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EXTENDED TO NOVEMBER 16, 2020

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

1912

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation	A Employer identification number
THE O'CONNOR & HEWITT FOUNDATION	74-2527227
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P. O. BOX 400	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 ▶ ☐

6

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

04

3/4

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) ▶$ 38,509,591.

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 ▶ ☐

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	26,243.	26,243.		STATEMENT 2
	4 Dividends and interest from securities	914,782.	914,782.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,417,448.			STATEMENT 1
	b Gross sales price for all assets on line 6a 10,979,118.				
	7 Capital gain net income (from Part IV, line 2)		1,456,192.		
	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	27,071.	27,071.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	2,385,544.	2,424,288.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	67,062.	6,706.		60,356.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	5,130.	513.		4,617.
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 5	151,313.	151,313.		0.
	17 Interest				
	18 Taxes STMT 6	54,116.	31,777.		0.
	19 Depreciation and depletion	908.	91.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	835.	2.		833.
	24 **Total operating and administrative expenses** Add lines 13 through 23	279,364.	190,402.		65,806.
	25 Contributions, gifts, grants paid	1,761,050.			1,761,050.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,040,414.	190,402.		1,826,856.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	345,130.			
	b **Net investment income** (if negative, enter -0-)		2,233,886.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,204,525.	1,780,450.	1,780,813.
	3 Accounts receivable ▶ 5,533.			
	Less: allowance for doubtful accounts ▶	13,185.	5,533.	5,533.
	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	1,063.	30,224.	30,224.
	10a Investments - U.S. and state government obligations	2,242,661.	3,191,172.	3,260,460.
	b Investments - corporate stock	15,747,266.	14,136,112.	23,349,664.
	c Investments - corporate bonds	4,943,231.	6,804,274.	6,876,534.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	4,837,293.	3,380,591.	3,199,180.
	14 Land, buildings, and equipment: basis ▶ 9,076.			
	Less accumulated depreciation ▶ 8,798.	1,185.	278.	278.
	15 Other assets (describe ▶)	0.	6,905.	6,905.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	28,990,409.	29,335,539.	38,509,591.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30**			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	28,990,409.	29,335,539.	
	29 **Total net assets or fund balances**	28,990,409.	29,335,539.	
	30 **Total liabilities and net assets/fund balances**	28,990,409.	29,335,539.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	28,990,409.
2	Enter amount from Part I, line 27a	2	345,130.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	29,335,539.
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 29	6	29,335,539.

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	10,834,726.		9,512,128.	1,322,598.
b	113,159.		10,798.	102,361.
c	31,233.			31,233.
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				1,322,598.
b				102,361.
c				31,233.
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** 1,456,192.

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))
2018	1,757,041.	37,043,791.	.047431
2017	1,497,915.	34,859,785.	.042970
2016	1,858,568.	32,195,268.	.057728
2015	1,804,940.	35,725,911.	.050522
2014	1,742,377.	36,725,758.	.047443

2	**Total** of line 1, column (d)	2	.246094
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	.049219
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	35,345,596.
5	Multiply line 4 by line 3	5	1,739,675.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,339.
7	Add lines 5 and 6	7	1,762,014.
8	Enter qualifying distributions from Part XII, line 4	8	1,826,856.

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 ▶ [X] and enter 1% of Part I, line 27b			1	22,339.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)			2	0.
3 Add lines 1 and 2			3	22,339.
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	22,339.
6 Credits/Payments:				
a 2019 estimated tax payments and 2018 overpayment credited to 2019	6a	52,563.		
b Exempt foreign organizations - tax withheld at source	6b	0.		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d Backup withholding erroneously withheld	6d	0.		
7 Total credits and payments Add lines 6a through 6d			7	52,563.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	0.
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	30,224.
11 Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶ 30,224. **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 2019 or the tax year beginning in 2019? 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 ▶ MARY KAY JANSSEN 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 2019, 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 2019?		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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	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 2019?		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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	[X] 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 [X] 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 15	[X] 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 [X] 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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		
8 Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year?	[ ] Yes [X] No			

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 14		67,062.	5,130.	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	35,686,923.
b	Average of monthly cash balances	1b	1,460,849.
c	Fair market value of all other assets	1c	6,985.
d	**Total** (add lines 1a, b, and c)	1d	37,154,757.
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	37,154,757.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 16	4	1,809,161.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,345,596.
6	**Minimum investment return.** Enter 5% of line 5	6	1,767,280.

