

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](http://www.irs.gov/Form990PF) for instructions and the latest information.

**2020****Open to Public Inspection****For calendar year 2020, or tax year beginning 01-01-2020 , and ending 12-31-2020**

Name of foundation THE KATHRYN O'CONNOR FOUNDATION		<b>A Employer identification number</b> 74-6039415
Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 400		<b>B Telephone number (see instructions)</b> (361) 578-6271
City or town, state or province, country, and ZIP or foreign postal code VICTORIA, TX 779020400		<b>C If exemption application is pending, check here</b> ► <input type="checkbox"/>
<b>G Check all that apply:</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1. Foreign organizations, check here.....</b> ► <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation ...</b> ► <input type="checkbox"/>
<b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E If private foundation status was terminated under section 507(b)(1)(A), check here .....</b> ► <input type="checkbox"/> <b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here .....</b> ► <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16)</b> ► \$ <u>12,736,253</u>	<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		<b>(a)</b> Revenue and expenses per books	<b>(b)</b> Net investment income	<b>(c)</b> Adjusted net income	<b>(d)</b> Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)		101,836		
	2 Check ► <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	3 Interest on savings and temporary cash investments		226	226	
	4 Dividends and interest from securities		129,949	129,949	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10		316,777		
	<b>b</b> Gross sales price for all assets on line 6a	3,316,536			
	<b>7</b> Capital gain net income (from Part IV, line 2)			316,777	
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less: Cost of goods sold				
	<b>c</b> Gross profit or (loss) (attach schedule)				
	<b>11</b> Other income (attach schedule)		49,139	49,139	
	<b>12 Total.</b> Add lines 1 through 11		597,927	496,091	
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.		0	0	0
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)				
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)		16,634	10,558	0
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)		48,545	48,435	55
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23		65,179	58,993	55
	<b>25</b> Contributions, gifts, grants paid		396,433		396,433
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25		461,612	58,993	396,488
	<b>27</b> Subtract line 26 from line 12:				
	<b>a</b> <b>Excess of revenue over expenses and disbursements</b>		136,315		
	<b>b</b> <b>Net investment income</b> (if negative, enter -0-)			437,098	
	<b>c</b> <b>Adjusted net income</b> (if negative, enter -0-)				

	<b>Part II Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	<b>1</b> Cash—non-interest-bearing				
	<b>2</b> Savings and temporary cash investments		615,013	633,745	633,745
	<b>3</b> Accounts receivable ► 63				
	Less: allowance for doubtful accounts ►		142	63	63
	<b>4</b> Pledges receivable ►				
	Less: allowance for doubtful accounts ►				
	<b>5</b> Grants receivable				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	<b>7</b> Other notes and loans receivable (attach schedule) ►				
	Less: allowance for doubtful accounts ►				
	<b>8</b> Inventories for sale or use				
	<b>9</b> Prepaid expenses and deferred charges		1,924	1,924	
	<b>10a</b> Investments—U.S. and state government obligations (attach schedule)	15,010	14,160	15,334	
	<b>b</b> Investments—corporate stock (attach schedule)	6,114,129	6,225,666	11,713,553	
	<b>c</b> Investments—corporate bonds (attach schedule)				
	<b>11</b> Investments—land, buildings, and equipment: basis ►				
	Less: accumulated depreciation (attach schedule) ►				
	<b>12</b> Investments—mortgage loans				
	<b>13</b> Investments—other (attach schedule)	250,004	250,004	345,692	
	<b>14</b> Land, buildings, and equipment: basis ► 25,942				
	Less: accumulated depreciation (attach schedule) ► 22,563	3,899	3,379	25,942	
	<b>15</b> Other assets (describe ► )				
	<b>16</b> <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,998,197	7,128,941	12,736,253	
	<b>17</b> Accounts payable and accrued expenses				
	<b>18</b> Grants payable				
	<b>19</b> Deferred revenue				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule)				
	<b>22</b> Other liabilities (describe ► )	5,571	0	0	
	<b>23</b> <b>Total liabilities</b> (add lines 17 through 22)	5,571	0	0	
	<b>Foundations that follow FASB ASC 958, check here ► <input type="checkbox"/> and complete lines 24, 25, 29 and 30.</b>				
	<b>24</b> Net assets without donor restrictions				
	<b>25</b> Net assets with donor restrictions				
	<b>Foundations that do not follow FASB ASC 958, check here ► <input checked="" type="checkbox"/> and complete lines 26 through 30.</b>				
	<b>26</b> Capital stock, trust principal, or current funds	6,992,626	7,128,941		
	<b>27</b> Paid-in or capital surplus, or land, bldg., and equipment fund	0	0		
	<b>28</b> Retained earnings, accumulated income, endowment, or other funds	0	0		
	<b>29</b> <b>Total net assets or fund balances</b> (see instructions)	6,992,626	7,128,941		
	<b>30</b> <b>Total liabilities and net assets/fund balances</b> (see instructions)	6,998,197	7,128,941		

