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## Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

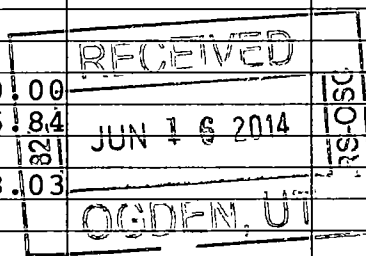
For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>The Fain Foundation</b>		A Employer identification number <b>75-6016679</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>807 8th Street, 2nd Floor</b>	Room/suite	B Telephone number <b>940-322-4436</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Wichita Falls, TX 76301-3381</b>		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) <b>\$ 17,188,482.01</b>	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		212.40	212.40		Statement 1
4 Dividends and interest from securities		487,298.86	487,298.86		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		813,401.92			
b Gross sales price for all assets on line 6a <b>2,994,618.29</b>					
7 Capital gain net income (from Part IV, line 2)			813,401.92		
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		4,272.76	4,272.76		Statement 3
12 Total. Add lines 1 through 11		1,305,185.94	1,305,185.94		
13 Compensation of officers, directors, trustees, etc.		75,000.00	37,500.00		37,500.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		20,000.00	10,000.00		10,000.00
c Other professional fees Stmt 5		74,265.84	74,265.84		0.00
17 Interest					
18 Taxes Stmt 6		26,996.77	3,398.03		0.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		85.00	85.00		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		196,347.61	125,248.87		47,500.00
25 Contributions, gifts, grants paid		580,500.00			580,500.00
26 Total expenses and disbursements. Add lines 24 and 25		776,847.61	125,248.87		628,000.00
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		528,338.33			
b Net investment income (if negative, enter -0-)			1,179,937.07		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUN 24 2014



**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
<b>Assets</b>	1 Cash - non-interest-bearing	115,434.87	88,051.76	88,051.76
	2 Savings and temporary cash investments	260,329.76	183,206.69	183,206.69
	3 Accounts receivable ▶ 1,330.01			
	Less: allowance for doubtful accounts ▶		1,330.01	1,330.01
	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	5,058,595.11	5,728,362.70	12,624,378.40
	c Investments - corporate bonds Stmt 9	4,511,743.74	4,487,690.26	4,291,320.95
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ <u>Purchased interest</u> )	2,678.18	194.20	194.20	
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	9,948,781.66	10,488,835.62	17,188,482.01	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	4,323.11	16,038.74	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	23 <b>Total liabilities</b> (add lines 17 through 22)	4,323.11	16,038.74	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	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	<620,799.57>	<92,461.24>	
30 <b>Total net assets or fund balances</b>	9,944,458.55	10,472,796.88		
31 <b>Total liabilities and net assets/fund balances</b>	9,948,781.66	10,488,835.62		

**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	9,944,458.55
2 Enter amount from Part I, line 27a	2	528,338.33
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	10,472,796.88
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	10,472,796.88

**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 734,604.34		747,083.36	<12,479.02>
b 2,198,468.34		1,434,133.01	764,335.33
c 61,545.61			61,545.61
d			
e			

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			<12,479.02>
b			764,335.33
c			61,545.61
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	813,401.92
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	859,760.22	15,190,789.89	.056597
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

2 Total of line 1, column (d)	2	.263985
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	.052797
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,131,675.37
5 Multiply line 4 by line 3	5	851,704.06
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,799.37
7 Add lines 5 and 6	7	863,503.43
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	628,000.00

**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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	23,598.74
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	0.00
3 Add lines 1 and 2		3	23,598.74
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	23,598.74
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,560.00	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	16,038.74	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	23,598.74	
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	0.00	
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 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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
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
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 type="checkbox"/> \$ 0.00 (2) On foundation managers. <input 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 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 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 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

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 ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Freemon, Shapard &amp; Story</u> Telephone no. ► <u>940-322-4436</u> Located at ► <u>807 8th St., 2nd Floor, Wichita Falls, TX</u> ZIP+4 ► <u>76301</u>			
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?	<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	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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

**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

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

6b

X

If "Yes" to 6b, file Form 8870.

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

☐ Yes ☒ No

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

N/A

7b

**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
Schedule 7	0.00	75,000.00	0.00	0.00

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 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	15,944,956.32
b	Average of monthly cash balances	1b	418,256.79
c	Fair market value of all other assets	1c	14,122.29
d	<b>Total</b> (add lines 1a, b, and c)	1d	16,377,335.40
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	16,377,335.40
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	245,660.03
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,131,675.37
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	806,583.77

**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	806,583.77
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,598.74
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	23,598.74
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	782,985.03
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	782,985.03
6	Deduction from distributable amount (see instructions)	6	0.00
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	782,985.03

**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	628,000.00
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	628,000.00
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	0.00
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	628,000.00

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				782,985.03
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.00	
<b>b</b> Total for prior years:		0.00		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012	64,513.95			
<b>f</b> Total of lines 3a through e	64,513.95			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 628,000.00				
<b>a</b> Applied to 2012, but not more than line 2a			0.00	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.00		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.00			
<b>d</b> Applied to 2013 distributable amount				628,000.00
<b>e</b> Remaining amount distributed out of corpus	0.00			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	64,513.95			64,513.95
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.00			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				90,471.08
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.00			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.00			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2013)

