



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



Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE DOROTHY GAINES FOUNDATION		A Employer identification number 20-1858697
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 257	Room/suite	B Telephone number 254-582-9561
City or town, state or province, country, and ZIP or foreign postal code HILLSBORO, TX 76645		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name 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) \$ 1,608,735.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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		0.		N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2,777.	2,777.		STATEMENT 1
4 Dividends and interest from securities		32,204.	32,204.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		75,191.			
b Gross sales price for all assets on line 6a 574,307.					
7 Capital gain net income (from Part IV, line 2)			75,191.		
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					
12 Total. Add lines 1 through 11		110,172.	110,172.		
13 Compensation of officers, directors, trustees, etc		1,100.	550.		550.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		6,812.	3,406.		3,406.
b Accounting fees STMT 4		585.	293.		292.
c Other professional fees STMT 5		9,535.	9,535.		0.
17 Interest					
18 Taxes STMT 6		367.	367.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		440.	220.		220.
22 Printing and publications					
23 Other expenses STMT 7		916.	458.		458.
24 Total operating and administrative expenses. Add lines 13 through 23		19,755.	14,829.		4,926.
25 Contributions, gifts, grants paid		65,000.			65,000.
26 Total expenses and disbursements. Add lines 24 and 25		84,755.	14,829.		69,926.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		25,417.			
b Net investment income (if negative, enter -0-)			95,343.		
c Adjusted net income (if negative, enter -0-)				N/A	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

11210611 756800 16847

2013.03050 THE DOROTHY GAINES FOUNDATI 168471

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	13,827.	5,605.	5,605.
	2 Savings and temporary cash investments	6,558.	6,432.	6,432.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	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			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8		1,437,403.	1,472,769.	1,596,698.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		1,457,788.	1,484,806.	1,608,735.
17 Accounts payable and accrued expenses				
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 ▶ STATEMENT 9)	10,094.	11,069.	
23 Total liabilities (add lines 17 through 22)	10,094.	11,069.		
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,447,694.	1,473,737.	
	30 Total net assets or fund balances	1,447,694.	1,473,737.	
31 Total liabilities and net assets/fund balances	1,457,788.	1,484,806.		

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	1,447,694.
2 Enter amount from Part I, line 27a	2	25,417.
3 Other increases not included in line 2 (itemize) ▶ ETHEL CURTIS TESTAMENTARY TRUST	3	626.
4 Add lines 1, 2, and 3	4	1,473,737.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,473,737.

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				
b	SEE ATTACHED STATEMENT			
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	574,307.	499,116.	75,191.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. 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			75,191.

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 75,191.

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))
2012	51,617.	1,353,432.	.038138
2011	9,691.	1,112,635.	.008710
2010	2,239.	52,151.	.042933
2009	569.	31,831.	.017876
2008	817.	28,529.	.028638

2 Total of line 1, column (d) 2 .136295

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 .027259

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 1,511,587.

5 Multiply line 4 by line 3 5 41,204.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 953.

7 Add lines 5 and 6 7 42,157.

8 Enter qualifying distributions from Part XII, line 4 8 69,926.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	953.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	953.
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	953.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,156.
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	1,156.
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	203.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 203. Refunded ☒ 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

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 ► ROBERT REYNOLDS Telephone no. ► 817-820-8117 Located at ► 3700 LANDS END STREET, FORT WORTH, TX ZIP+4 ► 76109-3231			
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 2013, 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? ☐ 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	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013?	4b	X

Form 990-PF (2013)

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)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		1,100.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

▶ 0

Form 990-PF (2013)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 TO PROMOTE THE QUALITY OF LIFE IN HILL AND TARRANT COUNTIES, TEXAS, THROUGH GRANTS TO SECTION 501(C)(3) CHARITABLE ORGANIZATIONS	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2013)

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	1,481,604.
b	Average of monthly cash balances	1b	16,211.
c	Fair market value of all other assets	1c	36,791.
d	Total (add lines 1a, b, and c)	1d	1,534,606.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,534,606.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,019.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,511,587.
6	Minimum investment return. Enter 5% of line 5	6	75,579.

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	75,579.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	953.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	953.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	74,626.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	74,626.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	74,626.

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	69,926.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	69,926.
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	953.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,973.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				74,626.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			60,086.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 69,926.				
a Applied to 2012, but not more than line 2a			60,086.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				9,840.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				64,786.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ABBOTT ISD 219 S FIRST ST ABBOTT, TX 76621	NONE	170(C)(1)	EDUCATION	10,000.
BYNUM ISD P.O. BOX 68 BYNUM, TX 76631	NONE	170(C)(1)	EDUCATION	10,000.
MEALS & WHEELS (CENTRAL TEXAS SENIOR MINISTRY) P.O. BOX 85 WACO, TX 76703	NONE	501(C)(3)	WELFARE	5,000.
HILLSBORO INTERFAITH MINISTRIES, INC P.O. BOX 793 HILLSBORO, TX 76645	NONE	501(C)(3)	CONTRIBUTION	5,000.
PRESBYTERIAN CHILDREN'S HOMES & SERVICES 4407 BEE CAVE RD, STE 520 AUSTIN, TX 78746	NONE	501(C)(3)	WELFARE	5,000.
Total	SEE CONTINUATION SHEET(S)			65,000.
b Approved for future payment				
NONE				
Total				0.

THE DOROTHY GAINES FOUNDATION

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 SHORT TERM SECURITY SALES (SEE ATTACHED DETAIL)		P		
b LONG TERM SECURITY SALES (SEE ATTACHED DETAIL)		P		
c CASH IN LIEU (SEE ATTACHED)		P		
d CAPITAL GAINS DIVIDENDS				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 261,760.		243,289.	18,471.
b 309,042.		255,827.	53,215.
c 7.			7.
d 3,498.			3,498.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			18,471.
b			53,215.
c			7.
d			3,498.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	75,191.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK INTEREST	1.	1.	
NOTE RECEIVABLE #3 NET OF TRUST ALLOCATION	2,776.	2,776.	
TOTAL TO PART I, LINE 3	2,777.	2,777.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SANFORD C. BERNSTEIN & CO LLC	35,694.	3,498.	32,196.	32,196.	
SANFORD C. BERNSTEIN & CO LLC	8.	0.	8.	8.	
TO PART I, LINE 4	35,702.	3,498.	32,204.	32,204.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,812.	3,406.		3,406.
TO FM 990-PF, PG 1, LN 16A	6,812.	3,406.		3,406.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	585.	293.		292.
TO FORM 990-PF, PG 1, LN 16B	585.	293.		292.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	9,535.	9,535.		0.
TO FORM 990-PF, PG 1, LN 16C	9,535.	9,535.		0.

FORM 990-PF	TAXES	STATEMENT	6
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	367.	367.		0.
TO FORM 990-PF, PG 1, LN 18	367.	367.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	898.	449.		449.
SERVICE FEES	<27.>	<14.>		<13.>
POST OFFICE BOX RENTAL	45.	23.		22.
TO FORM 990-PF, PG 1, LN 23	916.	458.		458.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NOTE RECEIVABLE	COST	33,205.	33,205.
INVESTMENTS - SANFORD BERNSTEIN	COST	1,439,564.	1,563,493.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,472,769.	1,596,698.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
ETHEL CURTIS TRUST BENEFICIAL INTEREST IN BUXKEMPER NOTE	10,094.	11,069.
TOTAL TO FORM 990-PF, PART II, LINE 22	10,094.	11,069.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10
-------------	---	--------------

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN N. SMITH 62 WEST ELM STREET HILLSBORO, TX 76645	DIRECTOR 1.00	0.	0.	0.
MICHELLE CURTIS WADE 402 CHO STREET HILLSBORO, TX 76645	DIRECTOR 1.00	300.	0.	0.
ROBERT M. REYNOLDS 3700 LANDS END FORT WORTH, TX 76109	DIRECTOR 1.00	300.	0.	0.
JIMMY H. CURTIS, JR. 405 CHO STREET HILLSBORO, TX 76645	DIRECTOR 1.00	200.	0.	0.
MARCIA CURTIS-HORNSBY 9420 NORTHCLIFF DR. DALLAS, TX 75218	DIRECTOR 1.00	300.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,100.	0.	0.

