

EXTENDED TO NOVEMBER 15, 2018

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue ServiceDo 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.

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

A Employer identification number

THE KATHRYN O'CONNOR FOUNDATION

74-6039415

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

Room/suite

B Telephone number

P. O. BOX 400

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 changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

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

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 9,863,101. (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))

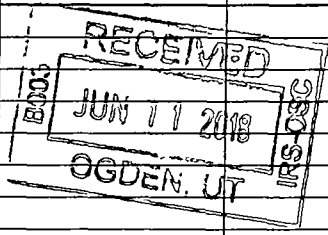
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

Revenue	1 Contributions, gifts, grants, etc., received	23,250.		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	41.	41.		STATEMENT 1	
	4 Dividends and interest from securities	159,979.	159,979.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	264,332.				
	b Gross sales price for all assets on line 6a	1,321,197.				
	7 Capital gain net income (from Part IV, line 2)		264,332.			
	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	67,571.	67,571.		STATEMENT 3		
12 Total. Add lines 1 through 11	515,173.	491,923.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees					
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 4	18,801.	14,458.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	STMT 5	43,173.	43,173.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23		61,974.	57,631.		0.
	25 Contributions, gifts, grants paid		486,647.			486,647.
26 Total expenses and disbursements. Add lines 24 and 25		548,621.	57,631.		486,647.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		<33,448.>				
b Net investment income (if negative, enter -0-)			434,292.			
c Adjusted net income (if negative, enter -0-)			N/A			



03/04

SCANNED JUL 20 2018

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		1,675,742.	1,486,530.	1,486,530.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		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		3,933.	6,190.	6,190.
	10a	Investments - U.S. and state government obligations STMT 7		45,290.	42,882.	45,889.
	b	Investments - corporate stock STMT 8		5,276,630.	5,043,766.	7,907,969.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 9		28,510.	446,565.	411,584.	
14	Land, buildings, and equipment: basis ▶ 25,942.					
	Less: accumulated depreciation STMT 10 ▶ 21,003.		14,712.	4,939.	4,939.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		7,044,949.	7,030,872.	9,863,101.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue			19,371.	
	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.	19,371.		
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		7,044,949.	7,011,501.	STATEMENT 6
30	Total net assets or fund balances		7,044,949.	7,011,501.		
31	Total liabilities and net assets/fund balances		7,044,949.	7,030,872.		

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	7,044,949.
2	Enter amount from Part I, line 27a	2	<33,448.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,011,501.
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	7,011,501.

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			
b			
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 1,321,197.		1,056,865.	264,332.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			264,332.
b			
c			
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	264,332.
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	420,631.	8,463,287.	.049701
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

2 Total of line 1, column (d)	2	.217607
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	.043521
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	9,101,528.
5 Multiply line 4 by line 3	5	396,108.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,343.
7 Add lines 5 and 6	7	400,451.
8 Enter qualifying distributions from Part XII, line 4	8	486,647.

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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax

6a	10,533.
6b	0.
6c	0.
6d	0.

1	4,343.
2	0.
3	4,343.
4	0.
5	4,343.
7	10,533.
8	0.
9	
10	6,190.
11	0.

6,190. Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the 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)

- 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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address **NONE**
- 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 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?
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country

	Yes	No
11		X
12		X
13	X	
15	N/A	
16		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.

- 1a During the year, did the foundation (either directly or indirectly):
- (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No
- (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No
- (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No
- b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions
Organizations relying on a current notice regarding disaster assistance, check here **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 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**
- 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**
- 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**

	Yes	No
1b		
1c		X
2b	N/A	
3b	N/A	
4a		X
4b		X

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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

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 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	486,647.
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,540,538.
b	Average of monthly cash balances	1b	1,869,008.
c	Fair market value of all other assets	1c	110,879.
d	Total (add lines 1a, b, and c)	1d	9,520,425.
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	9,520,425.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 13	4	418,897.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,101,528.
6	Minimum investment return. Enter 5% of line 5	6	455,076.

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	455,076.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	4,343.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,343.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	450,733.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	450,733.
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	450,733.

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	486,647.
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	486,647.
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	4,343.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	482,304.

