees STMT 5	149,236.	149,236.		0.
17 Interest				
18 Taxes STMT 6	47,501.	22,201.		0.
19 Depreciation and depletion	1,754.	175.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	495.	48.		432.
24 **Total operating and administrative expenses** Add lines 13 through 23	261,366.	177,898.		56,574.
25 Contributions, gifts, grants paid	1,441,341.			1,441,341.
26 **Total expenses and disbursements.** Add lines 24 and 25	1,702,707.	177,898.		1,497,915.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<312,463.>			
b **Net investment income** (if negative, enter -0-)		1,265,024.		
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	863,953.	1,132,530.	1,133,132.
	3 Accounts receivable ▶ 772,740.			
	Less: allowance for doubtful accounts ▶	25,783.	772,740.	772,740.
	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	14,153.	9,337.	9,337.
	10a Investments - U.S. and state government obligations STMT 9	1,573,338.	2,147,045.	2,131,600.
	b Investments - corporate stock STMT 10	7,432,680.	14,479,898.	22,634,130.
	c Investments - corporate bonds STMT 11	2,844,322.	5,918,417.	5,884,224.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans	500,543.	0.	0.
	13 Investments - other STMT 12	16,379,335.	4,899,162.	5,471,174.
	14 Land, buildings, and equipment: basis ▶ 9,077.			
	Less accumulated depreciation STMT 13▶ 6,137.	4,692.	2,940.	2,940.
	15 Other assets (describe ▶ STATEMENT 14)	180.	247.	247.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	29,638,979.	29,362,316.	38,039,524.
Liabilities	17 Accounts payable and accrued expenses		10,000.	
	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.	10,000.	
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 ▶ [X] 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	29,638,979.	29,352,316.	
	30 **Total net assets or fund balances**	29,638,979.	29,352,316.	
	31 **Total liabilities and net assets/fund balances**	29,638,979.	29,362,316.	

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	29,638,979.
2	Enter amount from Part I, line 27a	2	<312,463.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	25,800.
4	Add lines 1, 2, and 3	4	29,352,316.
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	29,352,316.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	CAPITAL GAINS DIVIDENDS			
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	6,256,625.		5,720,219.	536,406.
b	114,697.		14,682.	100,015.
c	46,309.			46,309.
d				
e				

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

	(i) FMV 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				536,406.
b				100,015.
c				46,309.
d				
e				

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	682,730.
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 doesn't 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))
2016	1,858,568.	32,195,268.	.057728
2015	1,804,940.	35,725,911.	.050522
2014	1,742,377.	36,725,758.	.047443
2013	1,676,812.	35,427,140.	.047331
2012	1,516,664.	33,897,505.	.044743

2	Total of line 1, column (d)	2	.247767
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.049553
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	34,859,785.
5	Multiply line 4 by line 3	5	1,727,407.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,650.
7	Add lines 5 and 6	7	1,740,057.
8	Enter qualifying distributions from Part XII, line 4	8	1,497,915.

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) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).	1	25,300.
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	25,300.
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	25,300.
6 Credits/Payments:		
a 2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 24,652.		
b Exempt foreign organizations - tax withheld at source — 6b: 0.		
c Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d Backup withholding erroneously withheld — 6d: 0.		
7 Total credits and payments. Add lines 6a through 6d	7	34,652.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	15.
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	9,337.
11 Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 9,337. **Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.	2		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	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		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?	6	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	7	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	8b	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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	11		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	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ JOE B. BLAND Telephone no. ▶ 361-578-6271
Located at ▶ 201 E. SANTA ROSA, VICTORIA, TX ZIP+4 ▶ 77901

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

			Yes	No
16	At any time during calendar year 2017, 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			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	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
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 2017?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
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	5b		X
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? SEE STATEMENT 16 ☒ 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			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, and 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 15		57,947.	4,433.	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 NONE	0.
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	34,818,446.
b	Average of monthly cash balances	1b	1,417,277.
c	Fair market value of all other assets	1c	41,339.
d	**Total** (add lines 1a, b, and c)	1d	36,277,062.
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	36,277,062.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 17	4	1,417,277.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,859,785.
6	***Minimum investment return.*** Enter 5% of line 5	6	1,742,989.

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	1,742,989.
2a	Tax on investment income for 2017 from Part VI, line 5 — 2a: 25,300.		
b	Income tax for 2017. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	25,300.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,717,689.
4	Recoveries of amounts treated as qualifying distributions	4	25,800.
5	Add lines 3 and 4	5	1,743,489.
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	1,743,489.