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

Grants and contributions paid during the year or approved for future payment		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
Recipient	Name and address (home or business)				
<b>a Paid during the year</b>					
Schedule 6					580,500.00
<b>Total</b>				<b>3a</b>	580,500.00
<b>b Approved for future payment</b>					
None					
<b>Total</b>				<b>3b</b>	0.00



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



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

[illegible]

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

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

and belief, this true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

**Sign Here**  16-5-14 

Signature of officer or trustee Date Title

may the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Mac Cannedy</i>	Date 6/5/14	Check <input type="checkbox"/> 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	

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

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Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	212.40	212.40	
Total to Part I, line 3	212.40	212.40	

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 2	548,844.47	61,545.61	487,298.86	487,298.86	
To Part I, line 4	548,844.47	61,545.61	487,298.86	487,298.86	

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Form 990-PF Other Income Statement 3

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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	4,272.76	4,272.76	
Total to Form 990-PF, Part I, line 11	4,272.76	4,272.76	

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Form 990-PF Accounting Fees Statement 4

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	20,000.00	10,000.00		10,000.00
To Form 990-PF, Pg 1, ln 16b	20,000.00	10,000.00		10,000.00

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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	74,265.84	74,265.84		0.00	
To Form 990-PF, Pg 1, ln 16c	74,265.84	74,265.84		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	26,996.77	3,398.03		0.00	
To Form 990-PF, Pg 1, ln 18	26,996.77	3,398.03		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	85.00	85.00		0.00	
To Form 990-PF, Pg 1, ln 23	85.00	85.00		0.00	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
Schedule 4	5,728,362.70	12,624,378.40		
Total to Form 990-PF, Part II, line 10b	5,728,362.70	12,624,378.40		



Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
Schedule 4	4,487,690.26	4,291,320.95
Total to Form 990-PF, Part II, line 10c	4,487,690.26	4,291,320.95

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒

• 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](http://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	Employer identification number (EIN) or
	<b>The Fain Foundation</b>	<b>75-6016679</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>807 8th Street, 2nd Floor</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>Wichita Falls, TX 76301-3381</b>	

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

**0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 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

**Freemon, Shapard & Story**

• The books are in the care of ► **807 8th St., 2nd Floor, Wichita Falls, TX - 76301**  
Telephone No. ► **940-322-4436** 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	\$	<b>23,598.74</b>
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	\$	<b>7,560.00</b>
c <b>Balance due.</b> 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	\$	<b>16,038.74</b>

**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

## Schedule 1

## REVENUE AND EXPENSES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2013

## REVENUE

Interest on savings & temporary cash investments		\$	212 40
Dividends and interest from securities - Sch. 2			487,298 86
Gain (loss) from sale of assets - Sch. 3	\$	751,856 31	
Capital gain distributions - Sch. 2		<u>61,545 61</u>	813,401 92
Other income.			
Gross royalties			<u>4,272.76</u>
Total			\$ 1,305,185 94

## EXPENSES

Compensation of officers & directors - Sch. 7	\$	75,000 00	
Accounting - Freemon, Shapard & Story		20,000.00	
Other professional fees - Bank of America		74,265 84	
Interest			
Taxes:			
Excise	\$	23,598.74	
Foreign		2,903.03	
Ad valorem tax - Royalties		298.00	
Severance tax - Royalties		<u>197.00</u>	26,996.77
Other			
Miscellaneous			85 00
Grants and contributions paid - Sch. 6		<u>580,500 00</u>	<u>776,847.61</u>
Net revenue in excess of expenses	\$	528,338 33	
Net worth 12-31-12			<u>9,944,458.55</u>
Net worth 12-31-13			<u>\$ 10,472,796 88</u>

## Schedule 2

## DIVIDENDS AND INTEREST FROM SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2013

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
DIVIDENDS			
Aflac	\$ 1,988 00	\$ 1,988.00	\$
AT&T, Inc.	10,800.00	10,800.00	
American Electric Power	500 00	500.00	
American Water Works	280.00	280.00	
Apple Computer Inc.	8,260.00	8,260.00	
Anheuser Busch Inbev SA/NV	534 12	534.12	
Blackrock, Inc.	3,360.00	3,360.00	
Bombardier, Inc.	662 63	662.63	
CME Group, Inc.	280 80	280.80	
CVS Caremark Corp.	1,503.00	1,503 00	
Caterpillar, Inc.	780.00	780.00	
Centurytel, Inc.	1,616.76	1,616.76	
Coca Cola Co.	2,800.00	2,800.00	
Columbia Dividend Income Cl. Z	871 87	871.87	
Columbia FDS Ser Tr Mid Cap Index	33,322 52	10,408.44	22,914.08
Columbia FDS Ser Tr Small Cap	21,933 75	5,215.14	16,718.61
Columbia FDS Ser Tr I Small Cap	26,628 24	6,247 52	20,380 72
Compagnie Financiere Richemont	307 03	307.03	
ConocoPhillips	6,210 00	6,210.00	
Corning, Inc.	2,925 00	2,925.00	
Discover Finl. Services	200 00	200.00	
Du Pont (EI) De Nemours & Co.	2,670.00	2,670.00	
Ecolab, Inc.	161 00	161.00	
Emerson Electric	4,980 00	4,980.00	
Exelon Corp	1,050.00	1,050.00	
Exxon Mobil	30,043 98	30,043.98	
Fanuc Ltd Japan Sedol	178 00	178.00	
Fast Retailing Co.	351 75	351.75	
Gemalto NV	81 42	81.42	
General Electric	13,528 00	13,528 00	
Givaudan AG	264 15	264 15	
Industria de Diseno Textil S A	252 16	252.16	
International Business Machines	5,550 00	5,550.00	
International Flavors & Fragrances	119 84	119 84	
Ishares MSCI Emerging Mkts	1,581 46	1,581.46	
Ishares Inc MSCI Pacific Ex-Japan	9,643 44	9,643.44	
Japan Exchanged Group	242 07	242 07	
Jardine Strategic Holdings	215 84	215 84	