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM NON-COVERED								
07/09/2012	01/07/2013	1	CHIPOTLE MEXICAN GRILL-CL A	298.17	386.20	298.17	386.20	-88.03
07/20/2012	01/07/2013	1	CHIPOTLE MEXICAN GRILL-CL A	298.17	318.24	298.16	318.24	-20.08
03/14/2012	01/07/2013	30	TIBCO SOFTWARE INC	21.89	29.88	656.58	896.27	-239.69
04/09/2012	01/07/2013	10	TIBCO SOFTWARE INC	21.89	32.53	218.86	325.28	-106.42
07/05/2012	01/23/2013	5	PHILIP MORRIS INTERNATIONAL	88.71	89.02	443.57	445.10	-1.53
07/10/2012	01/25/2013	20	RED HAT INC	56.29	51.20	1,125.85	1,024.00	101.85
07/05/2012	01/30/2013	10	PHILIP MORRIS INTERNATIONAL	87.66	89.02	876.59	890.21	-13.62
04/09/2012	01/30/2013	15	TIBCO SOFTWARE INC	23.44	32.53	351.54	487.92	-136.38
05/16/2012	01/30/2013	10	TIBCO SOFTWARE INC	23.44	29.21	234.36	292.10	-57.74
03/06/2012	02/01/2013	13	MCKESSON CORP	103.90	82.38	1,350.66	1,070.98	279.68
03/21/2012	02/01/2013	6	MCKESSON CORP	103.90	86.92	623.38	521.51	101.87
11/01/2012	02/05/2013	15	MCGRAW HILL FINANCIAL INC	46.85	56.54	702.78	848.10	-145.32
11/02/2012	02/05/2013	10	MCGRAW HILL FINANCIAL INC	46.85	54.61	468.52	546.15	-77.63
02/14/2012	02/05/2013	10	NATIONAL - OILWELL INC	68.59	83.52	685.87	835.21	-149.34
02/16/2012	02/05/2013	5	NATIONAL - OILWELL INC	68.59	83.85	342.94	419.27	-76.33
04/12/2012	02/05/2013	9	UNITEDHEALTH GROUP INC	56.95	58.38	512.55	525.40	-12.85
05/22/2012	02/06/2013	5	HELMERICH & PAYNE	64.06	45.61	320.29	228.07	92.22
06/01/2012	02/06/2013	10	HELMERICH & PAYNE	64.06	44.66	640.59	446.61	193.98
07/06/2012	02/12/2013	18	RACKSPACE HOSTING INC	314.87	318.24	629.74	801.16	-171.42
07/20/2012	02/15/2013	2	CHIPOTLE MEXICAN GRILL-CL A	49.40	48.11	98.80	97.92	0.88
03/21/2012	02/15/2013	25	DIRECTV	159.44	128.21	1,235.10	1,202.71	32.39
10/12/2012	02/19/2013	1	FLOWERVE CORP	159.44	128.21	159.44	128.21	31.23
11/15/2012	02/20/2013	4	ULTA SALON COSMETICS & FRAGR	86.35	87.08	345.42	348.32	-2.90
06/04/2012	02/21/2013	3	LINKEDIN CORP - A	157.51	89.24	472.53	267.72	204.81
06/13/2012	02/21/2013	6	VF CORP	159.10	137.88	954.61	827.26	127.35
06/26/2012	02/21/2013	1	VF CORP	159.10	139.72	159.10	139.72	19.38
04/17/2012	02/22/2013	5	DELTA AIR LINES INC	13.63	10.38	68.17	51.89	16.28
08/08/2012	02/25/2013	15	CELGENE CORP	100.35	71.61	1,505.22	1,074.09	431.13
02/11/2013	02/28/2013	18	AMPHENOL CORP-CL A	71.17	70.48	1,281.06	1,268.66	12.40
10/26/2012	02/28/2013	4	AMAZON.COM INC	266.42	235.65	1,065.68	942.61	123.07
03/15/2012	02/28/2013	364	ALLIANCEBERNSTEIN GLOBAL	10.27	9.18	3,747.77	3,350.00	397.77
03/19/2012	02/28/2013	924	REAL ESTATE INVT FD II CL I	10.27	9.16	2,971.12	2,650.00	321.12
06/20/2012	02/28/2013	289	ALLIANCEBERNSTEIN GLOBAL	10.27	8.69	958.41	810.96	147.45
09/18/2012	02/28/2013	301	REAL ESTATE INVT FD II CL I	10.27	9.66	639.90	601.90	38.00
12/24/2012	02/28/2013	321	REAL ESTATE INVT FD II CL I	10.27	9.58	4,573.57	4,266.29	307.28
06/26/2012	02/28/2013	62	ALLIANCEBERNSTEIN GLOBAL	147.40	102.54	1,473.96	1,025.41	448.55
01/22/2013	02/28/2013	30	AKAHAI TECHNOLOGIES	37.13	39.95	1,114.03	1,198.48	-84.45
02/01/2013	02/28/2013	20	AKAHAI TECHNOLOGIES	37.13	41.85	742.68	837.07	-94.39
09/17/2012	02/28/2013	55	BB&T CORP	30.57	33.66	1,681.35	1,851.18	-169.83
09/19/2012	02/28/2013	25	BB&T CORP	30.57	33.64	764.25	841.04	-76.79
03/30/2012	02/28/2013	15	**BP PLC-SPONS ADR	40.56	44.66	608.40	669.85	-61.45

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/26/2012	02/28/2013	17	BUNGE LTD	74.20	65.41	1,261.40	1,111.98	149.42
11/23/2012	02/28/2013	100	BANK OF AMERICA CORP	11.34	9.88	1,134.37	988.19	146.18
02/04/2013	02/28/2013	8	BLACKROCK INC	241.40	234.76	1,931.20	1,878.09	53.11
07/25/2012	02/28/2013	5	BIODEN IDEC INC	168.36	142.17	841.80	710.87	130.93
04/10/2012	02/28/2013	25	COGNIZANT TECH SOLUTIONS-A	77.29	75.32	1,932.24	1,883.02	49.22
08/08/2012	02/28/2013	3	CELGENE CORP	104.71	71.61	314.13	214.82	99.31
08/21/2012	02/28/2013	17	CELGENE CORP	104.71	71.27	1,780.10	1,211.62	568.48
12/04/2012	02/28/2013	15	CELGENE CORP	104.71	79.06	1,570.67	1,185.91	384.76
02/04/2013	02/28/2013	25	CHUBB CORP	84.73	82.36	2,118.25	2,059.06	59.19
02/19/2013	02/28/2013	15	CHUBB CORP	84.73	83.75	1,270.95	1,256.23	14.72
06/28/2012	02/28/2013	7	CUMMINS INC	116.66	91.01	816.62	637.05	179.57
07/03/2012	02/28/2013	7	CUMMINS INC	116.66	100.18	816.63	701.28	115.35
07/06/2012	02/28/2013	7	CUMMINS INC	116.66	95.48	816.62	668.38	148.24
09/12/2012	02/28/2013	35	DISCOVER FINANCIAL SERVICES	38.74	38.30	1,355.84	1,340.55	15.29
09/13/2012	02/28/2013	10	DISCOVER FINANCIAL SERVICES	38.74	38.52	387.38	385.22	2.16
04/17/2012	02/28/2013	50	DELTA AIR LINES INC	14.35	10.38	717.38	518.89	198.49
09/18/2012	02/28/2013	25	DOLLAR GENERAL CORP	46.66	50.12	1,166.54	1,252.98	-86.44
12/11/2012	02/28/2013	10	DOLLAR GENERAL CORP	46.66	43.82	466.62	438.23	28.39
08/24/2012	02/28/2013	40	EBAY INC	55.11	47.21	2,204.54	1,888.55	315.99
08/10/2012	02/28/2013	7	EXXON MOBIL CORP	89.72	88.14	628.06	616.99	11.07
09/06/2012	02/28/2013	48	EXXON MOBIL CORP	89.72	88.90	4,306.71	4,267.34	39.37
02/15/2013	02/28/2013	65	ELECTRONIC ARTS INC	17.72	16.92	1,151.98	1,099.61	52.37
10/12/2012	02/28/2013	4	FLOWERVE CORPORATION	161.40	128.21	645.58	512.84	132.74
11/09/2012	02/28/2013	60	FACEBOOK INC-A	26.62	19.88	1,597.04	1,192.99	404.05
02/20/2013	02/28/2013	20	HALLIBURTON CO	41.94	42.37	838.80	847.34	-8.54
02/21/2013	02/28/2013	30	HALLIBURTON CO	41.94	40.83	1,258.20	1,224.85	33.35
08/30/2012	02/28/2013	15	INTERCONTINENTAL EXCHANGE INC	155.59	135.52	2,333.79	2,032.73	301.06
02/12/2013	02/28/2013	45	HELIIX ENERGY SOLUTIONS GROUP	23.62	24.35	1,062.68	1,095.78	-33.10
06/01/2012	02/28/2013	10	HELMERICH & PAYNE	66.51	44.66	665.06	446.60	218.46
06/27/2012	02/28/2013	15	HELMERICH & PAYNE	66.51	40.22	997.60	603.26	394.34
03/21/2012	02/28/2013	17	JPMORGAN CHASE & CO	49.48	45.19	841.16	768.20	72.96
03/22/2012	02/28/2013	18	JPMORGAN CHASE & CO	49.48	44.76	890.64	805.73	84.91
06/05/2012	02/28/2013	22	ESTEEL LAUDER COMPANIES-CL A	64.45	53.68	1,417.84	1,181.06	236.78
07/25/2012	02/28/2013	18	ESTEEL LAUDER COMPANIES-CL A	64.45	52.46	1,160.06	944.22	215.84
09/26/2012	02/28/2013	10	ESTEEL LAUDER COMPANIES-CL A	64.45	60.65	644.47	606.55	37.92
04/30/2012	02/28/2013	15	LEAR CORP	53.98	41.83	809.67	627.39	182.28
06/04/2012	02/28/2013	7	LINKEDIN CORP - A	168.94	89.24	1,182.55	624.69	557.86
09/20/2012	02/28/2013	1	LINKEDIN CORP - A	168.94	122.56	168.94	122.56	46.38
02/08/2013	02/28/2013	23	MARATHON PETROLEUM CORP	83.76	80.68	1,926.48	1,855.53	70.95
02/15/2013	02/28/2013	17	MARATHON PETROLEUM CORP	83.76	82.18	1,423.92	1,397.13	26.79
05/18/2012	02/28/2013	15	OCEANEERING INTL INC	63.90	47.23	958.50	708.40	250.10
05/31/2012	02/28/2013	20	OCEANEERING INTL INC	63.90	46.09	1,278.00	921.81	356.19
05/17/2012	02/28/2013	2	PRICELINE COM INC	689.76	647.13	1,379.52	1,294.25	85.27
08/10/2012	02/28/2013	1	PRICELINE COM INC	689.76	562.54	689.76	562.54	127.22
02/27/2013	02/28/2013	1	PRICELINE.COM INC	689.76	699.56	689.76	699.56	-9.80
09/25/2012	02/28/2013	18	O'REILLY AUTOMOTIVE INC	102.66	84.50	1,847.88	1,520.97	326.91
07/10/2012	02/28/2013	4	RED HAT INC	51.19	51.20	204.74	204.80	-0.06
07/11/2012	02/28/2013	21	RED HAT INC	51.19	51.25	1,074.90	1,076.15	-1.25
12/21/2012	02/28/2013	10	RED HAT INC	51.19	54.71	511.85	547.14	-35.29