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	1,497,915.
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	1,497,915.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,497,915.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,743,489.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			1,497,712.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 1,497,915.				
a Applied to 2016, but not more than line 2a			1,497,712.	
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 2017 distributable amount				203.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				1,743,286.
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 2012 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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)

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
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					

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).)

ROBERT J. HEWITT

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 18

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*				
AMERICAN RED CROSS - CROSSROADS CHAPTER 1501 E. RED RIVER, STE. A-1 VICTORIA, TX 77901	N/A	PC	EMERGENCY MEDICAL OPERATIONS	3,500.
BLUEBONNET YOUTH RANCH P. O. BOX 90 YOAKUM, TX 77995	N/A	PC	OPERATING FUNDS FOR THE PREVENTION OF CRUELTY TO CHILDREN	5,000.
CAL FARLEYS BOYS RANCH & AFFILIATES P. O. BOX 1890 AMARILLO, TX 79174-0001	N/A	PC	OPERATING FUNDS TO PREVENT CRUELTY TO CHILDREN	1,000.
CHILDREN'S DISCOVERY MUSEUM INC. P. O. BOX 3781 VICTORIA, TX 77903	N/A	PC	MUSEUM OPERATIONS	2,500.
CHRIST'S KITCHEN P. O. BOX 3391 VICTORIA, TX 77903	N/A	PC	PROVIDE MEALS FOR THE HUNGRY IN VICTORIA	51,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,441,341.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	22.	
4 Dividends and interest from securities			14	731,618.	
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	28,552.	
8 Gain or (loss) from sales of assets other than inventory			18	630,052.	
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.		1,390,244.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,390,244.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

		Line	Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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
N/A		

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.

▶ Ellen Hewitt Sanders JUN 08 2018 ▶ Executive Director

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below? See instr ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JOE B. BLAND, CPA	Joe B Bland, CPA	JUN 01 2018		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 O'CONNOR & HEWITT FOUNDATION 74-2527227

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
6,256,625.	5,720,219.	0.	0.	536,406.

(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
114,697.	67,360.	0.	0.	47,337.

CAPITAL GAINS DIVIDENDS FROM PART IV	46,309.
TOTAL TO FORM 990-PF, PART I, LINE 6A	630,052.

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.	22.	22.	
TOTAL TO PART I, LINE 3	22.	22.	

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
WELLS FARGO AGENCY - AMORTIZATION/ACCRE	<16,041.>	0.	<16,041.>	<16,041.>	
WELLS FARGO AGENCY - DIVIDENDS	640,164.	46,309.	593,855.	593,855.	
WELLS FARGO AGENCY - FHLMC POOL - JAN 2017	217.	0.	217.	217.	
WELLS FARGO AGENCY - INTEREST	118,289.	0.	118,289.	118,289.	
WELLS FARGO AGENCY - US INTEREST	35,298.	0.	35,298.	35,298.	
TO PART I, LINE 4	777,927.	46,309.	731,618.	731,618.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
E-TRACS ALERIAN MLP INFRASTRUCTURE	28,552.	28,552.	
TOTAL TO FORM 990-PF, PART I, LINE 11	28,552.	28,552.	

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	148,105.	148,105.		0.
OTHER INVESTMENT EXPENSES	1,131.	1,131.		0.
TO FORM 990-PF, PG 1, LN 16C	149,236.	149,236.		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	22,201.	22,201.		0.
EXCISE TAX	25,300.	0.		0.
TO FORM 990-PF, PG 1, LN 18	47,501.	22,201.		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	480.	48.		432.
PENALTIES	15.	0.		0.
TO FORM 990-PF, PG 1, LN 23	495.	48.		432.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
RECOVERIES OF AMOUNTS TREATED AS QUALIFYING DISTRIBUTIONS IN PRIOR YEARS	25,800.
TOTAL TO FORM 990-PF, PART III, LINE 3	25,800.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		2,147,045.	2,131,600.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,147,045.	2,131,600.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,147,045.	2,131,600.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SEE SUPPLEMENTAL STATEMENT)	14,479,898.	22,634,130.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,479,898.	22,634,130.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS (SEE SUPPLEMENTAL STATEMENT)	5,918,417.	5,884,224.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,918,417.	5,884,224.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS (SEE SUPPLEMENTAL STATEMENT)	COST	4,899,162.	5,471,174.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,899,162.	5,471,174.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAPTOP	3,892.	2,723.	1,169.
COMPUTER & MONITOR	4,568.	3,199.	1,369.
DESK	617.	217.	400.
TOTAL TO FM 990-PF, PART II, LN 14	9,077.	6,139.	2,938.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PURCHASED	180.	247.	247.
TO FORM 990-PF, PART II, LINE 15	180.	247.	247.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

