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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation THE GORDON A. CAIN FOUNDATION		A Employer identification number 20-8483773
Number and street (or P O box number if mail is not delivered to street address) 8 GREENWAY PLAZA	Room/suite 606	B Telephone number (see instructions) (713) 840-7896
City or town, state, and ZIP code HOUSTON, TX 77046		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 13,845,656.	J Accounting method: ☒ 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) (see instructions))		(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 (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	358,782.	352,461.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	16,762.			
	b Gross sales price for all assets on line 6a	10,235,846.			
	7 Capital gain net income (from Part IV, line 2)		16,780.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-9,425.	1,450.		ATCH 2
	12 Total Add lines 1 through 11	366,119.	370,691.		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	8,763.	8,763.		
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	16,342.	16,342.		
	17 Interest (see instructions)	44.	44.		
	18 Taxes (attach schedule)	57,587.	1,854.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	65,467.	63,914.		
	24 Total operating and administrative expenses. Add lines 13 through 23	148,203.	90,917.		
	25 Contributions, gifts, grants paid	552,000.			552,000.
	26 Total expenses and disbursements Add lines 24 and 25	700,203.	90,917.	0	552,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-334,084.			
	b Net investment income (if negative, enter -0-)		279,774.		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

* ATCH 3 JSA ** ATCH 5

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Part II Balance Sheets		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
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		3,712,986.	244,508.	244,508.
	3	Accounts receivable	5,715.			
		Less allowance for doubtful accounts		5,824.	5,715.	5,715.
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	ATCH 7.	5,099.	55,760.	55,760.
	10 a	Investments - U S and state government obligations (attach schedule) **		3,643,508.	1,036,317.	1,091,206.
	b	Investments - corporate stock (attach schedule) ATCH 9.		3,886,765.	9,460,922.	10,767,724.
	c	Investments - corporate bonds (attach schedule) ATCH 10.		878,211.	1,189,537.	1,227,934.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 11.		578,682.	383,974.	452,772.	
14	Land, buildings, and equipment basis	750.				
	Less accumulated depreciation (attach schedule)	713.	187.	37.	37.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		12,711,262.	12,376,770.	13,845,656.	
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 (attach schedule)				
	22	Other liabilities (describe)		408.		
23	Total liabilities (add lines 17 through 22)		408.	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X					
	27	Capital stock, trust principal, or current funds		11,922,824.	11,922,824.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		788,030.	453,946.	
	30	Total net assets or fund balances (see instructions)		12,710,854.	12,376,770.	
	31	Total liabilities and net assets/fund balances (see instructions)		12,711,262.	12,376,770.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,710,854.
2	Enter amount from Part I, line 27a	2	-334,084.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	12,376,770.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,376,770.

**ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	16,780.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	543,000.	12,201,710.	0.044502
2009	605,333.	10,636,471.	0.056911
2008	633,333.	13,497,861.	0.046921
2007	383,333.	1,667,915.	0.229828
2006			
2 Total of line 1, column (d)			2 0.378162
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.094541
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 13,353,708.
5 Multiply line 4 by line 3			5 1,262,473.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,798.
7 Add lines 5 and 6			7 1,265,271.
8 Enter qualifying distributions from Part XII, line 4 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.			8 552,000.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
	Date of ruling or determination letter (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	5,595.
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	
3	Add lines 1 and 2	3	5,595.
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	5,595.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	55,760.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	55,760.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	50,165.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 5,600. Refunded ☐	11	44,565.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		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 ☐ N/A				
14	The books are in care of ☐ CAIN FAMILY OFFICE Telephone no ☐ 713-840-7896			
Located at ☐ 8 GREENWAY PLAZA, SUITE 606 HOUSTON, TX ZIP + 4 ☐ 77046				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ N/A ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
16	At any time during calendar year 2011, 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 Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐ N/A	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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
ATTACHMENT 12		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		0	0	0

Total number of other employees paid over \$50,000 ☐ 0

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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		0
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 N/A	
2	
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	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,922,388.
b	Average of monthly cash balances	1b	611,181.
c	Fair market value of all other assets (see instructions)	1c	23,495.
d	Total (add lines 1a, b, and c)	1d	13,557,064.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,557,064.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	203,356.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,353,708.
6	Minimum investment return. Enter 5% of line 5	6	667,685.

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	667,685.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,595.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,595.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	662,090.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	662,090.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	662,090.

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	552,000.
b	Program-related investments - total from Part IX-B	1b	
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	552,000.
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	Adjusted qualifying distributions. Subtract line 5 from line 4	6	552,000.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				662,090.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011.				
a From 2006				
b From 2007		265,036.		
c From 2008				
d From 2009		78,250.		
e From 2010				
f Total of lines 3a through e	343,286.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 552,000.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				552,000.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	110,090.			110,090.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	233,196.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	233,196.			
10 Analysis of line 9				
a Excess from 2007	154,946.			
b Excess from 2008				
c Excess from 2009	78,250.			
d Excess from 2010				
e Excess from 2011				

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

NOT APPLICABLE

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 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

NONE

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

NONE

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

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

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

ATTACHMENT 13

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

SEE ATTACHMENT 16

c Any submission deadlines:

SEE ATTACHMENT 16

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

SEE ATTACHMENT 16

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)					
a <i>Paid during the year</i>					
ATTACHMENT 14					
Total				3a	552,000.
b <i>Approved for future payment</i>					
NONE					
Total				3b	NONE

Form 990-PF (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		Related or exempt function income (See instructions)
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						
4 Dividends and interest from securities			14	358,782.		
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						
8 Gain or (loss) from sales of assets other than inventory			18	16,762.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . . .						
11 Other revenue a _____						
b ATTACHMENT 15			01	-9,425.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				366,119.		
13 Total. Add line 12, columns (b), (d), and (e)						

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|---|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined
correct, and complete Declaration of preparer (other than

Signature of officer or trustee

5/22/12
Date

► Chairman
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

CATHY CHANCE

Preparer's signature

Cathy Chase

Date	
------	--

5/11/13

Check ☐ if self-employed

PTIN

d| P00533162

Firm's name ► MARGOLIS, PHIPPS & WRIGHT P.C.

Firm's EIN ► 76-0324056

Firm's address ▶ 1400 POST OAK BLVD., STE 900

77056-3009

Phone no 713-625-3500

HOUSTON, TX

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				2,250.	
1,308,400.		NT-US TRUST FIX 26-93890-SEE ATTACHMENT PROPERTY TYPE: SECURITIES 1,316,763.				VARIOUS	VARIOUS
		NT-US TRUST FIX 26-93890-SEE ATTACHMENT PROPERTY TYPE: SECURITIES 675,460.				-8,363.	
708,332.		NT-US TRUST FIX 26-93890-SEE ATTACHMENT PROPERTY TYPE: SECURITIES 675,460.				VARIOUS	VARIOUS
		NT-US TRUST FIX 26-93890-SEE ATTACHMENT PROPERTY TYPE: SECURITIES 675,460.				32,872.	
8.		NT-CYPRESS 26-93892 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 8.				VARIOUS	VARIOUS
		NT-CYPRESS 26-93892 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 226,999.				VARIOUS	VARIOUS
247,102.		NT-CYPRESS 26-93892 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 226,999.				20,103.	
		NT-AVALON 26-95403 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 433,460.				VARIOUS	VARIOUS
388,800.		NT-AVALON 26-95403 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 433,460.				-44,660.	
		NT-AVALON 26-95403 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 11,300.				VARIOUS	VARIOUS
26,706.		NT-AVALON 26-95403 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 11,300.				15,406.	
		NT-AVALON 26-95446 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 7,555,076.				VARIOUS	VARIOUS
7,553,790.		NT-AVALON 26-95446 - SEE ATTACHMENT PROPERTY TYPE: SECURITIES 7,555,076.				-1,286.	
		FROM PASS THRU - ENERGY TRSF EQUITY PROPERTY TYPE: SECURITIES				VARIOUS	VARIOUS
13.		FROM PASS THRU - ENERGY TRSF EQUITY PROPERTY TYPE: SECURITIES				13.	
		FROM PASS THRU - ENTERPRISE PROD PTNR PROPERTY TYPE: SECURITIES				VARIOUS	VARIOUS
347.		FROM PASS THRU - ENTERPRISE PROD PTNR PROPERTY TYPE: SECURITIES				347.	
		SECTION 1231 - ENTERPRISE PROD PTNRS PROPERTY TYPE: SECURITIES				VARIOUS	VARIOUS
52.		SECTION 1231 - ENTERPRISE PROD PTNRS PROPERTY TYPE: SECURITIES				52.	
		SECTION 1231 - KINDER MORGAN ENERGY PROPERTY TYPE: SECURITIES				VARIOUS	VARIOUS
45.		SECTION 1231 - KINDER MORGAN ENERGY PROPERTY TYPE: SECURITIES				45.	
		SECTION 1231 - PLAINS ALL AMERICAN				VARIOUS	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1.		PROPERTY TYPE: SECURITIES					1.	
TOTAL GAIN (LOSS)							<u>16,780.</u>	

ATTACHMENT 2

JSA
1XA258 1 000
91011W 2917 5/11/2012 10:24:00 A V 11-4.5 1620-027

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST - AGENCY 26-93889	2.	2.
NORTHERN TRUST - CYPRESS 26-93892	34,613.	34,613.
NORTHERN TRUST - US TRUST 26-93891	760.	760.
NORTHERN TRUST - US TRUST FIXED 26-93890	95,657.	93,800.
UBS FINANCIAL SERVICES	18,358.	18,358.
NORTHERN TRUST - AVALON 26-95403	204,378.	204,378.
NORTHERN TRUST - AVALON 26-95446	4,853.	389.
ENERGY TRANSFER EQUITY, LP	34.	34.
ENTERPRISE PRODUCTS PARTNERS LP	11.	11.
KINDER MORGAN ENERGY PARTNERS LP	106.	106.
ONEOK PARTNERS, LP	1.	1.
PLAINS ALL AMERICAN PIPELINE, LP	4.	4.
LINN ENERGY, LLC	5.	5.
TOTAL	<u>358,782.</u>	<u>352,461.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ORDINARY INCOME - ENERGY TRANSFER EQUITY	-2,862.	
ORDINARY INCOME - ENTERPRISE PRODUCTS	-2,831.	-52.
ORDINARY INCOME - KINDER MORGAN ENERGY	-3,477.	-45.
ORDINARY INCOME - ONEOK PARTNERS	-1,504.	
ORDINARY INCOME - PLAINS ALL AMERICAN	-299.	-1.
ORDINARY INCOME - LINN ENERGY	251.	251.
INVESTMENT FEE REFUND	1,297.	1,297.
TOTALS	-9,425.	1,450.

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING SERVICES	16,342.	16,342.		
TOTALS	<u>16,342.</u>	<u>16,342.</u>		

ATTACHMENT 4FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INTEREST EXPENSE - FLOW THRU	44.	44.		
TOTALS	<u>44.</u>	<u>44.</u>		

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAX EXPENSE	827.	827.		
FOREIGN TAX WITHHOLDING	1,027.	1,027.		
EXCISE TAX	55,733.			
TOTALS	<u>57,587.</u>	<u>1,854.</u>		

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT FEES - NT AGENCY	1,000.	1,000.		
INVESTMENT FEES - CYPRESS	15,198.	15,198.		
INVESTMENT FEES - NT US TRUST	8.	8.		
INVESTMENT FEES - NT UST FIXED	9,954.	9,954.		
INVESTMENT FEES - UBS	239.	239.		
INVESTMENT FEES - AVALON	31,787.	31,787.		
INVESTMENT FEES - AVALON	5,477.	5,477.		
SECTION 59(E) (2) -KINDER MORGAN	249.			
SECTION 59(E) (2) -LINN ENERGY	1,355.	251.		
AMORTIZATION EXPENSE	150.			
NDE - ENERGY TRANSFER EQUITY	11.			
NDE - ENTERPRISE PRODUCTS PTNR	9.			
NDE - KINDER MORGAN	10.			
NDE - ONEOK PARTNERS	2.			
NDE - PLAINS ALL AMERICAN	13.			
DUES, FEES, & SUBSCRIPTIONS	5.			
TOTALS	65,467.	63,914.		

ATTACHMENT 7FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID EXCISE TAX	55,760.	55,760.
TOTALS	<u>55,760.</u>	<u>55,760.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION

ENDING
BOOK VALUE ENDING
FMV

GOVERNMENT OBLIGATIONS - SEE
ATTACHMENT

1,036,317. 1,091,206.

US OBLIGATIONS TOTAL

1,036,317. 1,091,206.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK - SEE ATTACHMENT	9,460,922.	10,767,724.
TOTALS	<u>9,460,922.</u>	<u>10,767,724.</u>

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS - SEE ATTACHMENT	1,189,537.	1,227,934.
TOTALS	<u>1,189,537.</u>	<u>1,227,934.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ASSET BACKED SECURITIES - SEE ATTACHMENT	48,908.	49,366.
COMMERCIAL MORTGAGE BACKED SECURITIES - SEE ATTACHMENT	331,181.	355,238.
1,187 UNITS ENERGY TRANSFER EQUITY LP	3,885.	48,168.
TOTALS	<u>383,974.</u>	<u>452,772.</u>

THE GORDON A. CAIN FOUNDATION

20-8483773

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES D. WEAVER 8 GREENWAY PLAZA, SUITE 606 HOUSTON, TX 77046	CHAIRMAN, PRESIDENT, DIRECTOR 20.00	0	0	0
SHARYN A. WEAVER 8 GREENWAY PLAZA, SUITE 606 HOUSTON, TX 77046	DIRECTOR 10.00	0	0	0
ALYSON A. WEAVER 8 GREENWAY PLAZA, SUITE 606 HOUSTON, TX 77046	DIRECTOR	0	0	0
JAMES K. WEAVER 8 GREENWAY PLAZA, SUITE 606 HOUSTON, TX 77046	DIRECTOR	0	0	0
JOHN M. SULLIVAN 8 GREENWAY PLAZA, SUITE 606 HOUSTON, TX 77046	SECRETARY, TREASURER, DIRECTOR 5.00	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 13

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JAMES D. WEAVER
8 GREENWAY PLAZA, SUITE 606
HOUSTON, TX 77046
713-840-7896

THE GORDON A CAIN FOUNDATION

20-8483773

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS	O- RECIPIENT		
HOUSTON MUSEUM OF NATURAL SCIENCE ONE HERMANN CIRCLE DR HOUSTON, TX 77030	NONE PUBLIC		UNRESTRICTED	125,000.
TAPING FOR THE BLIND INC 3935 ESSEX LN HOUSTON, TX 77027	NONE PUBLIC		UNRESTRICTED	5,000.
CITIZENS AGAINST GOVERNMENT WASTE 1301 CONNECTICUT AVE NW STE 400 WASHINGTON, DC 20036	NONE PUBLIC		UNRESTRICTED	25,000
CENTER FOR HEARING AND SPEECH 3636 W DALLAS HOUSTON, TX 77019	NONE PUBLIC		UNRESTRICTED	10,000.
DEPRESSION & BIPOLAR SUPPORT ALLIANCE 3800 BUFFALO SPEEDWAY STE 300 HOUSTON, TX 77089	NONE PUBLIC		UNRESTRICTED	20,000.
MHA OF GREATER HOUSTON FOUNDATION INC 2211 NORFOLK ST STE 810 C/O MARC E GROSSBERG HOUSTON, TX 77098	NONE PUBLIC		UNRESTRICTED	10,000.

ATTACHMENT 14

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PROJECT GRAD HOUSTON PO BOX 155B HOUSTON, TX 77220-5568	NONE PUBLIC	UNRESTRICTED	5,000
THEATRE UNDER THE STARS, INC 800 BAGBY, STE 200 HOUSTON, TX 77002	NONE PUBLIC	UNRESTRICTED	10,000
GOOD SAMARITAN FOUNDATION OF TEXAS INC 5615 KIRBY DR STE 610 HOUSTON, TX 77005-2462	NONE PUBLIC	UNRESTRICTED	50,000
NATIONAL RIFLE ASSOCIATION OF AMERICA 11250 WAPLES MILL ROAD FAIRFAX, VA 22030	NONE PUBLIC	UNRESTRICTED	25,000
MEDIA RESEARCH CENTER, INC 325 S PATRICK ST ALEXANDRIA, VA 22314	NONE PUBLIC	UNRESTRICTED	15,000
BUFFALO BAYOU PARTNERSHIP 1113 VINE ST, STE 200 HOUSTON, TX 77002	NONE PUBLIC	UNRESTRICTED	5,000

THE GORDON A CAIN FOUNDATION

20-0483773

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILD ADVOCATES, INC 2401 PORTSMOUTH, STE 210 HOUSTON, TX 77098	NONE PUBLIC	UNRESTRICTED	5,000
TREES FOR HOUSTON P O BOX 130096 HOUSTON, TX 77219	NONE PUBLIC	UNRESTRICTED	5,000
HOUSTON GRAND OPERA 510 PRESTON STREET HOUSTON, TX 77002	NONE PUBLIC	UNRESTRICTED	5,000
TEACH FOR AMERICA 4669 SOUTHWEST FREEMWAY HOUSTON, TX 77027	NONE PUBLIC	UNRESTRICTED	5,000.
NATIONAL CENTER FOR PUBLIC POLICY RESEARCH 501 CAPITAL COURT, N E STE WASHINGTON, DC 20002	NONE PUBLIC	UNRESTRICTED	10,000
MENNINGER CLINIC 2801 GESSNER DRIVE HOUSTON, TX 77080	NONE PUBLIC	UNRESTRICTED	15,000.

ATTACHMENT 14

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THE GORDON A CAIN FOUNDATION

20-8483773

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CASA DE ESPERANZA P O BOX 66581 HOUSTON, TX 77266	NONE PUBLIC	UNRESTRICTED	5,000.
AMERICAN HERITAGE EDUCATION FOUNDATION 3501 W ALABAMA, SUITE 20 HOUSTON, TX 77027	NONE PUBLIC	UNRESTRICTED	10,000
ST MARTIN'S EPISCOPAL CHURCH 717 SAGE ROAD HOUSTON, TX 77056	NONE PUBLIC	UNRESTRICTED	50,000
DISCOVERY GREEN 1500 MCKINNEY HOUSTON, TX 77010	NONE PUBLIC	UNRESTRICTED	10,000
OPEN DOOR MISSION P O BOX 9356 HOUSTON, TX 77261	NONE PUBLIC	UNRESTRICTED	5,000
SAN JACINTO MUSEUM OF HISTORY ONE MONUMENT CIRCLE LA PORTE, TX 77571-9385	NONE PUBLIC	UNRESTRICTED	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CROSSNORE SCHOOL P O BOX 249 CROSSNORE, NC 28616	NONE PUBLIC	UNRESTRICTED	1,000
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	NONE PUBLIC	UNRESTRICTED	5,000
THE BILL OF RIGHTS INSTITUTE 200 NORTH GLEBE ROAD ARLINGTON, VA 22203	NONE PUBLIC	UNRESTRICTED	5,000
PLANNED PARENTHOOD 3601 FANNIN HOUSTON, TX 77004	NONE PUBLIC	UNRESTRICTED	5,000
MUSEUM OF FINE ARTS HOUSTON P O. BOX 6826 HOUSTON, TX 77265-6826	NONE PUBLIC	UNRESTRICTED	20,000.
PHILANTHROPY ROUNDTABLE 1150 17TH STREET, NW, SUITE 503 WASHINGTON, DC 20036	NONE PUBLIC	UNRESTRICTED	1,000

THE GORDON A CAIN FOUNDATION

20-8483773

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CRIME STOPPERS OF HOUSTON P O BOX 541654 HOUSTON, TX 77254-1654	NONE PUBLIC	UNRESTRICTED	5,000
INPRINT 1520 WEST MAIN HOUSTON, TX 77006	NONE PUBLIC	UNRESTRICTED	5,000.
NATIONAL CENTER FOR POLICY ANALYSIS 12770 COIT ROAD, SUITE 800 DALLAS, TX 75251	NONE PUBLIC	UNRESTRICTED	20,000
NATIONAL INFANTRY FOUNDATION 1775 LEGACY WAY, SUITE 220 COLUMBUS, GA 31903	NONE PUBLIC	UNRESTRICTED	50,000
TOTAL CONTRIBUTIONS PAID			<u>552,000.</u>

ATTACHMENT 14

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FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME FROM FLOW THROUGH INVESTMENT FEE REFUND			01	-10,722.	
			01	1,297.	
TOTALS				-9,425.	