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/25/2012	02/28/2013	30	***ROYAL DUTCH SHELL PLC-ADR	66.00	71.45	1,980.00	2,143.46	-163.46
08/30/2012	02/28/2013	8	ROPER INDUSTRIES INC	125.17	102.63	1,001.36	821.04	180.32
12/06/2012	02/28/2013	3	ROPER INDUSTRIES INC	125.17	111.10	375.51	333.29	42.22
12/26/2012	02/28/2013	5	ROPER INDUSTRIES INC	125.17	109.75	625.85	548.77	77.08
06/08/2012	02/28/2013	20	STATE STREET CORP	56.80	42.08	1,136.06	841.69	294.37
06/11/2012	02/28/2013	30	STATE STREET CORP	56.80	42.98	1,704.09	1,288.69	415.40
12/06/2012	02/28/2013	25	TIMKEN CO	54.65	45.27	1,366.25	1,131.74	234.51
11/15/2012	02/28/2013	17	TRIMBLE NAVIGATION LTD	59.75	52.68	1,015.75	895.54	120.21
11/20/2012	02/28/2013	13	TRIMBLE NAVIGATION LTD	59.75	53.88	776.75	700.44	76.31
04/12/2012	02/28/2013	1	UNITEDHEALTH GROUP INC	53.73	58.38	53.73	58.38	-4.65
05/15/2012	02/28/2013	16	UNITEDHEALTH GROUP INC	53.73	55.46	859.72	887.30	-27.58
07/02/2012	02/28/2013	13	UNITEDHEALTH GROUP INC	53.73	56.44	698.53	733.77	-35.24
10/04/2012	02/28/2013	30	***VALIUS HOLDINGS LTD	35.68	35.24	1,070.40	1,057.07	13.33
06/26/2012	02/28/2013	4	VF CORP	161.67	139.72	646.68	558.90	87.78
07/05/2012	02/28/2013	5	VF CORP	161.67	134.22	808.35	671.12	137.23
07/20/2012	03/06/2013	10	IDEXX LABS CORP	92.08	89.67	920.80	896.69	24.11
05/16/2012	03/07/2013	15	COACH INC	48.65	67.35	729.82	1,010.27	-280.45
07/31/2012	03/07/2013	20	COACH INC	48.65	51.09	973.09	1,021.90	-48.81
07/23/2012	03/11/2013	5	VERTEX PHARMACEUTICALS INC	52.39	49.65	261.95	248.25	13.70
04/16/2012	03/14/2013	9	F5 NETWORKS INC	91.58	122.82	824.24	1,105.36	-281.12
05/21/2012	03/14/2013	5	F5 NETWORKS INC	91.58	116.06	457.91	580.28	-122.37
05/25/2012	03/14/2013	1	F5 NETWORKS INC	91.58	110.10	91.58	110.10	-18.52
04/03/2012	03/14/2013	75	MGM RESORTS INTERNATIONAL	13.31	13.87	997.99	1,040.08	-42.09
05/17/2012	03/14/2013	50	MGM RESORTS INTERNATIONAL	13.31	10.39	665.32	519.30	146.02
03/21/2012	03/19/2013	1	MCXESSON CORP	105.82	86.92	105.82	86.92	18.90
05/02/2012	03/19/2013	10	MCXESSON CORP	105.82	89.97	1,058.17	899.71	158.46
08/28/2012	03/19/2013	6	MCXESSON CORP	105.82	87.51	634.90	525.09	109.81
11/15/2012	03/21/2013	5	ULTA SALON COSMETICS & FRAGRAN	77.73	87.08	388.65	435.40	-46.75
11/21/2012	03/21/2013	5	ULTA SALON COSMETICS & FRAGRAN	77.73	90.65	388.65	453.24	-64.59
12/20/2012	03/21/2013	9	ULTA SALON COSMETICS & FRAGRAN	77.73	96.24	699.58	866.16	-166.58
09/14/2012	03/26/2013	20	HARRIS CORP	44.90	50.08	898.00	1,001.61	-103.61
11/01/2012	03/26/2013	15	HARRIS CORP	44.90	47.46	673.50	711.96	-38.46
08/15/2012	03/26/2013	15	LORILLARD INC	40.30	41.66	604.48	624.97	-20.49
08/24/2012	03/26/2013	30	LORILLARD INC	40.30	42.66	1,208.97	1,279.69	-70.72
02/28/2013	04/01/2013	15	AMGEN INC	102.57	92.85	1,538.56	1,392.68	145.88
02/28/2013	04/02/2013	10	BECTON DICKINSON & CO	96.73	88.39	967.29	883.91	83.38
02/28/2013	04/02/2013	20	KINDER MORGAN INC	39.05	37.39	781.02	747.86	33.16
02/28/2013	04/02/2013	15	SHERWIN-WILLIAMS CO/THE	168.01	162.62	2,520.19	2,439.36	80.83
07/20/2012	04/09/2013	10	IDEXX LABS CORP	90.49	89.67	904.87	896.69	8.18
07/17/2012	04/10/2013	15	***ASTRAZENECA PLC-SPONS ADR	50.95	46.33	764.25	694.90	69.35
09/08/2012	04/11/2013	15	EXXON MOBIL CORP	88.69	88.90	1,330.29	1,333.55	-3.26
07/20/2012	04/23/2013	10	IDEXX LABS CORP	86.60	89.67	866.00	896.69	-30.69
10/26/2012	04/23/2013	5	IDEXX LABS CORP	86.60	95.92	433.00	479.62	-46.62
05/16/2012	04/23/2013	10	TIBCO SOFTWARE INC	18.81	29.21	188.08	292.09	-104.01
05/30/2012	04/23/2013	25	TIBCO SOFTWARE INC	18.81	27.55	470.21	688.81	-218.60
07/25/2012	04/23/2013	20	TIBCO SOFTWARE INC	18.81	27.62	376.17	552.43	-176.26
09/28/2012	04/24/2013	10	EXXON MOBIL CORP	89.62	91.07	896.18	910.68	-14.50
05/02/2012	04/25/2013	10	INTUIT INC	56.05	58.18	560.50	581.85	-21.35