	Totals	Ordinary	Long Term Capital Gain Distributions
Johnson & Johnson	12,950.00	12,950.00	
JP Morgan Chase & Co.	4,080.00	4,080.00	
JP Morgan Alerian MLP	6,566.10	6,566.10	
Kayne Anderson MLP	7,712.25	7,712.25	
Keyence Corp.	49.79	49.79	
Kuka AG	137.86	137.86	
Las Vegas Sands Corp	466.01	466.01	
Leucadia Natl Corp.	147.24	147.24	
Mastercard, Inc.	80.10	80.10	
McDonalds Corp.	14,040.00	14,040.00	
Mead Johnson Nutrition	1,020.00	1,020.00	
Microsoft	3,395.00	3,395.00	
Monsanto Co.	480.95	480.95	
NIDEC Corp.	187.74	187.74	
Noble Group, Ltd.	366.80	366.80	
Novozymes A/S B Shares	250.43	250.43	
Novo-Nordisk A/S ADR	518.00	518.00	
Olam Int'l. Ltd	341.88	341.88	
Onex Corp.	65.36	65.36	
Pepsico	30,940.00	30,940.00	
Pfizer, Inc.	18,528.00	18,528.00	
Phillips 66	1,858.50	1,858.50	
Pimco Commodity Real Return Strategy	6,396.83	6,396.83	
Potash Corp. Sask	756.00	756.00	
Praxair	1,920.00	1,920.00	
Proctor & Gamble	2,839.80	2,839.80	
Qualcomm, Inc	3,250.00	3,250.00	
Questcor Pharmaceuticals Inc.	321.35	321.35	
Renaissance Holdings Ltd	240.80	240.80	
Roche Hldgs	5,712.64	5,712.64	
Rockwell Intl Corp New	466.01	466.01	
Rolls-Royce PLC	413.68	413.68	
Salvatore Ferragamo Italia	185.32	185.32	
Sempra Energy	744.00	744.00	
Shinsei Bk Ltd	153.09	153.09	
Ship Finance Intl Limited	1,127.88	1,127.88	
Softbank Corp.	57.26	57.26	
Swatch Group AG	78.12	78.12	
Symrise AG	184.40	184.40	
Target Corp.	1,580.00	1,580.00	
Teva Pharmaceutical Inds	3,861.71	3,861.71	
Texas Instruments	8,550.00	8,550.00	
3M Co.	4,064.00	4,064.00	
Travelers Cos , Inc	1,500.00	1,500.00	
United Technologies	4,390.00	4,390.00	
Unitedhealth Group	1,473.50	1,473.50	
Vanguard Intl Equity Index Funds	908.15	908.15	
Visa, Inc Cl A	1,251.00	1,251.00	
Wells Fargo Co	2,875.00	2,875.00	
Windstream Corp	294.00	294.00	

	Totals	Ordinary	Long Term Capital Gain Distributions
Wisdomtree Japan Total Dividend	4,147.91	2,615.71	1,532.20
Wyndham Worldwide Corp.	145.00	145.00	
Totals - Dividends	\$ 360,746.29	\$ 299,200.68	\$ 61,545.61