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	1,767,280.
2a	Tax on investment income for 2019 from Part VI, line 5 — 2a: 22,339.		
b	Income tax for 2019. (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	22,339.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,744,941.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,744,941.
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	1,744,941.

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	1,826,856.
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	1,826,856.
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	22,339.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,804,517.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,744,941.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			1,809,161.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2019.				
a From 2014				
b From 2015				
c From 2016				
d From 2017				
e From 2018				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 1,826,856.				
a Applied to 2018, but not more than line 2a			1,809,161.	
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 2019 distributable amount				17,695.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2019 (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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				1,727,246.
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 2014 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2020** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016				
c Excess from 2017				
d Excess from 2018				
e Excess from 2019				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	(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 17

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	SUPPORT OF HOME FIRE CAMPAIGN	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.
BOY SCOUTS OF AMERICA - SOUTH TEXAS COUNCIL P.O. BOX 1054 VICTORIA, TX 77902	N/A	PC	PREPARE YOUNG PEOPLE TO MAKE ETHICAL CHOICES BY INSTILLING THE VALUES OF THE SCOUT OATH AND LAW	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	UNDERWRITING OF ANNUAL FUNDRAISING GALA	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,761,050.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	26,243.	
4 Dividends and interest from securities			14	914,782.	
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	27,071.	
8 Gain or (loss) from sales of assets other than inventory			18	1,417,448.	
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.		2,385,544.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,385,544.

(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**

			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 NOV 11 2020

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
EARL T. FALES, CPA	Earl T. Fales, CPA	NOV 05 2020		P00145032

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

923622 12-17-19

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
CHISHOLM TRAIL HERITAGE MUSEUM P. O. BOX 866 CUERO, TX 77954	N/A	PC	FUND MUSEUM OPERATIONS	500.
CHRIST'S KITCHEN P. O. BOX 3391 VICTORIA, TX 77903	N/A	PC	PROVIDE MEALS FOR THE HUNGRY IN VICTORIA	60,000.
COUNTY OF REFUGIO - DENNIS M. O'CONNOR LIBRARY 808 W. COMMERCE, RM 104 REFUGIO, TX 78377	N/A	GOV	LIBRARY OPERATIONS	40,000.
DOROTHY O'CONNOR PET ADOPTION CENTER P.O. BOX 400 VICTORIA, TX 77902-0400	N/A	POF	OPERATING SUPPORT FOR PET SHELTER AND ADOPTION AGENCY	497,126.
FOOD BANK OF THE GOLDEN CRESCENT P. O. BOX 5085 VICTORIA, TX 77903	N/A	PC	FUNDING TO FEED THE HUNGRY IN VICTORIA COUNTY	60,000.
FULTON VOLUNTEER FIRE DEPARTMENT INC. P. O. BOX 503 FULTON, TX 78382	N/A	PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	1,000.
GOLDEN CRESCENT COURT APPOINTED SPECIAL ADVOCATES INC. (CASA) P. O. BOX 1627 VICTORIA, TX 77902-1627	N/A	PC	OPERATING FUNDS FOR THE PREVENTION OF CRUELTY TO CHILDREN	20,000.
GOLDEN CRESCENT HABITAT FOR HUMANITY P. O. BOX 1357 VICTORIA, TX 77902-1357	N/A	PC	FUNDING FOR THE REPAIR AND REPLACEMENT OF HOMES DAMAGED BY HURRICANE HARVEY IN VICTORIA COUNTY	100,000.
GOLIAD COUNTY 4-H 329 W. FRANKLIN GOLIAD, TX 77963	N/A	PC	FUNDING FOR QUALITY EDUCATIONAL OPPORTUNITIES	3,000.
GULF BEND CENTER 6502 NURSERY DRIVE, SUITE 100 VICTORIA, TX 77904	N/A	GOV	OPERATIONAL SUPPORT FOR THE WELLNESS COMMUNITY HOUSING PROGRAM	200,000.
Total from continuation sheets				1,744,050.