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/DIRECTOR 1.00	0.	0.	0.
ROBERT J. HEWITT, JR. P. O. BOX 400 VICTORIA, TX 77902-0400	VICE PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JOE B. BLAND P. O. BOX 400 VICTORIA, TX 77902-0400	SECRETARY/TREASURER/DIRECT 1.00	0.	0.	0.
VENABLE PROCTOR P. O. BOX 400 VICTORIA, TX 77902-0400	ASSISTANT SECRETARY 1.00	0.	0.	0.
ELLEN H. SANDERS P. O. BOX 400 VICTORIA, TX 77902-0400	EXECUTIVE DIRECTOR 30.00	57,947.	4,433.	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		57,947.	4,433.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 16
PART VII-B, LINE 5C

GRANTEE'S NAME

KATHRYN O'CONNOR FOUNDATION

GRANTEE'S ADDRESS

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

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
23,000.	12/14/17	23,000.

PURPOSE OF GRANT

TO SUPPORT THE OPERATIONS OF ST. DENNIS CHURCH.

DATES OF REPORTS BY GRANTEE

REPORTS RECEIVED MONTHLY

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

THE GRANT FUNDS WERE USED TO PAY FOR OPERATIONAL EXPENSES OF ST. DENNIS CHURCH.

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT STATEMENT 17
PART X, LINE 4

FOR INVESTMENT MANAGEMENT PURPOSES, THE FOUNDATION OFTEN KEEPS CASH ON HAND IN AN AMOUNT EQUAL TO CURRENT YEAR REQUIRED DISTRIBUTIONS PLUS ANTICIPATED ADMINISTRATIVE EXPENSES. THE AMOUNT REPORTED ON LINE 4, PART X IS EQUAL TO THE LESSER OF THE TOTAL OF THOSE ITEMS OR THE FOUNDATION'S ACTUAL AVERAGE ANNUAL BALANCE OF CASH AND CASH EQUIVALENTS.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ELLEN H. SANDERS
P. O. BOX 400
VICTORIA, TX 77902-0400

TELEPHONE NUMBER

361-578-6271

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD BE IN WRITING, INCLUDE A RESUME OF ACTIVITIES AND A SPECIFIC DOLLAR AMOUNT REQUEST.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2017 FORM 990-PF
SUPPLEMENTAL STATEMENT

PART II, LINE 10(b) - CORPORATE STOCK

Description	Valuation Method	End of Year Book Value	End of Year Fair Market Value
COMCAST CORP CLASS A	COST	63,803	355,644
HOME DEPOT	COST	169,990	208,483
LAS VEGAS SANDS CORP COM	COST	199,888	229,317
NIKE INC	COST	237,702	268,965
TARGET CORP	COST	83,668	123,975
TJX COMPANIES INC	COST	43,740	128,453
WALT DISNEY CO	COST	58,629	199,431
ALTRIA GROUP INC COM	COST	58,949	65,483
COCA COLA CO	COST	52,732	56,845
CVS HEALTH CORPORATION	COST	143,867	253,750
GENERAL MILLS INC	COST	28,458	28,341
HAIN CELESTIAL GROUP INC	COST	157,325	165,321
KIMBERLY CLARK CORP COM	COST	25,104	24,494
PEPSICO INC	COST	14,166	16,189
PHILIP MORRIS INTERNATIONAL IN	COST	51,995	56,734
PROCTER & GAMBLE CO	COST	29,614	31,331
CHEVRON CORP	COST	45,885	54,333
EXXON MOBIL CORPORATION	COST	53,512	51,940
OCCIDENTAL PETROLEUM CORP	COST	41,077	44,638
AFFILIATED MANAGERS GROUP, INC COM	COST	159,532	303,770
AMERIPRISE FINANCIAL INC	COST	237,640	338,940
BERKSHIRE HATHAWAY INC	COST	67,554	178,398
BLACKROCK INC	COST	122,974	202,915
CITIGROUP INC	COST	258,911	394,373
CME GROUP INCE	COST	58,984	160,655
JPMORGAN CHASE & CO	COST	121,029	363,596
PNC FINANCIAL SERVICES GROUP	COST	236,683	360,725
ABBVIE INC	COST	25,334	38,781
ELI LILLY & CO COM	COST	162,857	177,366
GILEAD SCIENCES INC	COST	86,967	171,936
MCKESSON CORP	COST	103,430	173,884
MERCK & CO INC NEW	COST	208,927	214,558
THERMO FISHER SCIENTIFIC INC	COST	62,818	241,147
UNITEDHEALTH GROUP INC	COST	53,718	440,920
ZOETIS INC	COST	140,757	172,896
BOEING CO	COST	48,396	206,437
SPIRIT AEROSYSTEMS HODL-CL A	COST	126,625	200,675
UNION PACIFIC CORP	COST	139,272	406,323
UNITED PARCEL SERVICE-CL B	COST	157,726	240,326
ALPHABET INC CL C	COST	176,661	444,720