## INTEREST

### Taxable:

#### Corporate Bonds.

Allstate Corp SR NT	\$ 2,500.00	\$ 2,500.00	\$
American Express Co Notes	1,570.84	1,570.84	
Anheuser Busch Inbev Worldwide	2,500.00	2,500.00	
AT&T Inc	2,900.00	2,900.00	
Bank New York Inc	2,725.00	2,725.00	
Berkshire Hathaway Fin Corp	2,125.00	2,125.00	
Blackrock, Inc	46.86	46.86	
Boeing Co	2,437.50	2,437.50	
Caterpillar Financial Se	3,258.16	3,258.16	
Chevron Corp	2,475.00	2,475.00	
Cisco Sys Inc. SR NT	2,750.00	2,750.00	
Citigroup Inc Global SR NT	2,676.38	2,676.38	
Clorox Co	796.39	796.39	
Coca Cola Co Notes	2,675.00	2,675.00	
Comcast Corp.	1,319.47	1,319.47	
Conagra Foods, Inc.	315.57	315.57	
Credit Suisse First Boston USA Inc	2,562.50	2,562.50	
CVS Caremark Corp	2,731.25	2,731.25	
Deere John Cap Corp	2,875.00	2,875.00	
DOW Chem Co	2,125.00	2,125.00	
Du Pont E I de Nemours & Co	2,375.00	2,375.00	
FHLMC Notes	6,081.78	6,081.78	
FHLMC DEB	8,093.75	8,093.75	
FHLM Corp	6,937.50	6,937.50	
FNMA	6,018.20	6,018.20	
FNMA	4,341.67	4,341.67	
FNMA	9,943.75	9,943.75	
FNMA	730.30	730.30	
FNMA Notes	9,712.50	9,712.50	
Fifth Third Bancorp	1,812.50	1,812.50	
General Electric Cap Corp Medium Term	2,325.00	2,325.00	
General Mills Inc	1,961.45	1,961.45	
Goldman Sachs Group Inc NT	2,500.00	2,500.00	
Home Depot Inc	2,200.00	2,200.00	
Honeywell Intl Inc SR NT	2,650.00	2,650.00	
JP Morgan Chase & Co.	1,236.79	1,236.79	
Kroger Co	3,075.00	3,075.00	
Merck & Co Inc NT	2,375.00	2,375.00	
MetLife Inc	3,375.00	3,375.00	
News America, Inc.	20.83	20.83	
Oracle Corp/ Ozark Hldg Inc	2,625.00	2,625.00	

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
Procter & Gamble	2,475 00	2,475.00	
Prudential Finl Inc Medium Term	2,550 00	2,550 00	
Target Corp	1,937 50	1,937.50	
Time Warner Inc New Notes	2,937 50	2,937.50	
United Technologies Corp NT	2,687 50	2,687.50	
Verizon Communications Inc NT	2,775 00	2,775.00	
Walmart Stores Inc.	2,900 00	2,900.00	
Walgreen Co	1,145 28	1,145.28	
Waste Mgmt Inc.	2,375 00	2,375.00	
Wells Fargo & Co.	2,300.00	2,300.00	
Xerox Corp.	2,125.00	2,125.00	
US Government:			
FHLB	9,712 50	9,712.50	
US Treasury Notes	<u>28,421 96</u>	<u>28,421.96</u>	
 Total taxable interest	 <u>\$ 188,098.18</u>	 <u>\$ 188,098.18</u>	 <u>\$</u>
 Tax-Exempt:			
None	<u>\$</u>	<u>\$</u>	<u>\$</u>
 Totals - Interest	 <u>\$ 188,098.18</u>	 <u>\$ 188,098.18</u>	 <u>\$</u>
 Totals - Dividends and interest	 <u>\$ 548,844 47</u>	 <u>\$ 487,298.86</u>	 <u>\$ 61,545 61</u>

## Schedule 3

2/26/2014  
15:54:07

FAIN FOUNDATION

(SB-CS)  
PAGE 1

## GAIN ON SALES OF ASSETS-SHORT TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
CATERPILLAR INC	1/23/2013	7/18/2013	1,500.00	131,765.35	146,404.65	.00	14,639.30
MEAD JOHNSON NUTRITION CO	1/23/2013	7/18/2013	1,500.00	110,805.62	102,378.45	8,427.17	.00
*** BANK OF AMERICA SEC 3065208		***	3,000.00	242,570.97	248,783.10	.00	6,212.13
BANK OF AMERICA SEC 1966118							
ALEXION PHARMACEUTICALS I	7/05/2013	11/21/2013	9.00	1,107.88	863.74	244.14	.00
CRIMSON WINE GROUP LTD	2/12/2013	4/30/2013	.50	4.52	3.85	.67	.00
CRIMSON WINE GROUP LTD	2/12/2013	5/06/2013	19.00	169.48	138.23	31.25	.00
CRIMSON WINE GROUP LTD	12/12/2012	5/07/2013	19.00	170.43	129.87	40.56	.00
CRIMSON WINE GROUP LTD	12/20/2012	5/08/2013	8.00	70.96	54.24	16.72	.00
CRIMSON WINE GROUP LTD	12/20/2012	5/09/2013	16.00	142.79	107.86	34.93	.00
FANUC	2/17/2012	1/15/2013	3.00	527.34	529.77	.00	2.43
FANUC	11/21/2012	4/15/2013	3.00	458.46	514.00	.00	55.54
FANUC	11/21/2012	4/18/2013	6.00	937.06	1,028.01	.00	90.95
FANUC	8/22/2012	4/24/2013	4.00	609.52	667.83	.00	58.31
FAST RETAILING CO LTD	6/11/2013	9/18/2013	4.00	1,404.70	1,259.40	145.30	.00
GEELY AUTOMOBILE HOLDINGS	2/19/2013	3/18/2013	1,364.00	640.35	826.22	.00	185.87
GEELY AUTOMOBILE HOLDINGS	12/10/2012	3/18/2013	1,674.00	785.88	828.40	.00	42.52
GEELY AUTOMOBILE HOLDINGS	12/05/2012	3/18/2013	2,537.00	1,191.02	1,208.37	.00	17.35
GEELY AUTOMOBILE HOLDINGS	11/15/2012	3/18/2013	4,137.00	1,942.15	1,953.30	.00	11.15
GEELY AUTOMOBILE HOLDINGS	11/15/2012	3/21/2013	11,150.00	5,700.15	5,264.50	435.65	.00
HANNOVER RUECKVERSICHERU	11/09/2012	2/07/2013	109.00	8,230.21	7,897.52	332.69	.00
DOMINION DIAMOND CORP	11/06/2012	9/12/2013	8.00	102.75	116.25	.00	13.50