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
HOSPICE OF SOUTH TEXAS INC. 605 E. LOCUST VICTORIA, TX 77901	N/A	PC	OPERATIONAL SUPPORT - ASSISTANCE TO THE TERMINALLY ILL	10,500.
HUMANE SOCIETY & ADOPTION CENTER OF ROCKPORT-FULTON P.O. BOX 1502 FULTON, TX 78368	N/A	PC	UNDERWRITING OF ANNUAL FUNDRAISING GALA	2,000.
KATHRYN O'CONNOR FOUNDATION P. O. BOX 400 VICTORIA, TX 77902-0400	N/A	PF	FUNDING FOR THE OPERATIONS AND REPAIRS OF ST. DENNIS CHURCH	23,000.
LAMAR VOLUNTEER FIRE DEPARTMENT INC. P. O. BOX 294 FULTON, TX 78358	N/A	PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	500.
MID-COAST FAMILY SERVICES 120 S. MAIN, STE. 310 VICTORIA, TX 77901	N/A	PC	PREVENT HOMELESSNESS, FAMILY VIOLENCE & SEXUAL ASSAULT	25,000.
PERPETUAL HELP HOME INC. P. O. BOX 4305 VICTORIA, TX 77903	N/A	PC	PROVIDE FUNDS TO ASSIST WOMEN AS THEY MAKE POSITIVE LIFE CHANGES	4,000.
PRESIDIO LA BAHIA FOUNDATION P. O. BOX 57 GOLIAD, TX 77963	N/A	PC	MUSEUM OPERATIONS	2,000.
REFUGIO VOLUNTEER FIRE DEPARTMENT P. O. BOX 398 REFUGIO, TX 78377	N/A	PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	5,000.
RICE UNIVERSITY - BAKER INSTITUTE 6100 MAIN STREET, SUITE 120 HOUSTON, TX 77005	N/A	PC	OPERATIONAL SUPPORT AND FELLOWSHIPS	2,500.
ROCKPORT CENTER FOR THE ARTS (ROCKPORT ART ASSOCIATION, INC.) 902 NAVIGATION CIRCLE ROCKPORT, TX 78382	N/A	PC	UNDERWRITING OF 2019 ART GALA	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
ROCKPORT VOLUNTEER FIRE DEPARTMENT INC. P. O. BOX 1325 ROCKPORT, TX 78381	N/A	PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	2,000.
SALVATION ARMY P. O. BOX 3045 VICTORIA, TX 77903-3045	N/A	PC	FUNDING TO HELP MEET HUMAN NEEDS	50,000.
SOUTH TEXAS ZOOLOGICAL SOCIETY - THE TEXAS ZOO 110 MEMORIAL DRIVE VICTORIA, TX 77901	N/A	PC	ZOO OPERATIONS	6,000.
ST. JOSEPH HIGH SCHOOL 110 E. RED RIVER VICTORIA, TX 77901	N/A	PC	OPERATING AND CAPITAL FUNDS FOR QUALITY RELIGIOUS EDUCATION	43,500.
TEXAS A&M FOUNDATION - DR. BARRETT ENDOWMENT 4461 TAMU COLLEGE STATION, TX 77843-4461	N/A	PC	SCHOLARSHIPS	2,000.
TEXAS MARITIME MUSEUM ASSOCIATION INC. 1202 NAVIGATION CIRCLE ROCKPORT, TX 78382	N/A	PC	UNDERWRITING OF 2019 FUNDRAISING GALA	4,500.
THEATRE VICTORIA 214 N. MAIN STREET VICTORIA, TX 77901	N/A	PC	OPERATIONAL SUPPORT TO PROVIDE THE RESIDENTS OF VICTORIA VARIOUS THEATRICAL PRODUCTIONS	10,000.
TRINITY EPISCOPAL CHURCH 1501 N. GLASS VICTORIA, TX 77901	N/A	PC	OPERATIONS AND OTHER CHARITABLE NEEDS OF THE CHURCH	50,000.
TRINITY EPISCOPAL SCHOOL 1504 N. MOODY VICTORIA, TX 77901	N/A	PC	SALARY, AUDIT AND OTHER OPERATIONAL AND CAPITAL EXPENDITURES	143,424.
UNIVERSITY OF HOUSTON-VICTORIA 3007 N. BEN WILSON VICTORIA, TX 77901	N/A	GOV	SCHOLARSHIPS	2,000.
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
VICTORIA BACH FESTIVAL ASSOCIATION INC. P. O. BOX 1086 VICTORIA, TX 77902	N/A	PC	UNDERWRITING OF OPERATIONS AND ANNUAL FESTIVAL	15,000.