FORM 990PF, PART XV, LINE 2

The Gordon A. Cain Foundation, a non-profit philanthropic organization incorporated in the State of Texas in 2007, was founded to provide financial support to primarily local Houston charitable and educational organizations.

All inquiries and grant proposals for non-profit organizations are welcomed and reviewed equally. Final disposition of all proposals is made at meetings of the Foundation's Board of Trustees, usually in April, September, and December of each year. The deadline for proposals is the first day of the month prior to the month of the board meeting. Any proposals received after the deadline will be held for review at our next meeting.

Application Procedure and Guidelines

Your request for funding should be submitted as a formal proposal. Please do not use presentation binders, report covers, display binders, or folders. The proposal should be concise, clearly written, and include the following:

- A detailed explanation of the purpose and objectives of the proposed project or activity. A brief history of the organization and those of whom it serves. Please include the community need for the project.
- A most recent audited financial statement, a current and itemized annual budget for your organization, and project budget if applicable. Please include the amount needed for the entire project and the amount of the grant you are requesting.
- A list of major sources of support, your staff description, and list of the Board of Trustees.
- The most recent copy of your organization's 501(c)(3) tax-exempt letter from the Internal Revenue Service.
- The description of an evaluation plan.

Letters of inquiry and proposals should be addressed to:

James D. Weaver, *Chairman*
The Gordon A. Cain Foundation
Eight Greenway Plaza East, Suite 606
Houston, Texas 77046

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
10000.0000	6934768J1	PNC FDG CORP 5.125% DUE 02-08-2020	02/03/2010	01/04/2011	10,507.90	9,986.10	521.80	0.00
12000.0000	01N040629	GNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS SETTLES FEBRUARY	01/11/2011	01/11/2011	11,909.06	12,075.00	-165.94	0.00
31000.0000	02R052628	FILMC 30 YEAR GOLD PARTICIPATION CTF (PC) 5.30 YEARS SETTLES FEB	01/11/2011	01/11/2011	32,800.66	33,000.47	-199.81	0.00
5000.0000	912828NT3	UNITED STATES TREAS NTS DTD 00306 2.625% DUE 08-15-2020 REG	11/02/2010	01/11/2011	4,720.90	5,011.35	-290.45	0.00
5000.0000	912810QL5	UNITED STATES TREAS RDS DTD 00219 4.25% DUE 11-15-2040 REG	12/02/2010	01/14/2011	4,810.16	4,985.96	-175.80	0.00
62.6500	61746WLT5	CMO MORGAN STANLEY DEAN WITTER CAPITAL TR MSDW 6.3899986649% DUE 10-15-2035 BEQ	07/15/2010	01/18/2011	62.65	65.52	-2.87	0.00
156.7900	312943DJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10-01-2040 BEQ	09/13/2010	01/31/2011	156.79	160.71	-3.92	0.00
670.6100	61746WLT5	CMO MORGAN STANLEY DEAN WITTER CAPITAL TR MSDW 6.3899986649% DUE 10-15-2035 BEQ	07/15/2010	02/15/2011	670.61	701.31	-30.70	0.00
15000.0000	002824AY6	ABBOTT LABS 5.3 DUE 05-27-2040	05/27/2010	02/22/2011	14,669.25	14,739.00	-69.75	0.00
10000.0000	02580EBV4	AMERN EXPRESS BK FSB MEDIUM TERM BKN TR 00044 05/29/07 VAR RT DUE 05-29-2012	01/01/2010	02/23/2011	9,958.00	9,902.66	55.34	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
10000.0000	084670AY4	BERKSHIRE HATHAWAY INC DEL SR NT FLTG RATE DUE 02-11-2013 REG	07/07/2010	02/23/2011	10,057.24	10,018.80	38.44	0.00
40399.3800	31410GPA5	FNMA POOL #888817 5.5% 08-01-2037 BEO	11/16/2010	02/23/2011	43,202.09	43,888.15	-486.06	0.00
23835.0800	31418VWV0	FNMA POOL #AD7859 5% 08-01-2040 BEO	06/09/2010	07/23/2011	24,887.97	25,205.59	-342.62	0.00
14804.1100	31419C4X8	FNMA POOL #AE2637 3.5% 10-01-2040 BEO	10/07/2010	02/23/2011	13,929.74	14,996.10	-1,066.36	0.00
14870.5800	31419IKM3	FNMA POOL #AE6599 3.5% 10-01-2040 BEO	09/13/2010	07/23/2011	13,992.29	14,875.23	-882.94	0.00
10000.0000	428236BA0	HEWLETT PACKARD CO GLOBAL NT FLTG RATE VAR RT DUE 09-13-2012	09/08/2010	02/23/2011	10,013.38	10,000.00	13.38	0.00
10000.0000	90331HK05	SINO GOLD CONDITIONAL SUB NT TRANCHE # TR 00231 DTD 10/14/04 VAR RT 10-14-2014	07/09/2010	07/23/2011	9,884.80	9,760.46	124.34	0.00
34756.4100	3138A2BM0	FEDERAL NATL MTG ASSN GTO MTG POOL #N10943 4% 12-01-2040 BEO	12/07/2010	02/25/2011	34,229.64	34,848.74	-619.10	0.00
76.5000	3138A2BM0	FEDERAL NATL MTG ASSN GTO MTG POOL #AH0943 4% 12-01-2040 BEO	12/07/2010	02/25/2011	76.50	76.70	-0.20	0.00
1153.2600	31410GPA5	FNMA POOL #888817 5.5% 08-01-2037 BEO	11/16/2010	02/25/2011	1,153.28	1,247.14	-83.88	0.00
1095.9600	31410KNC5	FNMA POOL #889691 6% 07-01-2038 BEO	11/19/2010	02/25/2011	1,095.96	1,196.31	-100.35	0.00
2714.1600	31412QW54	FNMA POOL #932268 5.5% 11-01-2039 BEO	06/09/2010	02/25/2011	2,714.16	2,919.42	-205.26	0.00
1342.0000	314151ML8	FNMA POOL #983383 6% 08-01-2038 BEO	06/09/2010	02/25/2011	1,342.00	1,451.88	-109.88	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld
1580.5600	31415V3K9	FNMA POOL #991002.6% 10-01-2038 BEO	06/09/2010	02/25/2011	1,560.56	1,690.28	-129.72	0.00
81.8400	31416WEZ1	FNMA POOL #AB1051 4.5% 05-01-2040 BEO	07/09/2010	02/25/2011	81.84	85.02	-3.18	0.00
138.7400	31418SX80	FNMA POOL #AD5173 4% 09-01-2040 BEO	09/24/2010	02/25/2011	138.74	142.31	-3.57	0.00
886.3800	31418VWV0	FNMA POOL #AD7859 5% 06-01-2040 BEO	06/09/2010	02/25/2011	886.38	937.35	-50.97	0.00
107.5100	31419C4X8	FNMA POOL #AE2637 3.5% 10-01-2040 BEO	10/07/2010	02/25/2011	107.51	108.90	-1.39	0.00
36.0400	31419HKM3	FNMA POOL #AE6599 3.5% 10-01-2040 BEO	09/13/2010	02/25/2011	36.04	36.05	-0.01	0.00
31000.0000	07R052636	FHLMC GOLD TBA POOL #8999999 5.5% DUE 04-15-2030 REG	02/04/2011	03/07/2011	33,150.63	32,734.06	416.57	0.00
31000.0000	02R052644	FHLMC GOLD 5.5 TBA POOL 30YR APRIL 47209-2029 REG	03/07/2011	03/07/2011	33,045.27	33,063.44	-18.17	0.00
5948.2300	31419HKM3	FNMA POOL #AE6599 3.5% 10-01-2040 BEO	09/13/2010	03/08/2011	5,563.45	5,950.09	-386.64	0.00
132.7400	312943DJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10-01-2040 BEO	09/13/2010	03/15/2011	132.74	136.06	-3.32	0.00
550.7700	61740WLT5	CMO MORGAN STANLEY DEAN WITTER CAP ITR MSDW 6 38999980649% DUE 10-15-2035 BEO	07/15/2010	03/15/2011	550.77	575.99	-25.22	0.00
10000.0000	912828NT3	UNITED STATES TREAS NTS DTD 00306 2.625% DUE 08-15-2020 REG	11/02/2010	03/16/2011	9,525.39	10,022.69	-497.30	0.00
28453.1400	3128M7NZ5	FEDERAL HOME LN MTG CORP POOL #GO-5508 5% 02-01-2039 REG	02/23/2011	03/21/2011	29,724.84	29,680.18	44.66	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
88.2800	3138A28M0	FEDERAL NATL MTG ASSN GTD MTG POOL #AH0343 4% 12-01-2040 BEO	12/07/2010	03/25/2011	88.28	88.51	-0.23	0.00
684.3700	31410GPAS	FNMA POOL #888817 5.5% 08-01-2037 BEO	11/16/2010	03/25/2011	684.37	740.08	-55.71	0.00
953.7400	31410KNG5	FNMA POOL #889691 6% 07-01-2038 BEO	11/19/2010	03/25/2011	953.74	1,041.07	-87.33	0.00
124.6900	31412QW64	FNMA POOL #932268 5.5% 11-01-2039 BEO	06/09/2010	03/25/2011	124.69	134.12	-9.43	0.00
1782.9000	31415LML8	FNMA POOL #983363 6% 08-01-2038 BEO	06/09/2010	03/25/2011	1,782.90	1,928.87	-145.97	0.00
2352.6700	31415V3K9	FNMA POOL #991002 6% 10-01-2038 BEO	06/09/2010	03/25/2011	2,352.67	2,548.24	-195.57	0.00
75.2500	31416WEZ1	FNMA POOL #AB1051 4.5% 05-01-2040 BEO	07/09/2010	03/25/2011	75.25	78.18	-2.93	0.00
259.7200	31418SX80	FNMA POOL #AD5173 4% 09-01-2040 BEO	09/24/2010	03/25/2011	259.72	266.40	-6.68	0.00
965.1300	31418WVW0	FNMA POOL #AD7859 5% 08-01-2040 BEO	06/09/2010	03/25/2011	965.13	1,020.62	-55.49	0.00
35.1700	31419C4X8	FNMA POOL #AE2637 3.5% 10-01-2040 BEO	10/07/2010	03/25/2011	35.17	35.63	-0.46	0.00
34.4300	31419HKM3	FNMA POOL #AE6599 3.5% 10-01-2040 BEO	09/13/2010	03/25/2011	34.43	34.44	-0.01	0.00
15000.0000	912828N13	UNITED STATES TREAS NTS DTD 08/08/2015 7.625% DUE 08-15-2020 REG	10/28/2010	03/31/2011	14,061.33	14,961.97	-900.64	0.00
15000.0000	49326EEC3	KEYCORP MEDIUM TERM SR NTS BOOK ENTRY TRANCHE # TR 00099 3.75% DUE 08-13-2015	08/10/2010	04/01/2011	15,106.80	14,981.70	125.10	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
15000.0000	9487460U8	WELLS FARGO & CO STEP CPN 3.676% DUE 06-15-2016	Various	04/01/2011	15,133.05	15,131.96	1.09	0.00
123000.0000	02R052644	FHLMC GOLD 5.5 IBA POOL 30YR APRIL 47209-2029 REG	04/04/2011	04/04/2011	131,119.92	131,340.94	-221.02	0.00
98301.7800	312RM7NZ5	FEDERAL HOME LN MTG CORP POOL #GO-5508 5% 02-01-2039 BEQ	02/23/2011	04/04/2011	102,694.65	102,541.06	153.59	0.00
45000.0000	912833LA6	UNITED STATES TREAS SEC STRIPPED INT PMT08-15-2020 (UNDDATE) REG	Various	04/07/2011	31,830.30	35,094.26	-3,263.96	0.00
321.7400	22541NMR7	CMO CR SUISSE 1ST GSTN MTG 2002-CKSA COML MTG P/T CTF CL A2 5.18 11-15-36 REG	03/25/2011	04/15/2011	371.74	333.76	-12.02	0.00
3245.5500	3128M7NZ5	FEDERAL HOME LN MTG CORP POOL #GO-5508 5% 02-01-2039 BEQ	02/23/2011	04/15/2011	3,245.55	3,385.51	-139.96	0.00
50.3100	3128M8G73	FEDERAL HOME LN MTG CORP POOL #GO-6222.4% 01-01-2041 BEQ	02/23/2011	04/15/2011	50.31	49.34	0.97	0.00
149.3200	312943DU9	FEDERAL HOME LN MTG CORP POOL #A94605.4% 10-01-2040 BEQ	09/13/2010	04/15/2011	149.32	153.05	-3.73	0.00
494.0900	3620AJC31	GNMA POOL #730990 4.5% 01-15-2040 BEQ	02/23/2011	04/15/2011	494.09	508.06	-13.97	0.00
282.6600	61746WLT5	CMO MORGAN STANLEY DEAN WITTER CAPI TR MSDW 6.3889986649% DUE 10-15-2035 BEQ	07/15/2010	04/15/2011	282.66	295.60	-12.94	0.00
222.9300	929766AD5	CMO WACHOVIA BK TR 2002-C1 CTF A-1 CL A-4 6.287 DUE 04-15-2034 BEQ	06/11/2010	04/15/2011	222.93	236.92	-13.99	0.00
994.1300	31410KNG5	FNMA POOL #889691 6% 07-01-2038 BEQ	11/19/2010	04/25/2011	994.13	1,085.16	-91.03	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
3616.7400	314120W54	FNMA POOL #932268 5 5% 11-01-2039 BEO	06/09/2010	04/25/2011	3,616.74	3,890.26	-273.52	0.00
1534.4900	314115LML8	FNMA POOL #983363 6% 08-01-2038 REO	06/09/2010	04/25/2011	1,534.49	1,680.13	-125.64	0.00
1350.0000	31415V3K9	FNMA POOL #931002 6% 10-01-2038 BEO	06/09/2010	04/25/2011	1,350.00	1,462.22	-112.22	0.00
84.8700	31416WEZ1	FNMA POOL #AB1051 4 5% 05-01-2040 BEO	07/09/2010	04/25/2011	84.87	88.17	-3.30	0.00
7.4000	31416XAF7	FNMA POOL #AB1805 4% 11 01-2040 BEO	02/23/2011	04/25/2011	7.40	7.27	0.13	0.00
6.6300	3141852R9	FNMA POOL #AD5283 4.5% 09-01-2040 BEO	02/23/2011	04/25/2011	6.63	6.74	-0.11	0.00
188.6600	31418SX80	FNMA POOL #AD517 3 4% 09-01-2040 REO	09/24/2010	04/25/2011	188.66	193.51	-4.85	0.00
494.9600	31418VWV0	FNMA POOL #AD7859 5% 06-01-2040 BEO	06/09/2010	04/25/2011	494.96	523.42	-28.46	0.00
31000.0000	02R052651	FHLMC GOLD TBA POOL #98999999 5.5 05-01-2029	04/11/2011	05/05/2011	33,397.68	32,956.88	440.78	0.00
33.9600	3128M8G73	FEDERAL HOME LN MTG CORP POOL #G0-6222 4% 01-01-2041 BEO	02/23/2011	05/16/2011	33.96	33.30	0.66	0.00
119.3500	312943DJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10-01-2040 BEO	09/13/2010	05/16/2011	119.35	122.33	-2.98	0.00
464.8200	3620AJC31	GNMA POOL #730990 4 5% 01-15-2040 BEO	02/23/2011	05/16/2011	464.82	477.97	-13.15	0.00
785.5700	61740WLT5	CMO MORGAN STANLEY DEAN WITTER CAP I TR MSDW 6 38999986049% DUE 10-15-2035 BEO	07/15/2010	05/16/2011	785.57	821.53	-35.96	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
41.3300	929766AD5	CMO WACHOVIA BK TR 2002-C1 CTF A-1 CL A-1 6.287 DUE 04-15-2034 BEQ	06/17/2010	05/18/2011	41.33	43.92	-2.59	0.00
192.9000	22541NNR7	CMO CR SUISSE 1ST B5TN MTG 2002-CKS4 CONIL MTG P/T CTF CL A2 5.18 11-15-36 REG	03/25/2011	05/17/2011	192.90	200.10	-7.20	0.00
45128.2300	3128M8A87	FEDERAL HOME LN MTG CORP POOL #C06031 5.5% 03-01-2040 BEQ	04/11/2011	05/23/2011	48,896.19	47,970.95	719.24	0.00
35513.0400	31412QW54	FNMA POOL #9322268 5.5% 11-01-2039 BEQ	06/09/2010	05/23/2011	39,553.53	39,381.90	171.63	0.00
35719.3500	31415V3K9	FNMA POOL #991002 6% 10-01-2038 BEQ	06/09/2010	05/23/2011	39,179.67	38,688.53	491.14	0.00
30000.0000	912833LA6	UNITED STATES TREAS SEC STRIPPED INT PMT08-15-2020 (UNDDATE) REG	10/06/2010	05/23/2011	22,216.50	23,473.87	-1,257.37	0.00
27.6900	3138A2KC2	FEDERAL NATL MTG ASSN GTD MTG POOL #AH1190 4% 01-01-2041 BEQ	04/04/2011	05/25/2011	27.69	27.30	0.39	0.00
943.3500	31410KNG5	FNMA POOL #889691 6% 07-01-2038 BEQ	11/19/2010	05/25/2011	943.35	1,029.73	-86.38	0.00
3647.8400	31412QW54	FNMA POOL #9322268 5.5% 11-01-2039 BEQ	06/09/2010	05/25/2011	3,647.84	3,923.71	-275.87	0.00
877.4000	314151MIL8	FNMA POOL #983363 6% 08-01-2038 BEQ	06/09/2010	05/25/2011	877.40	949.24	-71.84	0.00
2499.3800	31415V3K9	FNMA POOL #991002 6% 10-01-2038 BEQ	06/09/2010	05/25/2011	2,499.38	2,701.14	-207.76	0.00
85.8800	31416WEZ1	FNMA POOL #A81051 4.5% 05-01-2040 BEQ	07/09/2010	05/25/2011	85.88	89.22	-3.34	0.00
7.3400	31416XAF7	FNMA POOL #A81805 4% 11-01-2040 BEQ	02/23/2011	05/25/2011	7.34	7.21	0.13	0.00
18.8400	31418RY70	FNMA POOL #A04333 5% 03-01-2040 BEQ	04/04/2011	05/25/2011	18.84	19.74	-0.90	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
98.5600	31418S2R9	FNMA POOL #AD5283 4.5% 09-01-2040 BLO	02/23/2011	05/25/2011	98.56	100.18	-1.62	0.00
85.8600	31418SX80	FNMA POOL #AD5173 4% 09-01-2040 BEO	09/24/2010	05/25/2011	85.86	88.07	-2.21	0.00
643.8800	31418VWV0	FNMA POOL #AD7859 5% 06-01-2040 BEO	06/09/2010	05/25/2011	643.88	680.90	-37.02	0.00
4.6100	31419BXT7	FNMA POOL #AE1589 4.5% 10-01-2040 BEO	04/04/2011	05/25/2011	4.61	4.70	0.09	0.00
7000.0000	428236BM4	HEWLETT PACKARD CO 4.3% DUE 06-01-2021	05/25/2011	05/26/2011	7,031.08	6,985.94	45.14	0.00
.0200	31415V3K9	FNMA POOL #991002 6% 10-01-2038 BEO	06/09/2010	05/27/2011	0.02	0.02	0.00	0.00
10000.0000	362332AE8	CNO GS MTG SECS TR 2008 GG8 SER 2006-GG8CLASS-A4 5.56 DUE 11-10-2039 REG	10/06/2010	06/03/2011	10,806.25	10,825.00	-18.75	0.00
20000.0000	713448BR8	PEPSICO INC SR NT 3 125 DUE 11-01-2020	10/19/2010	06/08/2011	19,182.40	19,833.40	-651.00	0.00
31000.0000	02R057669	FHLMC 30 YEAR GOLD PARTICIPATION CTF (PC) 5.30 YEARS SETTLES JUN	05/05/2011	06/09/2011	33,690.70	33,315.31	375.39	0.00
1864.1100	3128M8A87	FEDERAL HOME LN MTG CORP POOL #G06031 5.5% 03-01-2040 BEO	04/11/2011	06/15/2011	1,864.11	1,981.78	-117.67	0.00
50.7600	3128M8G73	FEDERAL HOME LN MTG CORP POOL #G0-6222 4% 01-01-2041 BEO	02/23/2011	06/15/2011	50.76	49.78	0.98	0.00
177.5300	312943DJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10-01-2040 BEO	09/13/2010	06/15/2011	177.53	181.97	-4.44	0.00
241.5800	3620AJC31	GNMA POOL #730990 4.5% 01-15-2040 BEO	02/23/2011	06/15/2011	241.58	248.41	-6.83	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5440 1100	61748WLT5	CMO MORGAN STANLEY DEAN WITTER CAP1 TR MSDN 6 3895986649% DUE 10-15-2035 BEO	07/15/2010	06/15/2011	5,440.11	5,589.17	-249.06	0.00
712.5500	929766AD5	CMO WACHOVIA BK TR 2002-C1 CTF A-1 CL A-4 # 287 DUE 04-15-2034 BEO	06/17/2010	06/15/2011	712.55	757.25	-44.70	0.00
294.7600	22541NMR7	CMO CR SUISSE 1ST BSTN MTG 2002-CKS4 COML MTG P/T CTF CL A2 5.18 11-15-36 REG	03/25/2011	06/17/2011	294.76	305.77	-11.01	0.00
33.9300	3138A2KC2	FEDERAL NATL MTG ASSN GTD MTG POOL #AH1190 4% 01-01-2041 BEO	04/04/2011	06/27/2011	33.93	33.45	0.48	0.00
844.4000	31410KNG5	FNMA POOL #889691 6% 07-01-2038 BEO	11/19/2010	06/27/2011	844.40	921.72	-77.32	0.00
435.0300	31416WEZ1	FNMA POOL #AB1051 4.5% 05-01-2040 BEO	07/09/2010	06/27/2011	435.03	451.96	-16.93	0.00
7.5600	31416XAF7	FNMA POOL #AB1805 4% 11-01-2040 BEO	02/23/2011	06/27/2011	7.56	7.42	0.14	0.00
18.4200	31418RY70	FNMA POOL #AD4333 5% 03-01-2040 BEO	04/04/2011	06/27/2011	18.42	19.30	-0.88	0.00
6.5800	31418S2R9	FNMA POOL #AD5283 4.5% 09-01-2040 BEO	02/23/2011	06/27/2011	6.58	6.69	-0.11	0.00
78.4900	31418SX80	FNMA POOL #AD5173 4% 09-01-2040 BEO	09/24/2010	06/27/2011	78.49	80.51	-2.02	0.00
17.5100	31419BX77	FNMA POOL #AF1589 4.5% 10-01-2040 BEO	04/04/2011	06/27/2011	17.51	17.85	-0.34	0.00
31000.0000	02R052677	FHLMC GOLD SINGLE FAMILY 5.5 30 YEARS SETTLES JUL	06/09/2011	07/08/2011	33,505.43	33,615.63	-110.20	0.00

