



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation The Fain Foundation		A Employer identification number 75-6016679
Number and street (or P.O. box number if mail is not delivered to street address) 807 8th Street, 2nd Floor	Room/suite	B Telephone number 940-322-4436
City or town, state, and ZIP code Wichita Falls, TX 76301-3381		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 15,224,891.27	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		388.61	388.61		Statement 1
4 Dividends and interest from securities		442,671.65	442,671.65		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		411,694.52			
b Gross sales price for all assets on line 6a 6,953,691.61					
7 Capital gain net income (from Part IV, line 2)			411,694.52		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		4,768.20	4,768.20		Statement 3
12 Total. Add lines 1 through 11		859,522.98	859,522.98		
13 Compensation of officers, directors, trustees, etc.		60,000.00	30,000.00		30,000.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		12,500.00	6,250.00		6,250.00
c Other professional fees Stmt 5		68,333.90	68,333.90		0.00
17 Interest					
18 Taxes Stmt 6		10,124.51	2,601.40		0.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		27.00	27.00		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		150,985.41	107,212.30		36,250.00
25 Contributions, gifts, grants paid		831,033.33			831,033.33
26 Total expenses and disbursements. Add lines 24 and 25		982,018.74	107,212.30		867,283.33
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<122,495.76>			
b Net investment income (if negative, enter -0-)			752,310.68		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 29 2013

Revenue

Operating and Administrative Expenses

P

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	67,839.14	115,434.87	115,434.87
	2	Savings and temporary cash investments	224,481.03	260,329.76	260,329.76
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶	5,458.91		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock Stmt 8	5,867,845.20	5,058,595.11	10,355,063.67
	c	Investments - corporate bonds Stmt 9	1,809,798.48	4,511,743.74	4,491,384.79
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other	2,088,331.55		
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)	3,200.00	2,678.18	2,678.18
	16	Total assets (to be completed by all filers)	10,066,954.31	9,948,781.66	15,224,891.27
	17	Accounts payable and accrued expenses		4,323.11	
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0.00	4,323.11	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	0.00	0.00	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	10,565,258.12	10,565,258.12	
	29	Retained earnings, accumulated income, endowment, or other funds	<498,303.81>	<620,799.57>	
	30	Total net assets or fund balances	10,066,954.31	9,944,458.55	
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances	10,066,954.31	9,948,781.66	

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	10,066,954.31
2	Enter amount from Part I, line 27a	2	<122,495.76>
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	9,944,458.55
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,944,458.55

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 Schedule 3	P	Various	Various
b Schedule 3	P	Various	Various
c Capital Gains Dividends			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,940,030.72		1,922,789.40	17,241.32
b 4,966,637.33		4,619,207.69	347,429.64
c 47,023.56			47,023.56
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			17,241.32
b			347,429.64
c			47,023.56
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	411,694.52
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

If "Yes," the foundation 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))
2011	717,363.39	15,186,555.17	.047237
2010	747,833.34	14,339,924.10	.052150
2009	788,000.00	13,275,206.57	.059359
2008	776,500.00	15,963,605.73	.048642
2007	155,750.00	16,978,071.59	.009174

2 Total of line 1, column (d)	2	.216562
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	.043312
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,190,789.89
5 Multiply line 4 by line 3	5	657,943.49
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,523.11
7 Add lines 5 and 6	7	665,466.60
8 Enter qualifying distributions from Part XII, line 4	8	867,283.33

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		1	7,523.11
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.00
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	7,523.11
3 Add lines 1 and 2		4	0.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	7,523.11
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,200.00		
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	3,200.00	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	4,323.11	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax Refunded	11		

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 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 <input checked="" type="checkbox"/> \$ 0.00 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 2012 or the taxable year beginning in 2012 (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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► N/A	13	X	
14	The books are in care of ► Freemon, Shapard & Story Telephone no ► 940-322-4436 Located at ► 807 8th St., 2nd Floor, Wichita Falls, TX ZIP+4 ► 76301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, 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 ►	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1b	X
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Bank of America	Investment Fees	68,333.90
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

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	
Total. Add lines 1 through 3	0.00

Form 990-PF (2012)

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	14,848,951.27
b	Average of monthly cash balances	1b	558,087.53
c	Fair market value of all other assets	1c	15,082.92
d	Total (add lines 1a, b, and c)	1d	15,422,121.72
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	15,422,121.72
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	231,331.83
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,190,789.89
6	Minimum investment return. Enter 5% of line 5	6	759,539.49

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	759,539.49
2a	Tax on investment income for 2012 from Part VI, line 5	2a	7,523.11
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,523.11
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	752,016.38
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	752,016.38
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	752,016.38

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	867,283.33
b	Program-related investments - total from Part IX-B	1b	0.00
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	867,283.33
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,523.11
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	859,760.22

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				752,016.38
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			50,753.00	
b Total for prior years		0.00		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 867,283.33				
a Applied to 2011, but not more than line 2a			50,753.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2012 distributable amount				752,016.38
e Remaining amount distributed out of corpus	64,513.95			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,513.95			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a	64,513.95			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	64,513.95			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

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 or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

- | | | Yes | No |
|---|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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 this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

5/14/13
Date

▶ Vice President
Title

May the IRS discuss this return with the preparer shown below (see instr)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

Mac Cannedy

Preparer's signature

Mac Connolly

Date

5/13/13

Check ☐ if
self-employed

PTIN

P00123468

Firm's name ▶ **Freemon, Shapard & Story**

Firm's EIN ▶ 75-0706311

Firm's address ► 807 8th Street, 2nd Floor
Wichita Falls, TX 76301-3381

Phone no (940) 322-4436

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Schedule 1	388.61
Total to Form 990-PF, Part I, line 3, Column A	388.61

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Schedule 2	489,695.21	47,023.56	442,671.65
Total to Fm 990-PF, Part I, ln 4	489,695.21	47,023.56	442,671.65

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	4,768.20	4,768.20	
Total to Form 990-PF, Part I, line 11	4,768.20	4,768.20	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	12,500.00	6,250.00		6,250.00
To Form 990-PF, Pg 1, ln 16b	12,500.00	6,250.00		6,250.00

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	68,333.90	68,333.90		0.00	
To Form 990-PF, Pg 1, ln 16c	68,333.90	68,333.90		0.00	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	10,124.51	2,601.40		0.00	
To Form 990-PF, Pg 1, ln 18	10,124.51	2,601.40		0.00	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	27.00	27.00		0.00	
To Form 990-PF, Pg 1, ln 23	27.00	27.00		0.00	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
Schedule 4	5,058,595.11	10,355,063.67		
Total to Form 990-PF, Part II, line 10b	5,058,595.11	10,355,063.67		

Form 990-PF	Corporate Bonds	Statement	9
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Schedule 4	4,511,743.74	4,491,384.79
Total to Form 990-PF, Part II, line 10c	4,511,743.74	4,491,384.79

Schedule 1

REVENUE AND EXPENSES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2012

REVENUE

Interest on savings & temporary cash investments		\$	388 61
Dividends and interest from securities - Sch 2			442,671 65
Gain (loss) from sale of assets - Sch 3	\$	364,670.96	
Capital gain distributions - Sch 2		<u>47,023 56</u>	411,694 52
Other income			
Gross royalties			<u>4,768 20</u>
Total		\$	859,522 98

EXPENSES

Compensation of officers & directors - Sch 7	\$	60,000 00	
Accounting - Freemon, Shapard & Story		12,500 00	
Other professional fees - Bank of America		68,333 90	
Interest			
Taxes			
Excise	\$	7,523.11	
Foreign		2,081 53	
Ad valorem tax - Royalties		300 13	
Severance tax - Royalties		<u>219 74</u>	10,124 51
Other			
Miscellaneous			27 00
Grants and contributions paid - Sch 6		<u>831,033 33</u>	<u>982,018 74</u>
Net revenue in excess of expenses	\$		(122,495 76)
Net worth 12-31-11			<u>10,446,425 45</u>
Net worth 12-31-12			<u>\$ 10,323,929 69</u>

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2012

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
DIVIDENDS			
Aflac	\$ 1,876 00	\$ 1,876.00	\$
Allegheny Technologies, Inc	199.26	199 26	
Apple Computer Inc	3,710 00	3,710 00	
AT&T, Inc	10,560 00	10,560 00	
Anheuser Busch Inbev SA/NV	452.48	452.48	
Bank New York Mellon	1,300 00	1,300 00	
Bayer Motoren Werk	627 27	627 27	
Blackrock, Inc	3,000.00	3,000 00	
Bombardier, Inc	763.76	763 76	
CVS Caremark Corp	1,085 52	1,085 52	
Centurytel, Inc	2,894 20	2,894 20	
China High Precision Automation Group	43 51	43 51	
Cisco Systems, Inc	2,000 00	2,000 00	
CMG Ultra Short Term Bond Fund	1,873 18	1,873 18	
Coca Cola Co	408 26	408 26	
Coloplast A/S	249 67	249 67	
Columbia Convertible Security	329 35	329 35	
Columbia Dividend Income Fund	1,925 47	1,925 47	
Columbia Large Cap Enhanced Core Fund	756 42	756 42	
Columbia Mid Cap Growth Fund	3,211 36		3,211.36
Columbia Mid Cap Index Fund	30,989 78	7,691 67	23,298 11
Columbia Small Cap Core Fund	9,276.84	3,046 55	6,230 29
Columbia Small Cap Index Fund	18,523.17	4,740 89	13,782 28
ConocoPhillips	7,392.00	7,392 00	
Du Pont (El) De Nemours & Co	1,290 00	1,290 00	
Exelon Corp	6,562 51	6,562 51	
Exxon Mobil	26,659.26	26,659 26	
Fanuc Ltd Japan Sedol	313 97	313 97	
Fast Retailing Co	522 29	522 29	
General Electric	12,104 00	12,104 00	
Glaxo Wellcome PLC	3,015 37	3,015 37	
Huabao International Holdings	542 19	542 19	
Industria de Diseno Textil S A	94 24	94 24	
International Business Machines	4,950 00	4,950 00	
Ishares, Inc	9,990 20	9,990 20	
Jardine Strategic Holdings	225 43	225 43	
Johnson & Johnson	12,000 00	12,000 00	
JP Morgan Chase & Co	2,600 00	2,600 00	