VICTORIA BALLET THEATRE 2508 E. MOCKINGBIRD LANE VICTORIA, TX 77904-2443	N/A	PC	OPERATIONAL SUPPORT	2,000.
VICTORIA COLLEGE FOUNDATION INC. 2200 E. RED RIVER VICTORIA, TX 77901	N/A	PC	SUPPORT FOR VICTORIA COLLEGE, ITS STUDENTS, FACULTY AND ACADEMIC PROGRAMS	50,000.
VICTORIA COUNTY 4-H 528 WACO CIRCLE VICTORIA, TX 77904	N/A	PC	FUNDING TO PROVIDE QUALITY EDUCATIONAL OPPORTUNITIES	500.
VICTORIA COUNTY MASTER GARDENER ASSOCIATION P. O. BOX 1723 VICTORIA, TX 77902	N/A	PC	FUNDING TO PROVIDE QUALITY EDUCATIONAL OPPORTUNITIES	1,000.
VICTORIA COUNTY SENIOR CITIZENS ASSOCIATION INC. P. O. BOX 1433 VICTORIA, TX 77902-1433	N/A	PC	FUNDING TO SUPPORT INDEPENDENT LIVING FOR SENIORS WITHIN VICTORIA COUNTY	75,000.
VICTORIA COUNTY UNITED WAY INC. 101 S. MAIN, SUITE 500 VICTORIA, TX 77901	N/A	PC	CREATE OPPORTUNITIES FOR A BETTER LIFE FOR VICTORIA COUNTY RESIDENTS	10,000.
VICTORIA FINE ARTS ASSOCIATION INC. 1002 SAM HOUSTON VICTORIA, TX 77901	N/A	PC	UNDERWRITING OF JAM FEST 2019 FESTIVAL	3,000.
VICTORIA PRESERVATION, INC. P. O. BOX 1486 . VICTORIA, TX 77902	N/A	PC	OPERATIONAL SUPPORT	2,500.
VICTORIA REGIONAL MUSEUM ASSOCIATION INC. P. O. BOX 1776 VICTORIA, TX 77902	N/A	PC	UNDERWRITING OF MADELINE O'CONNOR EXHIBIT	500.
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
VICTORIA ROTARY FOUNDATION INC. P. O. BOX 2301 VICTORIA, TX 779022301	N/A	PC	FUNDING TO IMPROVE THE VICTORIA COMMUNITY	2,500.
VICTORIA SYMPHONY SOCIETY INC. 405 E LOMA VISTA VICTORIA, TX 77901	N/A	PC	FUNDING TO PROVIDE QUALITY EDUCATIONAL OPPORTUNITIES AND PROMOTION OF THE ARTS	10,000.
VINE SCHOOL 2911 D AZALEA ST. VICTORIA, TX 77901	N/A	PC	FUNDING TO PROVIDE QUALITY EDUCATION TO CHILDREN WITH AUTISM	100,000.
WARRIOR'S WEEKEND 3603 MIORI LANE VICTORIA, TX 77901	N/A	PC	SUPPORT FOR COMBAT VETERANS OF THE UNITED STATES ARMED FORCES	7,500.
YMCA OF THE GOLDEN CRESCENT INC. 1806 N. NIMITZ VICTORIA, TX 77901	N/A	PC	FUNDING TO PROVIDE QUALITY YOUTH PROGRAMS	1,000.
CHARIS BIBLE COLLEGE 901 N. O'CONNOR RD #120 IRVING, TX 75061	N/A	PC	OPERATIONAL SUPPORT	3,000.
INEZ VOLUNTEER FIRE DEPARTMENT 297 RAILROAD ST. INEZ, TX 77968	N/A	PC	VOLUNTEER FIRE DEPARTMENT OPERATIONS	3,000.
MUSEUM OF CONTEMPORARY ART - DENVER 1485 DELGANY ST. DENVER, CO 80202		PC	OPERATIONAL SUPPORT	2,000.
JUNIOR LEAGUE OF VICTORIA 202 N. MAIN STREET VICTORIA, TX 77901	N/A	PC	UNDERWRITING OF 2019 RUN FOR THE ROSE	10,000.
THE DAVID ROSS FETZER FOUNDATION FOR EMERGING ARTISTS 1169 E YALE AVE SALT LAKE CITY, UT 84105	N/A	PC	SUPPORT FOR THE VICTORIA TX INDE FILM FESTIVAL	25,000.
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
VICTORIA COLLEGE FOUNDATION INC. 2200 E. RED RIVER VICTORIA, TX 77901	N/A	PC	ANNUAL FUNDING OF HEWITT ENDOWMENT	50,000.
Total from continuation sheets				