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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)	<b>1</b>	6,992,626
<b>2</b> Enter amount from Part I, line 27a	<b>2</b>	136,315
<b>3</b> Other increases not included in line 2 (itemize) ►	<b>3</b>	0
<b>4</b> Add lines 1, 2, and 3	<b>4</b>	7,128,941
<b>5</b> Decreases not included in line 2 (itemize) ►	<b>5</b>	0
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 29	<b>6</b>	7,128,941

**Part IV Capital Gains and Losses for Tax on Investment Income**

<b>(a)</b> List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		<b>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo., day, yr.)	<b>(d)</b> Date sold (mo., day, yr.)
<b>1 a</b> PUBLICLY TRADED SECURITIES		P		
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>(e)</b> Gross sales price		<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
<b>a</b>	3,316,536		2,999,759	316,777
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				<b>(i)</b> Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col.(h))
<b>(i)</b> F.M.V. as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col. (i) over col. (j), if any		
<b>a</b>				316,777
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> 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 }		<b>2</b>	316,777
<b>3</b> 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) (see instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income****SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE**

<b>1</b> Reserved	<b>(a)</b> Reserved	<b>(b)</b> Reserved	<b>(c)</b> Reserved	<b>(d)</b> Reserved
<b>2</b> Reserved . . . . .				<b>2</b>
<b>3</b> Reserved. . . . .				<b>3</b>
<b>4</b> Reserved . . . . .				<b>4</b>
<b>5</b> Reserved . . . . .				<b>5</b>
<b>6</b> Reserved . . . . .				<b>6</b>
<b>7</b> Reserved . . . . .				<b>7</b>
<b>8</b> Reserved , . . . . .				<b>8</b>

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1	6,076
	Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b	Reserved. . . . .	1	6,076
c	All other domestic foundations enter 1.39% 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	6,076
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	6,076
6	Credits/Payments:		
a	2020 estimated tax payments and 2019 overpayment credited to 2020	6a	8,000
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	8,000
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	0
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . ►	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . ►	10	1,924
11	Enter the amount of line 10 to be: <b>Credited to 2021 estimated tax</b> ► 1,924	11	Refunded ► 0

**Part VII-A Statements Regarding Activities**

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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition).	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>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.</i>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach a detailed description of the activities.</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
	<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	<input type="checkbox"/> Yes	
	• 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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<input type="checkbox"/> Yes	
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? <i>If "No," attach explanation.</i>	<input type="checkbox"/> Yes	
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 2020 or the taxable year beginning in 2020? See the instructions for Part XIV. <i>If "Yes," complete Part XIV</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**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.	11	No
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	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►NONE	13	Yes
14	The books are in care of ►THE FOUNDATION	Telephone no. ►(361) 578-6271	
Located at ►P O BOX 400 VICTORIA TX			ZIP+4 ►779020400
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —check here and enter the amount of tax-exempt interest received or accrued during the year.	► <input type="checkbox"/> 15	
16	At any time during calendar year 2020, 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 ►	16	Yes No

**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):	Yes	No
<p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (<b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. ► <input type="checkbox"/>	1b	
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 2020? ► <input type="checkbox"/>	1c	No
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 2020, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2020? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions.) ► <input type="checkbox"/>	2b	
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2020 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 2020.) ► <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>	4a	No
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 2020? ► <input type="checkbox"/>	4b	No

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

<b>5a</b>	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>Yes</b>	<b>No</b>
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?				
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .				
(3) Provide a grant to an individual for travel, study, or other similar purposes?				
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions. . . . .				
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .				
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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 . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>5b</b>	
Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input type="checkbox"/>				
<b>c</b>	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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	<b>No</b>
If "Yes" to 6b, file Form 8870.				
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>7b</b>	
<b>8</b>	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation. See instructions</b>				
<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
See Additional Data Table				
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</b>				
<b>(a)</b> Name and address of each employee paid more than \$50,000	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
NONE				
<b>Total number of other employees paid over \$50,000. . . . . ► 0</b>				

**Part VIII****Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see instructions). 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.