2/26/2014  
15:54:07

FAIN FOUNDATION

(SB-GS)  
PAGE 2

GAIN ON SALES OF ASSETS-SHORT TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
DOMINION DIAMOND CORP	10/22/2012	9/12/2013	137.00	1,759.44	1,988.03	.00	228.59
DOMINION DIAMOND CORP	10/22/2012	9/13/2013	5.00	64.87	72.56	.00	7.69
DOMINION DIAMOND CORP	11/07/2012	9/13/2013	13.00	168.66	186.42	.00	17.76
DOMINION DIAMOND CORP	11/07/2012	9/16/2013	3.00	39.32	43.02	.00	3.70
DOMINION DIAMOND CORP	11/07/2012	9/17/2013	50.00	643.50	717.00	.00	73.50
DOMINION DIAMOND CORP	10/30/2012	9/17/2013	13.00	167.30	184.02	.00	16.72
DOMINION DIAMOND CORP	10/30/2012	9/17/2013	18.00	231.35	254.80	.00	23.45
DOMINION DIAMOND CORP	10/31/2012	9/17/2013	22.00	282.76	310.67	.00	27.91
DOMINION DIAMOND CORP	12/12/2012	9/17/2013	54.00	694.04	760.75	.00	66.71
DOMINION DIAMOND CORP	12/05/2012	9/17/2013	53.00	681.19	743.64	.00	62.45
DOMINION DIAMOND CORP	10/26/2012	9/17/2013	55.00	706.90	768.97	.00	62.07
DOMINION DIAMOND CORP	10/29/2012	9/17/2013	51.00	655.49	711.35	.00	55.86
DOMINION DIAMOND CORP	12/10/2012	9/17/2013	1.00	12.85	13.91	.00	1.06
DOMINION DIAMOND CORP	12/10/2012	9/18/2013	1.00	12.82	13.91	.00	1.09
DOMINION DIAMOND CORP	12/10/2012	9/19/2013	53.00	687.47	737.23	.00	49.76
DOMINION DIAMOND CORP	10/23/2012	9/19/2013	70.00	907.97	954.48	.00	46.51
DOMINION DIAMOND CORP	10/23/2012	9/19/2013	14.00	181.86	190.90	.00	9.04
DOMINION DIAMOND CORP	10/23/2012	9/19/2013	16.00	207.83	217.96	.00	10.13
DOMINION DIAMOND CORP	10/23/2012	9/20/2013	21.00	273.44	286.08	.00	12.64
DOMINION DIAMOND CORP	10/23/2012	9/20/2013	1.00	13.02	13.62	.00	.60
DOMINION DIAMOND CORP	10/19/2012	9/20/2013	17.00	221.34	231.26	.00	9.92
DOMINION DIAMOND CORP	10/19/2012	9/23/2013	25.00	327.39	340.10	.00	12.71
DOMINION DIAMOND CORP	11/16/2012	9/23/2013	20.00	261.91	271.60	.00	9.69
DOMINION DIAMOND CORP	11/15/2012	9/23/2013	33.00	432.15	444.55	.00	12.40