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
10,834,726.	9,512,128.	0.	0.	1,322,598.

(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
113,159.	49,542.	0.	0.	63,617.

CAPITAL GAINS DIVIDENDS FROM PART IV	31,233.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,417,448.

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.	26,243.	26,243.	
TOTAL TO PART I, LINE 3	26,243.	26,243.	

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 BANK, N.A. - DIVIDENDS	799,116.	31,233.	767,883.	767,883.	
WELLS FARGO BANK, N.A. - INTEREST	146,899.	0.	146,899.	146,899.	
TO PART I, LINE 4	946,015.	31,233.	914,782.	914,782.	

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	26,363.	26,363.	
MATLINPATTERSON SECURITIZED CREDIT ASP FUND	708.	708.	
TOTAL TO FORM 990-PF, PART I, LINE 11	27,071.	27,071.	

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	145,701.	145,701.		0.
OTHER INVESTMENT EXPENSES	5,612.	5,612.		0.
TO FORM 990-PF, PG 1, LN 16C	151,313.	151,313.		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	31,777.	31,777.		0.
EXCISE TAX	22,339.	0.		0.
TO FORM 990-PF, PG 1, LN 18	54,116.	31,777.		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	17.	2.		15.
BANK CHARGES	818.	0.		818.
TO FORM 990-PF, PG 1, LN 23	835.	2.		833.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		3,191,172.	3,260,460.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,191,172.	3,260,460.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,191,172.	3,260,460.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SEE STATEMENT 18)	14,136,112.	23,349,664.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,136,112.	23,349,664.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE OBLIGATIONS (SEE STATEMENT 19)	6,804,274.	6,876,534.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,804,274.	6,876,534.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS (SEE STATEMENT 20)	COST	3,380,591.	3,199,180.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,380,591.	3,199,180.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAPTOP	3,892.	3,892.	0.
COMPUTER & MONITOR	4,567.	4,567.	0.
DESK	617.	339.	278.
TOTAL TO FM 990-PF, PART II, LN 14	9,076.	8,798.	278.

FORM 990-PF OTHER ASSETS STATEMENT 13

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PURCHASED	0.	6,905.	6,905.
TO FORM 990-PF, PART II, LINE 15	0.	6,905.	6,905.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

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	67,062.	5,130.	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		67,062.	5,130.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 15
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.	11/22/19	23,000.