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/15/2013	04/25/2013	15	INTUIT INC	56.05	61.86	840.75	927.85	-87.10
02/26/2013	04/25/2013	10	INTUIT INC	56.05	62.42	560.50	624.25	-63.75
02/28/2013	04/25/2013	20	INTUIT INC	56.05	64.29	1,121.00	1,285.79	-164.79
03/01/2013	05/01/2013	15	***EATON CORP PLC	59.55	62.89	893.29	943.33	-50.04
07/02/2012	05/01/2013	2	UNITEDHEALTH GROUP INC	59.48	56.44	118.96	112.89	6.07
07/30/2012	05/01/2013	10	UNITEDHEALTH GROUP INC	59.48	53.26	594.80	532.65	62.15
02/15/2013	05/02/2013	7	STERICYCLE INC	107.72	96.65	754.07	676.54	77.53
01/17/2013	05/06/2013	3	CST BRANDS INC	29.61	26.65	88.84	79.95	8.89
01/18/2013	05/06/2013	2	CST BRANDS INC	29.61	31.75	59.22	63.51	-4.29
01/24/2013	05/06/2013	2	CST BRANDS INC	29.61	24.70	59.22	49.40	9.82
02/21/2013	05/06/2013	2	CST BRANDS INC	29.61	29.22	59.22	58.45	0.77
03/01/2013	05/06/2013	3	CST BRANDS INC	29.61	46.08	88.84	138.25	-49.41
02/05/2012	05/13/2013	5	JPMORGAN CHASE & CO	49.50	48.17	247.50	240.85	6.65
07/05/2012	05/13/2013	15	PHILIP MORRIS INTERNATIONAL	94.13	89.02	1,411.96	1,335.31	76.65
08/24/2012	05/14/2013	35	TYSON FOODS INC-CL A	25.08	15.19	877.64	531.53	346.11
07/30/2012	05/14/2013	3	UNITEDHEALTH GROUP INC	61.87	53.26	185.61	159.79	25.82
08/15/2012	05/14/2013	20	UNITEDHEALTH GROUP INC	61.87	52.45	1,237.43	1,049.05	188.38
10/10/2012	05/14/2013	40	US BANCORP	33.78	34.57	1,351.30	1,382.67	-31.37
10/19/2012	05/14/2013	40	US BANCORP	33.78	34.12	1,351.30	1,364.90	-13.60
12/04/2012	05/14/2013	20	US BANCORP	33.78	31.54	675.65	630.88	44.77
02/28/2013	05/14/2013	30	US BANCORP	33.78	34.06	1,013.48	1,021.93	-8.45
02/28/2013	05/17/2013	25	MERCK & CO. INC	45.53	43.03	1,138.18	1,075.68	62.50
10/08/2012	05/17/2013	35	MEDTRONIC INC	49.55	44.27	1,734.16	1,549.29	184.87
02/28/2013	05/17/2013	25	MICROSOFT CORP	34.35	27.92	858.72	697.88	160.84
02/28/2013	05/17/2013	20	JM SMUCKER CO/THE	102.29	95.57	2,045.85	1,911.31	134.54
11/13/2012	05/21/2013	35	TYSON FOODS INC-CL A	25.23	17.11	882.90	598.77	284.13
02/19/2012	05/23/2013	10	***EVEREST RE GROUP LTD	127.59	122.05	1,275.93	1,220.54	55.39
12/06/2012	05/23/2013	125	MICRON TECHNOLOGY INC	11.33	6.29	1,416.83	786.64	630.19
09/20/2012	05/31/2013	2	LINKEDIN CORP - A	170.99	122.56	341.98	245.13	96.85
11/06/2012	05/31/2013	3	LINKEDIN CORP - A	170.99	104.11	512.97	312.34	200.63
02/28/2013	06/08/2013	5	ALTRIA GROUP INC	35.65	33.80	178.24	169.00	9.24
11/06/2012	06/11/2013	5	IDEXX LABS CORP	84.88	93.99	424.39	469.95	-45.56
11/21/2012	06/11/2013	10	IDEXX LABS CORP	84.88	91.47	848.79	914.70	-65.91
01/31/2013	06/13/2013	5	F5 NETWORKS INC	74.73	104.94	373.67	524.70	-151.03
02/01/2013	06/13/2013	5	F5 NETWORKS INC	74.73	105.65	373.66	528.25	-154.59
03/22/2013	06/13/2013	90	SAFEWAY INC	25.11	25.71	2,260.19	2,313.93	-53.74
02/28/2013	06/17/2013	35	GENERAL ELECTRIC CO	23.76	23.33	831.45	816.59	14.86
02/28/2013	07/08/2013	35	FISERV INC	89.84	82.17	3,144.44	2,875.82	268.62
05/23/2012	07/08/2013	15	FISERV INC	89.84	88.99	1,347.62	1,334.83	12.79
10/31/2012	07/16/2013	15	EXXON MOBIL CORP	93.07	90.69	1,396.02	1,360.32	35.70
12/05/2012	07/16/2013	10	EXXON MOBIL CORP	93.07	87.86	930.69	878.62	52.07
02/19/2013	07/16/2013	10	EXXON MOBIL CORP	93.07	88.69	930.68	886.92	43.76
02/28/2013	07/16/2013	145	GENERAL ELECTRIC CO	23.48	23.33	3,404.90	3,382.99	21.91
07/23/2012	07/22/2013	9	VERTEX PHARMACEUTICALS INC	88.15	49.65	793.37	446.85	346.52
02/05/2013	07/25/2013	10	HARLEY DAVIDSON INC	56.49	52.55	564.94	525.49	39.45
02/27/2013	07/25/2013	15	HARLEY DAVIDSON INC	56.49	52.11	847.42	781.69	65.73
03/11/2013	07/29/2013	10	NATIONAL - OILWELL INC	70.94	67.51	709.39	675.10	34.29
02/05/2013	08/16/2013	10	JPMORGAN CHASE & CO	53.52	48.17	535.25	481.71	53.54
02/06/2013	08/16/2013	5	JPMORGAN CHASE & CO	53.52	48.75	267.62	243.73	23.89

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
09/26/2012	08/23/2013	10	CITRIX SYSTEMS INC	72.67	74.36	726.70	743.64	-16.94
02/28/2013	08/23/2013	7	CHEVRON CORP	118.97	117.71	832.76	823.95	8.81
12/20/2012	08/23/2013	25	GAMESTOP CORP-CLASS A	51.35	26.20	1,283.64	655.07	628.57
12/31/2012	08/23/2013	30	GAMESTOP CORP-CLASS A	51.35	24.90	1,540.36	746.93	793.43
05/01/2013	08/26/2013	10	ALLERGAN INC	89.78	99.54	897.78	995.41	-97.63
10/12/2012	09/09/2013	30	DIAMOND OFFSHORE DRILLING	64.90	64.52	1,946.88	1,935.60	11.28
02/28/2013	09/09/2013	30	DIAMOND OFFSHORE DRILLING	64.90	70.09	1,946.87	2,102.62	-155.75
03/11/2013	09/12/2013	50	EXXON MOBIL CORP	88.12	89.16	4,406.13	4,458.13	-52.00
02/28/2013	09/17/2013	10	WAL-MART STORES INC	75.20	71.74	751.98	717.44	34.54
02/15/2013	09/20/2013	3	STERICYCLE INC	116.25	96.65	348.75	289.94	58.81
02/21/2013	09/20/2013	5	STERICYCLE INC	116.25	95.83	581.25	479.17	102.08
03/11/2013	09/20/2013	15	STERICYCLE INC	116.25	98.87	1,743.74	1,483.07	260.67
11/14/2012	09/26/2013	15	DISCOVER FINANCIAL SERVICES	51.44	40.65	771.56	609.68	161.88
11/19/2012	09/26/2013	15	DISCOVER FINANCIAL SERVICES	51.44	40.54	771.57	608.04	163.53
12/21/2012	09/26/2013	20	DISCOVER FINANCIAL SERVICES	51.44	38.24	1,028.75	764.71	264.04
04/11/2013	10/02/2013	1	PRICELINE.COM INC	1064.87	729.42	1,064.87	729.42	335.45
08/06/2013	10/03/2013	65	ABERCROMBIE & FITCH CO-CL A	173.35	125.72	2,304.26	3,182.27	-878.01
01/31/2013	10/04/2013	4	EOG RESOURCES INC	173.35	127.42	693.40	502.90	190.50
02/01/2013	10/04/2013	4	EOG RESOURCES INC	173.35	127.42	693.40	509.67	183.73
12/14/2012	10/10/2013	50	DELTA AIR LINES INC	24.54	11.35	1,227.11	567.56	659.55
12/14/2012	10/14/2013	45	DELTA AIR LINES INC	24.03	11.35	1,081.35	510.81	570.54
07/25/2013	10/16/2013	35	EMC CORP/MASS	24.86	26.59	869.93	930.78	-60.85
05/02/2013	10/18/2013	10	BOEING CO/THE	121.96	92.03	1,219.56	920.31	299.25
02/28/2013	10/18/2013	75	KINDER MORGAN INC	35.32	37.39	2,648.90	2,804.45	-155.55
07/25/2013	10/22/2013	85	EMC CORP/MASS	24.13	26.59	2,050.77	2,260.45	-209.68
08/23/2013	10/22/2013	105	EMC CORP/MASS	24.13	26.39	2,533.30	2,771.45	-238.15
02/28/2013	10/23/2013	35	PETSMART	72.77	64.55	2,546.89	2,259.15	287.74
02/28/2013	10/24/2013	35	FIDELITY NATIONAL FINANCIAL IN	27.09	25.18	948.04	881.24	66.80
03/28/2013	10/28/2013	75	CAMPBELL SOUP CO	42.97	43.94	3,222.73	3,295.71	-72.98
12/11/2012	11/14/2013	5	CITRIX SYSTEMS INC	55.18	64.88	275.92	324.39	-48.47
02/25/2013	11/14/2013	10	CITRIX SYSTEMS INC	55.18	72.63	551.83	726.30	-174.47
02/28/2013	11/18/2013	25	KINDER MORGAN INC	35.65	37.39	891.22	934.82	-43.60
02/28/2013	11/19/2013	21	GOLDMAN SACHS GROUP INC	167.33	151.74	3,513.98	3,186.45	327.53
02/28/2013	11/22/2013	75	KRAFT FOODS GROUP INC-W/I	52.71	48.74	3,953.60	3,655.83	297.77
10/23/2013	11/26/2013	20	O'REILLY AUTOMOTIVE INC	124.89	133.68	2,497.78	2,673.61	-175.83
07/15/2013	12/04/2013	2	INTUITIVE SURGICAL INC	368.10	427.06	736.21	854.12	-117.91
07/19/2013	12/04/2013	4	INTUITIVE SURGICAL INC	368.10	378.12	1,472.41	1,512.48	-40.07
02/28/2013	12/05/2013	20	AMDOCS LTD	40.16	36.51	803.25	730.27	72.98
04/24/2013	12/05/2013	20	AMERICAN INTERNATIONAL GROUP	48.15	41.65	963.07	833.00	130.07
01/10/2013	12/05/2013	2	BIOMEN IDEC INC	283.37	142.21	566.74	284.43	282.31
02/28/2013	12/05/2013	9	BERKSHIRE HATHAWAY INC-CL B	115.21	102.04	1,036.85	918.38	118.47
05/02/2013	12/05/2013	10	BOEING CO/THE	132.91	92.03	1,329.14	920.31	408.83
04/09/2013	12/05/2013	15	CAPITAL ONE FINANCIAL CORP	72.00	55.86	1,079.98	837.95	242.03
02/19/2013	12/05/2013	5	EVEREST RE GROUP LTD	152.79	122.05	763.97	610.27	153.70
08/23/2013	12/05/2013	15	LINCOLN NATIONAL CORP	50.87	44.18	763.07	662.71	100.36
02/05/2013	12/05/2013	2	MONSANTO CO	110.97	102.26	221.94	204.52	17.42
11/25/2013	12/05/2013	10	MEAD JOHNSON NUTRITION CO	85.29	84.02	852.94	840.21	12.73
03/19/2013	12/05/2013	10	MARATHON PETROLEUM CORP	84.33	88.14	843.31	881.37	-38.06
02/28/2013	12/05/2013	8	MCDONALD'S CORP	95.48	96.08	763.82	768.67	-4.85