1 NONE	Expenses
2	0
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

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

1 NONE	Amount
2	0

All other program-related investments. See instructions.

3	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	9,669,794
b	Average of monthly cash balances. . . . .	1b	1,250,083
c	Fair market value of all other assets (see instructions). . . . .	1c	153,226
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d	11,073,103
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	11,073,103
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)  . . . . .	4	396,488
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,676,615
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6	533,831

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

1	Minimum investment return from Part X, line 6. . . . .	1	533,831
2a	Tax on investment income for 2020 from Part VI, line 5. . . . .	2a	6,076
b	Income tax for 2020. (This does not include the tax from Part VI.). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	6,076
3	Distributable amount before adjustments. Subtract line 2c from line 1. . . . .	3	527,755
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	527,755
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	7	527,755

**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	396,488
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	396,488
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. See instructions. . . . .	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6	396,488
<b>Note:</b> 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 2019	(c) 2019	(d) 2020
<b>1</b> Distributable amount for 2020 from Part XI, line 7				527,755
<b>2</b> Undistributed income, if any, as of the end of 2020:				
<b>a</b> Enter amount for 2019 only. . . . .			0	
<b>b</b> Total for prior years: 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2020:				
<b>a</b> From 2015. . . . .				
<b>b</b> From 2016. . . . .				
<b>c</b> From 2017. . . . .				
<b>d</b> From 2018. . . . .				
<b>e</b> From 2019. . . . .	241,024			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	241,024			
<b>4</b> Qualifying distributions for 2020 from Part XII, line 4: ► \$ 396,488			0	
<b>a</b> Applied to 2019, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	101,836			
<b>d</b> Applied to 2020 distributable amount. . . . .				294,652
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2020. (If an amount appears in column (d), the same amount must be shown in column (a).)	233,103			233,103
<b>6</b> <b>Enter the net total of each column as indicated below:</b>	109,757			
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2019. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020 . . . . .				0
<b>7</b> 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) . . . . .	101,836			
<b>8</b> Excess distributions carryover from 2015 not applied on line 5 or line 7 (see instructions) . . . . .	0			
<b>9</b> <b>Excess distributions carryover to 2021.</b> Subtract lines 7 and 8 from line 6a . . . . .	7,921			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2016. . . . .				
<b>b</b> Excess from 2017. . . . .				
<b>c</b> Excess from 2018. . . . .				
<b>d</b> Excess from 2019. . . . .	7,921			
<b>e</b> Excess from 2020. . . . .				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2020, enter the date of the ruling. ►			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	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).)

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.

**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. See instructions

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

BLAND PROCTOR  
P O BOX 400  
VICTORIA, TX 779020400  
(361) 578-6271

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

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

c Any submission deadlines:

NONE

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

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

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

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b> See Additional Data Table				
<b>Total . . . . .</b>			► 3a	396,433
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments.</b>					
<b>3 Interest on savings and temporary cash investments</b>			14	226	
<b>4 Dividends and interest from securities.</b>			14	129,949	
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property.					
b Not debt-financed property.					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income.</b>			15	49,139	
<b>8 Gain or (loss) from sales of assets other than inventory</b>			18	316,777	
<b>9 Net income or (loss) from special events:</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue: a</b>					
b					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e).</b>		0		496,091	0
<b>13 Total. Add line 12, columns (b), (d), and (e).</b>			13		496,091
(See worksheet in line 13 instructions to verify calculations.)					

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



## Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
D H BRAMAN III P O BOX 400 VICTORIA, TX 779020400	VP/TRUSTEE 0.00	0	0	0
LOUISE O'CONNOR P O BOX 400 VICTORIA, TX 779020400	VP/TRUSTEE 0.00	0	0	0
KATHRYN COUNTS P O BOX 400 VICTORIA, TX 779020400	VP/TRUSTEE 0.00	0	0	0
VENABLE PROCTOR P O BOX 400 VICTORIA, TX 779020400	SECRETARY 0.00	0	0	0
RALPH R GILSTER III P O BOX 400 VICTORIA, TX 779020400	PRESIDENT/TREASURER/TRUSTEE 0.00	0	0	0
JUNIE G MESKEY P O BOX 400 VICTORIA, TX 779020400	TRUSTEE 0.00	0	0	0
KATHRYN C DUNNAM P O BOX 400 VICTORIA, TX 779020400	TRUSTEE 0.00	0	0	0
VIRGINIA D LEBERMANN P O BOX 400 VICTORIA, TX 779020400	TRUSTEE 0.00	0	0	0
BLAND PROCTOR P O BOX 400 VICTORIA, TX 779020400	ASSISTANT SECRETARY 0.00	0	0	0