PURPOSE OF GRANT

OPERATIONAL SUPPORT AND HURRICANE REPAIR COSTS - ST. DENNIS CHURCH, TIVOLI, TX.

DATES OF REPORTS BY GRANTEE

REPORTS RECEIVED MONTHLY

ANY DIVERSION BY GRANTEE

NO

RESULTS OF VERIFICATION

GRANT FUNDS WERE USED BY THE GRANTEE FOR THE INTENDED PURPOSES.

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT STATEMENT 16
PART X, LINE 4

MANAGEMENT DEEMS IT APPROPRIATE, FOR INVESTMENT MANAGEMENT PURPOSES, TO HOLD CASH IN THE AMOUNT OF CHARITABLE DISTRIBUTIONS REQUIRED DURING ANY GIVEN YEAR. THE AMOUNT REPORTED AS CASH SO HELD IS EQUAL TO THE FOUNDATION'S UNDISTRIBUTED INCOME FROM THE PRIOR YEAR.

THE O'CONNOR & HEWITT FOUNDATION 74-2527227

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 17
PART XV, LINES 2A THROUGH 2D

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
2019 FORM 990-PF
STATEMENT 18

PART II, LINE 10(b) - CORPORATE STOCK

Description	Valuation Method	End of Year Book Value	End of Year Fair Market Value
HOME DEPOT	COST	135,219	191,082
LAS VEGAS SANDS CORP COM	COST	258,071	296,872
NIKE INC	COST	186,016	340,908
TARGET CORP	COST	83,668	243,599
TJX COMPANIES INC	COST	31,243	146,544
WALT DISNEY CO	COST	41,968	239,363
ALTRIA GROUP INC COM	COST	17,754	14,773
COCA COLA CO	COST	24,901	30,166
CVS HEALTH CORPORATION	COST	156,935	286,017
HAIN CELESTIAL GROUP INC	COST	210,337	163,516
KIMBERLY CLARK CORP COM	COST	8,709	10,316
MONDELEZ INTERNATIONAL	COST	251,454	320,015
PEPSICO INC	COST	14,061	16,127
PHILIP MORRIS INTERNATIONAL IN	COST	36,835	37,610
CHEVRON CORP	COST	32,511	35,671
EOG RESOURCES	COST	80,818	75,384
EXXON MOBIL CORPORATION	COST	51,108	44,240
OCCIDENTAL PETROLEUM CORP	COST	22,763	14,465
BLACKROCK INC	COST	171,145	248,837
CITIGROUP INC	COST	246,145	367,494
CME GROUP INC	COST	36,999	138,497
FINANCIAL SELECT SECTOR SPDR FUND	COST	50,019	61,252
HUNTINGTON BANKSHARES INC	COST	21,106	24,068
JPMORGAN CHASE & CO	COST	147,231	460,020
PNC FINANCIAL SERVICES GROUP	COST	189,271	311,118
REGIONS FINANCIAL CORP	COST	9,022	10,879
ABBVIE INC	COST	46,162	46,041
AMGEN INC	COST	9,228	11,330
ELI LILLY & CO COM	COST	136,064	230,660
GILEAD SCIENCES INC	COST	114,249	183,438
MERCK & CO INC NEW	COST	153,469	262,391
PFIZER INC	COST	44,392	43,098
THERMO FISHER SCIENTIFIC INC	COST	42,899	290,759
UNITEDHEALTH GROUP INC	COST	36,148	407,162
ZOETIS INC	COST	100,290	226,318
AMEX INDUSTRIAL SPDR	COST	49,826	59,473
BOEING CO	COST	57,868	193,827
RAYTHEON COMPANY	COST	138,389	153,818
SPIRIT AEROSYSTEMS HODL-CL A	COST	129,892	156,328
UNION PACIFIC CORP	COST	75,731	335,366
UNITED PARCEL SERVICE-CL B	COST	159,426	238,802

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2019 FORM 990-PF
STATEMENT 18