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THE GORDON A CAIN FOUNDATION

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
37.4000	27541NMR7	CMO CR SUISSE 1ST BSTN MTG 2002-CKS4 COML MTG P/T CTF CLA7 5.18 11-15-36 REG	03/25/2011	07/15/2011	37.40	38.80	-1.40	0.00
105.1400	3128M8G73	FEDERAL HOME LN MTG CORP POOL #G0-6222 4% 01-01-2041 BEO	02/23/2011	07/15/2011	105.14	103.10	2.04	0.00
156.0800	312943DJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10 01-2040 BEO	09/13/2010	07/15/2011	156.08	159.98	-3.90	0.00
444.4800	3620AJC31	GNMA POOL #730990 4.5% 01-15-2040 BEO	02/23/2011	07/15/2011	444.48	457.05	-12.57	0.00
28.6000	36241LT97	GNMA POOL #783276 4.5% 03 15-2041 BEO	06/27/2011	07/15/2011	28.60	30.40	-1.80	0.00
3026.7500	61746WLT5	CMO MORGAN STANLEY DEAN WITTER CAP ITR MSDW 6 3899988649% DUE 10-15-2035 BEO	07/15/2010	07/15/2011	3,026.75	3,165.32	-138.57	0.00
1999.6200	3128M8A97	FEDERAL HOME LN MTG CORP POOL #G06031 5.5% 03-01-2040 BEO	04/11/2011	07/18/2011	1,999.62	2,125.85	-126.23	0.00
15000.0000	46625HJA9	JPMORGAN CHASE & 3.15% DUE 07-05-2016	Various	07/20/2011	15,126.45	15,046.20	80.25	0.00
103.5500	3138A2KC2	FEDERAL NATL MTG ASSN GTD MTG POOL #AH1190 4% 01-01-2041 BEO	04/04/2011	07/25/2011	103.55	102.08	1.47	0.00
114.0200	3138AFV23	FEDERAL NATL MTG ASSN GID MTG POOL #A12432 4.5% 05-01-2041 BEO	06/09/2011	07/25/2011	114.02	119.31	-5.29	0.00
87.2000	3138EGHU1	FEDERAL NATL MTG ASSN GTD MTG POOL #AL0242 4.5% 04-01-2041 BEO	06/08/2011	07/25/2011	87.20	91.52	-4.32	0.00
810.1700	31410KNG5	FNMA POOL #889691 6% 07-01-2038 BEO	11/19/2010	07/26/2011	810.17	884.35	-74.18	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
8.3100	31416XAF7	FNMA POOL #AB1805 4% 11-01-2040 BEO	02/23/2011	07/25/2011	8.31	8.16	0.15	0.00
172.7000	31418RY70	FNMA POOL #AD4333 5% 03-01-2040 BEO	04/04/2011	07/25/2011	172.70	180.93	-8.23	0.00
16.0100	31418S2R9	FNMA POOL #AD5283 4.5% 09-01-2040 BEO	02/23/2011	07/25/2011	16.01	16.27	0.26	0.00
194.9500	31418SX80	FNMA POOL #AD5173 4% 09-01-2040 BEO	09/24/2010	07/25/2011	194.95	199.96	-5.01	0.00
40.5800	314198XT7	FNMA POOL #AE1589 4.5% 10-01-2040 BEO	04/04/2011	07/25/2011	40.59	41.38	-0.79	0.00
31000.0000	02R052685	FHLMC 30 YEAR GOLD PARTICIPATION CIF IPC 5.5 30 YEARS SETTLES AUG 01-11-2021	07/08/2011	08/08/2011	33,724.61	33,450.94	273.67	0.00
5000.0000	21685WRT3	RABORANK NEDERLAND 4.5 DUE 01-11-2021	01/04/2011	08/08/2011	5,354.10	4,986.45	367.65	0.00
5000.0000	25459HBA2	DIRECTV HLDG/FIN 5 DUE 03-01-2021	03/07/2011	08/08/2011	5,401.15	4,976.00	425.15	0.00
15000.0000	931147CZ4	WAL-MART STORES 3.25% DUE 10-25-2020	Various	08/08/2011	15,224.25	14,986.00	238.25	0.00
15000.0000	29379VAT0	ENTERPRISE PRODS 5.95% DUE 02-01-2041	Various	08/09/2011	16,144.50	15,086.60	1,057.90	0.00
1704.0600	3128MBAB7	FEDERAL HOME LN MTG CORP POOL #G06031 5.5% 03-01-2040 BEO	04/11/2011	08/15/2011	1,704.06	1,811.63	-107.57	0.00
32.5100	3128MBG73	FEDERAL HOME LN MTG CORP POOL #G06222 4% 01-01-2041 BEO	02/23/2011	08/15/2011	32.51	31.88	0.63	0.00
222.0500	312943DJ0	FEDERAL HOME LN MTG CORP POOL #A94805 4% 10-01-2040 BEO	09/13/2010	08/15/2011	222.05	227.60	-5.55	0.00

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THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1367.8600	3620AJC31	GNMA POOL #730990 4.5% 01-15-2040 BEO	02/23/2011	08/15/2011	1,367.86	1,406.54	-38.68	0.00
40.1100	36241LT97	GNMA POOL #783276 4.5% 03-15-2041 BEO	06/27/2011	08/15/2011	40.11	42.63	-2.52	0.00
34.5600	22541NMR7	CDO CR SUISSE 1ST BSTN MTG 2002-CKS4 COML MTG P/I C/F CL A2 5 18 11 15-36 REG	03/25/2011	08/17/2011	34.56	35.85	-1.29	0.00
106.7400	3138A2KC2	FEDERAL NATL MTG ASSN GTD MTG POOL #AH1190 4% 01-01-2041 BEO	04/04/2011	08/25/2011	106.24	104.73	1.51	0.00
303.1000	3138AFV23	FEDERAL NATL MTG ASSN GTD MTG POOL #A12432 4.5% 05-01-2041 BEO	06/09/2011	08/25/2011	303.10	317.17	-14.07	0.00
189.0600	3138EGHU1	FEDERAL NATL MTG ASSN GTD MTG POOL #AL0242 4.5% 04 01 2041 BEO	06/08/2011	08/25/2011	189.06	198.42	-9.36	0.00
714.2300	31410KNG5	FNMA POOL #889691 6% 07-01-2038 BEO	11/19/2010	08/25/2011	714.23	779.63	-65.40	0.00
7.4400	31416XAF7	FNMA POOL #AB1805 4% 11-01-2040 BEO	02/23/2011	08/25/2011	7.44	7.31	0.13	0.00
130.4500	31418RY70	FNMA POOL #AD4333 5% 03-01-2040 BEO	04/04/2011	08/25/2011	130.45	138.67	-8.22	0.00
143.1100	31418SZR9	FNMA POOL #AD5283 4.5% 09-01-2040 BEO	02/23/2011	08/25/2011	143.11	145.46	-2.35	0.00
76.2000	31418SXB0	FNMA POOL #AD5173 4% 09 01-2040 BEO	09/24/2010	08/25/2011	76.20	78.16	-1.96	0.00
39.4000	31419BXT7	FNMA POOL #AE1589 4.5% 10-01-2040 BEO	04/04/2011	08/25/2011	39.40	40.16	-0.76	0.00
5000.0000	037411AX3	APACHE CORP 3.625% DUE 02-01-2021	12/03/2010	08/26/2011	5,204.15	4,948.50	255.65	0.00

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THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
31000.0000	02H052693	HLMC GOLD SINGLE FAMILY 6.5 30 YEARS SETTLES SEP	08/08/2011	09/01/2011	33,869.92	33,654.38	215.54	0.00
2131.7100	3128M8A87	FEDERAL HOME LN MTG CORP POOL #G06031 5 5% 03-01-2040 BEQ	04/11/2011	09/15/2011	2,131.71	2,255.27	-134.56	0.00
143.7700	3128M8G73	FEDERAL HOME LN MTG CORP POOL #G06222 4% 01-01-2041 BEQ	02/23/2011	09/15/2011	143.77	140.98	2.79	0.00
243.9300	3620AJC31	GNMA POOL #730990 4 5% 01-15-2040 BEQ	02/23/2011	09/15/2011	243.93	250.83	-6.90	0.00
100.9700	3620AR4A6	GNMA POOL #738017 4% 07-15-2041 BEQ	08/08/2011	09/15/2011	100.97	105.72	-4.75	0.00
50.5900	36241LT97	GNMA POOL #783276 4.5% 03-15-2041 BEQ	06/27/2011	09/15/2011	50.59	53.77	-3.18	0.00
168.6900	22541NMR7	CMD CR SUISSE 1ST BSTN MTG 2002 CKS4 COML MTG P/T CTF CL A2 5.18 11-15-36 REG.	03/25/2011	09/16/2011	168.69	174.99	-6.30	0.00
136.8600	3138A2KC2	FEDERAL NATL MTG ASSN GTD MTG POOL #A11130 4% 01-01-2041 BEQ	04/04/2011	09/26/2011	136.86	134.91	1.95	0.00
347.3900	3138AFV23	FEDERAL NATL MTG ASSN GTD MTG POOL #A12432 4 5% 05-01-2041 BEQ	06/09/2011	09/26/2011	347.39	363.51	-16.12	0.00
198.1800	3138AKF79	FEDERAL NATL MTG ASSN GTD MTG POOL #A15589 4.5% 07-01-2041 BEQ	08/08/2011	09/28/2011	198.18	209.95	-11.77	0.00
467.3400	3138EGHU1	FEDERAL NATL MTG ASSN GTD MTG POOL #A10242 4.5% 04-01-2041 BEQ	06/08/2011	09/26/2011	467.34	490.49	-23.15	0.00
746.5500	31410KNG5	FNMA POOL #889691 8% 07-01-2038 BEQ	11/19/2010	09/26/2011	746.55	814.91	-68.36	0.00
7.5300	31416XAF7	FNMA POOL #AB1805 4% 11-01-2040 REG	02/23/2011	09/26/2011	7.53	7.39	0.14	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
508 2300	31416XQY9	FNMA POOL #AB2270 4% 02-01-2041 BEO	08/08/2011	09/26/2011	508.23	524.11	-15.88	0.00
18 0200	31418RY70	FNMA POOL #ADA333 5% 03-01-2040 BEO	04/04/2011	09/26/2011	18.02	18.88	-0.86	0.00
359.4800	31418S2R9	FNMA POOL #AD5283 4.5% 09 01-2040 BEO	02/23/2011	09/26/2011	359.48	365.38	-5.90	0.00
131 0300	31419BCT0	FNMA POOL #AE0981 3 5% DUE 03-01-2041 BEO	08/10/2011	09/26/2011	131.03	133.49	-2.46	0.00
20.6500	31419BXT7	FNMA POOL #AL1589 4.5% 10-01-2040 BEO	04/04/2011	09/26/2011	20.65	21.05	-0.40	0.00
31000 0000	02R0526A0	PHLMC 30 YR GOLD PAR IN CTF (PC) 5.5 30 YEARS SE TILES OCT	09/01/2011	10/06/2011	33,483.05	33,809.38	-346.33	0.00
120 9100	27541NMR7	CMO CR SUISSSE 1ST BSTN MTG 2002-CKS4 COML MTG P/T CTF CL A2 5 18 11-15-36 REG	03/25/2011	10/17/2011	120.91	125.43	4.52	0.00
2126.2400	3128M8A87	FEDERAL HOME LN MTG CORP POOL #C06031 5.5% 03-01-2040 BEO	04/11/2011	10/17/2011	2,126.24	2,260.46	-134.22	0.00
380 5000	3128M8G73	FEDERAL HOME LN MTG CORP POOL #G0-6222 4% 01-01-2041 BEO	02/23/2011	10/17/2011	380.50	373.13	7.37	0.00
1220.8700	3620AJC31	GNMA POOL #730990 4 5% 01-15-2040 BEO	02/23/2011	10/17/2011	1,220.82	1,255.35	-34.53	0.00
112 1800	3620AR4A6	GNMA POOL #738017 4% 02-15-2041 BEO	08/08/2011	10/17/2011	112.18	117.46	-5.28	0.00
67 4200	36241LT97	GNMA POOL #783276 4.5% 03-15-2041 BEO	06/27/2011	10/17/2011	67.42	71.65	-4.23	0.00
137.4500	3138A2KC2	FEDERAL NATL MTG ASSN GTD MTG POOL #AH1190 4% 01-01-2041 BEO	04/04/2011	10/26/2011	137.45	135.50	1.95	0.00

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THE GORDON A CAIN FOUNDATION

Number of Shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
109.3900	3138AFV23	FEDERAL NATL MTG ASSN GTD MTG POOL #A12432 4.5% 05-01-2041 BEO	06/09/2011	10/25/2011	109.39	114.47	-5.08	0.00
126.8000	3138AKF79	FEDERAL NATL MTG ASSN GTD MTG POOL #A15589 4.5% 07-01-2041 BEO	08/08/2011	10/25/2011	126.80	134.33	-7.53	0.00
208.5200	3138CGHU1	FEDERAL NATL MTG ASSN GTD MTG POOL #AL0242 4.5% 04-01-2041 BEO	06/08/2011	10/25/2011	208.52	218.85	-10.33	0.00
715.3100	31410KNG5	FNMA POOL #889691 6% 07-01-2038 BEO	11/19/2010	10/25/2011	715.31	780.81	-65.50	0.00
7.4800	31416XAF7	FNMA POOL #AB1805 4% 11-01-2040 BEO	02/23/2011	10/25/2011	7.48	7.35	0.13	0.00
130.7100	31416XQY9	FNMA POOL #AB2270 4% 02-01-2041 BEO	08/08/2011	10/25/2011	130.71	134.79	-4.08	0.00
160.1400	31418RY70	FNMA POOL #AD4337 5% 03-01-2040 BEO	04/04/2011	10/25/2011	160.14	167.77	-7.63	0.00
8.3300	31418S2H9	FNMA POOL #AD6283 4.5% 09-01-2040 BEO	02/23/2011	10/25/2011	6.33	6.43	-0.10	0.00
180.4300	31419RCT0	FNMA POOL #AE0881 3.5% DUE 03-01-2041 BEO	08/10/2011	10/25/2011	180.43	183.81	-3.38	0.00
73.0100	31419BXT7	FNMA POOL #AE1589 4.5% 10-01-2040 BEO	04/04/2011	10/25/2011	73.01	74.42	-1.41	0.00
31000.0000	02H052688	FHLMC 30 YEAR GOLD PARTICIPATION CTF (PC) 5.30 YEARS SETTLES NOV	10/06/2011	11/08/2011	33,470.31	33,412.19	58.12	0.00
2008.3900	3128M8A87	FEDERAL HOME LN MTG CORP POOL #G06031 5.5% 03-01-2040 BEO	04/11/2011	11/15/2011	2,008.39	2,135.17	-126.78	0.00
586.9300	3128M8G73	FEDERAL HOME LN MTG CORP POOL #G0-6222 4% 01-01-2041 BEO	02/23/2011	11/15/2011	586.93	575.56	11.37	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
2054.5600	3620AJC31	GNMA POOL #730990 4 5% 01-16-2040 BEO	02/23/2011	11/15/2011	2,054.56	2,112.67	-58.11	0.00
176.5000	3620AR4A6	GNMA POOL #738017 4% 02-16-2041 BEO	08/08/2011	11/15/2011	176.50	184.80	-8.30	0.00
97.6300	36241LT97	GNMA POOL #783276 4 5% 03-15-2041 BEO	08/27/2011	11/15/2011	97.63	103.76	-6.13	0.00
550.7700	22541NMR7	CMO CR SUISSE 1ST RSTN MTG 2002-CKS4 COML MTG P/T CTF CL A2 5 18 11-15-36 REG	03/25/2011	11/18/2011	550.77	571.34	-20.57	0.00
260.4100	3138A2K2	FEDERAL NATL MTG ASSN GTD MTG POOL #A1190 4% 01-01-2041 BEO	04/04/2011	11/25/2011	260.41	256.71	3.70	0.00
205.8800	3138AFV23	FEDERAL NATL MTG ASSN GTD MTG POOL #A12432 4 5% 05-01-2041 BEO	08/09/2011	11/25/2011	205.88	216.43	-9.55	0.00
210.1600	3138AKT79	FEDERAL NATL MTG ASSN GTD MTG POOL #A16589 4 5% 07-01-2041 BEO	08/08/2011	11/25/2011	210.16	222.64	12.48	0.00
358.1200	3138EGHJ1	FEDERAL NATL MTG ASSN GTD MTG POOL #AL0242 4.5% 04-01-2041 BEO	08/08/2011	11/25/2011	358.12	373.76	-17.64	0.00
0.3500	31416XAF7	FNMA POOL #AB1805 4% 11-01-2040 BEO	02/23/2011	11/25/2011	9.35	9.18	0.17	0.00
449.0900	31416XQY9	FNMA POOL #AB2270 4% 02-01-2041 BEO	08/08/2011	11/25/2011	449.09	463.12	-14.03	0.00
390.1200	31418RY70	FNMA POOL #AD4333 5% 03-01-2040 BEO	04/04/2011	11/25/2011	390.12	408.71	-18.59	0.00
326.0200	31418SRR9	FNMA POOL #AD5283 4 5% 05-01-2040 BEO	02/23/2011	11/25/2011	326.02	331.37	-5.35	0.00
269.7900	31419BCT0	FNMA POOL #AE0981 3.5% DUE 03-01-2041 BEO	08/10/2011	11/25/2011	269.79	274.85	-5.06	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
48,0700	314198XT7	FNMA POOL #AE1589 4.5% 10-01-2040 BEQ	04/04/2011	11/25/2011	48.07	49.00	-0.93	0.00
15000.0000	912828RR3	UNITED STATES TREAS NTS 2 DUE 11-15-2021	11/29/2011	12/01/2011	14,882.81	14,996.48	-113.67	0.00
31000 0000	02R0578C6	FHLMC 30 YEAR GOLD PARTICIPATION CTF (PC) 5.5 30 YEARS SETTLES DEC	11/08/2011	12/07/2011	33,509.06	33,436.41	72.65	0.00
2140 3600	3128M8A87	FEDERAL HOME LN MTG CORP POOL #G08031 5.5% 03-01-2040 BEQ	04/11/2011	12/15/2011	2,140.36	2,275.47	-135.11	0.00
554.3900	3128M8G73	FEDERAL HOME LN MTG CORP POOL #G0.5222 4% 01-01-2041 BEQ	02/23/2011	12/15/2011	554.39	543.65	10.74	0.00
1781 4900	3620AJC31	GNMA POOL #730990 4.5% 01-15-2040 BEQ	02/23/2011	12/15/2011	1,781.49	1,831.87	-50.38	0.00
265.0000	3620AR4A6	GNMA POOL #738017 4% 02-15-2041 BEQ	08/08/2011	12/15/2011	265.00	277.46	-12.46	0.00
74 7600	36241LT97	GNMA POOL #783278 4 5% 03-15-2041 BEQ	06/27/2011	12/15/2011	74.76	79.46	-4.70	0.00
1003 6100	22541NMR7	CMO CR SUISSE 1ST BSTDN MTG 2002-CKS4 COML MTG P/T C1F CLA2 5 18 11-15-36 NEG	03/25/2011	12/16/2011	1,003.61	1,041.09	-37.48	0.00
10000.0000	91374PBQ4	UNITEDHEALTH GROUP 5.95% DUE 02-15-2041	Various	12/20/2011	12,275.00	10,075.75	2,199.25	0.00
408 8900	3138A2KC2	FEDERAL NATL MTG ASSN GTD MTG POOL #A1190.4% 01-01-2041 BEQ	04/04/2011	12/27/2011	408.89	403.08	5.81	0.00
438 8400	3138AFV23	FEDERAL NATL MTG ASSN GTD MTG POOL #A12432 4 5% 05-01-2041 BEQ	06/09/2011	12/27/2011	438.84	459.20	-20.36	0.00
355.8800	3138AKF79	FEDERAL NATL MTG ASSN GTD MTG POOL #A15589 4.5% 07-01-2041 BEQ	08/08/2011	12/27/2011	355.88	377.01	-21.13	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
603.3800	3138EGHU1	FEDERAL NATL MTG ASSN GTD MTG POOL #AL0242 4 5% 04-01-2041 BEO	06/08/2011	12/21/2011	603.39	633.28	-29.89	0.00
7.5900	31418XAF7	FNMA POOL #AB1808 4% 11-01-2040 BEO	02/23/2011	12/27/2011	7.59	7.45	0.14	0.00
847.0400	31416XQY9	FNMA POOL #AB2270 4% 02-01-2041 BEO	08/08/2011	12/27/2011	847.04	873.51	-26.47	0.00
17.6300	31418RY70	FNMA POOL #AD4333 5% 03-01-2040 BEO	04/04/2011	12/27/2011	17.63	18.47	-0.84	0.00
5.5200	31418SZR9	FNMA POOL #AD5283 4.5% 09-01-2040 BEO	02/23/2011	12/27/2011	5.52	5.61	-0.09	0.00
332.8200	31419BCT0	FNMA POOL #AE0981 3.5% DUE 03-01-2041 BEO	08/10/2011	12/27/2011	332.82	339.06	-6.24	0.00
61.3200	31419BXT7	FNMA POOL #AE1589 4 5% 10-01-2040 BEO	04/04/2011	12/27/2011	61.32	62.51	-1.19	0.00
Total Short Term Sales					1,308,400.35	1,316,793.41	-8,393.06	0.00
Long Term 15% Sales								
32018.9200	36158YAE9	CMO GE CAP COML MTG CORP 2000-1 MTG PASSTHRU CTF CL C 6.734 DUE 01-15-2033	09/14/2007	01/04/2011	32,018.92	32,831.90	-812.98	0.00
1950.2200	3128S4ZG5	FHLMC POOL #1Q0743 ADJ R1 05-01-2037 5 86% 09-01-2037 BEO	06/29/2009	01/18/2011	1,950.22	2,059.08	-108.86	0.00
10481.0700	36158YAE9	CMO GE CAP COML MTG CORP 2000-1 MTG PASSTHRU CTF CL C 6.734 DUE 01-15-2033	09/14/2007	01/18/2011	10,481.07	10,747.19	-266.12	0.00