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

(Account: 888-61746)

LONG-TERM NON-COVERED

Page 20 of 36

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
06/30/2011	02/08/2013	10	***ASTRAZENECA PLC-SPONS ADR	47.45	50.03	474.53	500.29	-25.76
11/02/2011	02/08/2013	10	***ASTRAZENECA PLC-SPONS ADR	47.45	47.06	474.52	474.57	3.95
10/13/2011	02/11/2013	25	APPLIED MATERIALS INC	13.62	11.44	340.46	286.09	54.37
10/24/2011	02/11/2013	25	APPLIED MATERIALS INC	13.62	11.95	340.46	298.87	41.59
01/03/2012	02/11/2013	50	MGM RESORTS INTERNATIONAL	13.14	10.93	656.80	546.71	110.09
08/12/2011	02/14/2013	35	***BP PLC-SPONS ADR	42.22	39.72	1,477.69	1,390.25	87.44
09/15/2011	02/14/2013	35	***BP PLC-SPONS ADR	42.22	39.31	1,477.69	1,375.73	101.96
09/20/2011	02/14/2013	15	***BP PLC-SPONS ADR	42.22	38.96	633.29	584.47	48.82
10/07/2011	02/14/2013	20	***BP PLC-SPONS ADR	42.22	37.07	844.39	741.40	102.99
10/11/2011	02/14/2013	20	***BP PLC-SPONS ADR	42.22	38.15	844.39	762.92	81.47
10/28/2011	02/14/2013	5	***BP PLC-SPONS ADR	42.22	45.37	211.10	226.86	-15.76
08/25/2011	02/15/2013	15	DIRECTV	49.40	42.29	741.08	634.31	106.75
03/14/2011	02/15/2013	10	SCHLUMBERGER LTD	79.63	84.11	796.32	841.15	-44.83
04/13/2011	02/19/2013	3	FLOWERVE CORPORATION	159.44	127.33	478.33	382.00	96.33
04/13/2011	02/19/2013	1	FLOWERVE CORPORATION	159.44	127.34	159.44	127.34	32.10
05/06/2011	02/19/2013	1	FLOWERVE CORPORATION	159.44	122.18	159.45	122.18	37.27
01/03/2012	02/20/2013	75	MGM RESORTS INTERNATIONAL	12.95	10.93	971.59	820.06	151.53
01/03/2012	02/20/2013	65	MGM RESORTS INTERNATIONAL	12.95	10.93	842.04	710.71	131.33
04/21/2011	02/22/2013	35	DELTA AIR LINES INC	13.63	9.16	477.20	320.58	156.62
03/14/2011	02/28/2013	8,861	ALLIANCEBERNSTEIN GLOBAL	10.27	8.86	91,003.19	78,509.08	12,494.11
03/21/2011	02/28/2013	070	REAL ESTATE INVT FD II CL I	10.27	8.90	2,077.08	1,800.00	277.08
12/27/2011	02/28/2013	202	ALLIANCEBERNSTEIN GLOBAL	10.27	7.91	1,454.18	1,120.02	334.16
03/14/2011	02/28/2013	20	ALLERGAN INC	109.04	71.06	2,180.78	1,421.28	759.50
03/24/2011	02/28/2013	10	ALLERGAN INC	109.04	69.77	1,090.39	697.68	392.71
09/30/2011	02/28/2013	5	ALLERGAN INC	109.04	83.24	545.20	416.21	128.99
03/14/2011	02/28/2013	9	APPLE INC	446.63	352.15	4,019.67	3,169.31	850.36
10/24/2011	02/28/2013	35	APPLIED MATERIALS INC	13.83	11.95	484.18	418.41	65.77
11/02/2011	02/28/2013	15	APPLIED MATERIALS INC	13.83	11.99	207.51	179.87	27.64
04/28/2011	02/28/2013	10	BROADCOM CORP-CL A	34.28	34.66	342.80	346.58	-3.78
05/18/2011	02/28/2013	15	BROADCOM CORP-CL A	34.28	33.40	514.20	500.93	13.27
07/15/2011	02/28/2013	15	BROADCOM CORP-CL A	34.28	33.37	514.20	500.55	13.65
10/28/2011	02/28/2013	20	***BP PLC-SPONS ADR	40.56	45.37	811.20	907.45	-96.25
11/28/2011	02/28/2013	15	***BP PLC-SPONS ADR	40.56	40.93	608.40	613.96	-5.56
11/14/2011	02/28/2013	5	BOLING CO/THE	77.64	68.66	388.20	343.30	44.90
11/23/2011	02/28/2013	10	BOLING CO/THE	77.64	62.75	776.40	627.54	148.86
01/25/2012	02/28/2013	10	BOLING CO/THE	77.64	73.91	776.40	739.08	37.32
02/22/2012	02/28/2013	10	BOLING CO/THE	77.64	75.91	776.40	759.07	17.33
03/14/2011	02/28/2013	10	CITRIX SYSTEMS INC	71.65	70.62	716.55	706.21	10.34
05/18/2011	02/28/2013	5	CITRIX SYSTEMS INC	71.65	82.84	358.27	413.21	-54.94
03/14/2011	02/28/2013	55	CONCAST CORP-CLASS A	40.11	24.34	2,206.02	1,338.56	867.46
03/23/2011	02/28/2013	17	CONCAST CORP-CLASS A	40.11	23.77	681.86	404.06	277.80
03/31/2011	02/28/2013	28	CONCAST CORP-CLASS A	40.11	24.72	1,123.07	692.27	430.80
12/13/2011	02/28/2013	35	CIT GROUP INC	42.07	33.74	1,472.60	1,180.78	291.82
03/14/2011	02/28/2013	20	WALT DISNEY CO/THE	54.98	41.77	1,099.59	835.50	264.09
02/21/2012	02/28/2013	25	EDISON INTERNATIONAL	47.95	41.62	1,198.85	1,040.62	158.23
03/14/2011	02/28/2013	6	EOC RESOURCES INC	127.12	105.66	762.69	633.94	128.75