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
JP Morgan Alerian MLP	4,651.20	4,651.20	
Kayne Anderson MLP	7,725.27	7,725.27	
Las Vegas Sands Corp	2,783.50	2,783.50	
Leucadia Natl Corp	55.00	55.00	
Li & Fung Ltd	273.26	273.26	
Mastercard, Inc	56.70	56.70	
McDonalds Corp	13,104.00	13,104.00	
Microsoft	2,905.00	2,905.00	
Monsanto Co	463.88	463.88	
NIDEC Corp	275.93	275.93	
Noble Group, Ltd	319.60	319.60	
Novozymes A/S B Shares	218.74	218.74	
Novo-Nordisk A/S ADR	539.53	539.53	
Olam Int'l Ltd	404.47	404.47	
Onex Corp	75.41	75.41	
Pepsico	30,880.75	30,880.75	
Pfizer, Inc	16,984.00	16,984.00	
Phillips 66	630.00	630.00	
Pimco Commodity Real Return Strategy	6,141.42	5,639.90	501.52
Pimco High Yield Fd	978.58	978.58	
Potash Corp Sask	504.00	504.00	
Praxair	2,530.00	2,530.00	
Proctor & Gamble	1,348.80	1,348.80	
Qualcomm, Inc	2,412.50	2,412.50	
Questcor Pharmaceuticals Inc	139.20	139.20	
Renaissance Holdings Ltd	58.05	58.05	
Republic Services, Inc	163.90	163.90	
Rio Tinto PLC	732.47	732.47	
Rockwell Intl Corp New	363.45	363.45	
Rolls-Royce PLC	527.76	527.76	
Sempra Energy	1,368.00	1,368.00	
Shinsei Bk Ltd	194.59	194.59	
Ship Finance Intl Limited	858.78	858.78	
Staples, Inc	525.00	525.00	
Target Corp	1,320.00	1,320.00	
Templeton Global Bd Fund	480.28	480.28	
Teva Pharmaceutical Inds	4,726.53	4,726.53	
Texas Instruments	13,824.00	13,824.00	
3M Co	10,856.00	10,856.00	
United Technologies	3,388.00	3,388.00	
Unitedhealth Group	1,120.00	1,120.00	
UTD O/S Bank	536.23	536.23	
Vanguard Intl Equity Index Funds	1,561.63	1,561.63	
Waste Mgmt Inc	1,065.00	1,065.00	
Wells Fargo Co	2,200.00	2,200.00	
Wiley John & Sons	281.72	281.72	
Windstream Corp.	1,614.00	1,614.00	
	<u>\$ 328,483.09</u>	<u>\$ 281,459.53</u>	<u>\$ 47,023.56</u>
Totals - Dividends			

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
INTEREST			
Taxable			
Corporate Bonds			
Abbott Labs	\$ 2,333.68	\$ 2,333.68	\$
Allstate Corp DEB 7 5% 6/15/13	1,395.83	1,395.83	
Allstate Corp SR NT	1,201.39	1,201.39	
American Express Co Notes	968.23	968.23	
Anheuser Busch Inbev Worldwide	1,604.17	1,604.17	
AT&T Inc	1,393.61	1,393.61	
Australian Govt	2,929.30	2,929.30	
Australian Govt	3,655.67	3,655.67	
Bank New York Inc.	1,990.76	1,990.76	
Berkshire Hathaway Fin Corp	844.10	844.10	
Boeing Co	1,171.35	1,171.35	
Caterpillar Inc Notes	2,112.84	2,112.84	
Caterpillar Financial Se	5,763.72	5,763.72	
Chevron Corp	797.50	797.50	
Cisco Sys Inc SR NT	1,359.72	1,359.72	
Citigroup Inc Global SR NT	1,800.87	1,800.87	
Coca Cola Co Notes	1,909.65	1,909.65	
ConocoPhillips	1,192.51	1,192.51	
Credit Suisse First Boston USA Inc	1,231.42	1,231.42	
CVS Caremark Corp	2,327.94	2,327.94	
Deere John Cap Corp	1,557.29	1,557.29	
DOW Chem Co	1,263.18	1,263.18	
Du Pont E I de Nemous & Co	1,339.24	1,339.24	
FHLMC Notes	3,327.50	3,327.50	
FHLMC DEB	3,280.03	3,280.03	
FHLM Corp	4,160.42	4,160.42	
FNMA	16,408.87	16,408.87	
FNMA Notes	5,500.83	5,500.83	
Fifth Third Bancorp	770.31	770.31	
General Electric Cap Corp Medium Term	11,201.10	11,201.10	
General Electric Cap Corp	1,517.71	1,517.71	
General Mills Inc	1,261.46	1,261.46	
Goldman Sachs Group Inc NT	1,520.83	1,520.83	
Hewlett Packard Co	2,268.75	2,268.75	
Home Depot Inc	1,338.33	1,338.33	
Honeywell Intl Inc SR NT	839.17	839.17	
International Business Machs Corp	2,712.37	2,712.37	
JP Morgan Chase & Co Sub Notes	1,589.23	1,589.23	
Kroger Co	1,221.46	1,221.46	
Lilly Eli & Co	2,616.67	2,616.67	
Merck & Co Inc NT	1,246.87	1,246.87	
MetLife Inc	2,615.62	2,615.62	
Oracle Corp/ Ozark Hldg Inc	1,042.71	1,042.71	
Procter & Gamble	3,760.63	3,760.63	
Prudential Finl Inc Medium Term	1,473.33	1,473.33	
SBC Communications	11,120.83	11,120.83	

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
Target Corp	769 62	769 62	
Time Warner Inc New Notes	2,137 85	2,137 85	
United Technologies Corp NT	1,627 43	1,627 43	
Verizon Communications Inc NT	1,318 12	1,318 12	
Walmart Stores Inc Global NT	2,887 50	2,887 50	
Walmart Stores Inc	1,385 56	1,385 56	
Waste Mgmt Inc	2,031 94	2,031 94	
Wells Fargo & Co New Sub NT	348 79	348 79	
Wells Fargo & Co	127 78	127 78	
Xerox Corp	779 17	779 17	
US Government			
FHLB	8,009 89	8,009 89	
US Treasury Notes	<u>14,849 47</u>	<u>14,849 47</u>	
Total taxable interest	<u>\$ 161,212 12</u>	<u>\$ 161,212 12</u>	<u>\$</u>
Tax-Exempt			
None	<u>\$</u>	<u>\$</u>	<u>\$</u>
Totals - Interest	<u>\$ 161,212 12</u>	<u>\$ 161,212 12</u>	<u>\$</u>
Totals - Dividends and interest	<u>\$ 489,695.21</u>	<u>\$ 442,671 65</u>	<u>\$ 47,023 56</u>

Schedule 3

5/08/2013
11:36:58

FAIN FOUNDATION

(SB-GS)
PAGE 1

GAIN ON SALES OF ASSETS-SHORT TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
CALL APPLE INC.	3/20/2012	4/26/2012	660.00CR	.00	701.96CR	701.96	.00
CALL APPLE INC.	4/25/2012	5/24/2012	655.00CR	.00	721.96CR	721.96	.00
CALL GENERAL ELEC CO	3/22/2012	4/26/2012	21.00CR	.00	94.87CR	94.87	.00
CALL TEXAS INSTRS INC	3/20/2012	4/26/2012	34.00CR	.00	145.94CR	145.94	.00
CALL TEXAS INSTRS INC	3/20/2012	4/26/2012	35.00CR	.00	144.87CR	144.87	.00
PIMCO HIGH YIELD FD	8/29/2011	2/07/2012	17,006.80	157,653.06	150,000.00	7,653.06	.00
TEMPLETON GLOBAL BD FUND	8/16/2011	2/07/2012	9,130.75	120,160.70	125,000.00	.00	4,839.30
AUSTRALIAN GOVT DUE 4/15/	9/09/2011	1/31/2012	.00	213,711.08	205,332.21	8,378.87	.00
AUSTRALIAN GOVT DUE 5/15/	9/09/2011	1/31/2012	.00	221,114.22	213,001.65	8,112.57	.00
*** BANK OF AMERICA SEC 3065208	***		24,732.55	712,639.06	691,524.26	21,114.80	.00
BANK OF AMERICA SEC 1966118							
ALLEGHENY TECHNOLOGIES IN	11/07/2011	10/11/2012	90.00	2,797.88	4,000.92	.00	1,203.04
BAYER MOTOREN WERK	8/12/2011	1/26/2012	60.00	4,944.68	5,061.85	.00	117.17
BERKSHIRE HATHAWAY INC	7/27/2012	9/24/2012	12.00	1,066.90	998.58	68.32	.00
BERKSHIRE HATHAWAY INC	7/27/2012	10/12/2012	2.00	178.98	166.43	12.55	.00
BORG WARNER INC	7/24/2012	10/18/2012	19.00	1,251.35	1,248.63	2.72	.00
CHEUNG KONG (HLDGS)	5/27/2011	5/21/2012	45.00	540.29	685.01	.00	144.72
CME GROUP INC	3/11/2011	1/13/2012	50.00	11,361.99	11,580.69	.00	218.70
COLOPLAST A/S - B	2/04/2011	1/27/2012	45.00	6,513.40	6,601.37	.00	87.97
COLOPLAST A/S - B	3/12/2012	7/31/2012	2.00	374.56	329.47	45.09	.00
COLOPLAST A/S - B	3/12/2012	8/07/2012	1.00	184.43	164.73	19.70	.00
ENSTAR GROUP LTD	3/11/2011	1/26/2012	80.00	7,806.65	7,640.31	166.34	.00