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THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1072.1100	52108H6V1	LBUBS COML MTG TR 4 93% DUE 09-15-2030 09-15-2040	01/08/2010	01/18/2011	1,072.11	1,111.64	-39.53	0.00
255.5800	61146WHF0	CNO MSDW CAP ITR 2001-TOP3 COML MTG CL A-4 6.39 EXP 6-15-11 FINAL 7-15-33 BEQ	09/24/2009	01/18/2011	255.58	266.92	-11.34	0.00
411.3200	929766C27	CNO WACHOVIA BK COML MTG 1H SER 2005-C17CL APR 5.037 DUE 03-15-2042 REG	03/25/2009	01/18/2011	411.32	364.36	46.96	0.00
1517.8500	3128S4ZG5	FHLMC POOL #100743 ADJ H/ 09-01-2037 5.86% 09-01-2037 BEQ	05/29/2009	02/15/2011	1,517.85	1,602.58	-84.73	0.00
305.7600	61746WHF0	CNO MSDW CAP ITR 2001-TOP3 COML MTG CL A-4 6.39 EXP 6-15-11 FINAL 7-15-33 BEQ	09/24/2009	02/15/2011	305.76	319.33	-13.57	0.00
1076.3200	52108H6V1	LBUBS COML MTG TR 4 93% DUE 09-15-2030 09-15-2040	01/08/2010	02/11/2011	1,076.32	1,116.01	-39.69	0.00
413.2600	929766C27	CNO WACHOVIA BK COML MTG TR SER 2005-C17CL APR 5.037 DUE 03-15-2042 REG	03/25/2009	02/17/2011	413.26	366.11	47.15	0.00
5000.0000	084664BM2	BERKSHIRE HATHAWAY FIN CORP SR 11 FLTG RATE DUE 01-13-2012 REG	01/06/2010	02/23/2011	5,004.35	5,000.00	4.35	0.00
20000.0000	209615BX0	CONS NAT GAS CO 6.25 DUE 11-01-2011 11-01-2011 BEQ	02/22/2008	02/23/2011	20,730.80	21,224.20	-493.40	0.00
15000.0000	50075NB89	KRAFT FOODS INC 4.125% DUE 02-09-2016	02/04/2010	07/23/2011	15,653.10	14,948.70	704.40	0.00
38.0700	31377UDH3	FNMA POOL #38/204 4 8% 01-01-2012 BEQ	01/20/2005	02/25/2011	38.07	38.81	-0.74	0.00
193.8900	317188BX1	FNMA POOL #995586 4% 03-01-2039 BEQ	03/09/2009	02/25/2011	193.89	191.74	2.15	0.00

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THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
14250.0400	3141686X1	FNMA POOL #995586 4% 03-01-2039 BEO	03/09/2009	02/25/2011	14,034.07	14,092.24	58.17	0.00
6000.0000	565849AH9	MARATHON OIL CORP 7.5% DUF 02-16-2019 07-15-2019 REG	05/01/2009	02/25/2011	7,508.40	6,317.82	1,190.58	0.00
15000.0000	0258MOCW7	AMERN EXPRESS CR CORP MEDIUM TERM NTS TRANCHE # 1H 00069 5.875 DUE 05-02-2013	05/28/2008	02/28/2011	16,262.10	14,948.55	1,313.55	0.00
15000.0000	166751AH0	CHEVRON CORP NT 3.95 DUE 03-03-2014 BEO BEO	02/27/2009	02/28/2011	16,061.85	14,972.25	1,089.60	0.00
25000.0000	2515AONY5	DEUTSCHE BK AG 4.875% DUE 05-20-2013 TRANCHE # TR 00311 4.875 5-20-2013 REG	10/31/2008	02/28/2011	26,635.25	24,089.94	2,545.31	0.00
32935.2500	52108H6V1	LBUBS COML MTG TR 4.93% DUE 09-18-2030 09-15-2040	01/08/2010	03/07/2011	34,407.06	34,149.74	257.32	0.00
5000.0000	832110AL4	SMITH INTL INC 9.75% DUE 03-15-2019 03-15-2019/03-19 2009 REG	04/22/2009	03/07/2011	5,988.22	5,259.00	1,709.22	0.00
1670.6400	312854ZG5	FHLMC POOL #100743 ADJ RT 09-01-2037 5.88% 08-01-2037 BEO	05/29/2009	03/15/2011	1,620.64	1,711.10	-90.46	0.00
608.9200	61746WHF0	CMO MSDW CAP I TR 2001:TOP3 COML MTG CL A-4 6 39 EXP 6-15-11 FINAL 7-15-33 BEO	09/24/2009	03/15/2011	608.92	635.94	-27.02	0.00
20000.0000	05567LD95	BNP PARIBAS / BNP PARIBAS US MEDIUM TERM TRANCHE # TR 00608 2.125 21 DEC 2012	12/14/2009	03/16/2011	20,343.40	19,955.40	388.00	0.00
15000.0000	2254C0TC1	CR SUISSE 1S1 BSTN 5% DUE 05-15-2013 TRANCHE TR 00411 5 DUE 05-15-2013 REG	05/01/2008	03/16/2011	16,072.65	14,966.85	1,105.80	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
521.7500	929766C27	CMO WACHOVIA RK COML MTG TR SER 2005-C17CL APR 5.037 DUE 03-15-2042 REG	03/25/2009	03/17/2011	521.75	462.30	59.45	0.00
2000.0000	260543BX0	DOW CHEM CO 8.55% DUE 05-15-2019	07/15/2009	03/23/2011	2,555.54	2,051.04	504.50	0.00
45.4600	31377UDH3	FNMA POOL #387204 4.8% 01-01-2012 BEQ	01/20/2005	03/25/2011	45.46	45.35	-0.89	0.00
103.2900	31416BX1	FNMA POOL #955586 4% 03-01-2039 BEQ	03/09/2009	03/25/2011	103.29	102.15	1.14	0.00
10000.0000	65334HAJ1	NEXEN INC 7.5% DUE 07-30-2039	11/13/2009	03/25/2011	11,317.10	11,047.50	269.60	0.00
10000.0000	00206RAJ1	AT&T INC 5.5% DUE 02-01-2018 02-01-2018/02-01-2008 BEQ	02/22/2008	04/01/2011	10,933.10	9,897.70	1,040.40	0.00
12500.0000	172967CY3	CITIGROUP INC 6.375% DUE 08-12-2014	08/05/2009	04/01/2011	13,792.88	12,415.38	1,377.50	0.00
5000.0000	494550BA3	KINDER MORGAN 5.625% DUE 02-15-2015	05/07/2009	04/01/2011	5,489.35	4,997.10	492.25	0.00
7500.0000	59156RAG3	METLUFF INC 5% DUE 11-24-2013 BEQ	11/19/2003	04/01/2011	8,043.00	7,427.83	615.07	0.00
5000.0000	815851AN9	SEMPRA ENERGY 6.5% DUE 06-01-2016	05/12/2009	04/01/2011	5,691.75	4,988.90	702.85	0.00
15000.0000	88732JAV0	TIME WARNER CABLE 3.5% DUE 02-01-2015	12/18/2009	04/01/2011	15,339.60	15,018.45	321.15	0.00
1.1200	46627QB83	CMO J.P. MORGAN CHASE COML MTG SECS TR 2008-CCL ASB 5.79 DUE 06-12-2043 REG	01/11/2010	04/12/2011	0.12	0.13	-0.01	0.00
2288.0500	3128S4ZG5	FHL MC POOL #100743 ADJ RT 09-01-2037 5.86% 05-01-2037 BEQ	05/29/2009	04/15/2011	2,288.05	2,415.77	-127.72	0.00
958.4600	81746WHF0	CMO MSDW CAP I TR 2001-TOP3 COML MTG CL A-4 6.39 EXP 6-15-11 FINAL 7 15-33 BEQ	09/24/2009	04/15/2011	958.46	1,000.99	-42.53	0.00

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THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
417.6600	929766C27	CMO WACHOVIA BK COML MTG TR SER 2005-C17CL APB 5.037 DUE 03-15-2042 REG	03/25/2009	04/15/2011	417.66	370.10	47.56	0.00
38986.1500	3128S47G5	FHLMC POOL #100743 ADJ RT 09-01-2037 5.86% 09-01-2037 BEO	05/29/2009	04/20/2011	41,520.25	41,162.35	357.90	0.00
38.4600	31377UDH3	FNMA POOL #387204 4.8% 01-01-2012 BEO	01/20/2005	04/25/2011	38.46	39.21	-0.75	0.00
15000.0000	5252M0R29	LEHMAN BROS HLDGS INC MTN BEO # TR00048 5.625 01-24-2013 RD IN DEFAULT	07/11/2008	05/03/2011	3,862.50	15,210.90	-11,348.40	0.00
602.1600	4662708B3	CMO J P MORGAN CHASE COML MTG SECS TR 2006-C CL ASB 5.79 DUE 06-12-2043 REG	01/11/2010	05/12/2011	502.16	527.42	-25.26	0.00
5000.0000	14040HAS4	CAP 1 FINL CORP 7.375% DUE 05-23-2014	05/19/2009	05/13/2011	5,819.25	4,975.55	843.70	0.00
5000.0000	38141EA41	GOLDMAN SACHS 3.625% DUE 08-01-2012	07/15/2009	05/13/2011	5,160.50	4,996.10	164.40	0.00
15000.0000	48825HGY0	JPMORGAN CHASE & CO FORMERLY J P MORGAN 6 DUE 01-15-2018 BEO	10/29/2008	05/13/2011	16,819.05	13,921.42	2,897.63	0.00
10000.0000	8174466Q7	MORGAN STANLEY GLOBAL MEDIUM TERM NT SERF 6.625% DUE 04-01-2018/04-01-2008	10/29/2008	05/13/2011	11,215.80	8,648.89	2,566.91	0.00
302.4600	3128S4ZG5	FHLMC POOL #100743 ADJ RT 09-01-2037 5.86% 09-01-2037 BEO	05/29/2009	05/16/2011	302.46	318.34	-16.88	0.00
632.2600	61746WHF0	CMO MSDW CAP LTR 2001-TOP3 COML MTG CL A4 6.39 EXP 6-15-11 FINAL 7-15-33 BEO	09/24/2009	05/16/2011	632.25	660.31	-28.06	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
455 0100	929766C27	CMO WACHOVIA RK COML MTG TR SER 2005-C1/CL APB 6.037 DUE 03-15-2042 REG	03/25/2009	05/11/2011	455.01	403.25	51.75	0.00
25000 0000	07388LAE0	CMO BEAR STEARNS COML MTG SECS TR 2006-PWR13 CL-A4 5.54 DUE 09-11-2041 REG	08/05/2009	05/25/2011	27,462.89	23,715.67	3,747.22	0.00
20000 0000	20030NB86	COMCAST CORP NEW 6.4% DUE 03-01-2040	02/24/2010	05/25/2011	21,305.60	19,904.80	2,000.80	0.00
41 0300	31377UDH3	FNMA POOL #38/204 4.8% 01-01-2012 BEO	01/20/2005	05/25/2011	41.03	41.83	-0.80	0.00
15000.0000	57109RBM2	CMO LB UBS COML MTG TR 2007 C7 VAR RT MTG PASS THRU CTF CL A-3 09-15-2045 REG	04/14/2010	06/02/2011	16,413.28	15,011.72	1,401.56	0.00
15000.0000	07388LAC0	CMO BEAR STEARNS COML MTG SECS TR 2006-PWR13 CL-A4 5.54 DUE 09-11-2041 REG	08/05/2009	06/03/2011	16,453.13	14,229.59	2,223.54	0.00
5000 0000	38141GFM1	GOLDMAN SACHS 6.15% DUE 04-01-2018 04-01-2018 BLO	04/22/2008	06/08/2011	5,438.80	5,025.10	413.50	0.00
5000.0000	74432QBG9	PRUDENTIAL FINL INC MEDIUM TERM NTS BOOKENTRY MTN 7.375% DUE 05-15-2019	06/02/2009	06/08/2011	5,889.00	4,989.85	989.15	0.00
15000 0000	66989GAA8	NOVARTIS SLCS INVT 5.125% DUE 02-10-2019 02-10-2019 REG	02/04/2009	06/09/2011	16,770.15	15,369.15	1,401.00	0.00
444 0800	46627QB83	CMO J P MORGAN CHASE COML MTG SFCS TR 2006-C CL ASB 5.79 DUE 08-12-2043 REG	01/11/2010	08/13/2011	444.08	466.42	-22.34	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
319 8100	61746WHH0	CMO MSDW CAP I TR 2001-TOP3 COML MTG CL A-4 6.39 EXP 8-15-11 FINAL 7-15-33 BEO	09/24/2009	06/15/2011	319 81	334.00	-14.19	0.00
1185 8800	61746WXX5	CMO MORGAN STANLEY DEAN WITTER CAP I TR 2002-IQ3 CL A-4 5.08% DUE 09-15-2037 BEO	01/07/2010	06/15/2011	1,185 68	1,231.63	-45.95	0.00
421 7800	929786C27	CMO WACHOVIA BK COML MTG TR SER 2005-C17CL APB 5.037 DUE 03-15-2042 REG	03/25/2009	06/17/2011	421 78	373.85	47 93	0.00
38 8300	31377UDH3	FNMA POOL #387204 4.8% 01-01-2012 BEO	01/20/2005	06/27/2011	38 83	39.59	-0.76	0.00
73 2800	314120W54	FNMA POOL #932268 5.5% 11-01-2039 BEO	06/09/2010	06/27/2011	73 28	78.82	-5.54	0.00
900 3000	31415LML8	FNMA POOL #983363 6% 08-01-2038 BEO	06/09/2010	06/27/2011	900 30	974.01	-73.71	0.00
337 5700	31418VWV0	FNMA POOL #AD7859 5% 08-01-2040 BEO	06/09/2010	06/27/2011	337 52	356.93	-19 41	0.00
542 1300	4682/QB83	CMO J P MORGAN CHASE COML MTG SECS TR 2006-C CL ASR 5.79 DUF 06-12-2043 REG	01/11/2010	07/12/2011	542 13	569.41	-27.28	0.00
57 6400	81746WHH0	CMO MSDW CAP I TR 2001-TOP3 COML MTG CL A-4 6.39 EXP 6-15-11 FINAL 7-15-33 BEO	09/24/2009	07/15/2011	57 64	80.70	-2 56	0.00
337 6500	61746WXX5	CMO MORGAN STANLEY DEAN WITTER CAP I TR 2002-IQ3 CL A-4 5.08% DUE 09-15-2037 BEO	01/07/2010	07/15/2011	337 65	350.73	-13 08	0.00
336 1900	929766ADS	CMO WACHOVIA BK TR 2002-C1 CTF A-1 CL A-4 6.287 DUE 04-15-2034 BEO	06/17/2010	07/15/2011	336 19	357.28	-21.09	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
459,000	929768C27	CMO WACHOVIA BK COML MTG TR SER 2005-C1/CL AP8 5.037 DUE 03-15-2042 REG	03/25/2009	07/15/2011	459 00	406.89	52.11	0.00
20,000	0000 8336W0K60	SOCIETE GENERALE INSTL CTT DEP PRO DTD 02-03-10 VAR RT DUE 02-03-12	01/29/2010	07/20/2011	19,944 38	20,000.00	-55.62	0.00
41,380	31377UDH3	FNMA POOL #387204 4.8% 01-01-2017 BEO	01/20/2005	07/25/2011	41.38	42.19	-0.81	0.00
76,370	31412QW54	FNMA POOL #932268 6.5% 11-01-2039 BEO	06/09/2010	07/25/2011	76 37	82.15	-5.78	0.00
681,380	31415LML8	FNMA POOL #983363 6% 08-01-2038 REO	06/09/2010	07/25/2011	681 38	737.17	-55.79	0.00
447,240	31416WEZ1	FNMA POOL #AB1051 4.5% 05-01-2040 BEO	07/09/2010	07/25/2011	447 24	464.64	-17.40	0.00
515,450	31418VWV0	FNMA POOL #AD7859 5% 06-01-2040 BEO	06/09/2010	07/25/2011	515.45	545.09	-29.64	0.00
72,450	36828QAD8	CMO GE COML MTG CORP 2003-C1 COML MTG PASS THRU CTT CL A-4 4.727 01-10-2038 BFO	09/14/2009	08/11/2011	72 45	73.59	-1.14	0.00
476,290	46627QBB3	CMO J.P. MORGAN CHASE COML MTG SECS TR 2005-C CL A38 5.79 DUE 08-12-2043 REG	01/11/2010	08/12/2011	476 29	500.25	-23.96	0.00
195,070	61746WHF0	CMO MSDW CAP ITR 2001-TOP3 COML MTG CL A-4 6.39 EXP 6-15-11 FINAL 7-15-33 REO	09/24/2009	08/15/2011	199.07	707.90	-8.83	0.00
5867,090	61746WLT5	CMO MORGAN STANLEY DEAN WITLER CAP I TR MSDW 6.38999986649% DUE 10-15-2035 BEO	07/15/2010	08/15/2011	5,867.09	6,135.69	-268.60	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
601.2500	61146WKN5	CMO MORGAN STANLEY DEAN WITTER CAP I TR 2002-10-3 CL A-4 5.08% DUE 09-15-2037 BEQ	01/07/2010	08/15/2011	601.25	624.55	-23.30	0.00
1138.2900	929786AD5	CMO WACHOVIA BK TR 2002-C1 CTF A-1 CL A-4 6.287 DUE 04-15-2034 BEQ	06/17/2010	08/15/2011	1,138.29	1,209.70	-71.41	0.00
425.9300	929766C77	CMO WACHOVIA BK COML MTG TR SER 2005-C17CL APR 5.037 DUE 03-15-2042 REG	03/25/2009	08/17/2011	425.93	377.62	48.31	0.00
39.1900	31377UDH3	FNMA POOL #387204 4.8% 01-01-2012 BEQ	01/20/2005	08/25/2011	39.19	39.96	-0.77	0.00
69.0400	31412QW54	FNMA POOL #932268 6.5% 11-01-2039 BEQ	06/09/2010	08/25/2011	69.04	74.26	-5.22	0.00
1004.4000	31415LML8	FNMA POOL #983363 6% 08-01-2038 BEQ	06/09/2010	08/25/2011	1,004.40	1,086.64	-82.24	0.00
768.4100	31416WEZ1	FNMA POOL #AB1061 4.5% 05-01-2040 BEQ	07/09/2010	08/25/2011	768.44	798.34	-29.90	0.00
612.3400	31418VWV0	FNMA POOL #AD7859 5% 06-01-2040 BEQ	06/09/2010	08/25/2011	612.34	647.55	-35.21	0.00
15000.0000	26447CAD6	DUKE ENERGY 1% DUE 04-15-2018 BD SER B 5.1% DUE 04-15-2018 BEQ	04/22/2008	08/26/2011	17,373.60	14,925.60	2,447.40	0.00
15000.0000	907818DB1	UNION PAC CORP 7.875% DUE 01-15-2019/10-07-2008 BEQ	10/02/2008	08/29/2011	19,443.00	14,972.55	4,470.45	0.00
101.1300	36828QAD8	CMO GE COML MTG CORP 2003-C1 COML MTG PASS IHRU CTF CL A-4 4.727 01-10-2038 BEQ	09/14/2009	09/12/2011	101.13	102.73	-1.60	0.00