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/07/2011	02/28/2013	1	E0G RESOURCES INC	127.12	102.67	127.12	102.67	24.45
03/14/2011	02/28/2013	50	EMC CORP/MASS	23.13	25.98	1,156.50	1,299.04	-142.54
05/06/2011	02/28/2013	4	FLOWERVE CORP/ATION	161.40	122.17	645.58	488.70	156.88
08/19/2011	02/28/2013	5	FLOWERVE CORP/ATION	161.40	83.60	806.98	417.99	388.99
03/14/2011	02/28/2013	2	GOOGLE INC-CL A	806.30	509.54	1,612.60	1,139.09	473.51
04/20/2011	02/28/2013	40	GANESTOP CORP-CLASS A	25.26	26.40	1,010.52	1,056.20	-45.68
03/14/2011	02/28/2013	25	GANNETT CO	20.22	15.26	505.50	381.52	123.98
08/18/2011	02/28/2013	45	GANNETT CO	20.22	10.17	909.90	457.58	452.32
12/15/2011	02/28/2013	35	GANNETT CO	20.22	12.90	707.70	451.43	256.27
03/24/2011	02/28/2013	20	GILEAD SCIENCES INC	43.07	21.05	861.36	420.92	440.44
03/31/2011	02/28/2013	30	GILEAD SCIENCES INC	43.07	21.38	1,292.03	641.43	650.60
12/13/2011	02/28/2013	20	ILLUMINA INC	50.24	26.37	1,004.84	527.37	477.47
12/21/2011	02/28/2013	15	HERSHEY CO/THE	83.51	60.50	1,252.70	907.44	345.26
01/04/2012	02/28/2013	8	HERSHEY CO/THE	83.51	61.09	668.10	488.69	179.41
02/14/2012	02/28/2013	12	HERSHEY CO/THE	83.51	60.45	1,002.16	725.37	276.79
02/21/2012	02/28/2013	10	HERSHEY CO/THE	83.51	60.62	835.13	606.17	228.96
03/14/2011	02/28/2013	70	HEWLETT-PACKARD CO	20.22	41.58	1,415.62	2,910.29	-1,494.67
05/20/2011	02/28/2013	15	HEWLETT-PACKARD CO	20.22	36.29	303.35	544.28	-240.93
08/05/2011	02/28/2013	40	HEWLETT-PACKARD CO	20.22	32.48	808.93	1,299.16	-490.23
03/14/2011	02/28/2013	38	LEAR CORP	53.98	50.32	2,051.15	1,912.26	138.89
10/06/2011	02/28/2013	12	LEAR CORP	53.98	44.80	647.73	537.60	110.13
10/18/2011	02/28/2013	70	MICRON TECHNOLOGY INC	8.39	5.68	587.58	397.28	190.30
10/28/2011	02/28/2013	30	MICRON TECHNOLOGY INC	8.39	5.87	251.82	176.23	75.59
08/19/2011	02/28/2013	70	NV ENERGY INC	19.79	14.48	1,385.43	1,013.51	371.92
12/29/2011	02/28/2013	45	NV ENERGY INC	19.79	16.38	890.63	736.95	153.68
03/21/2011	02/28/2013	10	QUALCOMM INC	66.12	53.74	661.23	537.37	123.86
03/31/2011	02/28/2013	10	QUALCOMM INC	66.12	54.60	661.23	545.97	115.26
04/26/2011	02/28/2013	10	QUALCOMM INC	66.12	57.29	661.23	572.93	88.30
06/22/2011	02/28/2013	15	QUALCOMM INC	66.12	54.25	991.85	813.80	178.05
07/22/2011	02/28/2013	10	QUALCOMM INC	66.12	57.25	661.23	572.49	88.74
08/31/2011	02/28/2013	10	QUALCOMM INC	66.12	51.58	661.23	515.83	145.40
02/23/2012	02/28/2013	10	QUALCOMM INC	66.12	63.48	661.23	634.80	26.43
10/28/2011	02/28/2013	25	TRW AUTOMOTIVE HOLDINGS CORP	58.77	43.75	1,469.25	1,093.67	375.58
05/03/2011	02/28/2013	35	TYSON FOODS INC-CL A	22.78	19.78	797.18	692.26	104.92
03/14/2011	02/28/2013	20	VIACOM INC-CLASS B	58.95	43.90	1,178.95	878.00	300.95
03/15/2011	02/28/2013	9	WELLS FARGO & COMPANY	35.32	31.72	317.85	285.49	32.36
02/10/2012	02/28/2013	16	WELLS FARGO & COMPANY	35.32	30.23	565.08	483.64	81.44
03/14/2011	02/28/2013	392	BERNSTEIN INTERNATIONAL	14.21	15.48	5,580.00	6,078.70	-498.70
08/11/2011	03/06/2013	12	LORILLARD INC	38.37	33.55	460.48	402.62	57.86
10/12/2011	03/06/2013	23	LORILLARD INC	38.37	38.90	882.58	894.70	-12.12
01/09/2012	03/11/2013	8	VERTEX PHARMACEUTICALS INC	52.39	35.29	419.13	282.33	136.80
02/28/2012	03/14/2013	60	MGW RESORTS INTERNATIONAL	13.31	13.55	798.39	813.00	-14.61
03/30/2011	03/21/2013	5	CITIGROUP INC	45.99	44.97	229.96	224.86	5.10
03/30/2011	03/21/2013	8	CITIGROUP INC	45.99	44.97	367.93	359.77	8.16
04/18/2011	03/21/2013	12	CITIGROUP INC	45.99	46.64	551.90	559.71	-7.81
04/19/2011	03/21/2013	20	CITIGROUP INC	45.99	44.74	919.84	894.86	24.98
05/02/2011	03/21/2013	20	CITIGROUP INC	45.99	45.46	919.84	909.12	10.72
05/13/2011	03/21/2013	10	CITIGROUP INC	45.99	42.07	459.92	420.67	39.25