5/08/2013
11:36:58

FAIN FOUNDATION

(SB-GS)
PAGE 2

GAIN ON SALES OF ASSETS-SHORT TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FAST RETAILING CO LTD	7/15/2011	1/27/2012	10.00	1,915.18	1,710.05	205.13	.00
GOOGLE INC.	10/03/2011	1/26/2012	10.00	5,855.53	5,380.85	474.68	.00
GOOGLE INC.	3/12/2012	10/30/2012	2.00	1,355.37	1,217.24	138.13	.00
GOOGLE INC.	8/17/2012	10/30/2012	2.00	1,355.37	1,340.72	14.65	.00
HUABAO INTERNATIONAL HOLD	8/21/2012	11/23/2012	1,331.00	650.47	722.88	.00	72.41
ICICI BK LTD	8/17/2012	12/17/2012	16.00	690.97	562.76	128.21	.00
ICICI BK LTD	7/24/2012	12/17/2012	10.00	431.85	351.69	80.16	.00
JARDINE STRATEGIC HLDGS L	5/31/2011	1/30/2012	5.00	154.00	148.82	5.18	.00
KEYENCE CORP	11/21/2012	12/19/2012	4.00	1,115.85	1,095.11	20.74	.00
LAS VEGAS SANDS CORP	5/31/2011	1/26/2012	105.00	5,016.28	4,195.44	820.84	.00
LAS VEGAS SANDS CORP	6/08/2012	7/30/2012	15.00	563.91	563.91	.00	.00
LEUCADIA NATL CORP	3/28/2011	1/26/2012	325.00	8,894.68	10,617.34	.00	1,722.66
LEUCADIA NATL CORP	1/13/2012	11/14/2012	115.00	2,570.83	2,893.73	.00	322.90
LEUCADIA NATL CORP	12/15/2011	11/15/2012	90.00	1,958.23	2,043.23	.00	85.00
LI & FUNG LTD	12/01/2011	1/30/2012	1,320.00	3,050.92	2,763.36	287.56	.00
LI & FUNG LTD	10/31/2011	1/30/2012	1,565.00	3,617.17	3,094.51	522.66	.00
LI & FUNG LTD	10/31/2011	8/17/2012	6,240.00	10,141.33	12,338.51	.00	2,197.18
LI & FUNG LTD	8/10/2012	8/17/2012	525.00	853.23	1,060.84	.00	207.61
MCDONALDS CORP	6/17/2011	1/26/2012	80.00	8,067.44	6,569.71	1,497.73	.00
MCDONALDS CORP	6/17/2011	2/10/2012	15.00	1,511.45	1,222.45	289.00	.00
MCDONALDS CORP	6/17/2011	2/17/2012	40.00	3,959.68	3,259.86	699.82	.00
MONSANTO CO	8/16/2011	1/26/2012	35.00	2,805.72	2,411.94	393.78	.00
MONSANTO CO	6/04/2012	7/30/2012	7.00	592.42	537.20	55.22	.00
NIDEC CORP	8/03/2011	1/27/2012	20.00	1,834.79	2,009.91	.00	175.12

5/08/2013
11:36:58

FAIN FOUNDATION

(SB-GS)
PAGE 3

GAIN ON SALES OF ASSETS-SHORT TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
NIDEC CORP	8/20/2012	11/13/2012	43.00	2,868.68	3,522.35	.00	653.67
NOBLE GROUP LTD	5/31/2011	1/30/2012	115.00	117.32	188.68	.00	71.36
NOVOZYMES A/S	4/05/2011	1/27/2012	225.00	5,906.46	6,815.69	.00	909.23
NOVOZYMES A/S	7/25/2012	7/31/2012	15.00	369.36	385.80	.00	16.44
NOVOZYMES A/S	7/25/2012	8/15/2012	15.00CR	369.36CR	385.80CR	16.44	.00
NOVOZYMES A/S	7/25/2012	10/29/2012	31.00	841.73	813.75	27.98	.00
NOVOZYMES A/S	8/15/2012	10/29/2012	24.00	651.66	601.86	49.80	.00
NOVOZYMES A/S	7/25/2012	11/16/2012	31.00	826.31	813.75	12.56	.00
REGENERON PHARMACEUTICALS	3/14/2011	1/26/2012	135.00	10,656.01	5,556.15	5,099.86	.00
REGENERON PHARMACEUTICALS	3/14/2011	2/06/2012	30.00	2,737.02	1,182.27	1,554.75	.00
REGENERON PHARMACEUTICALS	3/14/2011	2/10/2012	20.00	2,000.39	788.18	1,212.21	.00
REGENERON PHARMACEUTICALS	3/11/2011	5/01/2012	8.00	844.31	631.18	213.13	.00
ROCKWELL AUTOMATION INC	12/09/2011	1/26/2012	65.00	5,279.51	5,034.51	245.00	.00
ROLLS-ROYCE GROUP PLC	1/28/2011	1/23/2012	17.00	978.75	858.84	119.91	.00
SENOMYX INC	7/08/2011	1/26/2012	495.00	1,754.00	2,969.98	.00	1,215.98
SHINSEI BK LTD	9/02/2011	1/27/2012	5,740.00	6,267.77	6,838.89	.00	571.12
SHINSEI BK LTD	3/22/2012	7/31/2012	359.00	383.15	493.02	.00	109.87
SHINSEI BK LTD	3/22/2012	8/20/2012	359.00CR	383.15CR	493.02CR	109.87	.00
SHINSEI BK LTD	3/22/2012	8/20/2012	359.00	383.15	383.15	.00	.00
UTD O/S BANK	8/05/2011	1/30/2012	435.00	5,903.87	6,866.33	.00	962.46
UTD O/S BANK	8/05/2011	2/17/2012	250.00CR	3,393.03CR	4,355.49CR	962.46	.00
UTD O/S BANK	8/05/2011	2/17/2012	250.00	3,393.03	3,932.00	.00	538.97
VALEANT PHARMACEUTICALS I	1/13/2012	1/26/2012	70.00	3,534.58	3,523.23	11.35	.00
VALEANT PHARMACEUTICALS I	3/14/2012	7/30/2012	9.00	422.16	422.16	.00	.00

5/08/2013
11:36:58

FAIN FOUNDATION

(SB-GS)
PAGE 4

GAIN ON SALES OF ASSETS-SHORT TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WILEY JOHN & SONS INC	10/03/2011	1/26/2012	50.00	2,294.20	2,260.28	33.92	.00
*** BANK OF AMERICA SEC 1966118	***		20,195.00	160,251.66	156,237.79	4,013.87	.00
BANK OF AMERICA SEC 2251296							
ABBOTT LABS NT	2/24/2012	12/10/2012	.00	59,047.00	59,086.00	.00	39.00
CONOCOPHILLIPS NT	2/22/2012	8/17/2012	.00	40,213.31	41,104.98	.00	891.67
CONOCOPHILLIPS NT	2/22/2012	9/11/2012	.00	12,686.28	12,980.52	.00	294.24
CVS CAREMARK CORP SR UNSE	2/22/2012	12/26/2012	.00	30,297.00	29,727.00	570.00	.00
FNMA 4.00% D/2-1-27	3/26/2012	3/26/2012	.00	703.71	750.99	.00	47.28
FNMA 4.00% D/2-1-27	4/25/2012	4/25/2012	.00	711.73	759.55	.00	47.82
FNMA 4.00% D/2-1-27	5/25/2012	5/25/2012	.00	659.02	703.30	.00	44.28
FNMA 4.00% D/2-1-27	6/25/2012	6/25/2012	.00	708.06	755.63	.00	47.57
FNMA 4.00% D/2-1-27	7/25/2012	7/25/2012	.00	740.69	790.46	.00	49.77
FNMA 4.00% D/2-1-27	8/25/2012	8/25/2012	.00	742.72	792.62	.00	49.90
FNMA 4.00% D/2-1-27	2/22/2012	9/25/2012	.00	698.86	745.81	.00	46.95
FNMA 3.50% D/2-1-27	3/26/2012	3/26/2012	.00	971.35	1,023.56	.00	52.21
FNMA 3.50% D/2-1-27	4/25/2012	4/25/2012	.00	716.56	755.08	.00	38.52
FNMA 3.50% D/2-1-27	5/25/2012	5/25/2012	.00	1,260.51	1,328.26	.00	67.75
FNMA 3.50% D/2-1-27	6/25/2012	6/25/2012	.00	718.08	756.68	.00	38.60
FNMA 3.50% D/2-1-27	7/25/2012	7/25/2012	.00	2,393.17	2,521.80	.00	128.63
FNMA 3.50% D/2-1-27	8/25/2012	8/25/2012	.00	2,605.32	2,745.36	.00	140.04
FNMA 3.50% D/2-1-27	2/22/2012	9/25/2012	.00	2,786.53	2,936.31	.00	149.78
HEWLETT PACKARD CO SR UNS	2/22/2012	12/19/2012	.00	53,902.50	57,850.50	.00	3,948.00
J P MORGAN CHASE & CO GLO	2/22/2012	9/11/2012	.00	50,782.50	52,079.00	.00	1,296.50

5/08/2013
11:36:58

FAIN FOUNDATION

(SB-GS)
PAGE 5

GAIN ON SALES OF ASSETS-SHORT TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
US TSY NT 4.00% D/11-15-1	2/29/2012	3/30/2012	.00	102,394.53	102,714.85	.00	320.32
US TSY NT 4.00% D/11-15-1	2/29/2012	4/09/2012	.00	102,394.53CR	102,714.85CR	320.32	.00
US TSY NT 4.00% D/11-15-1	2/29/2012	4/09/2012	.00	102,394.53	102,602.74	.00	208.21
US TSY NT 4.00% D/11-15-1	4/09/2012	5/03/2012	.00	35,720.51	35,950.19	.00	229.68
US TSY NT 4.00% D/11-15-1	2/29/2012	9/07/2012	.00	100,722.66	102,679.32	.00	1,956.66
US TSY NT 4.25% D/11-15-1	2/29/2012	6/27/2012	.00	27,302.73	27,600.59	.00	297.86
US TSY NT 4.25% D/11-15-1	2/29/2012	9/07/2012	.00	43,453.13	44,160.94	.00	707.81
US TSY NT 4.25% D/8-15-15	2/29/2012	4/09/2012	.00	27,994.16	27,994.16	.00	.00
US TSY NT 4.25% D/11-15-1	3/30/2012	4/09/2012	.00	11,654.30	11,654.30	.00	.00
US TSY NT 4.25% D/11-15-1	2/29/2012	6/27/2012	.00	29,487.30	29,535.54	.00	48.24
US TSY NT 4.25% D/11-15-1	2/29/2012	9/07/2012	.00	29,476.56	29,521.49	.00	44.93
US TSY NT 4.00% D/8-15-18	2/29/2012	9/07/2012	.00	29,572.26	29,446.29	125.97	.00
US TSY NT 3.625% D/5-15-1	9/07/2012	12/17/2012	.00	202,898.46	204,734.38	.00	1,835.92
WELLS FARGO & CO NEW SUB	2/22/2012	4/11/2012	.00	50,853.00	51,230.50	.00	377.50
*** BANK OF AMERICA SEC 2251296	***		.00	954,874.50	967,303.85	.00	12,429.35
GRAND TOTALS			44,927.55	1,827,765.22	1,815,065.90	12,699.32	.00
Other:							
Buckeye Partners	4/30/2012	5/01/2012	400.00	22,545.49	22,794.00		248.51
Enbridge Energy	4/30/2012	5/01/2012	700.00	21,493.01	21,388.50	104.51	
Energy Transfer	4/30/2012	5/01/2012	500.00	20,033.55	20,060.00		26.45
Inergy, LP	4/30/2012	5/01/2012	1,300.00	25,577.96	21,320.00	4,257.96	
Williams Partners	4/30/2012	5/01/2012	400.00	22,615.49	22,161.00	454.49	
				112,265.50	107,723.50	4,542.00	
Grand Totals			48,227.55	1,940,030.72	1,922,789.40	17,241.32	