PART II, LINE 10(b) - CORPORATE STOCK

		End of Year	
Description	Valuation Method	Book Value	Fair Market Value
ALPHABET INC CL C	COST	162,458	534,808
APPLE INC	FMV AT DATE OF DONATION	249,882	844,244
BROADCOM INC	COST	142,294	158,010
CISCO SYSTEMS INC	COST	102,741	290,733
COGNIZANT TECH SOLUTIONS CRP COM	COST	257,362	279,090
ELECTRONIC ARTS INC	COST	107,179	116,111
FIDELITY NATL INFORMATION SYSTEMS INC	COST	146,092	166,908
LAM RESEARCH CORP	COST	169,037	261,698
MICROSOFT CORP	COST	133,682	845,272
CELANESE CORP	COST	146,132	357,048
AT&T INC	COST	336,421	377,826
VERIZON COMMUNICATIONS	COST	33,271	41,384
DOMINION ENERGY	COST	31,494	35,447
DUKE ENERGY HOLDING CORP COM	COST	31,207	35,846
PPL CORPORATION	COST	27,163	29,780
SOUTHERN CO	COST	15,888	22,295
AMCOR PLC	COST	9,276	8,910
BCE INC COM NPV	COST	32,654	32,491
BP PLC - ADR	COST	37,725	36,797
BRITISH AMERICAN TOBACCO PLC	COST	12,257	14,606
CANADIAN IMPERIAL BK OF COMMERCE	COST	38,710	37,274
DIAGEO PLC - ADR	COST	135,667	269,472
EATON CORP PLC	COST	90,974	219,750
ENBRIDGE INC	COST	17,350	18,652
FLEX LTD	COST	156,624	137,495
GLAXOSMITHKLINE PLC - ADR	COST	34,260	38,532
INVESCO LTD	COST	12,081	9,853
LYONDELLBASSELL	COST	13,569	15,117
MANULIFE FINANCIAL CORP	COST	186,240	256,263
MEDTRONIC PLC	COST	162,688	181,520
NATIONAL GRID PLC	COST	35,105	30,207
ROYAL DUTCH SHELL PLC	COST	9,238	9,295
SUNCOR ENERGY INC NEW F	COST	241,752	287,492
TE ENERGY CORP	COST	8,943	9,436
TE CONNECTIVITY LTD	COST	133,803	191,680
TORONTO DOMINION BANK ONT NEW	COST	286,686	286,263
TOTAL S.A. - ADR	COST	255,252	293,090
VODAFONE GROUP PLC	COST	23,520	17,629
GATEWAY FUND	COST	223,269	259,321
ISHARES CORE S&P 500 ETF	COST	72,913	88,891

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2019 FORM 990-PF
STATEMENT 18

PART II, LINE 10(b) - CORPORATE STOCK

Description	Valuation Method	End of Year Book Value	End of Year Fair Market Value
ISHARES CORE S&P MID-CAP ETF	COST	1,564,865	3,540,104
ISHARES CORE S&P SMALL-CAP ETF	COST	719,158	1,058,187
ARTISAN INTERNATIONAL FUND	COST	227,873	373,785
ISHARES MSCI EAFE ETF	COST	486,967	569,408
ISHARES MSCI EMERGING MARKETS	COST	862,122	942,270
MFS RESEARCH INTERNATIONAL FUND	COST	324,297	466,217
T ROWE PRICE INST EMERG MKTS EQUITY	COST	921,774	1,325,101
TEMPLETON EMERGING MKITS SM CAP FND	COST	500,000	511,710
VANGUARD FTSE EMERGING MKTS ETF	COST	396,855	448,702
TOTAL TO PART II, LINE 10(b)		14,136,112	23,349,664

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2019 FORM 990-PF
STATEMENT 19