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				450,733.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			60,527.	
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: ► \$ 486,647.				
a Applied to 2016, but not more than line 2a			60,527.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	23,000.			
d Applied to 2017 distributable amount				403,120.
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	23,000.			
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 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				47,613.
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)	23,000.			
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 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	10,000.
BILLY T. CATTAN RECOVERY OUTREACH CENTER 908 N. LAURENT VICTORIA, TX 77901		PC	FUNDS TO PROVIDE TREATMENT SERVICES FOR ALCOHOL AND SUBSTANCE ABUSE	1,000.
BOYS & GIRLS CLUB OF REFUGIO COUNTY P.O. BOX 56 REFUGIO, TX 78377		PC	YOUTH PROGRAM	15,000.
BOYS & GIRLS CLUB OF VICTORIA, INC. P. O. BOX 2565 VICTORIA, TX 77902		PC	YOUTH PROGRAM	12,500.
CHILDREN'S DISCOVERY MUSEUM 204 N. MAIN STREET VICTORIA, TX 77901		PC	OPERATIONS	1,500.
Total	SEE CONTINUATION SHEET(S)			486,647.
b Approved for future payment				
NONE				
Total				0.

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

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) (2017)

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
<u>1</u>	<u>O'CONNOR & HEWITT FOUNDATION</u> <u>P. O. BOX 400</u> <u>VICTORIA, TX 77902-0400</u>	\$ <u>23,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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
CHRIST'S KITCHEN P. O. BOX 3391 VICTORIA, TX 77903		PC	OPERATIONS	20,000.
COMMUNITY ACTION COMMITTEE OF VICTORIA P.O. BOX 3607 VICTORIA, TX 77903		GOV	PROVIDE MEALS TO ELDERLY OUTSIDE VICTORIA CITY LIMITS	10,000.
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.
FELLOWSHIP OF CHRISTIAN ATHLETES 422 COUNTY ROAD 3011 EDNA, TX 77957		PC	OPERATIONS	1,000.
FOOD BANK OF THE GOLDEN CRESCENT P. O. BOX 5085 VICTORIA, TX 77903		PC	OPERATIONS	15,000.
FOSTER PARENTS OF VICTORIA, INC. P. O. BOX 1593 VICTORIA, TX 77902		PC	OPERATIONS	6,000.
GOLDEN CRESCENT CASA, INC. P. O. BOX 1627 VICTORIA, TX 77902-1627		PC	OPERATIONS	20,000.
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	1,800.
Total from continuation sheets				446,647.

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
GOLIAD VOLUNTEER FIRE DEPARTMENT, CITY OF GOLIAD P. O. BOX 284 GOLIAD, TX 77963		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	3,000.
GULF BEND CENTER P. O. BOX 436 VICTORIA, TX 77902		PC	OPERATIONS	11,500.
HABITAT FOR HUMANITY VICTORIA P. O. BOX 1357 VICTORIA, TX 77902		PC	OPERATIONS	3,000.
JOY MINISTRIES OUTREACH, INC. 1106 W. HOUSTON ROAD REFUGIO, TX 78377		PC	OPERATIONS	5,000.
LIFE AT ITS BEST FOUNDATION, INC. DBA HOUSE OF PALMS P.O. BOX 4528 VICTORIA, TX 77903		PC	ASSIST IN FUNDING THE COST OF OPERATIONS OF A HOME FOR PREGNANT TEENAGE GIRLS	1,500.
MID-COAST FAMILY SERVICES 1801 N. LAURENT, SUITE 200 VICTORIA, TX 77901		PC	YOUTH PROGRAMS	30,000.
NAZARETH ACADEMY 206 WEST CONVENT VICTORIA, TX 77901		PC	OPERATIONS	10,500.
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	10,500.
PAPPY'S ANIMAL RESCUE 290 FAIRGROUND ROAD REFUGIO, TX 78377		PC	REPAIRS TO AND COMPLETION OF ANIMAL SHELTER FACILITY	1,000.
Total from continuation sheets				

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
PERPETUAL HELP HOME, INC. P. O. BOX 4305 VICTORIA, TX 77903		PC	OPERATIONS	7,000.
QUAIL CREEK VOLUNTEER FIRE DEPARTMENT 513 CHUKAR DRIVE VICTORIA, TX 77905		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	3,000.
RAISIN VOLUNTEER FIRE DEPARTMENT 10842 US HIGHWAY 59 SOUTH VICTORIA, TX 77905		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	3,000.
REFUGIO COUNTY ELDERLY SERVICES P. O. BOX 193 REFUGIO, TX 78377		PC	OPERATIONS	15,000.
REFUGIO COUNTY MEMORIAL HOSPITAL DISTRICT 107 SWIFT STREET REFUGIO, TX 78377		GOV	OPERATIONS	5,500.
REFUGIO LITTLE LEAGUE 513 O'BRIEN ROAD REFUGIO, TX 78377		PC	OPERATIONS	1,500.
REFUGIO VOLUNTEER FIRE DEPARTMENT P. O. BOX 398 REFUGIO, TX 78377		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	3,000.
SPECIAL OLYMPICS TEXAS 1804 RUTHERFORD LANE AUSTIN, TX 78754		PC	ASSIST IN YEAR-ROUND TRAINING AND ATHLETIC COMPETITION FOR CHILDREN AND ADULTS WITH DISABILITIES	2,500.
ST DENNIS CHURCH P. O. DRAWER I TIVOLI, TX 77990		PC	OPERATIONS	105,847.
ST JOSEPH HIGH SCHOOL 110 E. RED RIVER STREET VICTORIA, TX 77901		PC	OPERATIONS	12,000.
Total from continuation sheets				