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 1

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
APPLE INC	2/13/2008	1/30/2012	300.00	134,669.18	36,724.65	97,944.53	.00
BANK NEW YORK MELLON CORP	9/24/2004	1/30/2012	301.00	6,358.49	9,580.70	.00	3,222.21
BANK NEW YORK MELLON CORP	9/24/2004	1/30/2012	.00	.00	377.30	.00	377.30
BANK NEW YORK MELLON CORP	9/24/2004	7/11/2012	1,000.00	21,849.51	33,083.04	.00	11,233.53
CONOCOPHILLIPS	12/31/2006	11/05/2012	500.00	28,859.85	21,903.38	6,956.47	.00
COLUMBIA CONVERTIBLE SECU	10/31/2008	4/26/2012	3,194.21	47,018.70	37,500.00	9,518.70	.00
COLUMBIA MID CAP INDEX FU	7/29/2009	8/27/2012	3,436.43	40,000.00	27,388.32	12,611.68	.00
COLUMBIA SMALL CAP CORE F	7/29/2009	10/23/2012	3,213.37	50,000.00	35,347.05	14,652.95	.00
CMG ULTRA SHORT TERM BOND	5/03/2007	2/07/2012	221,693.38	1,995,240.41	2,088,331.55	.00	93,091.14
COLUMBIA LG CAP ENHANCED	7/29/2009	8/27/2012	19,082.14	270,203.06	181,852.76	88,350.30	.00
EXCELOX CORP	12/31/2006	11/05/2012	1,500.00	53,564.09	73,536.96	.00	19,972.87
GLAXOSMITHKLINE PLC	12/31/2006	7/11/2012	300.00	13,871.17	15,053.24	.00	1,182.07
GLAXOSMITHKLINE PLC	12/31/2006	11/05/2012	1,000.00	44,746.99	50,177.46	.00	5,430.47
PEPSICO	12/31/2001	7/11/2012	900.00	63,232.04	486.10	62,745.94	.00
PRAXAIR INC	12/31/2006	7/11/2012	400.00	43,557.02	20,142.24	23,414.78	.00
PRAXAIR INC	12/31/2006	10/25/2012	200.00	20,872.53	10,071.12	10,801.41	.00
RIO TINTO PLC	12/31/2006	7/11/2012	800.00	37,971.14	34,654.09	3,317.05	.00
SEMPRA ENERGY	8/31/2011	10/25/2012	200.00	13,573.69	10,052.42	3,521.27	.00
STAPLES INC	6/24/2004	4/30/2012	2,500.00	38,325.39	54,038.98	.00	15,713.59
WASTE MGMT INC	12/31/2006	7/11/2012	1,500.00	49,542.83	44,239.83	5,303.00	.00
WINDSTREAM CORP	3/21/2006	11/05/2012	814.00	7,818.29	9,138.68	.00	1,320.39
ALLSTATE CORP	9/08/2008	2/22/2012	.00	107,997.00	110,485.00	.00	2,488.00
CATERPILLAR INC	12/09/2008	2/22/2012	.00	178,924.50	146,524.09	32,400.41	.00

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 2

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
GENERAL ELEC CAP CORP	3/25/2009	2/22/2012	.00	285,892.50	229,522.66	56,369.84	.00
INTERNATIONAL BUSINESS MA	12/09/2008	2/22/2012	.00	121,500.00	99,527.70	21,972.30	.00
LILLY ELI & CO	9/08/2008	2/22/2012	.00	100,356.00	107,561.00	.00	7,205.00
PROCTER & GAMBLE CO	9/08/2008	2/22/2012	.00	55,545.50	52,247.50	3,298.00	.00
SBC COMMUNICATIONS INC	2/23/2009	2/22/2012	.00	554,140.00	501,300.00	52,840.00	.00
WAL-MART STORES INC	9/08/2008	2/22/2012	.00	112,214.00	101,112.00	11,102.00	.00
<hr/>							
*** BANK OF AMERICA SEC 3065208		***	262,834.53	4,497,843.88	4,141,959.82	355,884.06	.00
<hr/>							
BANK OF AMERICA SEC 1966118							
ALEXION PHARMACEUTICALS I	10/14/2010	1/26/2012	120.00	8,953.62	4,031.69	4,921.93	.00
ALEXION PHARMACEUTICALS I	10/14/2010	3/29/2012	43.00	4,030.29	1,444.69	2,585.60	.00
ALEXION PHARMACEUTICALS I	10/14/2010	9/24/2012	15.00	1,707.11	503.96	1,203.15	.00
ALEXION PHARMACEUTICALS I	10/14/2010	9/26/2012	4.00	458.35	134.39	323.96	.00
ALEXION PHARMACEUTICALS I	10/14/2010	10/12/2012	9.00	1,004.28	302.38	701.90	.00
ALEXION PHARMACEUTICALS I	10/14/2010	10/18/2012	7.00	776.22	235.18	541.04	.00
ALEXION PHARMACEUTICALS I	10/14/2010	10/26/2012	8.00	800.22	268.78	531.44	.00
ALLEGHENY TECHNOLOGIES IN	10/14/2010	1/26/2012	160.00	8,083.84	8,123.61	.00	39.77
ALLEGHENY TECHNOLOGIES IN	10/14/2010	10/11/2012	114.00	3,543.51	5,534.23	.00	1,990.72
ALLEGHENY TECHNOLOGIES IN	10/03/2011	10/11/2012	84.00	2,635.41	3,296.34	.00	660.93
ALLEGHENY TECHNOLOGIES IN	10/10/2011	10/11/2012	81.00	2,518.10	3,714.34	.00	1,196.24
ANHEUSER BUSCH INBEV SA/N	10/14/2010	1/26/2012	130.00	7,979.89	8,037.16	.00	57.27
ANHEUSER BUSCH INBEV SA/N	10/14/2010	11/06/2012	17.00	1,424.08	1,050.04	374.04	.00
ANHEUSER BUSCH INBEV SA/N	10/14/2010	11/09/2012	19.00	1,582.63	1,173.58	409.05	.00
ANHEUSER BUSCH INBEV SA/N	10/14/2010	11/15/2012	17.00	1,409.12	1,050.04	359.08	.00

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 3

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BAYER MOTOREN WERK	10/14/2010	1/26/2012	35.00	2,884.40	2,406.93	477.47	.00
BAYER MOTOREN WERK	10/14/2010	8/06/2012	70.00	4,935.07	4,813.86	121.21	.00
BAYER MOTOREN WERK	10/14/2010	9/06/2012	89.00	6,136.53	6,120.49	16.04	.00
BAYER MOTOREN WERK	10/14/2010	9/06/2012	56.00	3,886.70	3,851.09	35.61	.00
BERKSHIRE HATHAWAY INC	10/14/2010	1/26/2012	90.00	7,108.51	7,471.87	.00	363.36
BERKSHIRE HATHAWAY INC	10/14/2010	2/17/2012	90.00CR	7,108.51CR	7,471.87CR	363.36	.00
BERKSHIRE HATHAWAY INC	10/14/2010	2/17/2012	90.00	7,108.51	7,391.12	.00	282.61
BERKSHIRE HATHAWAY INC	10/14/2010	2/23/2012	70.00CR	5,528.84CR	5,811.45CR	282.61	.00
BERKSHIRE HATHAWAY INC	10/14/2010	2/23/2012	70.00	5,528.84	5,771.07	.00	242.23
BERKSHIRE HATHAWAY INC	10/14/2010	7/30/2012	7.00	585.92	584.06	1.86	.00
BERKSHIRE HATHAWAY INC	10/14/2010	9/24/2012	3.00	266.72	250.31	16.41	.00
BERKSHIRE HATHAWAY INC	10/14/2010	10/12/2012	32.00	2,863.60	2,656.66	206.94	.00
BOMBARDIER INC	10/14/2010	1/26/2012	2,080.00	9,318.21	10,566.26	.00	1,248.05
BOMBARDIER INC	10/14/2010	7/30/2012	115.00	416.16	602.44	.00	186.28
BOMBARDIER INC	10/14/2010	10/18/2012	232.00	866.87	1,215.36	.00	348.49
BOMBARDIER INC	10/14/2010	10/19/2012	139.00	517.36	728.17	.00	210.81
BORG WARNER INC	10/14/2010	1/26/2012	105.00	7,876.54	5,521.07	2,355.47	.00
BORG WARNER INC	10/14/2010	10/22/2012	29.00	1,935.32	1,524.87	410.45	.00
BORG WARNER INC	10/14/2010	10/26/2012	12.00	768.29	630.98	137.31	.00
BORG WARNER INC	10/14/2010	11/21/2012	23.00	1,415.32	1,209.38	205.94	.00
CHEUNG KONG (HLDGS)	11/08/2010	1/30/2012	55.00	743.52	917.01	.00	173.49
CHEUNG KONG (HLDGS)	10/14/2010	1/30/2012	410.00	5,542.55	6,415.19	.00	872.64
CHEUNG KONG (HLDGS)	10/14/2010	2/17/2012	410.00CR	5,542.56CR	6,415.19CR	872.63	.00
CHEUNG KONG (HLDGS)	10/14/2010	2/17/2012	410.00	5,542.56	6,181.07	.00	638.51