PART II, LINE 10(c) - CORPORATE BONDS

Description	Valuation Method	End of Year Book Value	End of Year Fair Market Value
FEDERAL HOME LOAN MTG CORP POOL	AMORTIZED COST	23,628	24,519
CAPITAL ONE MULTI-ASSET EXECUTION	AMORTIZED COST	249,999	252,710
CITIBANK CREDIT CARD ISSUANCE	AMORTIZED COST	250,207	249,988
APPLE INC	AMORTIZED COST	150,569	152,559
BANK OF NEW YORK MELLON	AMORTIZED COST	125,101	128,037
BERKSHIRE HATHAWAY FIN	AMORTIZED COST	101,234	102,524
BLACKROCK INC	AMORTIZED COST	153,412	159,590
BP CAPITAL MARKETS PLC	AMORTIZED COST	147,900	156,293
CAPITAL ONE FINANCIAL CO	AMORTIZED COST	103,709	106,069
COMCAST CORP	AMORTIZED COST	157,468	157,260
CVS HEALTH CORP	AMORTIZED COST	151,714	151,279
DUKE ENERGY CAROLINAS	AMORTIZED COST	101,479	102,387
FISERV INC	AMORTIZED COST	76,268	76,325
FRANKLIN RESOURCES INC	AMORTIZED COST	100,417	102,194
JPMORGAN CHASE	AMORTIZED COST	151,113	154,806
KINDER MORGAN ENERGY PARTNERS	AMORTIZED COST	202,665	202,554
LOWES CORP	AMORTIZED COST	125,258	127,381
MARSH & MCLENNAN COS INC	AMORTIZED COST	127,280	131,962
MICROSOFT CORP	AMORTIZED COST	101,231	102,416
MORGAN STANLEY	AMORTIZED COST	154,130	154,214
NOVARTIS CAPITAL CORP	AMORTIZED COST	152,332	158,857
NSTAR ELECTRIC CO	AMORTIZED COST	151,847	157,623
PEPSICO INC	AMORTIZED COST	152,105	153,100
PFIZER INC	AMORTIZED COST	96,868	105,109
SANOFI-AVENTIS	AMORTIZED COST	177,793	179,735
SIMON PROPERTY GROUP LP	AMORTIZED COST	153,413	159,607
STATOIL ASA	AMORTIZED COST	201,415	205,632
UNITEDHEALTH GROUP INC	AMORTIZED COST	101,342	108,026
VISA INC	AMORTIZED COST	152,690	158,589
WILLIAMS PARTNERS LP	AMORTIZED COST	149,989	154,237
JPMORGAN HIGH YIELD FUND	COST	735,000	724,104
PIMCO HIGH YIELD FUND	COST	144,665	148,948
FIDELITY NEW MARKETS INCOME FUND	COST	680,033	652,275
TWC EMERGING MARKETS INCOME FUND	COST	1,000,000	1,015,625
TOTAL TO PART II, LINE 10(c)		6,804,274	6,876,534

THE O'CONNOR & HEWITT FOUNDATION
EIN 74-2527227
2019 FORM 990-PF
STATEMENT 20

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 FUND	COST	275,606	232,517
BLACKROCK GLOBAL LG/SHT CREDIT FUND	COST	577,197	583,125
BOSTON PTNRS LONG/SHORT RESEARCH	COST	596,069	622,562
MATLIN PATTERSON SECURITIZED CREDIT FD	COST	435,616	309,669
TOTAL MUTUAL FUNDS		1,884,488	1,747,873
REAL ESTATE INVESTMENT TRUSTS			
REALTY INCOME CORP	COST	9,355	10,971
VENTAS INC	COST	18,379	17,842
WELLTOWER INC	COST	17,554	21,344
TOTAL REAL ESTATE INVESTMENT TRUSTS		45,288	50,157
REAL ESTATE FUNDS			
E-TRACS ALERIAN MLP INFRASTRUCTURE	COST	733,181	485,306
SPDR WILSHIRE INTL REAL ESTATE ETF	COST	359,997	404,386
VANGUARD REIT VIPER	COST	357,637	511,458
TOTAL REAL ESTATE FUNDS		1,450,815	1,401,150
TOTAL TO PART II, LINE 13		3,380,591	3,199,180