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Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
478.8000	486270883	CNO J.P. MORGAN CHASE COML MTG SPCS TR 2006-C1 ASB 5.79 DUE 06-12-2043 REG	01/11/2010	09/12/2011	4/8.80	502.89	-24.09	0.00
332.4900	312943DJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10-01-2040 BEO	09/13/2010	09/15/2011	332.49	340.80	-8.31	0.00
73.2000	61746WHFO	CNO MSDW CAP I TR 2001-TOP3 COML MTG CL A-4 6.39 EXP 6-15-11 FINAL 7-15-33 RFO	09/24/2009	09/15/2011	73.20	76.45	-3.25	0.00
3109.7700	61746WLT5	CNO MORGAN STANLEY DEAN WITTER CAP I TR MSDW 6.3899986649% DUE 10-16-2035 BEO	07/15/2010	09/15/2011	3,100.77	3,252.14	-142.37	0.00
1473.3500	81746WXN5	CNO MORGAN STANLEY DEAN WITTER CAP I TR 2002-IO3 CL A-4 5.08% DUE 09-15-2037 BEO	01/07/2010	09/15/2011	1,473.35	1,530.44	-57.09	0.00
766.7500	929766AD5	CNO WACHOVIA BK TR 2002-C1 CTF A-1 CL A 4.6287 DUE 04-16-2034 BEO	06/17/2010	09/15/2011	766.75	814.85	-48.10	0.00
427.9400	929766C27	CNO WACHOVIA BK COML MTG TR SER 2005 C17CL APB 5.037 DUE 03-15-2042 REG	03/25/2009	09/16/2011	427.94	379.48	48.48	0.00
39.3800	31377UDH3	FNMA POOL #387204 4.8% 01-01-2012 BEO	01/20/2005	09/26/2011	39.38	40.16	-0.77	0.00
81.8900	31412QW54	FNMA POOL #932268 5.5% 11-01-2039 BEO	06/09/2010	09/26/2011	81.89	88.08	-6.19	0.00
1008.0900	31416LML8	FNMA POOL #983353 6% 08-01-2038 BEO	06/09/2010	09/26/2011	1,008.09	1,090.63	-82.54	0.00
334.6800	31416WEZ1	FNMA POOL #A10514 5% 05-01-2040 BEO	07/09/2010	09/26/2011	334.68	347.70	-13.02	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
415 4500	31418SX80	FNMA POOL #AD5173 4% 09-01-2040 BEQ	09/24/2010	09/26/2011	415.45	426.13	-10.68	0.00
1059.5600	31418VWV0	FNMA POOL #AD7859 5% 06-01-2040 BEQ	06/09/2010	09/26/2011	1,059.56	1,120.48	-60.92	0.00
21000.0000	52109RBM2	CMO LR UBS COML MTG TR 2007 C7 VAR RT MTG PASS THRU CTF CL A-3 09-15-2045 REG	04/14/2010	09/26/2011	22,120.55	21,016.41	1,104.14	0.00
1491.5100	36828QAD8	CMO GE COML MTG CORP 2003-C1 COML MTG PASS THRU CTF CL A-4 4.727 01-10-2038 BEQ	09/14/2009	10/11/2011	1,491.51	1,515.05	-23.54	0.00
529 4300	46627QBB3	CMO J.P. MORGAN CHASE COML MTG SECS TR 2008-C CL ASB 5.75 DUE 06-12-2043 REG	01/11/2010	10/12/2011	529.43	556.07	-26.64	0.00
15000.0000	057224AY3	BAKER HUGHES INC 7.5% DUE 11-15-2018 TO MATURITY 7.578 7 5 DUE 11-15-2018 BEQ	10/24/2008	10/17/2011	19,393.50	14,868.90	4,524.60	0.00
964.1000	312943QJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10-01-2040 BEQ	09/13/2010	10/17/2011	964.10	988.20	-24.10	0.00
11 0200	61746WHF0	CMO MSDW CAPITAL TR 2001-TOP3 COML MTG CL A-4 6.39 EXP 6-15-11 FINAL 7-15-33 BEQ	09/24/2009	10/17/2011	11.02	11.51	-0.49	0.00
732.2800	61746WYN5	CMO MORGAN STANLEY DEAN WITTER CAPITAL TR 2002-Q3 CL A-4 5 08% DUE 09-15-2037 BEQ	01/07/2010	10/17/2011	732.28	760.66	-28.38	0.00
931 1200	929766AD5	CMO WACHOVIA BK TR 2002-C1 CIF A-1 CL A-4 6 287 DUE 04-15-2034 BEQ	06/17/2010	10/17/2011	931.12	989.53	-58.41	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
464.9900	929766C77	CMO WACHOVIA RK COML MTG TR SER 2005-C17CL APR 5 037 DUE 03-15-2042 REG	03/25/2009	10/17/2011	464.99	412.36	52.63	0.00
2186.4000	61746WLT5	CMO MORGAN STANLEY DEAN WITTER CAPI TR MSOW 6.3889986649% DUE 10-15-2036 BEO	07/15/2010	10/18/2011	2,186.41	2,286.50	-100.09	0.00
41.9200	31377UDH3	FNMA POOL #387204 4.8% 01-01-2012 BEO	01/20/2005	10/25/2011	41.92	42.74	-0.82	0.00
74.1300	31412QW54	FNMA POOL #932268 5.5% 11-01-2039 BEO	06/09/2010	10/25/2011	74.13	79.74	-6.61	0.00
688.5600	314151ML8	FNMA POOL #983363 6% 08-01-2038 BEO	06/09/2010	10/25/2011	688.56	744.94	-56.38	0.00
702.2600	31416WEZ1	FNMA POOL #AB1051 4.5% 06-01-2040 BEO	07/09/2010	10/25/2011	702.26	729.58	-27.32	0.00
392.5700	31418SX80	FNMA POOL #AD5173 4% 09-01-2040 BEO	09/24/2010	10/25/2011	392.57	402.56	-10.09	0.00
991.6000	31418VWV0	FNMA POOL #AD7859 5% 06-01-2040 BEO	06/09/2010	10/25/2011	991.60	1,048.62	-57.02	0.00
100.0500	36828QA08	CMO GE COML MTG CORP 2003-C1 COML MTG PASSTHRU CTIF CL A-4 4 727 01-10-2038 BEO	09/14/2009	11/10/2011	100.05	101.63	-1.58	0.00
488.0600	486270B83	CMO J.P. MORGAN CHASE COML MTG SECS TR 2006-C CL ASB 5.79 DUE 05-12-2043 REG	01/11/2010	11/14/2011	488.06	491.61	-23.55	0.00
365.7900	12618SAC0	CNH EQUIP TR 1.17% DUE 05-15-2015	11/10/2010	11/15/2011	365.79	365.77	0.02	0.00
1175.3400	312943DJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10-01-2040 BEO	09/13/2010	11/15/2011	1,178.34	1,207.80	-29.46	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

Number of shares CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
18 0000 61746WHF0	CMO MSDW CAP I TR 2001-TOP3 COML MIG CL A-4 C39 EXP 6-16-11 FINAL 7 15-33 BEO	09/24/2009	11/15/2011	18.00	18.80	-0.80	0.00
2322.0200 61746WXN5	CMO MORGAN STANLEY DEAN WITTER CAP I TR 2002-1Q3 CL A-4 5.08% DUE 09-15-2037 BEO	Various	11/15/2011	2,322.02	2,291.89	30.13	0.00
2125 2400 929766AD5	CMO WACHOVIA BK TR 2002-C1 CTF A-1 CL A-4 6 287 DUE 04-15-2034 BEO	06/11/2010	11/15/2011	2,125.24	2,258.57	-133.33	0.00
432.1400 929766C27	CMO WACHOVIA BK COML MTG TR SER 2005-C17CL APB 5.037 DUE 03-15-2042 REG	03/25/2009	11/18/2011	432.14	383.29	48.85	0.00
39 7500 31377UDH3	FNMA POOL #387704 4.8% 01-01-2012 BEO	01/20/2005	11/25/2011	39.75	40.53	-0.78	0.00
827.4100 31410KNG5	FNMA POOL #889591 6% 07-01-2038 BEO	11/19/2010	11/25/2011	827.41	903.17	-75.76	0.00
7739.8200 31412QW54	FNMA POOL #932268 5.5% 11-01-2039 BEO	06/09/2010	11/25/2011	7,739.82	8,325.14	-585.32	0.00
1535.9300 31415LML8	FNMA POOL #983363 6% 08-01-2038 BEO	06/09/2010	11/25/2011	1,535.93	1,661.68	-125.75	0.00
328 6100 31416WEZ1	FNMA POOL #A81051 4.5% 05-01-2040 BEO	07/09/2010	11/25/2011	328.51	341.29	-12.78	0.00
332.6900 31418SXB0	FNMA POOL #AD5173 4% 09-01-2040 BEO	09/24/2010	11/25/2011	332.69	341.24	8.55	0.00
1453.4900 31418VWV0	FNMA POOL #AD7859 5% 08-01-2040 BEO	06/09/2010	11/25/2011	1,453.49	1,537.07	-83.58	0.00
10000 0000 912810OH4	US TREAS BPS 4.37% DUE 05-15-2040 REG	07/26/2010	12/01/2011	12,513.67	10,605.90	1,907.77	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5000 0000	912833LA6	UNITED STATES TREAS SEC STRIPPED INT FMT 08-15-2020 (UNDATE) REG	10/06/2010	12/07/2011	4,210 15	3,968 75	241.40	0.00
108 3200	368280AD8	CMO GE COML MTG CORP 2003-C1 COML MTG PASSTHRU CTF CL A-4 4.727 01-10-2038 BEO	09/14/2009	12/12/2011	108 32	110 03	-1.71	0.00
533.8200	466270B83	CMO J P MORGAN CHASE COML MTG SECS TR 2006-C CL ASB 5.79 DUE 06-12-2043 REG	01/11/2010	12/12/2011	533 82	560.68	26.86	0.00
454 3800	12619SAC0	CNH EQUIP TR 1 17% DUE 05-15-2015	11/10/2010	12/15/2011	454 38	464.36	0 02	0.00
1046.4400	312943DJ9	FEDERAL HOME LN MTG CORP POOL #A94605 4% 10 01-2040 BEO	09/13/2010	12/15/2011	1,046.44	1,072.80	-26.16	0.00
4 7000	61748WHF0	CMO MSDW CAP LTR 2001-TOP3 COML MTG CL A-4 8.39 EXP 8-15-11 FINAL 7-15-33 BEO	09/24/2009	12/15/2011	4 70	4.91	-0 21	0.00
182 9600	61746WXN5	CMO MORGAN STANLEY DEAN WITTER CAP LTR 2002-IG3 CL A-4 5 08% DUE 09-15-2037 BEO	05/08/2009	12/15/2011	182 96	176 75	6.21	0.00
1354.1700	929766AD5	CMO WACHOVIA RK TR 2002-C1 CTF A-1 CL A-4 6 787 DUE 04-15-2034 BEO	06/17/2010	12/15/2011	1,354 17	1,439.12	-84 95	0.00
441 2700	929766C27	CMO WACHOVIA BK COML MTG TR SER 2005-C17CL APB 5.037 DUE 03-15-2042 REG	03/25/2009	12/16/2011	441 27	391.42	49 85	0.00
42.2800	31377UDH3	FNMA POOL #367204 4.8% 01-01-2012 BEO	01/20/2005	12/27/2011	42 28	43 11	-0 83	0.00
655.0400	31410KNG5	FNMA POOL #889681 6% 07-01-2038 BEO	11/19/2010	12/27/2011	655.04	715.02	-59 98	0.00
1728.8500	31412QW54	FNMA POOL #932268 5 5% 11-01 2039 BEO	06/09/2010	12/27/2011	1,728 85	1,859 59	-130.74	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
892.3900	314151ML8	FNMA POOL #983363 6% 08-01-2038 REO	06/09/2010	12/27/2011	892.39	955.45	-73.06	0.00
836.0500	31416WEZ1	FNMA POOL #A81051 4.5% 05-01-2040 REO	07/09/2010	12/27/2011	836.05	868.58	-32.53	0.00
452.5000	31418SXR0	FNMA POOL #AD5173 4% 09-01-2040 REO	09/24/2010	12/27/2011	452.50	464.13	-11.63	0.00
996.2900	31418VWV0	FNMA POOL #AD7859 5% 06-01-2040 REO	06/09/2010	12/27/2011	996.29	1,053.58	-57.29	0.00
Total Long Term 15% Sales					708,332.48	675,459.70	32,872.78	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
1400	66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	04/08/2011	05/02/2011	7.52	7.79	-0.27	0.00
Total Short Term Sales								
					7.52	7.79	-0.27	0.00
Long Term 15% Sales								
100.0000	110122108	BRISTOL MYERS SQUIBB CO	11/10/2008	03/01/2011	2,557.95	2,056.92	501.03	0.00
250.0000	58933Y105	MERCK & CO INC	Various	03/01/2011	8,164.85	9,767.50	-1,602.65	0.00
100.0000	847560109	SPECTRA ENERGY CORP COM STK	Various	03/01/2011	2,656.94	2,583.51	73.43	0.00
100.0000	58933Y105	MERCK & CO INC	Various	03/10/2011	3,283.80	3,314.45	-30.65	0.00
400.0000	847560109	SPECTRA ENERGY CORP COM STK	Various	03/10/2011	10,493.80	9,489.67	1,004.13	0.00
400.0000	58933Y105	MERCK & CO INC	Various	03/23/2011	12,984.80	11,903.40	1,081.40	0.00
63.0000	H01301107	ALCON INC	Various	04/12/2011	10,761.19	6,390.34	4,370.85	0.00
50.0000	084870702	BERKSHIRE HATHAWAY INC-CL B	Various	05/19/2011	3,948.92	3,686.60	282.32	0.00
75.0000	38141G104	GOLDMAN SACHS GROUP INC	Various	05/19/2011	10,440.94	8,009.76	2,431.18	0.00
75.0000	46625H100	J P MORGAN CHASE & CO	Various	05/19/2011	3,279.69	3,258.00	21.69	0.00
100.0000	05546E209	BHP BILLITON PLC - ADR	02/11/2009	05/26/2011	7,685.85	3,747.74	3,938.11	0.00
150.0000	084670702	BERKSHIRE HATHAWAY INC-CL B	Various	05/26/2011	11,636.71	8,255.25	3,381.52	0.00
100.0000	46625H100	J P MORGAN CHASE & CO	Various	05/26/2011	4,208.93	4,161.75	47.18	0.00

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THE GORDON A CAIN FOUNDATION

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
700.0000	565849106	MARATHON OIL CORP	Various	06/23/2011	35,643.30	24,831.90	11,011.40	0.00
400.0000	02209S103	ALTRIA GROUP INC	Various	09/02/2011	10,660.03	7,700.48	2,959.55	0.00
350.0000	084670702	BERKSHIRE HATHAWAY INC-CL B	Various	09/02/2011	24,271.15	15,576.06	8,695.09	0.00
50.0000	25179M103	DEVON ENERGY CORP NEW	Various	09/02/2011	3,231.44	3,260.38	-28.94	0.00
500.0000	346091705	FOREST OIL CORP	05/19/2010	09/02/2011	9,239.82	13,385.00	-4,145.18	0.00
200.0000	46625H100	J P MORGAN CHASE & CO	Various	09/02/2011	6,939.87	8,178.00	-1,238.13	0.00
50.0000	92220P105	VARIAN MED SYS INC	02/14/2007	09/02/2011	2,888.45	2,451.21	218.24	0.00
1000.0000	91912E204	ADR VALF S A ADR RFPSTG PFD PREF ADR	Various	11/22/2011	22,468.37	20,276.00	2,192.37	0.00
900.0000	71654V101	ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR NON VTG	Various	12/09/2011	22,724.55	31,088.70	-8,364.15	0.00
300.0000	464286400	MFC ISHARES INC MSCI BRAZIL FREE INDEX FD	Various	12/20/2011	17,145.20	23,846.70	-6,697.50	0.00
Total Long Term 15% Sales					247,101.61	226,999.32	20,102.29	0.00

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THE GORDON A CAIN FOUNDATION