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 4

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CHEUNG KONG (HLDGS)	10/14/2010	5/21/2012	1,105.00	13,267.02	17,324.84	.00	4,057.82
CHEUNG KONG (HLDGS)	11/08/2010	5/21/2012	70.00	840.45	1,167.10	.00	326.65
CHINA HIGH PRECISION AUTO	1/24/2011	8/10/2012	3,022.00	458.95	2,761.92	.00	2,302.97
CHINA HIGH PRECISION AUTO	1/25/2011	8/10/2012	3,119.00	473.68	2,835.09	.00	2,361.41
CHINA HIGH PRECISION AUTO	2/22/2011	8/10/2012	1,245.00	189.07	1,130.41	.00	941.34
CME GROUP INC	10/14/2010	1/13/2012	9.00	2,045.15	3,824.15	.00	1,779.00
COCA COLA CO	10/14/2010	1/26/2012	105.00	7,168.73	6,245.92	922.81	.00
COCA COLA CO	10/14/2010	7/17/2012	46.00	3,529.18	2,736.31	792.87	.00
COCA COLA CO	10/14/2010	8/14/2012	16.00	1,267.62	951.76	315.86	.00
COCA COLA CO	10/14/2010	10/22/2012	41.00	1,561.04	1,219.44	341.60	.00
COCA COLA CO	10/14/2010	11/06/2012	30.00	1,121.51	892.28	229.23	.00
COCA COLA CO	10/14/2010	12/17/2012	285.00	10,718.10	8,476.61	2,241.49	.00
COLOPLAST A/S - B	4/05/2011	8/07/2012	5.00	922.14	726.69	195.45	.00
COLOPLAST A/S - B	10/18/2010	8/07/2012	14.00	2,581.98	2,009.01	572.97	.00
COLOPLAST A/S - B	10/18/2010	10/29/2012	5.00	1,074.09	717.50	356.59	.00
ENSTAR GROUP LTD	10/14/2010	8/15/2012	4.00	374.76	325.87	48.89	.00
ENSTAR GROUP LTD	10/14/2010	10/12/2012	27.00	2,697.53	2,149.59	547.94	.00
ENSTAR GROUP LTD	10/14/2010	10/15/2012	8.00	794.05	613.04	181.01	.00
EXXON MOBIL CORP	10/14/2010	1/26/2012	105.00	9,189.94	6,797.17	2,392.77	.00
EXXON MOBIL CORP	10/14/2010	6/04/2012	21.00	1,685.12	1,359.44	325.68	.00
FANUC	10/15/2010	1/17/2012	20.00	3,089.13	2,636.84	452.29	.00
FANUC	10/15/2010	1/27/2012	50.00	8,370.35	6,592.11	1,778.24	.00
FAST RETAILING CO LTD	10/15/2010	1/27/2012	55.00	10,533.51	8,555.34	1,978.17	.00
FAST RETAILING CO LTD	11/22/2010	7/31/2012	4.00	810.82	622.21	188.61	.00

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 5

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FAST RETAILING CO LTD	11/22/2010	10/29/2012	4.00	855.81	622.21	233.60	.00
FAST RETAILING CO LTD	11/22/2010	12/18/2012	5.00	1,198.50	777.76	420.74	.00
GOOGLE INC.	10/03/2011	11/21/2012	1.00	641.53	538.09	103.44	.00
HUABAO INTERNATIONAL HOLD	10/14/2010	1/30/2012	8,255.00	5,077.52	7,618.07	.00	2,540.55
HUABAO INTERNATIONAL HOLD	10/14/2010	11/09/2012	4,405.00	2,290.90	8,181.89	.00	5,890.99
HUABAO INTERNATIONAL HOLD	10/14/2010	11/13/2012	5,349.00	2,659.12	9,820.52	.00	7,161.40
HUABAO INTERNATIONAL HOLD	10/14/2010	11/13/2012	1,681.00	861.75	3,122.30	.00	2,260.55
HUABAO INTERNATIONAL HOLD	10/14/2010	11/14/2012	924.00	459.08	1,636.21	.00	1,177.13
HUABAO INTERNATIONAL HOLD	10/14/2010	11/15/2012	27.00	13.48	47.81	.00	34.33
HUABAO INTERNATIONAL HOLD	10/14/2010	11/16/2012	2,970.00	1,488.78	4,256.67	.00	2,767.89
HUABAO INTERNATIONAL HOLD	7/08/2011	11/19/2012	702.00	351.67	669.24	.00	317.57
HUABAO INTERNATIONAL HOLD	7/08/2011	11/20/2012	481.00	240.81	458.55	.00	217.74
HUABAO INTERNATIONAL HOLD	8/12/2011	11/23/2012	1,884.00	937.74	1,622.75	.00	685.01
HUABAO INTERNATIONAL HOLD	8/12/2011	11/23/2012	817.00	399.27	648.13	.00	248.86
JARDINE STRATEGIC HLDGS L	10/15/2010	1/30/2012	410.00	12,628.05	11,385.11	1,242.94	.00
JARDINE STRATEGIC HLDGS L	10/15/2010	7/31/2012	16.00	500.24	444.30	55.94	.00
JARDINE STRATEGIC HLDGS L	10/15/2010	12/26/2012	21.00	748.66	583.14	165.52	.00
LAS VEGAS SANDS CORP	10/14/2010	1/26/2012	175.00	8,360.46	6,690.29	1,670.17	.00
LEUCADIA NATL CORP	1/07/2011	9/26/2012	85.00	1,996.33	2,561.82	.00	565.49
LEUCADIA NATL CORP	12/15/2011	9/26/2012	45.00	1,056.87	1,001.51	55.36	.00
LEUCADIA NATL CORP	10/14/2010	11/09/2012	176.00	4,055.41	4,332.94	.00	277.53
LEUCADIA NATL CORP	10/14/2010	11/13/2012	222.00	4,886.84	5,465.42	.00	578.58
LEUCADIA NATL CORP	10/14/2010	11/14/2012	32.00	601.84	638.28	.00	36.44
MASTERCARD INC	10/14/2010	1/13/2012	10.00	3,501.04	2,235.39	1,265.65	.00

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 6

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MASTERCARD INC	10/14/2010	1/26/2012	20.00	6,773.76	4,470.78	2,302.98	.00
MASTERCARD INC	10/14/2010	8/10/2012	5.00	2,103.39	1,117.70	985.69	.00
MASTERCARD INC	10/14/2010	8/14/2012	3.00	1,280.91	670.62	610.29	.00
MASTERCARD INC	10/14/2010	10/12/2012	1.00	464.65	223.54	241.11	.00
MCDONALDS CORP	6/17/2011	7/02/2012	135.00	11,903.29	11,002.04	901.25	.00
MONSANTO CO	10/14/2010	1/26/2011	105.00	8,417.16	5,787.44	2,629.72	.00
NIDEC CORP	12/14/2010	1/27/2012	20.00	1,834.79	2,134.90	.00	300.11
NIDEC CORP	12/10/2010	1/27/2012	30.00	2,752.20	3,221.16	.00	468.96
NIDEC CORP	11/26/2010	1/27/2012	20.00	1,834.79	2,058.92	.00	224.13
NIDEC CORP	11/09/2010	1/27/2012	10.00	917.40	991.61	.00	74.21
NIDEC CORP	11/09/2010	7/31/2012	5.00	396.50	396.50	.00	.00
NIDEC CORP	11/01/2011	11/13/2012	223.00	14,444.51	20,974.86	.00	6,530.35
NOBLE GROUP LTD	10/15/2010	1/30/2012	8,200.00	8,365.28	11,215.42	.00	2,850.14
NOVO-NORDISK A S	10/14/2010	1/26/2012	90.00	10,565.34	9,063.86	1,501.48	.00
NOVO-NORDISK A S	10/14/2010	7/30/2012	5.00	728.71	503.55	225.16	.00
NOVO-NORDISK A S	10/14/2010	8/06/2012	11.00	1,692.66	1,107.81	584.85	.00
NOVO-NORDISK A S	10/14/2010	9/19/2012	12.00	1,850.90	1,208.52	642.38	.00
NOVO-NORDISK A S	10/14/2010	11/06/2012	12.00	1,887.30	1,208.51	678.79	.00
NOVO-NORDISK A S	10/14/2010	11/09/2012	9.00	1,314.37	906.39	407.98	.00
NOVO-NORDISK A S	10/14/2010	11/15/2012	5.00	784.88	503.55	281.33	.00
NOVOZYMES A/S	10/15/2010	1/27/2012	50.00	1,312.54	1,248.67	63.87	.00
NOVOZYMES A/S	7/25/2012	8/15/2012	15.00	369.36	369.36	.00	.00
NOVOZYMES A/S	10/15/2010	11/16/2012	23.00	589.53	535.96	53.57	.00
OLAM INTL LTD	10/15/2010	1/30/2012	3,835.00	7,785.62	8,933.09	.00	1,147.47

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 7

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
OLAM INTL LTD	10/15/2010	2/13/2012	2,395.00CR	4,862.20CR	5,802.39CR	940.19	.00
OLAM INTL LTD	10/15/2010	2/13/2012	2,395.00	4,862.20	5,400.01	.00	537.81
OLAM INTL LTD	10/15/2010	3/13/2012	263.00	475.86	683.92	.00	208.06
OLAM INTL LTD	10/15/2010	12/04/2012	2,932.00	3,639.67	7,237.83	.00	3,598.16
OLAM INTL LTD	10/15/2010	12/07/2012	888.00	1,207.49	2,117.25	.00	909.76
OLAM INTL LTD	4/26/2011	12/13/2012	1,946.00	2,291.41	4,565.53	.00	2,274.12
ONEX CORP	10/15/2010	1/26/2012	280.00	9,799.86	8,186.70	1,613.16	.00
ONEX CORP	10/15/2010	7/30/2012	10.00	374.36	292.38	81.98	.00
ONEX CORP	10/15/2010	8/08/2012	37.00	1,394.11	1,081.81	312.30	.00
ONEX CORP	10/15/2010	8/08/2012	2.00	75.40	58.48	16.92	.00
ONEX CORP	10/15/2010	8/09/2012	13.00	492.71	380.10	112.61	.00
ONEX CORP	10/15/2010	10/12/2012	19.00	763.76	555.53	208.23	.00
ONEX CORP	10/15/2010	10/15/2012	25.00	991.34	730.96	260.38	.00
REGENERON PHARMACEUTICALS	3/14/2011	5/01/2012	7.00	1,266.47	354.68	911.79	.00
REGENERON PHARMACEUTICALS	3/14/2011	7/30/2012	5.00	629.81	197.04	432.77	.00
REGENERON PHARMACEUTICALS	3/14/2011	8/06/2012	9.00	1,205.27	354.68	850.59	.00
REGENERON PHARMACEUTICALS	3/14/2011	9/19/2012	14.00	2,092.22	551.73	1,540.49	.00
REGENERON PHARMACEUTICALS	3/14/2011	9/24/2012	10.00	1,463.34	386.54	1,076.80	.00
REGENERON PHARMACEUTICALS	3/11/2011	9/26/2012	3.00	437.37	115.96	321.41	.00
REGENERON PHARMACEUTICALS	3/11/2011	10/12/2012	14.00	2,125.27	541.16	1,584.11	.00
REGENERON PHARMACEUTICALS	3/11/2011	10/18/2012	6.00	922.22	231.92	690.30	.00
REGENERON PHARMACEUTICALS	3/11/2011	10/26/2012	5.00	776.32	193.27	583.05	.00
REGENERON PHARMACEUTICALS	3/11/2011	11/09/2012	5.00	716.94	193.27	523.67	.00
REGENERON PHARMACEUTICALS	3/11/2011	11/15/2012	5.00	700.31	193.27	507.04	.00