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2017 FORM 990-PF
SUPPLEMENTAL STATEMENT

PART II, LINE 10(b) - CORPORATE STOCK

Description	Valuation Method	End of Year Book Value	End of Year Fair Market Value
APPLE INC	FMV AT DATE OF DONATION	347,662	676,920
CISCO SYSTEMS INC	COST	192,735	417,470
COGNIZANT TECH SOLUTIONS CRP COM	COST	275,015	340,896
MICROSOFT CORP	COST	248,831	641,550
CELANESE CORP	COST	136,525	299,824
AT&T INC	COST	72,742	72,278
VERIZON COMMUNICATIONS	COST	73,290	77,066
AMERICAN ELECTRIC POWER INC	COST	14,942	17,068
DOMINION ENERGY	COST	47,142	51,554
DUKE ENERGY HOLDING CORP COM	COST	42,022	44,831
PPL CORPORATION	COST	31,602	28,412
PUBLIC SERVICE ENTERPRISE GROUP	COST	17,140	19,725
SOUTHERN CO	COST	21,537	20,246
ASTRAZENECA PLC	COST	40,266	44,763
BCE INC COM NPV	COST	58,398	59,820
BP PLC - ADR	COST	30,533	37,028
BRITISH AMERICAN TOBACCO PLC	COST	17,288	17,484
CANADIAN IMPERIAL BK OF COMMERCE	COST	26,986	29,905
DIAGEO PLC - ADR	COST	135,667	233,648
EATON CORP PLC	COST	86,525	167,501
GLAXOSMITHKLINE PLC - ADR	COST	50,674	42,458
MANULIFE FINANCIAL CORP	COST	193,783	287,868
NATIONAL GRID PLC	COST	53,365	41,226
ROCHE HOLDINGS LTD - ADR	COST	264,299	246,166
SANOFI-AVENTIS	COST	21,689	23,607
SCHLUMBERGER LTD	COST	262,004	249,343
SUNCOR ENERGY INC NEW F	COST	241,752	321,851
TE CONNECTIVITY LTD	COST	195,509	266,112
TOTAL S.A. - ADR	COST	291,426	331,791
VODAFONE GROUP PLC	COST	63,747	69,159
DIAMOND HILL LONG-SHORT FUND	COST	250,000	271,167
GATEWAY FUND	COST	250,000	280,235
ISHARES CORE S&P MID-CAP ETF	COST	1,528,505	3,226,260
ISHARES CORE S&P SMALL-CAP ETF	COST	959,797	1,305,770
ARTISAN INTERNATIONAL FUND	COST	227,873	374,568
HARBOR INTERNATIONAL FUND	COST	266,868	333,935
ISHARES MSCI EAFE ETF	COST	421,622	536,817
MFS RESEARCH INTERNATIONAL FUND	COST	324,297	456,407
T ROWE PRICE INST EMERG MKTS EQUITY	COST	921,774	1,279,021
VANGUARD FTSE EMERGING MKTS ETF	COST	1,457,167	1,595,372

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2017 FORM 990-PF
SUPPLEMENTAL STATEMENT

PART II, LINE 10(b) - CORPORATE STOCK

		End of Year	
Description	Valuation Method	Book Value	Fair Market Value
TOTAL TO PART II, LINE 10(b)		14,479,898	22,634,130

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2017 FORM 990-PF
SUPPLEMENTAL STATEMENT