2011 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
293.0000	30231G102	EXXON MOBIL CORP	12/10/2010	01/18/2011	23,018.54	21,033.00	1,985.54	0.00
586.0000	565849106	MARATHON OIL CORP	Various	01/18/2011	25,058.23	20,603.98	4,454.25	0.00
3105.0000	443683107	HUDSON CITY BANCORP	Various	01/24/2011	34,739.08	38,304.93	-3,565.85	0.00
14.0000	693506107	PPG INDUSTRIES INC	12/22/2010	04/08/2011	1,340.09	1,156.40	183.69	0.00
280.0000	693508107	PPG INDUSTRIES INC	Various	04/08/2011	24,887.42	23,869.12	1,018.30	0.00
1.0000	919794107	VAL NATL BANCORP COM	12/22/2010	05/04/2011	1.36	1.37	-0.01	0.00
699.0000	172082101	CINCINNATI FINANCIAL CORP	Various	06/03/2011	20,646.26	21,972.05	-1,325.80	0.00
619.0000	172062101	CINCINNATI FINANCIAL CORP	Various	06/03/2011	18,283.30	20,571.40	-2,288.10	0.00
3164.0000	649445103	NEW YORK COMMUNITY BANCORP INC COM	Various	07/28/2011	42,925.47	54,130.85	-11,205.38	0.00
3778.0000	257867101	R R DONNELLEY & SONS CO	Various	09/27/2011	56,236.32	68,507.89	-13,271.57	0.00
343.0000	464287242	MFC ISHARES IBOXX INVT GRADE GROUP BD FDCORP BD	09/13/2011	09/27/2011	38,556.98	38,658.10	-99.12	0.00
579.0000	94106L109	WASTE MGMT INC DEL	Various	11/29/2011	17,632.41	20,680.42	-3,048.01	0.00
1190.0000	94106L109	WASTE MGMT INC DEL	Various	11/29/2011	36,739.32	42,792.86	-6,053.54	0.00
71.0000	94106L109	WASTE MGMT INC DEL	09/13/2011	11/30/2011	2,210.60	2,218.04	-7.44	0.00
805.0000	724479100	PITNEY BOWES INC	Various	12/07/2011	15,125.17	18,819.34	-3,694.17	0.00
1751.0000	724479100	PITNEY BOWES INC	Various	12/07/2011	32,899.60	40,142.26	-7,242.66	0.00

THE GORDON A CAIN FOUNDATION

ATTACHMENT 52

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

2011 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
Short Term Sales Reported on 1099-B							
207758TY2	500000.0000 CONN ST HSG FIN AUTH HSG MTG FIN PG 11-15-35/12-31-10 5-15-16	03/09/2011	12/31/2010	500,000.00	500,000.00	0.00	0.00
649659GK9	500000.0000 NEW YORK NY ADJ-SUBSER B-3 VAR RT DUE 08-15-2018 BEO N/C	03/09/2011	01/07/2011	500,000.00	500,000.00	0.00	0.00
882854MZ2	10000 0000 TX WTR DEV BRD REV VAR-REF-ST REVOLV-SUBLIEN-A VAR RT DUE 7-15-2019	03/14/2011	01/06/2011	10,000.00	10,000.00	0.00	0.00
231266CH8	500000.0000 CURATORS UNIV MO SYS FACS REV VAR RT 11-01-2035 BEO	04/05/2011	01/11/2011	500,000.00	500,000.00	0.00	0.00
793067AM1	500000.0000 ST PAUL MINN PORT AUTH REV VAR-MINN PUB 05-01-2025/02-01-2011 BEO 1 DAY PUT	04/05/2011	12/31/2010	500,000.00	500,000.00	0.00	0.00
31398AR79	300000 0000 FNMA DTD 05/10/2010 FLTG RATE 05-10-2013	05/10/2011	01/06/2011	300,000.00	300,240.00	-240.00	0.00
20774LRU1	300000.0000 CN ST HLTH & EDL FACS AUTH RE VAR-YALE UNIV-SER V-2 VAR RT DUE 07-01-2036	07/20/2011	01/11/2011	300,000.00	300,000.00	0.00	0.00
414152RW0	500000.0000 HARRIS CNTY TEX HEALTH FACS DEV CORP CHILDRENS HOSP-SER 3 01 OCT 2041	07/20/2011	12/31/2010	500,000.00	500,000.00	0.00	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
442378DV4	600000 0000 HSTN TEX HIGHER ED FIN CORP HIGHER ED RICE UNIV PROJ-SER B VAR RT 05-15-48 REG	07/20/2011	12/27/2010	600,000.00	600,000.00	0.00	0.00
60635HXXW4	600000.0000 MO ST HLTH & EDL FACS AUTH REV SER B VARRT 02-15-34/12-23-04 BEO 1 DAY PUT SF	07/20/2011	01/06/2011	600,000.00	600,000.00	0.00	0.00
762279AB3	600000.0000 RI ST INDL FACS CORP MARINE TE VAR-REF-EXXON MBL PROJ VAR RT 2-1-25 REG	08/01/2011	12/27/2010	600,000.00	600,000.00	0.00	0.00
882854MZ2	70000.0000 TX WTR DEV BRD REV VAR-REF-ST REVOLV-SUBLIEN-A VAR RT DUE 7-15-2019	08/26/2011	01/06/2011	70,000.00	70,000.00	0.00	0.00
882854MZ2	100000.0000 TX WTR DEV BRD REV VAR-REF-ST REVOLV-SUBLIEN-A VAR RT DUE 7-15-2019	08/31/2011	01/06/2011	100,000.00	100,000.00	0.00	0.00
882854MZ2	320000.0000 TX WTR DEV BRD REV VAR-REF-ST REVOLV-SUBLIEN-A VAR RT DUE 7-15-2019	09/14/2011	01/06/2011	320,000.00	320,000.00	0.00	0.00
914455FG0	500000.0000 UNIVERSITY MICH UNIV REVS FLTGT RT 07% 12-01-2021 BEO	09/14/2011	01/07/2011	500,000.00	500,000.00	0.00	0.00
644614FE4	200000 0000 NH HLTH & ED FACS AUTH REV DARTMOUTH CG ISS VAR RT 06-01-2032 REG	09/15/2011	01/11/2011	200,000.00	200,000.00	0.00	0.00
478740LD3	250000.0000 JOHNSON CNTY KANS UNI SCH DIST NO 512 SHAWNEE MISSION 5% 10-01-2011 BEO	10/03/2011	06/15/2011	250,000.00	250,000.00	0.00	0.00
20772FSD3	100000 0000 CONNECTICUT ST 4 6% 11-15-2020 BEO	11/15/2011	08/08/2011	100,000.00	100,000.00	0.00	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
20774LRU1	100000.0000 CN ST HLTH & EDL FACS AUTH RE VAR-YALE UNIV-SER V-2 VAR RT DUE 07-01-2036	12/14/2011	10/19/2011	100,000.00	100,000.00	0.00	0.00
354802FF2	100000.0000 FRANKLIN TEX INDPT SCH DIST .75% 02-15-2012 BEQ	12/14/2011	09/28/2011	99,941.00	100,063.20	-122.20	0.00
463831JM0	60000.0000 IRVING TEX WTRWKS & SWR REV PREREFUNDED-REF & 5 DUE 08-15-2015	12/14/2011	10/19/2011	61,650.00	61,828.03	-178.03	0.00
604111BJ2	200000.0000 MINNESOTA PUB FACS AUTH DRINKING WTR REV5.25% 03-01-2018 BEQ	12/14/2011	08/08/2011	201,996.00	202,118.76	-122.76	0.00
647630AQ8	100000.0000 NEW ORL LA FIN AUTH REV XAVIER UNIV LA PROJ 5 3 DUE 06-01-2026 5.34 @99.461	12/14/2011	08/05/2011	102,102.00	102,298.44	-196.44	0.00
64983M2X5	100000.0000 NY ST DORM AUTH REVS ST SUPPORTED VAR-ROCHESTER 09/03/08 DUE 07-01-2031	12/14/2011	10/11/2011	100,000.00	100,000.00	0.00	0.00
658256RU8	100000.0000 NORTH CAROLINA ST 5% 03-01-2012 BEQ	12/14/2011	08/08/2011	100,921.00	101,004.68	-83.68	0.00
727199QW4	75000.0000 PLANO TEX INDPT SCH DIST 4% 02-15-2012 BEQ	12/14/2011	06/16/2011	75,359.25	75,479.65	-120.40	0.00
796269RF7	100000.0000 SAN ANTONIO TEX INDPT SCH DIST 5.25% 08-15-2012 BEQ	12/14/2011	11/21/2011	103,075.00	103,179.71	-104.71	0.00
879029CY0	55000.0000 TEHACHAPI CALIF UNI SCH DIST 5 5% 08-01-2023 BEQ	12/14/2011	08/04/2011	57,144.45	57,322.10	-177.65	0.00

2011 Tax Information Statement

THE GORDON A CAIN FOUNDATION

Cusip Number	Description (Box 9)	Date of Sale (Box 1a)	Date of Acquisition	Sales Price of Stocks Bonds, etc. (Box 2)	Cost or Other Basis	Net Gain or Loss	Federal Income Tax Withheld (Box 4)
Noncovered (Box 6 is checked)							
882722L90	100000.0000 TX ST (CUSIPDSC)(INCRTE%) DUE 08-30-2012BEO (PREREFUNDED PRFNDDT)(PRFNDRT) N/C	12/14/2011	08/23/2011	101,601.00	101,541.20	59.80	0.00
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box B checked				7,553,789.70	7,555,075.77	-1,286.07	0.00

The Gordon A. Cain Foundation
Investment Asset Detail
12/31/2011

20-8483773

	U.S. and state government obligations	Corporate Stock	Corporate Bonds	Other	Total
<u>Book Value (Cost):</u>					
<u>Northern Trust - UST Fixed</u>			401,801 05		401,801 05
Government Bonds	94,198 96				94,198 96
Government Agencies	9,892 79				9,892 79
Municipal/Provincial Bonds	30,774 80				30,774 80
Government Mortgage Backed Securities	886,538 93				886,538 93
Commercial Mortgage Backed Securities	14,912 13			331,181 06	331,181 06
Asset Backed Securities				48,908 04	48,908 04
Total Northern Trust - UST Fixed	1,036,317 61	-	401,801 05	380,089 10	1,818,207 76
Northern Trust - Cypress		1,106,902 40			1,106,902.40
<u>UBS Financial Services</u>					
Common Stock		730,186 83			730,186 83
Closed End Mutual Funds		89,872 87			89,872.87
Mutual Funds		155,485 84			155,485 84
Total UBS Financial Services	-	975,545 54	-	-	975,545 54
1,187 Units Energy Transfer Equity LP				3,884 62	3,884 62
Northern Trust - Avalon Equity		7,378,474.61	787,735 62		8,166,210 23
Total	1,036,317 61	9,460,922 55	1,189,536 67	383,973 72	12,070,750 55

Fair Market Value:

<u>Northern Trust - UST Fixed</u>			441,640 40		441,640 40
Government Bonds	110,971 37				110,971 37
Government Agencies	14,353 47				14,353 47
Municipal/Provincial Bonds	35,182 52				35,182.52
Government Mortgage Backed Securities	913,903 37				913,903 37
Commercial Mortgage Backed Securities	16,795 08			355,238 46	355,238 46
Asset Backed Securities				49,365 94	49,365 94
Total Northern Trust - UST Fixed	1,091,205 81	-	441,640 40	404,604 40	1,937,450 61
Northern Trust - Cypress		1,564,328 08			1,564,328 08
<u>UBS Financial Services</u>					
Common Stock		794,129 79			794,129 79
Closed End Mutual Funds		55,963 00			55,963 00
Mutual Funds		194,563 58			194,563 58
Total UBS Financial Services	-	1,044,656 37	-	-	1,044,656 37
1,187 Units Energy Transfer Equity LP				48,168 46	48,168 46
Northern Trust - Avalon Equity		8,158,739 55	786,293.13		8,945,032.68
Total	1,091,205 81	10,767,724 00	1,227,933 53	452,772 86	13,539,636 20

Portfolio Statement

31 DEC 2011

Account Name GORDON CAIN FNDTN US TR FIX

Asset Detail

Description Asset ID	Shares/PAV value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
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Fixed Income

Government bonds

UNITED STATES TREAS BDS DTD 00218 3.875% DUE 08-15-2040 RFG 9128100K7	10,000.00	11,987.50	119.875	10,578.12	1,409.38	146.36	12,133.86	387.50
UNITED STATES TREAS BDS DTD 00219 4.25% DUE 11-15-2040 REG 9128100L5	10,000.00	12,753.12	127.531	9,971.91	2,781.21	54.87	12,807.99	425.00
UNITED STATES TREAS NTS 2 DUE 912828RR3	5,000.00	5,057.03	101.141	4,998.83	58.20	12.91	5,069.94	100.00
UNITED STATES TREAS SEC STRIPPED INT PMT00765 02-15-2038 (UNDDATE) REG 912833Z60	15,000.00	6,702.63	44.684	4,359.23	2,343.40	0.00	6,702.63	0.00
UNITED STATES TREAS SEC STRIPPED INT PMT08-15-2020 (UNDDATE) REG 912833LA6	40,000.00	34,210.88	85.527	31,803.53	2,407.35	0.00	34,210.88	0.00
US TREAS BDS 4 75 DUE 02-15-2041 REG 9128100N1	20,000.00	27,562.50	137.813	20,801.56	6,760.94	358.83	27,921.33	950.00
US TREAS SEC STRIPPED INT PMT 0 912833LG3	15,000.00	12,124.74	80.832	11,685.78	438.96	0.00	12,124.74	0.00
Total government bonds		110,398.40		94,198.96	16,199.44	572.97	110,971.37	1,862.51

Government agencies

RESOLUTION FDG CORP FED BOOK ENTRY PRIN STRIPS GENERIC PRIN PMT 01-15-2030 76116FAB3	25,000.00	14,353.47	57.414	9,892.79	4,460.68	0.00	14,353.47	0.00
Total government agencies		14,353.47		9,892.79	4,460.68	0.00	14,353.47	0.00

Municipal/provincial bonds

CALIFORNIA ST TAXABLE-VAR PURP 7.55% DUE 04-01-2039 BEO TAXABLE NIC 1306345G3	20,000.00	24,475.20	122.376	20,774.80	3,700.40	377.50	24,852.70	1,510.00
KENTUCKY ASSET / LIAB LITY COMM GEN FD REV 3.165% 04-01-2018 BEO TAXABLE 491189FC5	10,000.00	10,250.70	102.507	10,000.00	250.70	79.12	10,329.82	316.50
Total municipal/provincial bonds		34,725.90		30,774.80	3,951.10	456.62	35,182.52	1,826.50

Corporate bonds

EMBRACER OVERSEAS 6.375% DUE 01-15-2020 29081YAC0	10,000.00	10,675.00	106.750	10,000.00	675.00	146.97	10,821.97	637.50
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Portfolio Statement

Account Name GORDON CAIN FNDTN US TR FIX

31 DEC 2019

Asset Detail

Asset ID	Description	Shares/PAV value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
Fixed Income									
Corporate bonds									
ARCELORMITTAL SA NT 9.85 DUE 06-01-2019	03938LAM6	10,000.00	11,122.16	111.222	10,896.30	225.86	82.08	11,204.24	985.00
ARCELORMITTAL SA 6.75% DUE 03-01-2041	03938LAS3	5,000.00	4,496.15	89.923	4,280.95	215.20	112.50	4,608.65	337.50
DEUTSCHE TELEKOM 8.75% DUE 06-15-2030	25156PAC7	10,000.00	13,949.10	139.491	12,462.05	1,487.05	38.88	13,987.98	875.00
RABOBANK NEDERLAND 4.5 DUE 01-11-2021	21685WBT3	5,000.00	5,194.22	103.885	4,986.45	207.77	106.25	5,300.47	225.00
BRITISH TELECOMMUNICATIONS PLC NT STEPUP 12-15-2030 12-12-2000	11102AE1	10,000.00	14,093.00	140.930	12,808.80	1,284.20	42.84	14,135.84	962.50
ARCHER DANIELS 7% DUE 02-01-2031	039483AS1	15,000.00	20,367.97	135.787	18,741.60	1,626.37	437.50	20,805.47	1,050.00
AT&T INC GLOBAL NT 6.55 DUE 02-15-2039 REG	00206RAS1	10,000.00	12,720.39	127.204	12,599.80	120.59	247.44	12,967.83	655.00
ATMOS ENERGY CORP 8.5% DUE 03-15-2018	049560AJ4	5,000.00	6,606.83	132.137	6,562.50	44.33	125.13	6,731.96	425.00
BEST BUY INC 5.5% DUE 03-15-2021	086516AL5	10,000.00	9,565.81	95.658	9,592.80	- 26.99	161.84	9,727.75	550.00
BK NY INC MEDIUM TERM SR NTS BEO TRANCHE# TR 00043 4 15 DUE 02-01-2021	06408BU2	5,000.00	5,293.41	105.868	4,991.50	301.91	86.45	5,379.86	207.50
CITIGROUP INC 3.853% DUE 06-15-2016	172967FS5	10,000.00	9,965.53	99.655	10,203.84	- 238.31	17.56	9,983.09	395.30
CNA FINL CORP 7.35% DUE 11-15-2019	126117AP5	5,000.00	5,572.50	111.450	5,165.95	406.55	46.95	5,619.45	367.50
COMCAST CORP NEW 6.4% DUE 03-01-2040	20030NB86	5,000.00	6,215.31	124.308	4,976.20	1,239.11	108.66	6,321.97	320.00
CSX CORP 4.75% DUE 05-30-2042	126408GW7	5,000.00	5,159.24	103.185	5,213.05	- 53.81	39.58	5,198.82	237.50
DIRECTV HLDG/FIN 5 DUE 03-01-2021	25459HBA2	10,000.00	10,702.19	107.022	9,952.00	750.19	166.66	10,868.85	500.00
DOW CHEM CO 4.25% DUE 11-15-2020	260543CC5	10,000.00	10,394.39	103.944	10,254.80	139.59	54.30	10,448.69	425.00

Portfolio Statement

31 DEC 2011

Account Name GORDON CAIN FNDTN PLUS TR FIX

◆ Asset Detail

Description Asset ID	Shares/PAR value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
Fixed Income								
Corporate bonds								
DOW CHEM CO 8.55% DUE 05-15-2019 260543BX0	8,000.00	10,465.62	130.833	8,204.16	2,262.46	87.40	10,554.02	684.00
DU PONT E I DE 6.5% DUE 01-15-2028 263534BG3	10,000.00	12,945.70	129.457	11,059.50	1,076.20	299.72	13,245.42	650.00
DUKE RLTY LTD 8.25% DUE 08-15-2019 26441YAT4	10,000.00	11,878.10	118.781	11,016.70	861.40	311.66	12,189.76	825.00
ENERGY TRANSFER SR NT 9 DUE 04-15-2019 29273RAM1	10,000.00	11,894.68	118.947	10,595.40	1,298.28	190.00	12,084.68	900.00
GOLDMAN SACHS 6.15% DUE 04-01-2018 38141GFM1	10,000.00	10,320.89	103.209	9,981.60	339.29	153.75	10,474.64	615.00
GOODRICH CORP SR NT 4.875 DUE 03-01-2020 38238RAW6	5,000.00	5,703.69	114.074	4,987.95	715.74	81.25	5,784.94	243.75
JPMORGAN CHASE & 5.6% DUE 07-15-2041 46825HJ87	15,000.00	13,704.47	104.697	14,335.35	769.12	373.33	16,077.80	840.00
KINDER MORGAN 6.5% DUE 09-01-2039 494550BD7	5,000.00	5,557.47	111.150	5,369.25	188.22	108.33	5,665.80	325.00
KINDER MORGAN 6.95% DUE 01-15-2038 494550AW6	5,000.00	5,647.44	112.949	4,335.60	1,311.84	180.23	5,807.67	347.50
MCDONALDS CORP 58013MEM2	2,625 DUE 01-15-2022 REG 15,000.00	15,081.79	100.545	14,796.15	285.64	99.53	15,181.32	393.75
METLIFE INC 7.17% DUE 02-15-2019 59156RAT5	15,000.00	18,609.19	125.395	15,052.60	3,756.69	437.29	19,246.48	1,157.55
MORGAN STANLEY GLOBAL MEDIUM TERM NT SERF 6.625% DUE 04-01-2018/04-01-2008 6174466Q7	10,000.00	9,674.43	98.744	8,325.00	1,549.43	165.62	10,040.05	662.50
NEVADA PWR CO 7.125% DUE 03-15-2019 641423BY3	10,000.00	12,487.97	124.880	10,077.10	2,410.87	209.79	12,697.76	712.50
NEWS AMER INC SR NT 6.15 2-15-2041 652482CE8	5,000.00	5,762.95	115.259	5,760.40	2.55	116.16	5,879.11	307.50
PECO ENERGY CO 5.35% DUE 03-01-2018 69330HAL1	20,000.00	23,618.10	118.091	20,250.70	3,367.90	356.66	23,974.76	1,070.00
PLAINS ALL AMERN 5% DUE 02-01-2021 72650RAY8	5,000.00	5,507.99	110.160	5,060.80	447.19	104.16	5,612.15	250.00

Portfolio Statement

31 DEC 2011

Account Name GORDON GAIN FNDTN - US TR FIX

Asset Detail

Asset ID	Description	Shares/PAV value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
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Fixed Income