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 8

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
REGENERON PHARMACEUTICALS	3/11/2011	12/03/2012	7.00	1,218.66	270.58	948.08	.00
REGENERON PHARMACEUTICALS	3/11/2011	12/05/2012	4.00	722.22	154.62	567.60	.00
REGENERON PHARMACEUTICALS	3/11/2011	12/17/2012	8.00	1,458.33	309.23	1,149.10	.00
REGENERON PHARMACEUTICALS	3/11/2011	12/24/2012	6.00	1,044.02	231.92	812.10	.00
REPUBLIC SVCS INC	10/14/2010	1/13/2012	70.00	1,965.18	2,198.78	.00	233.60
REPUBLIC SVCS INC	10/14/2010	1/19/2012	55.00	1,523.20	1,727.62	.00	204.42
REPUBLIC SVCS INC	10/14/2010	1/23/2012	70.00	1,904.36	2,198.78	.00	294.42
REPUBLIC SVCS INC	10/14/2010	1/26/2012	165.00	4,663.63	5,182.85	.00	519.22
REPUBLIC SVCS INC	10/14/2010	2/17/2012	385.00	11,583.97	11,908.93	.00	324.96
RHJ INTL	10/15/2010	1/27/2012	815.00	3,832.57	5,654.58	.00	1,822.01
RHJ INTL	10/15/2010	2/23/2012	505.00CR	2,374.78CR	4,196.79CR	1,822.01	.00
RHJ INTL	10/15/2010	2/23/2012	505.00	2,374.78	4,074.12	.00	1,699.34
RHJ INTL	10/15/2010	2/24/2012	471.00CR	2,214.89CR	3,914.23CR	1,699.34	.00
RHJ INTL	10/15/2010	2/24/2012	471.00	2,214.89	3,892.59	.00	1,677.70
RHJ INTL	10/15/2010	2/27/2012	465.00CR	2,186.67CR	3,864.37CR	1,677.70	.00
RHJ INTL	10/15/2010	2/27/2012	465.00	2,186.67	3,752.53	.00	1,565.86
RHJ INTL	10/15/2010	2/28/2012	434.00CR	2,040.89CR	3,606.75CR	1,565.86	.00
RHJ INTL	10/15/2010	2/28/2012	434.00	2,040.89	3,473.25	.00	1,432.36
RHJ INTL	10/15/2010	8/06/2012	15.00	70.77	144.76	.00	73.99
RHJ INTL	10/15/2010	8/07/2012	88.00	416.44	833.73	.00	417.29
RHJ INTL	10/15/2010	8/08/2012	57.00	280.30	479.09	.00	198.79
RHJ INTL	10/15/2010	8/09/2012	3.00	14.45	24.93	.00	10.48
RHJ INTL	10/15/2010	8/15/2012	52.00	239.88	432.14	.00	192.26
RHJ INTL	10/15/2010	8/20/2012	33.00	152.32	274.25	.00	121.93

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 9

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
RHJ INTL	10/15/2010	8/22/2012	63.00	294.79	523.56	.00	228.77
RHJ INTL	10/15/2010	9/25/2012	161.00	809.16	1,337.99	.00	528.83
RHJ INTL	10/15/2010	9/26/2012	65.00	334.58	540.18	.00	205.60
RHJ INTL	10/15/2010	9/27/2012	63.00	325.11	523.56	.00	198.45
RHJ INTL	10/15/2010	10/10/2012	12.00	60.26	99.73	.00	39.47
RHJ INTL	10/15/2010	10/15/2012	3.00	14.77	24.93	.00	10.16
RHJ INTL	10/15/2010	10/15/2012	24.00	118.42	199.45	.00	81.03
RHJ INTL	10/15/2010	10/16/2012	14.00	69.73	116.35	.00	46.62
RHJ INTL	10/15/2010	10/17/2012	192.00	952.54	1,595.61	.00	643.07
RHJ INTL	10/15/2010	10/19/2012	90.00	447.99	747.94	.00	299.95
RHJ INTL	10/15/2010	10/19/2012	114.00	566.80	947.39	.00	380.59
RHJ INTL	10/15/2010	10/23/2012	316.00	1,577.99	2,626.11	.00	1,048.12
RHJ INTL	10/15/2010	10/29/2012	45.00	219.91	373.97	.00	154.06
RHJ INTL	10/15/2010	10/30/2012	11.00	53.31	91.42	.00	38.11
RHJ INTL	10/15/2010	10/31/2012	28.00	135.72	231.16	.00	95.44
RHJ INTL	9/19/2011	11/01/2012	33.00	160.17	269.65	.00	109.48
RHJ INTL	9/19/2011	11/06/2012	296.00	1,469.25	2,369.02	.00	899.77
ROLLS-ROYCE GROUP PLC	10/14/2010	1/23/2012	38.00	2,187.81	1,870.74	317.07	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	1/26/2012	135.00	7,860.89	6,500.25	1,360.64	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	6/06/2012	15.00	913.84	718.20	195.64	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	7/30/2012	7.00	446.73	335.16	111.57	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	8/15/2012	7.00	463.68	335.16	128.52	.00
SENOYX INC	11/19/2010	1/26/2012	25.00	88.59	128.88	.00	40.29
SENOYX INC	12/22/2010	1/26/2012	143.00	506.71	1,021.84	.00	515.13

5/08/2013
11:38:04

FAIN FOUNDATION

(SB-GS)
PAGE 10

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SENOMYX INC	10/14/2010	1/26/2012	17.00	60.23	75.02	.00	14.79
UTD O/S BANK	8/05/2011	9/25/2012	391.00	6,228.35	6,861.10	.00	632.75
UTD O/S BANK	8/05/2011	9/27/2012	139.00	2,202.51	2,421.65	.00	219.14
UTD O/S BANK	8/10/2011	11/01/2012	595.00	8,929.28	10,131.69	.00	1,202.41
WILEY JOHN & SONS INC	10/14/2010	1/26/2012	95.00	4,358.99	4,067.10	291.89	.00
WILEY JOHN & SONS INC	10/14/2010	8/06/2012	8.00	374.29	342.41	31.88	.00
WILEY JOHN & SONS INC	10/14/2010	8/07/2012	18.00	824.73	770.42	54.31	.00
WILEY JOHN & SONS INC	10/14/2010	9/24/2012	23.00	1,088.61	984.43	104.18	.00
WILEY JOHN & SONS INC	10/14/2010	9/25/2012	22.00	1,028.00	941.63	86.37	.00
WILEY JOHN & SONS INC	10/14/2010	9/25/2012	22.00	1,030.76	941.63	89.13	.00
WILEY JOHN & SONS INC	10/14/2010	9/26/2012	28.00	1,317.21	1,198.43	118.78	.00
WILEY JOHN & SONS INC	10/14/2010	9/26/2012	18.00	848.31	770.42	77.89	.00
WILEY JOHN & SONS INC	10/14/2010	9/27/2012	18.00	848.06	770.42	77.64	.00
WILEY JOHN & SONS INC	10/14/2010	10/18/2012	17.00	764.65	727.62	37.03	.00
WILEY JOHN & SONS INC	10/14/2010	10/18/2012	18.00	809.86	770.42	39.44	.00
WILEY JOHN & SONS INC	10/14/2010	10/19/2012	16.00	723.88	684.82	39.06	.00
WILEY JOHN & SONS INC	10/14/2010	10/22/2012	12.00	540.16	513.61	26.55	.00
WILEY JOHN & SONS INC	10/14/2010	10/22/2012	17.00	764.57	727.62	36.95	.00
WILEY JOHN & SONS INC	10/14/2010	10/23/2012	8.00	356.75	342.41	14.34	.00
WILEY JOHN & SONS INC	10/14/2010	10/23/2012	43.00	1,903.53	1,840.45	63.08	.00
WILEY JOHN & SONS INC	10/14/2010	10/26/2012	42.00	1,798.59	1,797.65	.94	.00
*** BANK OF AMERICA SEC 1966118		***	67,160.00	457,731.60	465,562.93	.00	7,831.33

BANK OF AMERICA SEC 2251296

5/08/2013
11:38:04

FAIN FOUNDATION

(58-G5)
PAGE 11

GAIN ON SALES OF ASSETS-LONG TERM 2012

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 4.00% D/2-1-27	10/25/2012	10/25/2012	.00	697.07	743.90	.00	46.83
FNMA 4.00% D/2-1-27	11/26/2012	11/26/2012	.00	702.86	750.08	.00	47.22
FNMA 4.00% D/2-1-27	12/26/2012	12/26/2012	.00	723.02	771.60	.00	48.58
FNMA 3.50% D/2-1-27	10/25/2012	10/25/2012	.00	2,622.30	2,763.25	.00	140.95
FNMA 3.50% D/2-1-27	11/26/2012	11/26/2012	.00	2,463.51	2,595.92	.00	132.41
FNMA 3.50% D/2-1-27	12/26/2012	12/26/2012	.00	3,853.09	4,060.19	.00	207.10
*** BANK OF AMERICA SEC 2251296 ***			.00	11,061.85	11,684.94	.00	623.09
GRAND TOTALS			329,994.53	4,966,637.33	4,619,207.69	347,429.64	.00

Schedule 4

BALANCE SHEET

THE FAIN FOUNDATION - TIN 75-6016679

Year 2012

	Cost		Market
	12-31-11	12-31-12	Value
ASSETS			
Cash			
Checking	\$ 67,839 14	\$ 115,434 87	\$ 115,434 87
Certificates and daily cash funds	224,481 03	260,329 76	260,329 76
Accounts receivable	5,458.91		
Investments			
Corporate stocks - Sch. 5	5,867,845 20	5,058,595 11	10,355,063.67
Corporate bonds - Sch 5	1,809,798 48	4,511,743 74	4,491,384 79
Other - Sch 5	2,088,331 55		
Other assets			
Prepaid excise tax	3,200 00		
Purchased interest		2,678 18	2,678 18
Total assets	\$ 10,066,954.31	\$ 9,948,781 66	\$ 15,224,891 27
LIABILITIES AND EQUITY			
Liabilities:			
Excise tax payable	\$	\$ 4,323 11	
Total liabilities	\$	\$ 4,323 11	
Equity:			
Principal fund	\$ 10,565,258 12	\$ 10,565,258 12	
Income fund	(498,303 81)	(620,799 57)	
Total equity	\$ 10,066,954 31	\$ 9,944,458 55	
Total liabilities and equity	\$ 10,066,954 31	\$ 9,948,781 66	