2/26/2014  
15:54:07

FAIN FOUNDATION

(SB-GS)  
PAGE 3

GAIN ON SALES OF ASSETS-SHORT TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
DOMINION DIAMOND CORP	11/21/2012	9/23/2013	21.00	274.98	282.30	.00	7.32
DOMINION DIAMOND CORP	11/21/2012	9/27/2013	21.00	264.88	282.30	.00	17.42
DOMINION DIAMOND CORP	11/21/2012	9/30/2013	13.00	163.73	174.76	.00	11.03
DOMINION DIAMOND CORP	11/21/2012	10/01/2013	22.00	275.55	295.74	.00	20.19
DOMINION DIAMOND CORP	11/21/2012	10/03/2013	27.00	328.86	362.96	.00	34.10
DOMINION DIAMOND CORP	11/20/2012	10/03/2013	22.00	267.96	294.58	.00	26.62
DOMINION DIAMOND CORP	11/20/2012	10/04/2013	32.00	386.36	428.48	.00	42.12
DOMINION DIAMOND CORP	10/19/2012	10/04/2013	29.00	350.14	386.34	.00	36.20
DOMINION DIAMOND CORP	10/18/2012	10/04/2013	83.00	1,002.10	1,100.45	.00	98.35
DOMINION DIAMOND CORP	10/18/2012	10/07/2013	94.00	1,146.40	1,246.29	.00	99.89
ICICI BK LTD	6/13/2012	2/06/2013	10.00	451.24	301.93	149.31	.00
ICICI BK LTD	7/24/2012	2/06/2013	21.00	947.60	738.56	209.04	.00
ICICI BK LTD	6/13/2012	2/07/2013	173.00	7,612.13	5,223.39	2,388.74	.00
ICICI BK LTD	6/14/2012	2/07/2013	47.00	2,068.03	1,403.32	664.71	.00
ICICI BK LTD	6/14/2012	2/08/2013	117.00	5,088.29	3,493.36	1,594.93	.00
KEYENCE CORP	11/21/2012	1/15/2013	2.00	556.69	547.55	9.14	.00
LAS VEGAS SANDS CORP	6/08/2012	1/11/2013	16.00	839.33	756.14	83.19	.00
LAS VEGAS SANDS CORP	6/08/2012	4/12/2013	19.00	1,040.64	835.46	205.18	.00
LAS VEGAS SANDS CORP	6/08/2012	4/16/2013	17.00	923.89	747.52	176.37	.00
LEUCADIA NATL CORP	2/12/2013	6/27/2013	47.00	1,168.50	1,228.39	.00	59.89
LEUCADIA NATL CORP	2/06/2013	6/27/2013	25.00	621.53	627.04	.00	5.51
OLAM INTL LTD RT EXP 1/21	1/15/2013	1/21/2013	.00	147.61	341.88	.00	194.27
QUESTCOR PHARMACEUTICALS	9/07/2012	8/23/2013	17.00	1,115.19	810.00	305.19	.00
QUESTCOR PHARMACEUTICALS	7/08/2013	8/23/2013	5.00	327.99	231.68	96.31	.00

2/26/2014  
15:54:07

FAIN FOUNDATION

(SB-GS)  
PAGE 4

GAIN ON SALES OF ASSETS-SHORT TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
QUESTCOR PHARMACEUTICALS	7/05/2013	9/16/2013	10.00	643.16	459.93	183.23	.00
QUESTCOR PHARMACEUTICALS	7/08/2013	9/16/2013	2.00	128.63	92.67	35.96	.00
ROCHE HLDGS AG	4/22/2013	11/05/2013	4.00	1,098.34	990.38	107.96	.00
SHINSEI BK LTD	3/22/2012	1/15/2013	269.00	520.35	421.94	98.41	.00
SYMRISE AG	3/18/2013	10/10/2013	23.00	989.65	901.25	88.40	.00
SYMRISE AG	2/19/2013	10/10/2013	23.00	989.65	884.87	104.78	.00
SYMRISE AG	2/13/2013	10/10/2013	17.00	731.48	644.40	87.08	.00
SYMRISE AG	2/08/2013	10/11/2013	45.00	1,899.55	1,675.89	223.66	.00
SYMRISE AG	2/13/2013	10/11/2013	54.00	2,279.47	2,046.91	232.56	.00
SYMRISE AG	2/12/2013	10/11/2013	23.00	970.89	864.52	106.37	.00
SYMRISE AG	2/14/2013	10/11/2013	34.00	1,435.20	1,283.67	151.53	.00
VALEANT PHARMACEUTICALS I	8/17/2012	6/27/2013	8.00	670.81	407.48	263.33	.00
<hr/>							
*** BANK OF AMERICA SEC 1966118		***	23,208.50	73,557.32	66,662.52	6,894.80	.00
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BANK OF AMERICA SEC 2251296							
FHLMC 4.50% D/7-15-13	5/03/2012	4/08/2013	.00	10,118.00	10,507.85	.00	389.85
FNMA 4.00% D/2-1-27	2/22/2012	1/25/2013	.00	759.27	810.28	.00	51.01
FNMA 4.00% D/2-1-27	2/22/2012	2/25/2013	.00	728.19	777.12	.00	48.93
FNMA 3.50% D/2-1-27	2/22/2012	1/25/2013	.00	3,846.11	4,052.84	.00	206.73
FNMA 3.50% D/2-1-27	2/22/2012	2/25/2013	.00	3,584.11	3,776.76	.00	192.65
FNMA 3.00\$ D/2-1-27	4/16/2013	5/28/2013	.00	863.17	911.32	.00	48.15
FNMA 3.00\$ D/2-1-27	4/16/2013	6/25/2013	.00	951.21	1,004.27	.00	53.06
FNMA 3.00\$ D/2-1-27	4/16/2013	7/25/2013	.00	707.23	746.68	.00	39.45
FNMA 3.00\$ D/2-1-27	4/16/2013	8/26/2013	.00	732.65	773.52	.00	40.87