Corporate bonds

PLAINS ALL AMERN 8 75% DUE 05-01-2019 72850RAU6	5,000 00	6,387 47	127 749	5 118 80	1,268 67	72 91		6 460 38	437 50
PRUDENTIAL FINL INC MEDIUM TERM NTS BOOK# TR 00038 4 5 DUE 11-15-2020 744320BP9	15,000 00	15 083 20	100 555	14 893 60	189 60	86 25		15 169 45	675 00
STATF STR CORP STEP CPN 4 955% DUE 03-15-2018 857477AF0	10 000 00	10 394 21	103 942	10 100 60	293 61	145 92		10 540 13	495 60
TIME WARNER CABLE 6 55% DUE 05-01-2037 88732JA7	10 000 00	11 374 16	113 742	10 778 25	595 91	109 16		11 483 32	655 00
UNITEDHEALTH GROUP 5.95% DUE 02-15-2041 91324PBQ4	5,000 00	6 147 27	122 945	4 973 70	1 173 57	112 38		6 259 65	297 50
USB CAP X11 6 625% DUE 12-15-2039 90344NAA3	10 000 00	10 159 60	101 596	10 294 05	- 134 45	29 44		10 169 04	667 50
VERIZON 4 6% DUE 04-01-2021 92343VAX2	10 000 00	11 288 66	112 887	10 854 60	434 06	115 00		11 403 66	460 00
WAL-MART STORES 3 25% DUE 10-25-2020 931142CZ4	20 000 00	21 386 36	106 932	20 480 20	906 16	119 16		21 505 52	650 00
Total corporate bonds		435,575.61		401,801 05	33,774.56	6,064 79		441,640.40	23,472.45

Government mortgage backed securities

FEDERAL HOME LN MTG CORP POOL #A94605 4% 10-01-2040 BEO 312943D9	29 991 31	31 501 70	105 034	30 741 71	759 99	99 97		31 601 67	1 195 68
FEDERAL HOME LN MTG CORP POOL #G0-6222 4% 01-01-2041 BEO 3128M8G73	17 594 31	18 900 10	105 034	17 645 67	1 254 43	59 98		18 960 08	719 77
FEDERAL HOME LN MTG CORP POOL #G06031 5 5% 03-01-2040 BEO 3128M8A87	63 897 20	69 420 47	108 644	67 930 71	1 489 76	292 86		69 713 33	3 514 35
FEDERAL NATL MTG ASSN GTD MTG POOL #A11190 4% 01-01-2041 BEO 3138A2KC7	16 630 12	17 485 44	105 143	16 393 65	1 091 79	55 43		17 540 87	685 20
FEDERAL NATL MTG ASSN GTD MTG POOL #A12432 4 5% 05-01-2041 BEO 3138AFV23	58 358 56	62 643 07	107 342	61 066 77	1 576 30	218 84		62 861 91	2 628 14
FEDERAL NATL MTG ASSN GTD MTG POOL #A15589 4 5% 07-01-2041 BEO 3138AKF79	43 274 06	46 451 11	107 342	45 843 46	607 65	162 27		46 613 38	1 047 33

Portfolio Statement

Account Name GORDON CAIN FNDTN US TR FIX

Asset Detail

Description Asset ID	Shares/PAV value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
Fixed Income								
Government mortgage backed securities								
FEDERAL NATL MTG ASSN GTD MTG POOL 3138EGHU1	#AL0242 4 5% 04-01-2041 BEO 42,657.07	45,788.95	107.342	44,769.83	1,019.02	159.86	45,948.91	1,919.57
FHLMC GOLD SINGLE FAMILY 5 5% 30 YEARS SETTLES JANUARY 02R052610	31,000.00	33,635.00	108.500	33,470.31	164.69	52.10	33,687.10	1,705.00
FNMA POOL #AB1051 4 5% 05-01-2040 BEO 31416WEZ1	52,294.40	55,048.98	107.180	54,328.98	1,720.00	196.10	56,245.08	2,353.25
FNMA POOL #AB1805 4% 11-01-2040 BEO 31416XAF7	4,894.54	5,146.26	105.143	4,806.60	339.66	16.31	5,162.57	195.78
FNMA POOL #AB2270 4% 02-01-2041 BEO 31416XQY9	77,373.40	81,800.18	105.721	79,791.34	2,008.82	257.91	82,058.07	3,094.94
FNMA POOL #AD4333 5% 03-01-2040 BEO 31418RY70	11,790.12	12,742.96	108.082	12,351.99	390.97	49.12	12,792.08	589.51
FNMA POOL #AD5173 4% 09-01-2040 BEO 31418SX80	46,601.39	48,998.09	105.143	47,799.18	1,198.91	155.33	49,153.42	1,864.06
FNMA POOL #AD5283 4.5% 09-01-2040 BEO 31418S2R9	4,032.36	4,284.38	106.498	4,098.52	185.86	15.12	4,309.50	181.46
FNMA POOL #AD7859 5% 06-01-2040 BEO 31418VWV0	81,818.11	88,481.54	108.144	86,522.64	1,958.90	340.80	88,822.44	4,090.91
FNMA POOL #AE0981 3 5% 03-01-2041 BEO 31418BCT0	23,635.40	24,328.98	102.935	24,078.58	250.42	68.93	24,397.91	827.24
FNMA POOL #AE1589 4 5% 10-01-2040 BEO 31418BX17	2,589.88	2,758.17	106.498	2,640.07	118.10	9.71	2,767.88	116.54
FNMA POOL #387204 4 8% 01-01-2012 BEO 31377UDH3	15,770.39	15,752.66	99.951	16,078.40	- 315.74	63.08	15,825.74	756.98
FNMA POOL #463205 4 6% 09-01-2019 BEO 31381KR27	10,000.00	11,254.97	112.550	9,956.64	1,298.33	38.33	11,293.30	460.00
FNMA POOL #889691 6% 07-01-2038 BEO 31410KNG5	27,937.61	30,793.39	110.222	30,495.62	297.77	139.68	30,933.07	1,676.26
FNMA POOL #932268 5 5% 11-01-2039 BEO 31412QW64	45,076.18	49,120.41	108.972	48,485.07	635.34	206.59	49,327.00	2,479.19
FNMA POOL #983303 6% 08-01-2038 BEO 31415ML18	40,542.94	44,674.67	110.191	43,862.38	812.29	202.71	44,877.38	2,432.58

Portfolio Statement

31 DEC 2011

Account Name GORDON CAIN FNDTN US TR FIX

Asset Detail

Asset ID	Description	Shares/PAV value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
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Fixed Income

Government mortgage backed securities

GNMA POOL #730990 4 5% 01-15-2040 BEO 3620AJC31	71,686.86	78,199.18	109.084	73,714.26	4,484.92	268.62		78,468.00	3,225.91
GNMA POOL #738017 4% 02-15-2041 BEO 3620AR446	23,729.67	25,493.73	107.434	24,845.71	648.02	79.09		25,572.82	949.19
GNMA POOL #783276 4 5% 03-15-2041 BEO 362411T97	4,535.85	4,952.86	109.194	4,820.76	132.10	17.00		4,969.86	204.11
Total government mortgage backed securities		910,677.23		886,538.93	24,138.30	3,226.14		913,903.37	39,794.91

Gov't-issued commercial mortgage-backed

FHLMC MULTICLASS FREDDIE MAC STRUCTURED 12-25-2020 3137ABPP7	15,000.00	16,742.76	111.618	14,912.13	1,830.63	52.32		16,765.08	627.90
Total gov't-issued commercial mortgage-backed		16,742.76		14,912.13	1,830.63	52.32		16,795.08	627.90

Commercial mortgage-backed

CNO B STEARNS COMIL MTG SECS TR 2006 07388NAE6	TOP24 MTG PTHRU CTF CI A-4 10-12-41 REG 20,000.00	22,453.32	112.267	21,937.50	515.82	92.28		22,545.50	1,107.40
CNO BEAR STEARNS COMIL MTG SECS TR 07388VAE8	2007-TOP26 CL A4 FLT RT 1-12-2045 BEO 10,000.00	11,246.40	112.464	7,781.15	3,455.25	45.59		11,281.99	547.10
CNO COMIL MTG TR 2007-GG9 MTG PASSTHRU 20173QAE1	CTF CL A-4 5 444 DUE 03-10-2039 REG 15,000.00	16,235.79	108.239	15,553.13	682.66	68.05		16,303.84	816.60
CNO CR SUISSE 1ST BSTN MTG 2002-CKS4 22541NMW7	COMIL MTG P/T CTF CL A2 5 18 11-15-36 REG 12,259.28	12,393.39	101.143	12,717.08	- 317.69	52.94		12,452.33	635.40
CNO GE COMIL MTG CORP 2003-C1 COMIL MTG 39878QAO8	PASSTHRU CTF CL A-4 4 727 01-10-2038 BEO 28,126.54	28,864.52	102.624	28,570.41	294.11	112.95		28,977.47	1,355.42
CNO GREENWICH CAP COHL FDG CORP SER 396789FT1	2004-GG1 CL-A7 VAR RT DUE 06-10-2036 REG 50,000.00	53,284.50	106.569	50,890.23	2,394.27	221.54		53,506.04	2,658.50
CNO GS MTG SECS CORP II 2005-GG4 CL A-4A4 751% DUE 07-10-2039 REG 36228CVU4	15,000.00	16,012.71	106.751	16,061.72	- 49.01	59.38		16,072.09	712.65
CNO J P MORGAN CHASE COMIL MTG SECS TR 46627QBB3	2006-C CL ASB 5 79 DUE 06-12-2043 REG 76,075.11	27,631.72	106.171	27,334.50	296.72	125.57		27,756.79	1,506.85
CNO J P MORGAN CHASE COMIL MTG SECS TR 46629VAC3	2007-C MTG PASSTHRU DUE 5 44 6-12-47 14,998.89	16,077.16	107.181	13,436.93	2,640.23	67.99		16,145.15	816.00

Portfolio Statement

Account Name GORDON CAIN FNDN USITR FX

Asset Detail

Description Asset ID	Shares/PAR value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
Fixed Income								
Commercial mortgage-backed								
CMO MORGAN STANLEY CAP I INC 2003-IO6 CLA-4 4 97% DUE 12-15-2041 REG 61745MUD3	10,000.00	10,556.81	105.568	10,048.44	508.37	41.41	10,598.22	497.00
CMO MORGAN STANLEY CAP I TR 2006-TOP23 SER 2006-T23 CL-A4 DUE 08-12-2041 BEO 61749NAV1	5,000.00	5,711.69	114.234	5,313.28	398.41	24.22	5,735.91	299.45
CMO MORGAN STANLEY DEAN WITTER CAP I TR 2002-IO3 CL A-4 5 08% DUE 09-15-2037 BEO 61746WXS5	48,164.81	49,025.37	101.787	46,533.63	2,491.74	203.89	49,229.26	2,446.77
CMO MSDW CAP I TR 2001-TOP3 COML MTG CL A-4 6 39 EXP 6-15-11 FINAL 7-15-33 BEO 61746WHF0	294.06	293.84	99.927	307.11	- 13.27	1.56	295.40	18.79
CMO WACHOVIA BK COML MTG TR SER 2005-C17CL APB 5 037 DUE 03-15-2042 REG 929766C27	20,968.04	21,698.46	103.484	18,600.60	3,097.86	88.01	21,786.47	1,056.16
CMO WACHOVIA BK COML MTG TR SER 2005-C21CL A4 FLT RT DUE 10-15-2044 BEO 929766752	30,000.01	32,882.74	109.609	26,572.56	6,310.18	130.10	33,012.84	1,561.24
CMO WACHOVIA BK COML MTG TR 2005-C22 CL A-4 DUE 12-15-2044 REG 929766BNI	20,000.00	22,007.58	110.038	21,678.91	328.67	87.81	22,065.30	1,053.79
CMO WACHOVIA BK TR 2002-C1 CTF A-1 CL A-4 6 287 DUE 04-15-2034 BEO 929766AD5	7,371.43	7,395.05	100.321	7,833.88	- 438.83	38.62	7,433.67	463.44
Total commercial mortgage-backed		353,776.55		331,181.06	22,595.49	1,461.91	355,238.46	17,552.56
Asset backed securities								
CNH EQUIP TR 1 17% DUE 05-15-2015 12619SAC0	9,179.83	9,185.20	100.059	9,179.40	5.80	4.77	9,189.97	107.40
DISCOVER CARD EXECUTION NT TR DISCOVERSERIES NT CL A 2007-2 254683AD7	15,000.00	15,041.38	100.276	14,654.30	387.08	6.27	15,047.65	137.94
DISCOVER CARD EXECUTION NT TR 2009-1 NT CL A 12-15-2014 REG 254683AJ4	15,000.00	15,088.69	100.591	15,075.00	13.69	11.17	15,096.86	236.75
NISSAN AUTO LEASE 1 12% DUE 12-15-2013 65475GAC7	10,000.00	10,023.49	100.235	9,999.34	24.15	4.97	10,028.46	112.00
Total asset backed securities		49,338.76		48,908.04	430.72	27.18	49,365.94	589.09
Total fixed income		1,925,588.68		1,818,207.76	107,380.92	11,861.93	1,937,450.61	85,725.91

Portfolio Statement

Account Name: GORDON CAINE FNDTIN CYPRUS

31 DEC 2011

Asset Detail

Asset ID	Description	Shares/PAV value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
Equities									
Common stock									
ADR BHP BILLITON PLC SPONSORED ADR 05345E209		600 00	35,034 00	58 390	18,813 34	16,220 66	0 00	35,034 00	1 212 00
ADR WESTPAC BKG LTD SPONSORED ADR 961214301		100 00	10,240 00	102 400	11,398 00	- 1 156 00	0 00	10,240 00	803 10
BARRICK GOLD CORP 067901108		700 00	31,675 00	45 250	20,097 20	11 577 80	0 00	31,675 00	420 00
CANADIAN NATL RY CO COM 136375102		400 00	31,424 00	78 560	20,022 89	11,401 01	0 00	31,424 00	510 80
CON PAC RY LTD COM CON PAC RY LTD 136451100		150 00	10,150 50	67 670	9,810 87	339 63	43 83	10,194 33	175 35
ADR TEVA PHARMACEUTICAL INDS 881624209		200 00	8 072 00	40 360	12,746 00	- 4 674 00	0 00	8,072 00	75 69
ADR UNILEVER N V NEW YORK SHS NEW 904784709		500 00	17,185 00	34 370	12,655 00	4,528 10	0 00	17,185 00	435 05
STATOIL ASA 857717102		700 00	17 927 00	25 610	16,457 42	1,469 58	0 00	17 927 00	681 80
ADR ABB LTD SPONSORED ADR 000375204		750 00	14,122 50	18 830	8,855 00	5,267 50	0 00	14,122 50	504 75
ADR NESTLE S A SPONSORED ADR REPSTG RFG SH 641069406		600 00	34,626 00	57 710	23,374 50	11,251 50	0 00	34,626 00	653 63
ADR NOVARTIS AG 659871109		184 00	10,510 28	57 170	10 236 84	282 44	0 00	10,510 28	368 92
DIAGEO PLC SPONSORED ADR NEW 252430205		400 00	34,968 00	87 420	21 464 40	13,503 60	0 00	34 968 00	1 038 00
AIR PROD & CHEM INC COM 009158106		150 00	12,778 50	85 190	11 947 10	831 40	87 00	12,865 50	348 00
AMAZON COM INC COM 023135106		300 00	51,930 00	173 100	10,967 50	40 962 50	0 00	51,930 00	0 00
ANADARKO PETRO CORP COM 032511107		250 00	19 082 50	76 330	18,752 86	329 64	0 00	19,082 50	90 00
ANALOG DEVICES INC COM 032654105		600 00	21,468 00	35 780	14,837 38	6,630 62	0 00	21,468 00	600 00

Portfolio Statement

Account Name: GORDON, CAIN, FENDLEY, CYPRESS

31 DEC 2011

◆ Asset Detail

Asset ID	Description	Shares/PA	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
Equities									
Common stock									
037411105	APACHE CORP COM	150 00	13 587 00	90 580	11 567 00	2 020 00	0 00	13 587 00	90 00
037833100	APPLE INC COM STK	100 00	40 500 00	405 000	20 228 77	20 271 23	0 00	40 500 00	0 00
110122108	BRISTOL MYERS SQUIBB CO COM	400 00	14 096 00	35 240	8 227 68	5 868 32	0 00	14 096 00	544 00
149123101	CATERPILLAR INC COM	250 00	22 650 00	90 600	17 934 35	4 715 65	0 00	22 650 00	460 00
166764100	CHEVRON CORP COM	400 00	42 560 00	106 400	15 313 42	27 246 58	0 00	42 560 00	1 296 00
191216100	COCA COLA CO COM	500 00	34 985 00	69 970	34 281 21	703 79	0 00	34 985 00	940 00
212015101	CONTINENTAL RES INC COM	200 00	13 312 00	66 710	12 429 60	912 40	0 00	13 312 00	0 00
231021106	CUMMINS INC	100 00	8 802 00	88 020	10 202 50	- 1 400 50	0 00	8 802 00	160 00
244199105	DEERE & CO COM	475 00	36 741 25	77 350	37 609 56	- 868 31	194 75	36 936 00	779 00
25179M103	DEVON ENERGY CORP NEW COM	300 00	18 600 00	62 000	8 518 01	10 081 99	0 00	18 600 00	204 00
291011104	EMERSON ELECTRIC CO COM	700 00	32 613 00	46 590	21 903 02	10 709 98	0 00	32 613 00	1 120 00
26875P101	EOG RESOURCES INC COM	200 00	16 702 00	58 510	19 031 60	670 40	0 00	16 702 00	128 00
30231G102	EXXON MOBIL CORP COM	450 00	38 142 00	84 760	19 653 06	18 488 94	0 00	38 142 00	846 00
343412102	FLUOR CORP NEW COM	250 00	12 562 50	50 250	11 178 60	1 383 90	31 25	12 593 75	125 00
35671D857	FREEMPORT-MCMORAN COPPER & GOLD INC	550 00	20 234 50	36 790	23 006 89	- 2 772 39	0 00	20 234 50	550 00
369604103	GENERAL ELECTRIC CO	1 500 00	26 865 00	17 910	47 129 40	- 20 864 40	255 00	27 120 00	1 020 00

Portfolio Statement

31 DEC 2011

Account Name: GORDON CAIN FNDTIN CYPRESS

◆ Asset Detail

Asset ID	Description	Shares/PAV value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
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Equities

Common stock

438516105	HONEYWELL INTL INC COM STK	700 00	38,045.00	54.350	27,622.89	10,422.11	0.00	38,045.00	1,043.00
458140100	INTEL CORP COM	1,700 00	41,225.00	24.250	35,505.57	5,719.43	0.00	41,225.00	1,428.00
478160104	JOHNSON & JOHNSON COM USD1	450 00	29,511.00	65.560	16,197.33	13,313.67	0.00	29,511.00	1,026.00
46625H100	JPMORGAN CHASE & CO COM	400 00	13,300.00	33.250	15,134.88	- 1,834.88	0.00	13,300.00	400.00
536020100	LIABILITY CO INTS	600 00	22,746.00	37.910	23,254.77	- 508.77	0.00	22,746.00	1,656.00
580135101	MC DONALDS CORP COM	300 00	30,099.00	100.330	17,499.00	12,600.00	0.00	30,099.00	840.00
283792107	MLP ENTERPRISE PRODS PARTNERS L P COM UNIT	1,600 00	74,208.00	46.380	44,198.28	30,009.72	0.00	74,208.00	3,920.00
494550106	MLP KINDER MORGAN ENERGY PARTNERS I P UNIT LTD PARTNERSHIP INT	500 00	42,475.00	84.950	21,898.81	20,576.19	0.00	42,475.00	2,320.00
637071101	NATIONAL OILWELL VARCO COM STK	250 00	16,997.50	67.990	17,495.82	- 498.32	0.00	16,997.50	120.00
655844108	NORFOLK SOUTHERN CORP COM	350 00	25,501.00	72.860	18,829.50	6,671.50	0.00	25,501.00	602.00
674599105	OCCIDENTAL PETROLEUM CORP	300 00	28,110.00	93.700	23,173.56	4,936.44	138.00	28,248.00	552.00
713448108	PEPSICO INC COM	625 00	41,468.75	66.350	21,119.21	20,349.54	321.87	41,790.62	1,287.50
718172109	PHILIP MORRIS INTL COM STK NPV	700 00	54,936.00	78.480	30,302.75	24,633.25	539.00	55,475.00	2,156.00
726503105	PLAINS ALL AMERN PIPELIN UNIT LTD PARTNERSHIP INT	700 00	51,415.00	73.450	43,282.00	8,133.00	0.00	51,415.00	2,499.00
693475105	PNC FINANCIAL SERVICES GROUP COM STK	250 00	14,417.50	57.670	11,297.77	3,119.73	0.00	14,417.50	350.00
742718109	PROCTER & GAMBLE COM NPV	425 00	28,351.75	66.710	12,842.57	15,509.18	0.00	28,351.75	892.50