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Proceeds	Total Cost	Gain or Loss
03/14/2011	03/21/2013	25	PFIZER INC	28.16	19.78	703.90	494.41	209.49
10/12/2011	03/26/2013	10	LORILLARD INC	40.30	38.90	402.99	389.00	13.99
10/28/2011	03/26/2013	15	LORILLARD INC	40.30	38.20	604.48	573.00	31.48
05/03/2011	03/26/2013	20	TYSON FOODS INC-CL A	24.18	19.78	483.52	395.57	87.95
06/23/2011	03/26/2013	5	TYSON FOODS INC-CL A	24.18	18.55	120.88	92.75	28.13
06/23/2011	03/26/2013	45	TYSON FOODS INC-CL A	24.18	18.55	1,087.91	834.71	253.20
03/14/2011	04/02/2013	15	STARBUCKS CORP	57.36	35.60	860.40	533.93	326.47
10/28/2011	04/05/2013	75	MICRON TECHNOLOGY INC	9.35	5.87	701.25	440.56	260.69
02/10/2012	04/05/2013	25	WELLS FARGO & COMPANY	36.75	30.23	918.68	755.68	163.00
02/22/2012	04/10/2013	15	***ASTRAZENECA PLC-SPONS ADR	50.95	44.67	764.26	670.00	94.26
03/15/2012	04/10/2013	15	***ASTRAZENECA PLC-SPONS ADR	50.95	44.81	764.26	672.18	92.08
08/04/2011	04/11/2013	2	PRECISION CASTPARTS CORP	187.72	151.85	375.45	303.70	71.75
10/24/2011	04/11/2013	3	PRECISION CASTPARTS CORP	187.72	172.38	563.17	517.13	46.04
03/14/2011	04/25/2013	5	INTUIT INC	56.05	49.05	280.25	245.27	34.98
08/04/2011	04/25/2013	15	INTUIT INC	56.05	45.32	840.75	679.74	161.01
03/14/2011	04/25/2013	24	OVERLAY A PORTFOLIO	11.38	11.61	279.61	285.26	-5.65
		.570	CLASS 1					
03/14/2011	04/25/2013	25	BERNSTEIN INTERMEDIATE	14.09	13.80	365.69	358.17	7.52
		.954	DURATION PORTFOLIO					
03/14/2011	05/01/2013	10	SCHLUMBERGER LTD	73.67	84.11	736.71	841.15	-104.44
03/14/2011	05/02/2013	10	NOBLE ENERGY INC	110.90	89.61	1,109.02	896.14	212.88
03/14/2011	05/03/2013	25	ALTRIA GROUP INC	36.57	24.96	914.31	624.12	290.19
03/24/2011	05/03/2013	50	ALTRIA GROUP INC	36.57	25.82	1,828.63	1,291.01	537.62
03/14/2011	05/03/2013	50	PFIZER INC	28.97	19.78	1,448.50	988.83	459.67
11/02/2011	05/06/2013	25	APPLIED MATERIALS INC	14.82	11.99	370.38	299.79	70.59
12/27/2011	05/06/2013	25	APPLIED MATERIALS INC	14.82	10.89	370.38	272.27	98.11
03/14/2011	05/07/2013	50	KROGER CO	34.81	23.80	1,740.68	1,189.89	550.79
03/22/2012	05/13/2013	2	JPHORGAN CHASE & CO	49.50	44.76	99.00	89.52	9.48
05/07/2012	05/13/2013	13	JPHORGAN CHASE & CO	49.50	41.85	643.50	544.04	99.46
03/14/2011	05/14/2013	10	SCHLUMBERGER LTD	76.98	84.11	769.76	841.15	-71.39
06/23/2011	05/14/2013	5	TYSON FOODS INC-CL A	25.08	18.55	125.38	92.74	32.64
10/24/2011	05/17/2013	1	PRECISION CASTPARTS CORP	212.02	172.38	212.02	172.38	39.64
11/01/2011	05/17/2013	4	PRECISION CASTPARTS CORP	212.02	158.51	848.06	634.05	214.01
10/28/2011	05/23/2013	50	MICRON TECHNOLOGY INC	11.33	5.87	566.73	293.71	273.02
02/16/2012	06/04/2013	2	NATIONAL - OILWELL INC	69.80	83.85	139.60	167.71	-28.11
03/14/2012	06/04/2013	8	NATIONAL - OILWELL INC	69.80	80.97	558.38	647.76	-89.38
03/27/2012	06/04/2013	5	NATIONAL - OILWELL INC	69.80	78.32	348.99	391.62	-42.63
04/29/2011	06/05/2013	15	STARBUCKS CORP	62.64	36.25	939.64	543.73	395.91
03/24/2011	06/06/2013	25	ALTRIA GROUP INC	35.65	25.82	891.19	645.50	245.69
03/14/2011	06/06/2013	50	KROGER CO	33.04	23.80	1,651.81	1,189.88	461.93
05/25/2012	06/13/2013	4	F5 NETWORKS INC	74.73	110.10	298.93	440.42	-141.49
05/30/2012	06/13/2013	6	F5 NETWORKS INC	74.73	106.35	448.40	638.08	-189.68
06/05/2012	06/13/2013	5	F5 NETWORKS INC	74.73	100.03	373.67	500.16	-126.49
03/14/2011	06/17/2013	3	APPLE INC	433.70	352.15	1,301.10	1,056.44	244.66
08/04/2011	06/27/2013	5	VISA INC - CLASS A SHRS	183.02	85.68	915.10	428.39	486.71
05/18/2011	07/02/2013	5	CITRIX SYSTEMS INC	61.60	82.64	308.00	413.21	-105.21
07/15/2011	07/02/2013	10	CITRIX SYSTEMS INC	61.60	75.96	616.00	759.59	-143.59
10/25/2011	07/05/2013	5	HARLEY DAVIDSON INC	55.22	38.25	276.10	191.27	84.83
11/01/2011	07/05/2013	20	HARLEY DAVIDSON INC	55.22	38.19	1,104.40	763.85	340.55

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/14/2011	07/19/2013	13	TIME WARNER CABLE	116.68	68.18	1,516.89	886.35	630.54
03/14/2011	07/19/2013	7	TIME WARNER CABLE	116.68	68.18	816.79	477.26	339.53
07/07/2011	07/25/2013	4	EKG RESOURCES INC	145.42	102.67	581.66	410.67	170.99
07/25/2011	07/25/2013	2	EKG RESOURCES INC	145.42	106.45	290.83	212.91	77.92
03/14/2011	07/26/2013	23	OVERLAY A PORTFOLIO	11.74	11.61	278.93	275.84	3.09
		759	CLASS 1					
03/14/2011	07/26/2013	26	BERNSTEIN INTERMEDIATE	13.51	13.80	352.50	360.07	-7.57
		092	DURATION PORTFOLIO					
03/27/2012	07/29/2013	5	NATIONAL - OILWELL INC	70.94	78.32	354.70	391.61	-36.91
04/13/2012	07/29/2013	10	NATIONAL - OILWELL INC	70.94	78.97	709.39	789.72	-80.33
12/27/2011	08/08/2013	50	APPLIED MATERIALS INC	15.70	10.89	784.82	544.53	240.29
01/09/2012	08/08/2013	50	APPLIED MATERIALS INC	15.70	11.18	784.82	558.88	225.94
01/31/2012	08/08/2013	50	APPLIED MATERIALS INC	15.70	12.27	784.82	613.59	171.23
04/17/2012	08/08/2013	50	APPLIED MATERIALS INC	15.70	12.05	784.82	602.57	182.25
06/04/2012	08/08/2013	50	APPLIED MATERIALS INC	15.70	10.03	784.82	501.55	283.27
01/19/2012	08/09/2013	3	PRECISION CASTPARTS CORP	219.31	176.42	657.95	529.25	128.70
02/22/2012	08/09/2013	3	PRECISION CASTPARTS CORP	219.31	167.17	657.94	501.50	156.44
03/14/2011	08/15/2013	5	TIME WARNER CABLE	110.60	68.18	553.00	340.90	212.10
11/21/2011	08/15/2013	10	TIME WARNER CABLE	110.60	60.04	1,106.00	600.36	505.64
03/14/2011	08/21/2013	5	WALT DISNEY CO/THE	61.46	41.77	307.28	208.87	98.41
07/15/2011	08/21/2013	15	WALT DISNEY CO/THE	61.46	39.38	921.85	590.75	331.10
07/25/2012	09/05/2013	7	BIOMEN IDEC INC	227.16	142.17	1,590.16	995.22	594.94
08/13/2012	09/05/2013	3	BIOMEN IDEC INC	227.16	143.87	681.49	431.62	249.87
08/15/2011	09/20/2013	15	WALT DISNEY CO/THE	65.40	33.29	980.94	499.34	481.60
04/07/2011	09/23/2013	15	MONSANTO CO	105.94	68.44	1,589.17	1,026.66	562.51
05/02/2011	09/23/2013	5	MONSANTO CO	105.94	67.51	529.72	337.55	192.17
09/13/2012	09/26/2013	40	DISCOVER FINANCIAL SERVICES	51.44	38.52	2,057.51	1,540.89	516.62
02/22/2012	10/02/2013	2	PRECISION CASTPARTS CORP	228.63	167.16	457.27	334.33	122.94
09/21/2012	10/02/2013	2	PRECISION CASTPARTS CORP	228.63	163.84	457.26	327.69	129.57
07/25/2011	10/04/2013	3	EKG RESOURCES INC	173.35	106.46	520.05	319.37	200.68
04/17/2012	10/10/2013	5	DELTA AIR LINES INC	24.54	10.38	122.71	51.89	70.82
04/10/2012	10/15/2013	5	COGNIZANT TECH SOLUTIONS-A	86.34	75.32	431.72	376.60	55.12
04/16/2012	10/15/2013	10	COGNIZANT TECH SOLUTIONS-A	86.34	73.13	863.44	731.27	132.17
05/24/2012	10/16/2013	15	MACY'S INC	43.08	37.72	646.20	565.76	80.44
06/01/2012	10/16/2013	25	MACY'S INC	43.08	36.95	1,077.01	923.75	153.26
09/13/2012	10/24/2013	30	FIDELITY NATIONAL FINANCIAL IN	27.09	19.89	812.61	596.81	215.80
09/14/2012	10/24/2013	30	FIDELITY NATIONAL FINANCIAL IN	27.09	19.91	812.60	597.16	215.44
03/14/2011	10/25/2013	23	OVERLAY A PORTFOLIO	12.32	11.61	292.94	276.06	16.88
		778	CLASS 1					
03/14/2011	10/25/2013	27	BERNSTEIN INTERMEDIATE	13.59	13.80	367.56	373.23	-5.67
		046	DURATION PORTFOLIO					
10/03/2011	11/04/2013	15	***LYONDELLBASELL INDU-CL A	74.07	11.35	1,111.07	170.26	940.81
04/08/2011	11/06/2013	5	WELLPOINT INC	87.60	68.91	438.02	344.54	93.48
04/14/2011	11/06/2013	10	WELLPOINT INC	87.60	69.07	876.04	690.75	185.29
04/25/2011	11/06/2013	10	WELLPOINT INC	87.60	72.13	876.04	721.34	154.70
04/28/2011	11/06/2013	10	WELLPOINT INC	87.60	76.17	876.04	761.69	114.35
05/18/2011	11/06/2013	10	WELLPOINT INC	87.60	80.92	876.05	809.23	66.82
08/25/2011	11/06/2013	10	WELLPOINT INC	87.60	59.78	876.04	597.85	278.19
12/13/2011	11/08/2013	25	CIT GROUP INC	47.61	33.74	1,190.13	843.42	346.71