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
ST THERESE CATHOLIC CHURCH P. O. BOX 1076 WOODSBORO, TX 78393		PC	OPERATIONS	
			OPERATIONS	500.
THE PRESIDIO LA BAHIA FOUNDATION P. O. BOX 57 GOLIAD, TX 77963		PC	OPERATIONS	20,000.
THE PRESIDIO LA BAHIA FOUNDATION P.O. BOX 57 GOLIAD, TX 77963		PC	RESTORATION OF BUILDING	1,000.
THE RIDING CENTER OF VICTORIA P.O. BOX 462 VICTORIA, TX 77976		PC	EXPANDING FACILITIES	5,000.
THE VINE SCHOOL P. O. BOX 2445 VICTORIA, TX 77902		PC	OPERATIONS	5,000.
TIVOLI VOLUNTEER FIRE DEPARTMENT, COUNTY OF REFUGIO 808 COMMERCE, ROOM 107 REFUGIO, TX 78377		PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	3,000.
TRINITY EPISCOPAL SCHOOL 1504 N. MOODY VICTORIA, TX 77901		PC	OPERATIONS	5,000.
VICTORIA ADULT LITERACY COUNCIL 802 E. CRESTWOOD VICTORIA, TX 77901		PC	OPERATIONS	2,000.
VICTORIA CHRISTIAN ASSISTANCE MINISTRY P. O. BOX 1786 VICTORIA, TX 77902		PC	OPERATIONS	15,000.
VICTORIA COUNTY SENIOR CITIZENS ASSOCIATION, INC. P. O. BOX 1433 VICTORIA, TX 77902-1433		PC	OPERATIONS	25,000.
Total from continuation sheets				

74-6039415

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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	41.	41.	
TOTAL TO PART I, LINE 3	41.	41.	

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	22,069.	0.	22,069.	22,069.	
T.D. AMERITRADE INSTITUTIONAL	2,626.	0.	2,626.	2,626.	
WELLS FARGO ADVISORS	123,765.	0.	123,765.	123,765.	
WELLS FARGO ADVISORS	11,519.	0.	11,519.	11,519.	
TO PART I, LINE 4	159,979.	0.	159,979.	159,979.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTY	67,571.	67,571.	
TOTAL TO FORM 990-PF, PART I, LINE 11	67,571.	67,571.	

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	4,793.	4,793.		0.
OIL & GAS PRODUCTION TAXES	3,110.	3,110.		0.
NET INVESTMENT INCOME				
EXCISE TAX	4,343.	0.		0.
FOREIGN INVESTMENT TAXES	6,555.	6,555.		0.
TO FORM 990-PF, PG 1, LN 18	18,801.	14,458.		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	43,173.	43,173.		0.
TO FORM 990-PF, PG 1, LN 23	43,173.	43,173.		0.

FORM 990-PF	OTHER FUNDS	STATEMENT	6
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DESCRIPTION	(A) BEGINNING OF YEAR	(B) END OF YEAR
ENDOWMENT FUND	7,044,949.	7,011,501.
TOTAL TO FORM 990-PF, PART II, LINE 29	7,044,949.	7,011,501.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GNMA PASS-THROUGH POOL	X		42,882.	45,889.
TOTAL U.S. GOVERNMENT OBLIGATIONS			42,882.	45,889.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			42,882.	45,889.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SEE SUPPLEMENTAL STATEMENT)	5,043,766.	7,907,969.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,043,766.	7,907,969.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS (SEE SUPPLEMENTAL STATEMENT)	FMV	446,561.	411,580.
OIL & GAS ROYALTY INTERESTS	FMV	4.	4.
TOTAL TO FORM 990-PF, PART II, LINE 13		446,565.	411,584.

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.
LAWNMOWER	5,199.	260.	4,939.
TOTAL TO FM 990-PF, PART II, LN 14	25,942.	21,003.	4,939.