Schedule 5

INVESTMENTS - SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2012

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-11	12-31-12	
Corporate stock.						
BOA Account #3065208						
Aflac			1,400.00	\$ 61,261 21	\$ 61,261 21	\$ 74,368 00
AT&T			6,000 00	145,462 26	145,462 26	202,260 00
Apple, Inc			700 00	122,415 50	85,690.85	372,521 03
Bank New York Mellon Corp			2,000 00	109,207 13	66,166 09	51,400 00
Blackrock, Inc			500 00	78,970 25	78,970 25	103,355 00
Centurylink, Inc			998 00	28,248 29	28,248 29	39,041 76
Cisco Systems			4,000.00	67,159 71	67,159 71	78,597 60
Columbia Convertible Securities Fund			3,194 21	37,500 00		
Columbia Dividend Income Fund			5,021 98	52,500 00	52,500 00	74,074 18
Columbia Large Cap Enhanced Core			19,082 14	181,852 76		
Columbia Mid Cap Growth Fund			4,191 83	77,500 00	77,500 00	111,502 68
Columbia Mid Cap Index Fund			42,326 08	364,727 20	337,338 88	499,447 78
Columbia Select Large Cap Growth Fund			4,191 24	37,500 00	37,500 00	58,090 57
Columbia Small Cap Core Fund			15,662 66	207,636 32	172,289 27	254,361 61
Columbia Small Cap Index Fund			15,745 24	193,194 09	193,194 09	279,792 91
ConocoPhillips			2,300 00	154,491 56	100,755 54	133,377 00
CVS Caremark			1,670 00	37,196.97	37,196 97	80,744 50
Du Pont, E I De Nemours			1,500 00		73,350.00	67,467 75
Exelon			2,000.00	171,586 24	98,049 28	59,480 00
ExxonMobil			12,000 00	31,053 47	31,053.47	1,038,600 00
General Electric			17,800.00	263,774.49	263,774.49	373,622 00
Glaxo Smithkline			1,300 00	65,230 70		
IBM			1,500.00	126,598 94	126,598 94	287,325 00
IShares			5,000 00	210,847 50	210,847.50	235,700.00
Johnson & Johnson			5,000 00	198,533.77	198,533 77	350,500.00
JP Morgan Chase			3,000 00	71,182 20	105,242.70	131,907 30
JP Morgan Alerian MLP			3,000 00		118,494 90	115,380 00
Kayne Anderson MLP Invt Co			5,000.00	126,408.29	123,671.06	147,350 00
McDonalds			4,500.00	135,483 97	135,483 97	396,945 00
Microsoft			3,500 00	91,289 03	91,289 03	93,483 95
Pepsico			14,000 00	8,047 58	7,561 48	958,020 00
Phillips 66			1,400 00		31,832 64	74,340 00
Pfizer			19,300 00	6,981 63	6,981 63	484,030 49
Pimco Commodity Real Return			25,037 36	225,000.00	225,000 00	166,248 12
Pimco High Yield Fund			17,006 80	150,000 00		
Potash Corp			900 00	40,971 24	40,971 24	36,621 00
Praxair			800 00	70,497 83	40,284 47	87,560 00
Procter & Gamble			1,200 00		73,284 00	81,468 00
Qualcomm			2,500 00	99,064 41	99,064 41	154,649 00
Rio Tinto PLC			800.00	34,654 09		
Roche Hldg Ltd			2,600 00		126,516 00	130,660 40
Sempra Energy			400 00	30,157 26	20,104 84	28,376 00
Staples			2,500 00	54,038 98		

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-11	12-31-12	
Target Corp			1,000.00	50,413 00	50,413 00	59,170 00
Templeton Global Bd Fund			9,130 75	125,000 00		
Teva Pharmaceutical			4,600 00	174,248 25	174,248 25	171,764 00
Texas Instruments			19,200 00	35,913 50	35,913 50	593,088 00
3M Co			4,600 00	31,197 21	31,197 21	427,110 00
United Technologies			2,000 00	68,969 52	120,756 99	164,020 00
Unitedhealth Group			1,400 00	79,280 40	79,280 40	75,936 00
Vanguard Int'l Equity Index Funds			1,435 00	59,064.60	59,064 60	63,900 55
Waste Management			1,500 00	44,239 83		
Wells Fargo & Co.			2,500.00	60,687 50	60,687 50	85,450 00
Windstream Corp			800 00	18,120 19	8,981.51	6,624 00
Total				\$ 4,915,358 87	\$ 4,409,766 19	\$ 9,559,731 18
BOA Account #1966118						
Alexion Pharmaceuticals, Inc			199 00	\$ 13,606 95	\$ 6,685 88	\$ 18,654 26
Allegheny Technologies, Inc			529 00	24,669 44		
Anheuser Busch Inbev SA/NV			237 00	25,646 22	14,335 40	20,716 17
Bayer Motoren Werk			310 00	22,254 22		
Berkshire Hathaway, Inc			219 00	24,989 08	17,818 82	19,644 30
Bombardier, Inc			6,954 00	33,924 91	31,888.56	26,494 74
Borg Warner, Inc			172 00	17,930 33	9,044 03	12,318.64
Cheung Kong			1,575 00	24,681 07		
China High Precision Automation			16,877 00	19,921 28	13,193 86	2,700 32
CME Group, Inc			59 00	15,404 84		
Coca Cola Co			345 00	20,522.32		
Coloplast A/S - B			355 00	19,523 95	9,469 38	17,345 07
Compagnie Financiere			237 00		16,041 35	18,486 70
Enstar Group, Ltd			145.00	21,533.64	11,222 10	16,237 10
Exxon Mobil Corp			219 00	22,333 57	14,176 96	18,954 45
Fanuc			137 00	24,258 95	19,005 73	25,115 61
Fast Retailing Co Ltd			152.00	34,030 61	21,743 04	38,227 54
Geely Automobile Holdings Ltd			19,498 00		9,254 57	9,232 11
Gemalto NV			172 00		15,238 62	15,420 01
Google, Inc			19 00	16,142 55	10,223 61	13,440 22
Hannover Rueckversicheru			109 00		7,897 52	8,472 88
Harry Winston Diamond Corp.			1,118.00		15,427 28	15,730 26
Huabao International Holdings			21,285.00	34,609.39		
Icici Bk Ltd			368 00		11,160 56	16,048 48
Industria De Diseno Textil			86 00		10,648 35	11,961 84
Intuitive Surgical, Inc			29 00		15,090.22	14,220 73
Jardine Strategic Holdings, Ltd			948 00	38,885 97	26,324 60	33,672 96
Keyence Corp			65.00		17,181 47	17,866 77
Kuka AG			457 00		14,352 23	16,671 42
Las Vegas Sands Corp			754 00	35,658 90	29,042 38	34,804 64
Leucadia Nat'l Corp			500 00	26,660 54	11,899 25	11,895 00
Li & Fung, Ltd			9,125 00	18,196 38		
Mastercard, Inc.			43 00	18,298 09	9,580 06	21,125 04
McDonalds Corp			270 00	22,054 06		
Monsanto Co			333 00	25,062.10	17,476 66	31,518 45
Nidec Corp			65 00	31,787 87	3,893 27	3,757 48
Noble Group Ltd			23,613 00	37,605.33	32,961 74	22,327 27

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-11	12-31-12	
Novo-Nordisk A/S			161 00	30,716 43	16,214.24	26,276 81
Novozymes A/S			652 00	24,297 08	16,278 63	18,341 86
Olam Int'l Ltd			6,622 00	26,483.05	11,534 36	8,429 94
Onex Corp.			525 00	26,636 01	15,350 05	22,342 58
Questcor Pharmaceuticals, Inc.			425 00		15,528 63	11,356 00
Republic Svcs Inc			745 00	23,216 96		
Regeneron Pharmaceuticals			155 00	17,797 86	5,991 39	26,515 85
Renaissancere Holdings, Ltd			215 00		16,967 47	17,470 90
RHJ Int'l			267.00	19,580 70	1,768 86	1,404 53
Rockwell Automation, Inc			239 00	14,022 32	17,912 80	20,073 61
Rolls-Royce Group PLC			288 00	24,395.30	13,776.95	20,445 98
Roche Hldgs AG			77.00		13,909 20	15,478.23
Salvatore Ferragamo Italia			205.00		4,646 64	4,497 33
Senomyx, Inc			1,473 00	10,696 21	6,500.49	2,474 64
Shinsei Bk Ltd			15,846.00	22,147 75	18,732.45	31,202 83
Ship Fin Intl Ltd			829 00		12,831.56	13,786 27
UTD O/S Bank			1,265 00	21,852 33		
Valeant Pharmaceuticals Intl			371 00		18,607 70	22,174 67
Wiley John & Sons			475 00	20,451 77		
Total				\$ 952,486 33	\$ 648,828 92	\$ 795,332 49
Total corporate stock				\$ 5,867,845 20	\$ 5,058,595 11	\$ 10,355,063 67
Corporate bonds						
BOA Account #3065208.						
Allstate Corp	7 500%	06/15/13	100,000 00	\$ 110,485 00	\$	\$
Australian Govt Bd	5 750%	04/15/12	200,000 00	205,291 83		
Australian Govt. Bd	6 500%	05/15/13	200,000 00	213,001 65		
Caterpillar, Inc.	5 700%	08/15/16	150,000 00	144,577 50		
General Electric	5 625%	05/01/18	250,000 00	222,657 50		
IBM	5 700%	09/14/17	100,000 00	99,317 00		
Lilly Eli & Co	6 000%	03/15/12	100,000.00	107,561 00		
Procter & Gamble	4 950%	08/15/14	100,000.00	104,495 00		
SBC Communications	5.100%	09/15/14	500,000.00	501,300 00		
Walmart Stores	4.500%	07/01/15	100,000 00	101,112 00		
Total				\$ 1,809,798 48	\$	\$
BOA Account #2251296						
Allstate Corp	5 000%	08/15/14	50,000 00	\$	\$ 54,835 00	\$ 53,474 00
American Express Co	4 875%	07/15/13	50,000 00		52,644 50	51,163 50
Anheuser Busch Inbev Worldwide	5 000%	04/15/20	50,000 00		58,405 00	59,833 50
AT&T Inc	5.800%	02/15/19	50,000 00		60,505 00	61,351 50
Bank New York Inc	5.450%	05/15/19	50,000.00		57,942 50	59,747 50
Berkshire Hathaway Fin Corp	4 250%	01/15/21	50,000 00		55,085 50	57,367 00
Boeing Co	4 875%	02/15/20	50,000 00		59,623 50	60,241 00
Catepillar Finl Svcs Corp	6.125%	02/17/14	50,000 00		55,357 50	53,307 50
Chevron Corp	4 950%	03/03/19	50,000 00		60,057 00	59,648 50
Cisco Sys Inc	5 500%	02/22/16	50,000 00		58,514 50	57,152 50
Citigroup Inc	5 125%	05/05/14	50,000 00		53,144 00	52,673 00
Coca-Cola Co	5 350%	11/15/17	50,000 00		60,334 50	59,869 00