Portfolio Statement

Account Name: GORDON, CAIN, FENDT, CYRESS

31 DEC 2011

◆ Asset Detail

Asset ID	Description	Shares/PA	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
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Equities

Common stock

QUALCOMM INC COM 747525103	600 00	32,820 00	54 700	20,861 76	11,955 24	0 00	0 00	32,820 00	516 00
SCHLUMBERGER LTD COM COM 806857108	450 00	30,735 50	68 310	21,911 38	8,828 12	112 50	112 50	30,852 00	450 00
SEADRILL LTD COM STK G7945E105	500 00	15,590 00	33 180	15,998 85	591 35	0 00	0 00	16,590 00	1,520 00
TILKEN CO COM 887389104	250 00	9,677 50	38 710	12,215 50	- 2,538 00	0 00	0 00	9,677 50	200 00
UIT ONEOK PARTNERS L P UNIT LTD PARTSHIPCTF OF OWN EVID UNDIV \$1000 UIT VAL REG 682681103	400 00	23,096 00	57 740	11,853 00	11,243 00	0 00	0 00	23,096 00	952 00
UNITED PARCEL SVC INC CL B 911312106	375 00	27,446 25	73 190	27,803 11	- 356 86	0 00	0 00	27,446 25	780 00
UNITED TECHNOLOGIES CORP COM 913017109	200 00	14,618 00	73 080	14,224 00	394 00	0 00	0 00	14,618 00	384 00
VARIAN MEDICAL SYSTEMS INC 92220P105	350 00	23,495 50	67 130	15,899 36	7,596 14	0 00	0 00	23,495 50	0 00
YUM BRANDS INC COM 988498101	250 00	14,752 50	59 010	12,761 69	1,990 81	0 00	0 00	14,752 50	285 00
Total common stock		1,503,226 28		1,094,437 13	408,789 15	1,723 20	1,723 20	1,504,943 48	42,358 09

Funds - equities etf

MFC ISHARES INC MSCI AUSTRALIA INDEX FD 464285103	875 00	18,760 00	21 440	16,079 81	2,680 19	0 00	0 00	18,760 00	951 13
MFC ISHARES INC MSCI CDA INDEX FD 464283509	500 00	13,300 00	26 600	11,557 75	1,742 25	0 00	0 00	13,300 00	279 50
MFC GUGGENHEIM FUNDS DISTRIBUTORS INC. 18385P101	550 00	11,741 40	21 348	14,069 00	- 2,327 60	0 00	0 00	11,741 40	319 00
MFC ISHARES TR DOW JONES US OIL EQUIP & SVCS INDEX FD 464288844	300 00	15,577 20	51 924	18,856 71	- 3,279 51	0 00	0 00	15,577 20	49 50
Total funds - equities etf		59,378 60		60,563 27	- 1,184 67	0 00	0 00	59,378 60	1,599 13
Total equities		1,562,604 88		1,155,000 40	407,604 48	1,723 20	1,723 20	1,564,328 08	43,957 21

Portfolio Statement

Account Name: GORDON CAIN FND-AVALON EQ INC.

31 DEC 2011

Asset Detail

Asset ID	Description	Shares/PAV value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
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Equities

Common stock

ADR GLAXOSMITHKLINE PLC SPONSORED ADR	37733W105	3,098 00	141,361.74	45.630	126,228.91	15,132.83	1,468.21	142,829.95	6,834.19
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS	780258107	3,914 00	297,503.14	76.010	271,846.48	25,656.66	0.00	297,503.14	13,151.04
ADR VODAFONE GROUP PLC NEW SPONSORED	92857W209	ADR 4 115 00	115,343.45	28.030	111,608.07	3,735.43	3,998.50	119,341.95	5,937.95
DIAGEO PLC SPONSORED ADR NEW	25243Q205	1,013 00	88,556.46	87.420	79,093.44	9,463.02	0.00	88,556.46	2,628.74
ALTRIA GROUP INC COM	02209S103	16,067 00	476,386.55	29.650	422,156.84	54,229.71	6,587.47	482,974.02	26,349.88
AT&T INC COM	00206R102	11,031 00	333,577.44	30.240	322,955.99	10,621.45	0.00	333,577.44	19,414.58
BRISTOL MYERS SQUIBB CO COM	110122108	4,125 00	145,365.00	35.240	110,511.40	34,853.60	0.00	145,365.00	5,910.00
CENTERPOINT ENERGY INC COM	15189T107	9,997 00	200,839.73	20.090	179,097.95	21,741.78	0.00	200,839.73	7,897.63
CHEVRON CORP COM	166764100	1,869 00	200,989.60	106.400	187,563.68	13,325.92	0.00	200,989.60	6,120.36
COCA COLA CO COM	191216100	3,175 00	222,154.75	69.970	212,790.49	9,364.26	0.00	222,154.75	5,969.00
CONOCOPHILLIPS COM	20825C104	3,941 00	287,180.67	72.870	242,276.94	44,903.73	0.00	287,180.67	10,404.24
CONS EDISON INC COM	208115104	3,038 00	188,447.14	62.030	159,264.19	29,182.95	0.00	188,447.14	7,291.20
DOMINION RES INC VA NEW COM	25746U109	2,491 00	132,222.28	53.080	114,616.93	17,605.35	0.00	132,222.28	4,907.27
DR PEPPER SNAPPLE GROUP INC COM STK	26138E109	2,069 00	81,584.12	39.480	82,334.98	- 650.86	662.08	82,346.20	2,648.32
DU PONT E I DE NEMOURS & CO COM STK	263534109	1,861 00	85,196.58	45.780	93,537.48	- 8,335.90	0.00	85,196.58	3,057.04
DUKE ENERGY CORP NEW COM STK	26441C105	8,102 00	178,244.00	22.000	150,531.37	27,712.63	0.00	178,244.00	8,102.00

Portfolio Statement

31 DEC 2011

Account Name: GORDON, CAIN FND-AVALON-EQ, INC.

◆ Asset Detail

Asset ID	Description	Shares/PA	Value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
Equities										
Common stock										
532457108	ELI LILLY & CO COM	3,914.00	162,665.84	41.590	142,483.78	20,182.06	0.00	0.00	162,665.84	7,671.14
28476107	EQT RESDNTL EFF 5/15/02	1,527.00	87,084.81	57.030	85,731.12	1,353.69	866.57	866.57	87,951.38	3,466.29
30161N101	EXELON CORP COM	2,639.00	114,453.43	43.370	110,516.85	3,836.58	0.00	0.00	114,453.43	5,541.90
369604103	GENERAL ELECTRIC CO	11,263.00	201,720.33	17.910	185,267.09	16,453.24	1,914.71	1,914.71	203,635.04	7,658.84
372460105	GENUINE PARTS CO COM	1,615.00	98,838.00	61.200	87,596.39	11,241.61	634.50	634.50	99,472.50	2,907.00
423074103	H J HEINZ	3,038.00	164,173.52	54.040	154,938.31	9,235.21	1,458.24	1,458.24	165,631.76	5,832.96
10414109	HCP INC COM REIT	5,036.00	208,641.48	41.430	181,207.33	27,434.15	0.00	0.00	208,641.48	9,669.12
458140100	INTEL CORP COM	7,854.00	190,459.50	24.250	171,514.44	18,945.06	0.00	0.00	190,459.50	6,597.36
460143103	INTL PAPER CO COM	2,746.00	81,281.60	29.600	80,718.70	562.90	0.00	0.00	81,281.60	2,883.30
46825H100	JPMORGAN CHASE & CO COM	2,489.00	82,759.25	33.250	82,632.89	126.26	0.00	0.00	82,759.25	2,489.00
494368103	KIMBERLY-CLARK CORP COM	1,704.00	125,346.24	73.560	111,703.43	13,642.81	1,040.90	1,040.90	126,387.14	4,771.20
50075N104	KRAFT FOODS INC CL A	4,735.00	176,899.60	37.360	157,179.43	19,720.17	1,373.15	1,373.15	178,272.75	5,482.60
539830109	LOCKHEED MARTIN CORP COM	1,662.00	134,455.80	80.900	124,757.97	9,697.83	0.00	0.00	134,455.80	6,648.00
565849106	MARATHON OIL CORP COM	4,037.00	118,162.99	29.270	121,167.44	- 3,004.45	0.00	0.00	118,162.99	2,422.20
571748102	MARSH & MCLENNAN CO'S INC COM	3,038.00	96,061.56	31.620	87,849.45	8,212.11	0.00	0.00	96,061.56	2,673.44
580135101	MC DONALDS CORP COM	1,943.00	194,941.19	100.330	160,872.74	34,068.45	0.00	0.00	194,941.19	5,440.40

Portfolio Statement

Account Name: GORDON, CAIN FND-AVALON-EQ INC

31 DEC 2011

Asset Detail

Asset ID	Description	Shares/PA	Value	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
Equities										
Common stock										
MEADWESTVACO CORP COM 583334107		2,928 00	87,723 55	29 950	84,944 91	2,778 64	0 00	0 00	87,723 55	2,929 00
MERCK & CO INC NEW COM 58933V105		3,053 00	115,008 10	37 700	105,605 68	9,402 42	1,282 26	1,282 26	116,380 36	4,840 56
MICROSOFT CORP COM 594918104		4,845 00	125,776 20	25 960	124,097 99	1,678 21	0 00	0 00	125,776 20	3,876 00
NATIONAL RETAIL PTYS INC COM STK 637417106		3,378 00	89,111 64	26 380	87,339 71	1,771 93	0 00	0 00	89,111 64	5,202 12
Pfizer Inc COM 717081103		9,416 00	203,762 24	21 640	178,915 27	24,846 97	0 00	0 00	203,762 24	8,286 08
PHILIP MORRIS INTL COM STK NPV 718172109		4,133 00	324,357 84	78 480	271,376 79	52,981 05	3,182 41	3,182 41	327,540 25	12,729 64
Pinnacle W Cap Corp COM 723181101		1,807 00	87,061 26	48 180	77,815 34	9,244 92	0 00	0 00	87,061 26	3,794 70
PROCTER & GAMBLE COM NPV 742718109		2,244 00	149,697 24	66 710	142,273 47	7,423 77	0 00	0 00	149,697 24	4,712 40
PROGRESS ENERGY INC COM 743263105		1,670 00	93,553 40	56 020	78,679 20	14,874 20	432 53	432 53	93,985 93	4,141 60
REYNOLDS AMERICAN INC COM 761713106		9,799 00	405,874 58	41 420	352,165 39	53,709 19	4,789 68	4,789 68	410,664 28	21,949 76
SCANA CORP NEW COM 80589M102		1,807 00	81,423 42	45 060	72,539 19	8,884 23	764 84	764 84	82,188 26	3,505 58
SOUTHERN CO COM STK 842387107		3,859 00	178,633 11	46 280	153,480 95	25,142 16	0 00	0 00	178,633 11	7,283 51
SYS CO CORP COM 871829107		2,272 00	66,637 76	29 330	60,076 69	561 07	0 00	0 00	66,637 76	2,453 78
TECO ENERGY INC COM 872375100		4,160 00	79,622 40	19 140	75,352 14	4,270 26	0 00	0 00	79,622 40	3,577 60
VAL NATL BANCORP COM 919794107		5,865 00	72,797 45	12 370	75,916 95	- 3,119 50	1,015 16	1,015 16	73,812 61	4,060 65
VENTAS INC REIT 922765100		2,108 00	119,214 04	56 130	109,943 13	5,270 91	0 00	0 00	115,214 04	4,848 40

Portfolio Statement

31 DEC 2011

Account Name: GORDON CAIN FND-AVALON-EQ INC

◆ Asset Detail

Asset ID	Description	Shares/PA	Market value	Market price	Cost	Unrealized gain/loss	Accrued income/expense	Market value including accruals	Estimated annual income
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Equities

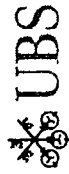
Common stock

VERIZON COMMUNICATIONS COM 92343V104		9,000.00	361,080.00	40.120	325,893.23	35,086.77	0.00	361,080.00	18,000.00
WEINGARTEN RLTY INVS COM 948741103		3,476.00	75,846.32	21.820	83,170.03	- 7,323.71	0.00	75,846.32	3,823.60
Total common stock			8,127,268.34		7,378,474.61	748,793.73	31,471.21	8,158,739.55	338,308.42
Total equities			8,127,268.34		7,378,474.61	748,793.73	31,471.21	8,158,739.55	338,308.42

Fixed Income

Funds - fixed income etf

MFC ISHARES IBOX INV GRADE GROUP BD FD 464287242		2,756.00	313,522.56	113.760	301,520.24	12,002.32	0.00	313,522.56	13,763.46
MFC ISHARES TR IBOX \$ HIGH YIELD CORP BD FD 464288513		3,120.00	279,021.90	89.430	279,758.08	- 736.48	1,668.29	280,689.89	20,363.28
MFC ISHARES TR S&P 500 INDEX FD 464288687		5,365.00	191,101.30	35.620	206,457.30	- 15,356.00	979.38	192,080.68	13,342.76
Total funds - fixed income etf			783,645.46		787,735.62	- 4,090.16	2,647.67	786,293.13	48,069.50
Total fixed income			783,645.46		787,735.62	- 4,090.16	2,647.67	786,293.13	48,069.50



Business Services Account
December 2011

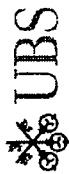
THE GORDON A. CAIN FOUNDATION

Your assets

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price / Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)	Unrealized gain or loss (\$)	Holding period
ACTIVISION BLIZZARD INC Symbol: ATVI Exchange: OTC EAI \$330 Current yield: 1.34%	Jul 22, 09	2,000,000	11.981	23,962.75	12.320	24,640.00	677.25	LT
AGRIUM INC (CANADA) CAD Symbol: AGU Exchange: NYSE EAI \$350 Current yield: 0.67%	Mar 3, 10	800,000	68.650	54,920.36	67.110	53,688.00	-1,232.36	LT
CALPINE CORP NEW Symbol: CPN Exchange: NYSE EAI \$350 Current yield: 1.59%	Mar 3, 10	5,000,000	11.359	56,797.34	16.330	81,650.00	24,852.66	LT
CHILIA MOBILE LTD SPON ADR Symbol: CHL Exchange: NYSE EAI \$597 Current yield: 3.79%	Mar 23, 05	325,000	16.795	5,458.55	48.490	15,759.25	10,300.60	LT
CVS CAREMARK CORP Symbol: CVS Exchange: NYSE EAI \$1,040 Current yield: 1.59%	Dec 6, 05	1,600,000	27.804	44,487.21	40.780	65,248.00	20,760.79	LT
HEWLETT PACKARD CO Symbol: HPQ Exchange: NYSE EAI \$504 Current yield: 1.86%	Sep 29, 06	1,050,000	36.907	38,752.84	25.760	27,048.00	-11,704.84	LT
MEMC ELECTRONIC MATERIALS INC Symbol: WFR Exchange: NYSE	Nov 8, 06	500,000	35.488	17,744.32	3.940	1,970.00	-15,774.32	LT



GAC Foundation

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price average price per share (\$)	Cost basis (\$)	Price per share as of Dec 30 (\$)	Value as of Dec 30 (\$)	Unrealized gain or loss (\$)	Holding period
Security total								
MONSANTO CO NYSE								
Symbol MON Exchange NYSE	Mar 13, 08	309,000	83.079	24,923.72	3.940	1,182.00	-23,741.72	LT
EAI \$950 Current yield 1.71%	Jul 22, 09	200,000	21.166	4,233.21	3.940	788.00	3,445.21	LT
NEWMONT MINING CORP (HOLDING CO)								
Symbol NEM Exchange NYSE	Jul 22, 09	1,000,000	46.901	46,901.35		3,940.00	42,961.35	
EAI \$700 Current yield 2.33%	Sep 29, 05	800,000	30.071	24,057.07	70.070	56,056.00	31,998.93	LT
OCEANERIE INTL INC								
Symbol OIL Exchange NYSE	Jul 22, 09	500,000	42.536	21,268.01	60.010	30,005.00	8,736.99	LT
EAI \$900 Current yield 1.30%	Aug 13, 07	1,500,000	32.463	48,695.40	46.130	69,195.00	20,499.60	LT
ORACLE CORP								
Symbol ORCL Exchange OTC	Jan 4, 07	2,500,000	17.604	44,011.57	75.650	64,125.00	20,113.43	LT
EAI \$600 Current yield 0.94%	May 16, 08	1,650,000	46.423	76,599.29	54.700	90,255.00	13,655.71	LT
QUALCOMM INC								
Symbol QCOM Exchange OTC	Mar 3, 10	1,000,000	49.671	49,671.28	44.970	44,970.00	-4,701.28	LT
EAI \$1,419 Current yield 1.57%	Jul 22, 09	2,000,000	13.572	27,145.15	6.960	13,920.00	-13,225.15	LT
THERMO FISHER SCIENTIFIC INC								
Symbol TMO Exchange NYSE	Mar 3, 10	5,000,000	10.324	51,624.52	8.970	44,850.00	-6,774.52	LT
THOMPSON CREEK METALS CO INC								
CAC	Jan 25, 06	975,000	58.256	56,799.72	50.680	49,413.00	-7,386.72	LT
Symbol TC Exchange NYSE	May 10, 06	2,118,000	27.872	59,034.32	28.030	59,367.54	333.22	LT
TIVC INC								
Symbol TIVC Exchange OTC								
UNIFIED-HEALTH GROUP INC								
Symbol UH Exchange NYSE								
EAI \$634 Current yield 1.28%								
VOLARONE GROUP PLC NEW SPON ADR								
Symbol VOL Exchange NYSE								
EAI \$3,056 Current yield 5.15%								
Total				\$730,186.83		\$794,129.79	\$63,942.96	
Total estimated annual income:				\$11,100				



Business Services Account
December 2011

THE GORDON A. CAIN FOUNDATION

Your assets • Equities (continued)

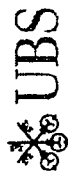
Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
EATON VANCE TAX MANAGED BUY WRITE OPPORTUNITIES FUND									
Symbol EIV Exchange NYSE									
Trade date Feb 21, 06	4,775,000	18.821	89,872.87	89,872.87	11.720	55,963.00	-33,909.87	-33,909.87	LT
EAI 36.346 Current yield 11.34%									

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
AMERICAN FUNDS NEW PERSPECTIVE FUND CL A									
Symbol ANWPX									
Trade date Mar 7, 07	5,934,000	19.865	117,879.53	117,879.53 ¹	26.160	155,233.43	37,353.90		LT
Total reinvested	1,503,446	25.013	37,606.31	37,606.31	26.160	39,330.15	1,723.84		
EAI 12.120 Current yield 1.09%									
Security total	7,437,446	20.906	117,879.53	155,485.84		194,563.58	39,077.74	76,684.05	

¹ Indicates cost basis information provided by you or another third party. UBS FS has not verified this information and does not guarantee its accuracy.



GAC Foundation

Your assets • **Equities** (continued)
Other equity investments

Holding	Trade date	Number of shares	Purchase price Average price per share (\$)	Cost basis (\$)	Price per share on Dec 30 (\$)	Value on Dec 30 (\$)	Unrealized gain or loss (\$)	Holding period
ENERGY TRANSFER EQUITY LP UNITS LTD PARTNERSHIP MLP Symbol: ETE Exchange: NYSE EAI \$2,968 Current yield: 6.16%	Feb 3, 06	1,187,000	21.000	3,884,62	40.580	48,168.46	23,241.46	LT

Form **8868**

(Rev. January 2012)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE GORDON A. CAIN FOUNDATION

☒ 20-8483773

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

8 GREENWAY PLAZA

City, town or post office, state, and ZIP code. For a foreign address, see instructions

HOUSTON, TX 77046

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► CAIN FAMILY OFFICE

Telephone No ► 713 840-7896

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 20 11 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	55,760.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	55,760.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)