2/26/2014  
15:54:07

FAIN FOUNDATION

(SB-GS)  
PAGE 5

GAIN ON SALES OF ASSETS-SHORT TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.00\$ D/2-1-27	4/16/2013	9/25/2013	.00	673.71	711.29	.00	37.58
FNMA 3.00\$ D/2-1-27	4/16/2013	10/25/2013	.00	368.77	389.34	.00	20.57
FNMA 3.00\$ D/2-1-27	4/16/2013	11/25/2013	.00	299.58	316.29	.00	16.71
FNMA 3.00\$ D/2-1-27	4/16/2013	12/26/2013	.00	348.55	367.99	.00	19.44
US TSY NT 4.25% D/11-15-1	9/10/2013	11/19/2013	.00	62,428.12	62,828.91	.00	400.79
US TSY NT 3.625% D/2-15-2	12/17/2012	9/10/2013	.00	26,878.91	29,419.92	.00	2,541.01
US TSY NT 3.625% D/2-15-2	12/17/2012	11/19/2013	.00	38,747.47	41,187.89	.00	2,440.42
US TSY NT 4.25% D/11-15-1	12/17/2012	3/04/2013	.00	41,128.12	41,484.37	.00	356.25
US TSY NT 4.25% D/11-15-1	12/17/2012	4/08/2013	.00	41,128.12CR	41,484.37CR	356.25	.00
US TSY NT 4.25% D/11-15-1	12/17/2012	4/08/2013	.00	41,128.12	41,128.12	.00	.00
US TSY NT 4.25% D/11-15-1	12/17/2012	5/14/2013	.00	15,312.88	15,556.64	.00	243.76
US TSY NT 4.25% D/11-15-1	12/17/2012	11/15/2013	.00	210,000.00	216,370.71	.00	6,370.71
*** BANK OF AMERICA SEC 2251296 ***			.00	418,476.05	431,637.74	.00	13,161.69
***GRAND TOTALS***			26,208.50	734,604.34	747,083.36	.00	12,479.02

5/05/2014  
11:28:19

FAIN FOUNDATION

(SB-GS)  
PAGE 1

GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
BANK NEW YORK MELLON CORP	9/24/2004	1/23/2013	2,000.00	53,614.79	66,166.09	.00	12,551.30
CENTURYLINK INC.	2/13/2008	9/23/2013	998.00	32,459.38	28,248.29	4,211.09	.00
CISCO SYS INC	4/02/2002	1/23/2013	4,000.00	82,872.14	67,159.71	15,712.43	.00
COLUMBIA SELECT LG CAP GR	10/31/2008	7/16/2013	4,191.24	68,484.85	37,500.00	30,984.85	.00
COLUMBIA DIVIDEND INC FD	2/06/2009	7/16/2013	5,021.98	87,733.96	52,500.00	35,233.96	.00
COLUMBIA MID CAP GROWTH F	8/06/2009	4/25/2013	4,191.83	120,557.03	77,500.00	43,057.03	.00
EXCELON CORP	12/03/2004	4/29/2013	2,000.00	74,293.33	98,049.28	.00	23,755.95
POTASH CORP SASK INC	2/13/2008	7/18/2013	900.00	35,613.90	40,971.24	.00	5,357.34
SEMPRA ENERGY	8/31/2011	9/23/2013	400.00	35,432.30	20,104.84	15,327.46	.00
TEVA PHARMACEUTICAL INDS	12/31/2006	7/18/2013	1,600.00	63,734.89	60,608.09	3,126.80	.00
TEVA PHARMACEUTICAL INDS	8/27/2004	9/23/2013	3,000.00	112,811.24	113,640.16	.00	828.92
TEXAS INSTRS INC	9/08/1982	1/23/2013	9,200.00	303,577.55	19,110.13	284,467.42	.00
TEXAS INSTRS INC	9/08/1982	4/29/2013	400.00	14,267.92	830.87	13,437.05	.00
TEXAS INSTRS INC	3/05/1979	4/29/2013	2,100.00	74,906.58	3,493.98	71,412.60	.00
3M CO	5/11/1976	1/23/2013	3,000.00	297,213.84	20,618.50	276,595.34	.00
VANGUARD INTL EQUITY INDE	3/08/2010	7/18/2013	1,435.00	57,147.87	59,064.60	.00	1,916.73
WINDSTREAM CORP	3/21/2006	9/23/2013	800.00	6,836.36	8,675.51	.00	1,839.15
*** BANK OF AMERICA SEC 3065208		***	45,238.05	1,521,557.93	774,241.29	747,316.64	.00
BANK OF AMERICA SEC 1966118							
ANHEUSER BUSCH INBEV SA/N	10/14/2010	2/07/2013	51.00	4,406.71	3,150.13	1,256.58	.00
ANHEUSER BUSCH INBEV SA/N	10/14/2010	6/27/2013	21.00	1,792.69	1,297.11	495.58	.00
ANHEUSER BUSCH INBEV SA/N	10/14/2010	7/08/2013	15.00	1,343.26	926.51	416.75	.00