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
AFFECTIONATE ARMS P O BOX 7604 VICTORIA, TX 77903		PC	OPERATIONAL SUPPORT	8,500
BILLY T CATTAN RECOVERY OUTREACH INC 802 E CRESTWOOD VICTORIA, TX 77901		PC	OPERATIONAL SUPPORT	1,000
BOYS & GIRLS CLUB OF REFUGIO COUNTY P O BOX 56 REFUGIO, TX 78377		PC	SUPPORT FOR TRIPLE PLAY PROGRAM	8,000
<b>Total . . . . .</b>			► 3a	396,433

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
BOYS & GIRLS CLUB OF VICTORIA INC P O BOX 2565 VICTORIA, TX 77902		PC	ENHANCEMENT OF YOUTH PROGRAM SERVICES	8,000
CHILDREN'S DISCOVERY MUSEUM INC P O BOX 3781 VICTORIA, TX 77903		PC	OPERATIONAL SUPPORT	1,000
CHRIST'S KITCHEN P O BOX 3391 VICTORIA, TX 77903		PC	OPERATIONAL SUPPORT	10,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
CITY OF GOLIAD VOLUNTEER FIRE DEPARTMENT P O BOX 939 GOLIAD, TX 77963		GOV	OPERATIONAL SUPPORT	2,500
COMMUNITY ACTION COMMITTEE OF VICTORIA TEXAS P O BOX 3607 VICTORIA, TX 77903		PC	SUPPORT OF MEAL DELIVERY PROGRAMS	5,000
COUNTY OF GOLIAD P O BOX 1025 GOLIAD, TX 77963		GOV	FUNDING OF SALARY AND BENEFITS FOR A PROFESSIONAL CURATOR	5,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
CROSSROADS BUSINESS EDUCATION CONNECTION 3404 N BEN WILSON ST VICTORIA, TX 77901		PC	SUPPORT PROGRAMS DESIGNED TO ASSIST STUDENTS' SUCCESS IN THE WORKFORCE AND LIFE.	1,500
DONUM DEI DBA THE RIDING THERAPY CENTER OF VICTORIA P O BOX 462 NURSERY, TX 77976		PC	OPERATIONAL SUPPORT	4,000
DOROTHY O'CONNOR PET ADOPTION CENTER P O BOX 400 VICTORIA, TX 779020400		POF	OPERATIONAL SUPPORT	5,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
ENCOUNTER COMMUNITY OUTREACH INC DBA VICTORY CHRISTIAN LIFE CENTER 1604 E CRESTWOOD DRIVE VICTORIA, TX 77901		PC	FOOD PANTRY OPERATIONAL SUPPORT	4,000
FOOD BANK OF THE GOLDEN CRESCENT P O BOX 5085 VICTORIA, TX 77903		PC	OPERATIONAL SUPPORT	15,000
FOSTER PARENTS OF VICTORIA P O BOX 1593 VICTORIA, TX 77902		PC	OPERATIONAL SUPPORT	6,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
GOLDEN CRESCENT CASA INC P O BOX 1627 VICTORIA, TX 779021627		PC	OPERATIONAL SUPPORT	20,000
GOLDEN CRESCENT HABITAT FOR HUMANITY P O BOX 1357 VICTORIA, TX 77902		PC	OPERATIONAL SUPPORT	2,500
GOLIAD COUNTY SENIOR CITIZENS INC P O BOX 1357 GOLIAD, TX 779631357		PC	OPERATIONAL SUPPORT	5,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
GULF BEND MENTAL HEALTH MENTAL RETARDATION CENTER 6502 NURSERY DRIVE SUITE 100 VICTORIA, TX 77904		PC	OPERATIONAL SUPPORT	7,500
JOY MINISTRIES OUTREACH INC 1106 W HOUSTON ROAD REFUGIO, TX 78377		PC	OPERATIONAL SUPPORT	2,500
LIFE AT ITS BEST FOUNDATION INC DBA HOUSE OF PALMS PO BOX 4886 VICTORIA, TX 77903		PC	OPERATIONAL SUPPORT	500
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
MID-COAST FAMILY SERVICES 120 S MAIN SUITE 175 VICTORIA, TX 77901		PC	STAR FAMILY SERVICES PROGRAM AND OTHER OPERATIONAL SUPPORT	25,000
NAZARETH ACADEMY 206 WEST CONVENT VICTORIA, TX 77901		PC	OPERATIONAL SUPPORT	5,000
OUR LADY OF GUADALUPE CHURCH P O DRAWER I TIVOLI, TX 77990		PC	OPERATIONAL SUPPORT	12,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
OUR LADY OF VICTORY SCHOOL 1311 E MESQUITE LANE VICTORIA, TX 77901		PC	OPERATIONAL SUPPORT	5,000
PAPPY'S ANIMAL RESCUE 290 FAIRGROUND ROAD REFUGIO, TX 78377		PC	OPERATIONAL SUPPORT	500
PERPETUAL HELP HOME INC P O BOX 4305 VICTORIA, TX 77903		PC	OPERATIONAL SUPPORT	6,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
PROMISE POINTE INCP O BOX 2293 VICTORIA, TX 77902		PC	PROVIDE COMMUNITY FOR HOMELESS AND FUNDING OF RESIDENT DINING AND SHOWER FACILITY	12,500
QUAIL CREEK VOLUNTEER FIRE DEPARTMENT 515 CHUKAR DRIVE VICTORIA, TX 77905		PC	OPERATIONAL SUPPORT	2,500
RAISIN VOLUNTEER FIRE DEPARTMENT 10842 US HIGHWAY 59 SOUTH VICTORIA, TX 77905		PC	OPERATIONAL SUPPORT	2,500
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
REFUGIO COUNTY ELDERLY SERVICES P O BOX 193 REFUGIO, TX 78377		GOV	OPERATIONAL SUPPORT	20,500
REFUGIO COUNTY MEMORIAL HOSPITAL DISTRICT 107 SWIFT STREET REFUGIO, TX 78377		GOV	OPERATIONAL SUPPORT	5,000
REFUGIO VOLUNTEER FIRE DEPARTMENT P O BOX 398 REFUGIO, TX 78377		PC	OPERATIONAL SUPPORT	2,500
<b>Total . . . . .</b>			► 3a	396,433