PART II, LINE 10(c) - CORPORATE BONDS

Description	Valuation Method	End of Year Book Value	End of Year Fair Market Value
FEDERAL HOME LOAN BANK	AMORTIZED COST	127,398	128,136
FEDERAL HOME LOAN MTG CORP POOL	AMORTIZED COST	47,983	50,368
AMERICAN HONDA FINANCE	AMORTIZED COST	151,227	150,489
APPLE INC	AMORTIZED COST	150,881	148,457
AUTOMATIC DATA PROCESSING	AMORTIZED COST	150,912	150,386
BANK OF NEW YORK MELLON	AMORTIZED COST	125,280	131,236
BERKSHIRE HATHAWAY FIN	AMORTIZED COST	103,502	105,749
BLACKROCK INC	AMORTIZED COST	154,884	155,907
BOEING CO	AMORTIZED COST	150,775	158,432
BP CAPITAL MARKETS PLC	AMORTIZED COST	154,165	153,228
CITIBANK CREDIT CARD ISSUANCE	AMORTIZED COST	250,587	248,440
DUKE ENERGY CAROLINAS	AMORTIZED COST	103,824	104,484
FRANKLIN RESOURCES INC	AMORTIZED COST	100,704	100,525
LOWES CORP	AMORTIZED COST	125,402	123,583
MARSH & MCLENNAN COS INC	AMORTIZED COST	128,079	128,781
MICROSOFT CORP	AMORTIZED COST	102,080	100,733
NOVARTIS CAPITAL CORP	AMORTIZED COST	153,302	155,995
NSTAR ELECTRIC CO	AMORTIZED COST	152,407	152,319
ORACLE CORP	AMORTIZED COST	74,949	75,313
SANOFI-AVENTIS	AMORTIZED COST	182,093	184,131
SHELL INTERNATIONAL FIN	AMORTIZED COST	150,094	155,385
SIMON PROPERTY GROUP LP	AMORTIZED COST	154,501	153,559
STATOIL ASA	AMORTIZED COST	202,707	204,550
UNITEDHEALTH GROUP INC	AMORTIZED COST	39,918	42,161
VISA INC	AMORTIZED COST	153,507	153,345
WILLIAMS PARTNERS LP	AMORTIZED COST	149,971	153,437
ABERDEEN GLOBAL HIGH INCOME FUND	COST	237,695	198,343
JPMORGAN HIGH YIELD FUND	COST	310,000	302,960
T ROWE PRICE INSTITUTIONAL FLOAT	COST	150,000	153,368
WF ULTRA SHORT-TERM INCOME FUND	COST	1,000,000	999,705
FIDELITY ADV EMERG MKTS INCOME FUND	COST	331,193	314,993
PIMCO FOREIGN BOND FUND	COST	348,397	345,726
TOTAL TO PART II, LINE 10(c)		5,918,417	5,884,224

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2017 FORM 990-PF
SUPPLEMENTAL STATEMENT

PART II, LINE 13 - OTHER INVESTMENTS

Description	Valuation Method	End of Year Book Value	End of Year Fair Market Value
MUTUAL FUNDS			
AQR MANAGED FUTURES STRATEGY	COST	680,000	632,378
ARBITRAGE FUND	COST	500,000	496,206
BOSTON PTNRS LONG/SHORT RESEARCH	COST	700,000	780,188
MATLIN PATTERSON SECURITIZED CREDIT FD	COST	493,111	496,308
BLACKROCK GLOBAL LG/SHT CREDIT FUND	COST	675,000	710,746
TOTAL MUTUAL FUNDS		3,048,111	3,115,826
REAL ESTATE INVESTMENT TRUSTS			
CROWN CASTLE INTERNATIONAL CORP	COST	37,166	44,848
PUBLIC STORAGE INC	COST	25,723	25,916
REALTY INCOME CORP	COST	13,842	12,373
VENTAS INC	COST	24,793	22,144
WELLTOWER INC	COST	24,975	21,554
TOTAL REAL ESTATE INVESTMENT TRUSTS		126,499	126,835
CREDIT SUISSE CMDY RETURN STRATEGY	COST	330,000	365,695
E-TRACS ALERIAN MLP INFRASTRUCTURE	COST	576,247	410,988
SPDR WILSHIRE INTL REAL ESTATE ETF	COST	305,841	389,271
VANGUARD REIT VIPER	COST	512,464	1,062,559
TOTAL REAL ESTATE FUNDS		1,724,552	2,228,513
TOTAL TO PART II, LINE 13		4,899,162	5,471,174