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-11	12-31-12	
Comcast Corp	3 125%	07/15/22	50,000 00		51,978.50	52,092 00
Credit Suisse First Boston USA	5 125%	08/15/15	50,000 00		54,562 00	55,490 50
CVS Caremark Corp	5.750%	06/01/17	50,000.00		29,727 00	29,889.25
Deere John Cap Corp	5 750%	09/10/18	50,000 00		61,631 50	60,972 50
Dow Chem Co	4 250%	08/15/20	50,000 00		52,420 50	55,585 50
Du Pont E I De Nemours & Co	4.750%	03/15/15	50,000 00		55,794 50	54,411 50
Federal Home Loan Bank	5 250%	06/18/14	185,000 00		205,784 03	198,610 45
Federal Home Loan Mortgage Corp.	4.500%	07/15/13	185,000 00		195,863 30	189,338 25
Federal Home Loan Mortgage Corp.	4.375%	07/17/15	185,000 00		208,272 30	203,755 30
Federal Home Loan Mortgage Corp	3 750%	03/27/19	185,000 00		211,096 43	213,845 20
Federal National Mortgage Association	5 250%	09/15/16	185,000.00		220,310.80	216,616 50
Federal National Mortgage Association	4 000%	02/01/27	144,248 74		151,674 87	152,277.84
Federal National Mortgage Association	3 500%	02/01/27	137,743 25		135,727.58	136,716 80
Federal National Mortgage Association	5 375%	06/12/17	185,000 00		224,680 92	222,458 80
Fifth Third Bancor	3 625%	01/25/16	50,000.00		52,755 50	53,421 00
General Elec Cap Corp	4 650%	10/17/21	50,000 00		52,982 00	57,052 00
General Mills Inc	5 250%	08/15/13	50,000 00		53,406 00	51,456 50
Goldman Sachs Group Inc	5.000%	10/01/14	50,000 00		53,055 50	53,259 50
Home Depot Inc	4 400%	01/21/21	50,000 00		57,097 50	58,969 50
Honeywell Intl Inc	5 300%	03/01/18	50,000 00		60,115 00	59,769 00
JP Morgan Chase & Co	3 250%	09/23/22	50,000 00		51,352 50	51,489 00
Kroger Co	6 150%	01/15/20	50,000 00		61,720 50	60,925 00
Merck & Co Inc	4 750%	03/01/15	50,000 00		55,849 50	54,504 00
MetLife Inc.	6 750%	06/01/16	50,000 00		59,454 50	59,217 50
Oracle Corp	5 250%	01/15/16	50,000 00		58,050.00	56,580.50
Proctor & Gamble Co	4 950%	08/15/14	50,000.00		52,247 50	53,703 50
Prudential Financial Inc	5 100%	09/20/14	50,000 00		54,342.00	53,517 50
Target Corp	3 875%	07/15/12	50,000.00		55,373 00	56,057 50
Time Warner Inc. New	5 875%	11/15/16	50,000 00		59,183 00	58,544.50
United Technologies Corp	5.375%	12/15/17	50,000 00		60,039 00	59,430 50
US Treasury Note	4 250%	11/15/14	35,000 00		38,496 09	37,599 10
US Treasury Note	4 250%	08/15/15	100,000 00		112,573.22	110,180 00
US Treasury Note	4 250%	11/15/17	50,000.00		58,786 13	58,547 00
US Treasury Note	4 000%	08/15/18	100,000 00		117,759.76	117,500 00
US Treasury Note	3 625%	02/15/21	240,000 00		279,733.19	281,719 20
US Treasury Note	4.250%	11/15/13	120,000 00		124,453 12	124,227 60
Verizon Communications Inc	5 550%	02/15/16	50,000 00		57,833 50	56,937 00
Walgreen Co	3 100%	09/15/22	50,000 00		50,659 00	50,433 50
Walmart Stores Inc	5.800%	02/15/18	50,000 00		61,579 50	61,252 50
Waste Management Inc	4 750%	06/30/20	50,000 00		56,206 50	57,106 50
Wells Fargo & Co	4.600%	04/01/21	50,000 00		57,456 50	57,512 00
Xerox Corp	4 250%	02/15/15	50,000 00		53,211 50	52,584 50
Total				\$	4,511,743 74	\$ 4,491,384 79
Total corporate bonds				\$ 1,809,798 48	\$ 4,511,743 74	\$ 4,491,384 79
Other						
BOA Account #3065208						
CMG Ultra Short Term Bond Fund			221,693 38	\$ 2,088,331 55	\$	\$
Total investments				\$ 9,765,975 23	\$ 9,570,338 85	\$ 14,846,448 46

Schedule 6

CONTRIBUTIONS PAID

THE FAIN FOUNDATION - TIN 75-6016679

Year 2012

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
American Cancer Society 2304 Midwestern Pkwy, Ste 206 Wichita Falls, Texas 76308	Operating Budget	\$ 7,500 00
Arts Council, Wichita Falls Area The Kemp at The Forum 2120 Speedway Ave Wichita Falls, Texas 76308	Mystery Art Fest Capital Campaign	5,000 00 100,000 00
ARC of Wichita County 3115 Buchanan Street Wichita Falls, Texas 76308	Operating Budget	1,200 00
Big Brothers Big Sisters 450 E John Carpenter Fwy Irving, TX 75062	Operating Budget Bowl for Kids' Sake	10,000 00 1,000 00
Boys & Girls Clubs of Wichita Falls, Inc 1318 Sixth Street Wichita Falls, Texas 76301	Operating Budget	1,000 00
Camp Fire Council of North Texas 2414 Ninth Street Wichita Falls, Texas 76309	Operating Budget	2,500 00
Child Advocates 808 Austin Street Wichita Falls, Texas 76301	Operating Budget	2,500 00
Child Care, Inc 1000 Lamar, Suite 432 Wichita Falls, TX 76301	Operating Budget	15,000 00
Hospice of Wichita Falls, Inc 4909 Johnson Road Wichita Falls, Texas 76310	Capital Campaign Operating Budget	33,333 33 5,000 00
Interfaith Ministries 1006 11th St Wichita Falls, Texas 76301	Operating Budget Prescription Assistance	2,000 00
Junior League of Wichita Falls 2302 Midwestern Parkway Wichita Falls, Texas 76308	Falls Fest Christmas Magic	6,000 00 5,000 00
Midwestern State University 3410 Taft Blvd Wichita Falls, Texas 76308	Women's Athletics Fantasy of Lights	10,000 00 2,000 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Nonprofit Management Center of Wichita Falls 2301 Kell Blvd , Ste 218 Wichita Falls, Texas 76308	Operating Budget	5,000 00
North Texas Rehabilitation Center, Inc 1005 Midwestern Parkway Wichita Falls, Texas 76302	Rehab Auction	5,000 00
Northwest Texas Council Boy Scouts of America 3604 Maplewood Wichita Falls, Texas 76308	Operating Budget	2,500 00
	Friends of Scouting	2,500 00
Patsy's House 1411 10th Street Wichita Falls, Texas 76301	Operating Budget	5,000 00
Presbyterian Manor 4600 Taft Blvd Wichita Falls, Texas 76308	Good Samaritan Fund	200,000 00
River Bend Nature Center 2200 3rd Street Wichita Falls, Texas 76301	Executive Director Fund	
	Operating Budget	55,000 00
The Kitchen 1000 Burnett St Wichita Falls, Texas 76301	Operating Budget	1,000 00
United Regional Foundation 1600 Eleventh St Wichita Falls, Texas 76301	3D Mammography	100,000 00
	Education Center	100,000 00
United Way, North Texas Area P O Box 660 Wichita Falls, Texas 76307	Operating Budget	10,000 00
Whispers of Hope Horse Farm 3545 Parkhills Rd Wichita Falls, Texas 76310	Hay	1,000 00
Wichita Falls Area Community Foundation 807 8th Street, Suite 750 Wichita Falls, Texas 76301	Pride in the Falls Fd	15,000 00
	Hands to Hands Fd	112,500 00
Wichita Falls Ballet Theatre 3412 Buchanan Wichita Falls, Texas 76308	Maintenance Fund	2,000 00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, Texas 76301	Operating Budget	5,000 00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Wichita Falls, Texas 76301	Operating Budget	500 00
Total contributions		<u>\$ 831,033 33</u>

Note All of the above organizations are qualified public charities or governmental entities

Schedule 7

LIST OF OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS
AND THEIR COMPENSATION

THE FAIN FOUNDATION - TIN 75-6016679

Year 2012

	Title, and Average Hours Per Week Devoted to Position	Contributions to Employee Benefit Plans	Expense Account, Other Allowances	Compensation
<u>Officers and Directors - Part VIII</u>				
Martha Fain Wichita Falls, Texas	Pres , Treas & Director (1)	\$	\$	\$ 12,000 00
Mac W Cannedy, Jr Wichita Falls, Texas	Vice-Pres., Sec., & Director (1)			12,000 00
Dennis D Cannedy Wichita Falls, Texas	Director (1)			12,000 00
Ann K Kouri Wichita Falls, Texas	Director (1)			12,000 00
John M Kelly Wichita Falls, Texas	Director (1)			12,000 00
		\$	\$	\$ 60,000 00

Foundation Managers - Part XVMartha Fain
Wichita Falls, Texas

(1) Time devoted to position - Nominal