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SPECIAL OLYMPICS TEXAS INC 623 POWER ST SUITE A CORPUS CHRISTI, TX 78401		PC	OPERATIONAL SUPPORT	2,500
ST DENNIS CHURCHP O DRAWER I TIVOLI, TX 77990		PC	OPERATIONAL SUPPORT	82,433
ST JOSEPH HIGH SCHOOL 110 E RED RIVER STREET VICTORIA, TX 77901		PC	OPERATIONAL SUPPORT	8,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
ST THERESE CATHOLIC CHURCH P O BOX 1076 WOODSBORO, TX 78393		PC	OPERATIONAL SUPPORT	500
THE PRESIDIO LA BAHIA FOUNDATION PO BOX 57 GOLIAD, TX 77963		PC	OPERATIONAL SUPPORT	20,000
THE VINE SCHOOL 2911 D AZALEA STREET VICTORIA, TX 77901		PC	OPERATIONAL SUPPORT	4,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
TIVOLI VOLUNTEER FIRE DEPARTMENT COUNTY OF REFUGIO 808 COMMERCE ROOM 107 REFUGIO, TX 78377		GOV	OPERATIONAL SUPPORT	2,500
TRINITY EPISCOPAL SCHOOL 1504 N MOODY VICTORIA, TX 77901		PC	OPERATIONAL SUPPORT	2,000
VICTORIA CHRISTIAN ASSISTANCE MINISTRY P O BOX 1786 VICTORIA, TX 77902		PC	OPERATIONAL SUPPORT	10,000
<b>Total . . . . .</b>			► 3a	396,433

## Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
VICTORIA INDEPENDENT SCHOOL DISTRICT P O BOX 1759 VICTORIA, TX 77902		GOV	OPERATIONAL SUPPORT FOR KIDZ CONNECTION	8,000
VICTORIA PRESERVATION INC P O BOX 1486 VICTORIA, TX 77902		PC	UNDERWRITING COSTS OF PUBLISHING BOOK ON HISTORIC HOMES OF VICTORIA, TX, VOLUME II	5,000
VICTORIA SENIOR CITIZENS CENTER INC P O BOX 1433 VICTORIA, TX 779021433		PC	OPERATIONAL SUPPORT	20,000
<b>Total . . . . .</b>			► 3a	396,433

# Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
YMCA OF THE GOLDEN CRESCENT INC 1806 N NIMITZ VICTORIA, TX 77901		PC	OPERATIONAL SUPPORT	10,000
<b>Total . . . . .</b>			► 3a	396,433

# TY 2020 All Other Program Related Investments Schedule

**Name:** THE KATHRYN O'CONNOR FOUNDATION

**EIN:** 74-6039415

## All Other Program Related Investments Schedule

Category	Amount
NONE	0

## TY 2020 Cash Deemed Charitable Explanation Statement

**Name:** THE KATHRYN O'CONNOR FOUNDATION

**EIN:** 74-6039415

**Explanation:** FOR INVESTMENT MANAGEMENT PURPOSES, THE FOUNDATION KEEPS CASH ON HAND IN AN AMOUNT EQUAL TO CURRENT YEAR ANTICIPATED 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.

## TY 2020 Distribution from Corpus Election

**Name:** THE KATHRYN O'CONNOR FOUNDATION

**EIN:** 74-6039415

**Election:** THE FOUNDATION ELECTS TO TREAT \$101,836 AS A DISTRIBUTION OUT OF CORPUS RELATED TO THE CONTRIBUTIONS RECEIVED IN THE CURRENT YEAR FROM THE O'CONNOR AND HEWITT FOUNDATION (EIN #74-2527227), PEACH MOTT FOUNDATION INC. (EIN #74-2730037), OVERLAKE FOUNDATION INC. (EIN #75-1793068), AND SOUTH TEXAS CHARITABLE FOUNDATION (EIN #74-2148107).

**TY 2020 Investments Corporate Stock Schedule****Name:** THE KATHRYN O'CONNOR FOUNDATION**EIN:** 74-6039415**Investments Corporation Stock Schedule**

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
ACCENTURE PLC IRELAND - COST	54,041	522,420
ALPHABET INC - COST	546,198	875,940
ARISTA NETWORKS INC - COST	322,636	462,587
BERKSHIRE HATHAWAY INC - COST	655,241	1,043,415
BROOKFIELD ASSET MGMT INC - AMORT COST	458,371	712,733
BROWN FOREMAN CORP - COST	206,548	347,665
DOLLAR GENERAL - COST	37,065	83,069
FACEBOOK - COST	544,760	833,411
JOHNSON & JOHNSON - COST	408,953	475,130
MARKEL CP - COST	487,736	567,282
MASTERCARD INC - COST	61,790	249,858
MICROSOFT CORP - COST	119,762	1,013,568
NIKE INC - COST	256,459	664,909
NXP SEMICONDUCTOR NV - COST	59,356	95,406
QUALCOMM INC - COST	216,394	516,433
ROSS STORES INC - COST	250,720	426,028
STARBUCKS CORP - COST	236,220	486,224
SYNCHRONY FINL - COST	205,485	477,089
TIFFANY & CO - COST	318,005	348,474
UNION PACIFIC CORP - COST	272,055	567,399
VISA INC - COST	361,117	440,085
UNILEVER PLC ADR - COST	146,754	504,428

## TY 2020 Investments Government Obligations Schedule

**Name:** THE KATHRYN O'CONNOR FOUNDATION

**EIN:** 74-6039415

<b>US Government Securities - End of Year Book Value:</b>	14,160
<b>US Government Securities - End of Year Fair Market Value:</b>	15,334
<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	0

**TY 2020 Investments - Other Schedule****Name:** THE KATHRYN O'CONNOR FOUNDATION**EIN:** 74-6039415**Investments Other Schedule 2**

<b>Category/ Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
OIL & GAS ROYALTY INTERESTS	FMV	4	93,740
CERTIFICATE OF DEPOSIT - DISCOVER BANK	FMV	150,000	150,632
CERTIFICATE OF DEPOSIT - CITIBANK NA	FMV	35,000	35,226
CERTIFICATE OF DEPOSIT - MORGAN STANLEY PRIVATE BANK NA	FMV	65,000	66,094