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 48 DIFFERENT
NON-PROFIT ORGANIZATIONS IN THE GREATER CROSSROADS AREA OF
SOUTH TEXAS. 43 PRIVATE CHARITIES, FOUR GOVERNMENTAL
ENTITIES, AND ONE PRIVATE OPERATING FOUNDATION BENEFITTED
FROM CONTRIBUTIONS MADE BY THE FOUNDATION DURING 2017.

EXPENSES

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

486,647.

FORM 990-PF

CASH DEEMED CHARITABLE EXPLANATION STATEMENT
PART X, LINE 4

STATEMENT 13

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

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

STATEMENT 14

THE FOUNDATION ELECTS TO TREAT \$23,000 AS A DISTRIBUTION OUT OF CORPUS
RELATED TO CONTRIBUTIONS RECEIVED IN 2017, FROM THE O'CONNOR AND
HEWITT FOUNDATION (EIN #74-2527227).

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 15

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 16

NAME OF AFFILIATED OR RELATED ORGANIZATION

O'CONNOR FAMILY CEMETERY ASSOCIATION

DESCRIPTION OF RELATIONSHIP WITH AFFILIATED OR RELATED ORGANIZATION

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

THE KATHRYN O'CONNOR FOUNDATION
EIN 74-6039415
2017 FORM 990-PF
SUPPLEMENTAL STATEMENT

PART II, LINE 10(b) - CORPORATE STOCK

Description	Valuation Method	End of Year	
		Book Value	Fair Market Value
COMMON STOCK			
ACCENTURE PLC IRELAND	COST	54,041	306,180
BANK NEW YORK MELLON CORP	COST	41,331	107,720
BANK OF AMERICA CORP	COST	173,441	323,244
BERKSHIRE HATHAWAY INC	COST	159,362	396,440
BROOKFIELD ASSET MGMT INC	AMORT CST	243,281	302,603
C H. ROBINSON WORLDWIDE INC	COST	136,280	218,271
CHECK POINT SOFTWARE TECH	COST	163,216	336,765
COGNIZANT TECH SOLUTIONS CRP	COST	551,253	748,196
FAIRFAX FINANCIAL HOLDINGS LTD	COST	194,964	318,204
FOSSIL GROUP INC	COST	26,724	7,770
INTL BUSINESS MACHINES	COST	190,024	153,420
MARKEL CP	COST	94,780	170,870
MASTERCARD INC	COST	61,790	105,952
MICROSOFT CORP	COST	133,600	427,700
NIKE INC	COST	256,459	293,985
NXP SEMICONDUCTOR NV	COST	59,356	70,254
ORACLE CORP	COST	118,400	212,760
PEPSICO INCORPORATED	COST	82,341	179,880
PHILIP MORRIS INTL	COST	134,234	295,820
QUALCOMM INC	COST	179,768	176,055
ROSS STORES INC	COST	48,540	72,225
STARBUCKS CORP	COST	327,403	344,580
SYNTEL INC	COST	211,126	285,076
TICC CAPITAL CORP	COST	67,862	40,180
TWENTY FIRST CENTURY FOX INC	COST	292,439	311,345
UNION PACIFIC CORP	COST	66,701	90,518
UNION PACIFIC CORP	COST	205,353	274,905
US BANKCORP	COST	41,041	69,654
WELLS FARGO & CO	COST	47,232	109,206
AMERICAN DEPOSITARY RECEIPTS			
DIAGEO PLC	COST	61,224	87,618
NESTLE S A	COST	226,069	287,999
ROYAL DUTCH SHELL PLC	COST	247,584	320,208
UNILEVER PLC	COST	146,547	462,366
TOTAL TO PART II, LINE 10(b)		5,043,766	7,907,969

THE KATHRYN O'CONNOR FOUNDATION
EIN 74-6039415
2017 FORM 990-PF
SUPPLEMENTAL STATEMENT

PART II, LINE 13 - OTHER INVESTMENTS

Description	Valuation Method	End of Year	
		Book Value	Fair Market Value
CERTIFICATES OF DEPOSIT			
ALLY BANK	COST	75,000	74,669
WELLS FARGO BANK	COST	65,000	63,997
CAPITAL ONE	COST	50,000	49,735
DISCOVER BANK	COST	50,000	49,893
WARRANTS			
AMERICAN INTERNATIONAL GROUP INC	AMORT CST	169,468	154,020
REAL ESTATE INVESTMENT TRUSTS			
REDWOOD TRUST INC	AMORT CST	37,093	19,266
TOTAL TO PART II, LINE 13		446,561	411,580