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/12/2012	11/08/2013	5	CIT GROUP INC	47.61	37.12	238.02	185.59	52.43
09/26/2012	11/14/2013	5	CITRIX SYSTEMS INC	55.18	74.36	275.92	275.92	-95.90
10/24/2012	11/14/2013	15	CITRIX SYSTEMS INC	55.18	63.98	827.75	959.77	-132.02
11/02/2012	11/14/2013	5	CITRIX SYSTEMS INC	55.18	63.46	275.92	317.29	-41.37
02/07/2012	11/18/2013	70	CISCO SYSTEMS INC	21.24	20.25	1,486.58	1,417.85	68.73
03/14/2011	11/18/2013	10	VIACOM INC-CLASS B	79.78	43.90	797.85	439.00	358.85
10/26/2012	11/21/2013	3	AMAZON COM INC	366.03	235.65	1,098.10	706.95	391.15
08/13/2012	11/21/2013	5	BYOGEN IDEC INC	247.95	143.88	1,239.74	719.38	520.36
08/30/2012	11/22/2013	5	INTERCONTINENTAL EXCHANGE GROUP	216.12	135.52	1,080.60	677.58	403.02
08/08/2012	12/04/2013	3	INTUITIVE SURGICAL INC	368.10	501.16	1,104.31	1,503.48	-399.17
09/20/2012	12/04/2013	1	INTUITIVE SURGICAL INC	368.10	505.19	368.10	505.19	-137.09
11/14/2012	12/04/2013	2	INTUITIVE SURGICAL INC	368.10	530.29	736.21	1,060.59	-324.38
11/28/2012	12/04/2013	3	INTUITIVE SURGICAL INC	368.10	530.06	1,104.31	1,590.19	-485.88
06/28/2012	12/05/2013	10	ANSYS INC	85.29	61.85	852.93	618.50	234.43
11/14/2012	12/05/2013	2	AMAZON.COM INC	383.42	224.39	766.84	448.79	318.05
06/26/2012	12/05/2013	4	AFFILIATED MANAGERS GROUP INC	197.95	102.54	791.82	410.17	381.65
06/27/2012	12/05/2013	1	AFFILIATED MANAGERS GROUP INC	197.95	104.70	197.95	104.70	93.25
03/14/2011	12/05/2013	3	APPLE INC	569.82	352.15	1,709.47	1,056.44	653.03
11/23/2012	12/05/2013	25	BANK OF AMERICA CORP	15.40	9.88	385.12	247.05	138.07
11/29/2012	12/05/2013	75	BANK OF AMERICA CORP	15.40	9.83	1,155.34	737.54	417.80
08/13/2012	12/05/2013	1	BIODEN IDEC INC	283.37	143.87	283.37	143.87	139.50
11/13/2012	12/05/2013	3	BIODEN IDEC INC	283.37	139.54	850.10	418.63	431.47
04/24/2012	12/05/2013	15	COGNIZANT TECH SOLUTIONS-A	93.84	72.21	1,407.67	1,083.18	324.49
01/12/2012	12/05/2013	15	CIT GROUP INC	50.00	37.12	749.95	556.77	193.18
03/14/2011	12/05/2013	15	DANAHER CORP	73.77	50.79	1,106.55	761.88	344.67
08/15/2011	12/05/2013	5	WALT DISNEY CO/THE	70.28	33.29	351.42	166.45	184.97
08/16/2011	12/05/2013	15	WALT DISNEY CO/THE	70.28	33.47	1,054.25	502.12	552.13
08/24/2012	12/05/2013	15	EBAY INC	51.58	47.21	773.73	708.21	65.52
09/28/2012	12/05/2013	60	FORD MOTOR CO	16.73	9.87	1,004.01	592.30	411.71
10/09/2012	12/05/2013	15	FORD MOTOR CO	16.73	10.06	251.00	150.97	100.03
03/14/2011	12/05/2013	1	GOOGLE INC-CL A	1055.61	569.54	1,055.61	569.54	486.07
08/05/2011	12/05/2013	25	HEWLETT-PACKARD CO	27.29	32.48	682.34	811.98	-129.64
08/22/2011	12/05/2013	25	HEWLETT-PACKARD CO	27.29	24.64	682.33	615.98	66.35
03/14/2011	12/05/2013	10	KROGER CO	40.77	23.80	407.67	237.98	169.69
02/03/2012	12/05/2013	20	KROGER CO	40.77	24.04	815.35	480.80	334.55
10/03/2011	12/05/2013	10	LYONDELLBASELL INDU-CL A	74.73	11.35	747.29	113.50	633.79
05/02/2011	12/05/2013	5	MONSANTO CO	110.97	67.51	554.85	337.55	217.30
06/01/2012	12/05/2013	10	MACY'S INC	51.64	36.95	516.39	369.50	146.89
06/07/2012	12/05/2013	5	MACY'S INC	51.64	36.66	258.20	183.32	74.88
07/05/2012	12/05/2013	5	PHILIP MORRIS INTERNATIONAL	85.51	89.02	427.53	445.10	-17.57
07/25/2012	12/05/2013	10	PHILIP MORRIS INTERNATIONAL	85.51	87.19	855.05	871.89	-16.84
03/14/2011	12/05/2013	50	PFIZER INC	31.22	19.78	1,561.03	988.82	572.21
09/21/2012	12/05/2013	4	PRECISION CASTPARTS CORP	253.15	163.84	1,012.61	655.38	357.23
03/14/2011	12/05/2013	15	SCHLUMBERGER LTD	87.00	84.11	1,305.02	1,261.72	43.30
04/29/2011	12/05/2013	10	STARBUCKS CORP	79.93	36.25	799.25	362.49	436.76
09/14/2012	12/05/2013	15	TJX COMPANIES INC	62.50	46.37	937.46	695.59	241.87
03/14/2011	12/05/2013	10	VIACOM INC-CLASS B	81.58	43.90	815.81	439.00	376.81
08/25/2011	12/05/2013	5	WELLPOINT INC	90.05	59.79	450.23	298.93	151.30
01/26/2012	12/05/2013	10	WELLPOINT INC	90.05	64.94	900.46	649.41	251.05

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account. 888-61746)

January 1, 2013 through December 31, 2013

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/04/2012	12/05/2013	10	WELLPOINT INC	90.05	66.02	900.46	660.18	240.28
08/03/2012	12/05/2013	10	WELLPOINT INC	90.05	54.60	900.46	546.01	354.45
08/06/2012	12/05/2013	20	WELLPOINT INC	90.05	54.82	1,800.91	1,096.34	704.57
02/09/2012	12/16/2013	30	CISCO SYSTEMS INC	20.41	19.96	612.39	598.82	13.57
03/15/2012	12/16/2013	50	CISCO SYSTEMS INC	20.41	19.96	1,020.68	998.01	22.65
03/19/2012	12/16/2013	30	CISCO SYSTEMS INC	20.41	20.20	612.39	605.94	6.45
SUBTOTAL FOR LONG-TERM NON-COVERED						309,042.34	255,826.95	53,215.39
CASH IN LIEU COVERED								
05/10/2013 CST BRANDS INC								
SUBTOTAL FOR CASH IN LIEU COVERED						6.98	0.00	6.98
TOTAL						570,809.81	499,116.23	71,693.58
** ACCOUNT TOTALS **								
CURRENT PERIOD - G/L						0.00	71,693.58	
SHORT TERM - COVERED (COST BASIS REPORTED ON 1099-B)						18,471.21		
SHORT TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)							18,471.21	
SHORT TERM TOTAL								
LONG TERM - COVERED (COST BASIS REPORTED ON 1099-B)						0.00		
LONG TERM - NON-COVERED (COST BASIS NOT REPORTED ON 1099-B)						53,215.39		
LONG TERM TOTAL							53,215.39	
CIL - COVERED							6.98	

Capital-Gains Distributions If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report) Long-term capital-gains distributions are a separate item on the I R S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

CIL represents cash in lieu of fractional shares.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- 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

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return. See instructions.	THE DOROTHY GAINES FOUNDATION	Employer identification number (EIN) or 20-1858697
	Number, street, and room or suite no. If a P O box, see instructions. P. O. BOX 257	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HILLSBORO, TX 76645	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

ROBERT REYNOLDS

- The books are in the care of ► **3700 LANDS END STREET - FORT WORTH, TX 76109-3231**
Telephone No ► **817-820-8117** 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending .

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 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	\$	1,156.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.