**TY 2020 Land, Etc.  
Schedule****Name:** THE KATHRYN O'CONNOR FOUNDATION**EIN:** 74-6039415

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
2010 CHEVY SILVERADO PICKUP	20,743	0	20,743	20,743
LAWN MOWER	5,199	0	5,199	5,199

## TY 2020 Other Expenses Schedule

**Name:** THE KATHRYN O'CONNOR FOUNDATION  
**EIN:** 74-6039415

## Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSE - FEES	48,435	48,435		0
BANK CHARGES	110	0		55

## TY 2020 Other Income Schedule

**Name:** THE KATHRYN O'CONNOR FOUNDATION**EIN:** 74-6039415**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OIL & GAS ROYALTY	49,139	49,139	49,139

## TY 2020 Other Liabilities Schedule

**Name:** THE KATHRYN O'CONNOR FOUNDATION**EIN:** 74-6039415

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE	5,571	0

## TY 2020 Taxes Schedule

**Name:** THE KATHRYN O'CONNOR FOUNDATION  
**EIN:** 74-6039415

## Taxes Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AD VALOREM TAXES	7,011	7,011		0
OIL & GAS PRODUCTION TAXES	2,268	2,268		0
FOREIGN INVESTMENT TAXES	1,279	1,279		0
EXCISE TAX	6,076	0		0

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.  
► Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

**2020**Name of the organization  
THE KATHRYN O'CONNOR FOUNDATIONEmployer identification number  
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 foundation

Check 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 other 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<sup>1/3</sup>% 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 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE KATHRYN O'CONNOR FOUNDATION		Employer identification number 74-6039415	
<b>Part I</b> <b>Contributors</b> (see instructions). Use duplicate copies of Part I if additional space is needed.			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	O'CONNOR & HEWITT FOUNDATION PO BOX 400 VICTORIA, TX 77902	\$ 23,000	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
2	OVERLAKE FOUNDATION INC PO BOX 2549 VICTORIA, TX 77902	\$ 26,278	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
3	PEACH MOTT FOUNDATION INC PO BOX 2549 VICTORIA, TX 77902	\$ 26,279	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
4	SOUTH TEXAS CHARITABLE FOUNDATION PO BOX 2549 VICTORIA, TX 77902	\$ 26,279	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)
-		\$	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash (Complete Part II for noncash contributions.)

Name of organization THE KATHRYN O'CONNOR FOUNDATION		Employer identification number 74-6039415	
<b>Part II</b> <b>Noncash Property</b>			
<b>(a)</b> <b>No. from</b> <b>Part I</b>	(see instructions). Use duplicate copies of Part II if additional space is needed.		
	<b>(b)</b> <b>Description of noncash property given</b>	<b>(c)</b> <b>FMV (or estimate)</b> <i>(See instructions)</i>	<b>(d)</b> <b>Date received</b>
		\$	
<b>(a)</b> <b>No. from</b> <b>Part I</b>	<b>(b)</b> <b>Description of noncash property given</b>	<b>(c)</b> <b>FMV (or estimate)</b> <i>(See instructions)</i>	<b>(d)</b> <b>Date received</b>
		\$	
<b>(a)</b> <b>No. from</b> <b>Part I</b>	<b>(b)</b> <b>Description of noncash property given</b>	<b>(c)</b> <b>FMV (or estimate)</b> <i>(See instructions)</i>	<b>(d)</b> <b>Date received</b>
		\$	
<b>(a)</b> <b>No. from</b> <b>Part I</b>	<b>(b)</b> <b>Description of noncash property given</b>	<b>(c)</b> <b>FMV (or estimate)</b> <i>(See instructions)</i>	<b>(d)</b> <b>Date received</b>
		\$	
<b>(a)</b> <b>No. from</b> <b>Part I</b>	<b>(b)</b> <b>Description of noncash property given</b>	<b>(c)</b> <b>FMV (or estimate)</b> <i>(See instructions)</i>	<b>(d)</b> <b>Date received</b>
		\$	
<b>(a)</b> <b>No. from</b> <b>Part I</b>	<b>(b)</b> <b>Description of noncash property given</b>	<b>(c)</b> <b>FMV (or estimate)</b> <i>(See instructions)</i>	<b>(d)</b> <b>Date received</b>
		\$	
<b>(a)</b> <b>No. from</b> <b>Part I</b>	<b>(b)</b> <b>Description of noncash property given</b>	<b>(c)</b> <b>FMV (or estimate)</b> <i>(See instructions)</i>	<b>(d)</b> <b>Date received</b>
		\$	