5/05/2014  
11:28:19

FAIN FOUNDATION

(SB-GS)  
PAGE 2

GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BERKSHIRE HATHAWAY INC	10/14/2010	1/11/2013	4.00	377.47	332.08	45.39	.00
BOMBARDIER INC	10/14/2010	1/11/2013	158.00	635.86	635.86	.00	.00
BORG WARNER INC	10/14/2010	1/16/2013	20.00	1,431.87	1,051.63	380.24	.00
BORG WARNER INC	10/14/2010	1/16/2013	32.00	2,439.02	1,682.61	756.41	.00
BORG WARNER INC	10/14/2010	2/07/2013	120.00	8,774.46	6,309.79	2,464.67	.00
COLOPLAST A/S - B	4/05/2011	1/14/2013	38.00	1,927.61	1,090.60	837.01	.00
COLOPLAST A/S - B	4/05/2011	1/30/2013	29.00	1,478.69	832.31	646.38	.00
COLOPLAST A/S - B	4/05/2011	2/01/2013	13.00	687.10	373.10	314.00	.00
COLOPLAST A/S - B	5/12/2011	2/01/2013	75.00	3,964.00	2,097.01	1,866.99	.00
COLOPLAST A/S - B	11/02/2010	2/04/2013	137.00	7,175.96	3,477.31	3,698.65	.00
COLOPLAST A/S - B	11/02/2010	2/06/2013	63.00	3,329.74	1,599.05	1,730.69	.00
EXXON MOBIL CORP	10/14/2010	1/11/2013	6.00	537.45	388.41	149.04	.00
FANUC	10/15/2010	3/13/2013	4.00	586.43	706.35	.00	119.92
FANUC	2/17/2012	4/15/2013	3.00	458.46	529.77	.00	71.31
FANUC	10/15/2010	4/24/2013	2.00	304.76	263.68	41.08	.00
FANUC	10/15/2010	6/26/2013	12.00	1,730.66	1,582.11	148.55	.00
FANUC	10/15/2010	7/02/2013	7.00	979.54	922.89	56.65	.00
FANUC	10/15/2010	11/06/2013	6.00	962.53	791.05	171.48	.00
FANUC	10/15/2010	11/08/2013	7.00	1,098.79	922.90	175.89	.00
FAST RETAILING CO LTD	11/22/2010	1/15/2013	3.00	805.01	466.65	338.36	.00
FAST RETAILING CO LTD	11/22/2010	3/07/2013	1.00	306.47	155.55	150.92	.00
FAST RETAILING CO LTD	11/22/2010	3/11/2013	3.00	962.71	466.65	496.06	.00
FAST RETAILING CO LTD	11/22/2010	3/13/2013	3.00	929.33	466.65	462.68	.00
FAST RETAILING CO LTD	11/22/2010	4/09/2013	4.00	1,441.58	622.21	819.37	.00

5/05/2014  
11:28:19

FAIN FOUNDATION

(SB-GS)  
PAGE 3

GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FAST RETAILING CO LTD	11/22/2010	4/11/2013	6.00	2,158.33	933.31	1,225.02	.00
FAST RETAILING CO LTD	11/22/2010	4/15/2013	5.00	1,675.53	777.76	897.77	.00
FAST RETAILING CO LTD	11/22/2010	4/18/2013	6.00	2,049.47	933.31	1,116.16	.00
FAST RETAILING CO LTD	11/22/2010	4/22/2013	2.00	694.29	311.10	383.19	.00
FAST RETAILING CO LTD	11/22/2010	4/24/2013	4.00	1,364.15	622.21	741.94	.00
FAST RETAILING CO LTD	11/22/2010	4/30/2013	4.00	1,354.29	622.21	732.08	.00
FAST RETAILING CO LTD	11/22/2010	5/07/2013	3.00	1,094.54	466.65	627.89	.00
FAST RETAILING CO LTD	11/22/2010	5/09/2013	4.00	1,462.77	622.21	840.56	.00
FAST RETAILING CO LTD	11/22/2010	5/13/2013	4.00	1,467.91	622.20	845.71	.00
FAST RETAILING CO LTD	11/22/2010	5/15/2013	2.00	732.33	311.10	421.23	.00
FAST RETAILING CO LTD	11/22/2010	5/30/2013	3.00	1,058.63	466.65	591.98	.00
FAST RETAILING CO LTD	11/22/2010	9/18/2013	6.00	2,107.04	933.31	1,173.73	.00
GOOGLE INC.	10/03/2011	4/19/2013	2.00	1,584.59	1,076.17	508.42	.00
GOOGLE INC.	10/03/2011	5/14/2013	1.00	874.87	538.08	336.79	.00
JARDINE STRATEGIC HLDGS L	10/15/2010	1/14/2013	19.00	678.17	527.60	150.57	.00
JARDINE STRATEGIC HLDGS L	10/15/2010	2/26/2013	37.00	1,395.70	1,027.44	368.26	.00
JARDINE STRATEGIC HLDGS L	10/15/2010	4/15/2013	36.00	1,363.62	999.67	363.95	.00
LAS VEGAS SANDS CORP	10/14/2010	4/16/2013	16.00	887.40	554.25	333.15	.00
LAS VEGAS SANDS CORP	10/14/2010	4/17/2013	24.00	1,319.56	917.52	402.04	.00
LAS VEGAS SANDS CORP	10/14/2010	4/19/2013	17.00	926.02	649.91	276.11	.00
LAS VEGAS SANDS CORP	10/14/2010	10/21/2013	40.00	2,789.92	1,529.21	1,260.71	.00
LAS VEGAS SANDS CORP	10/14/2010	10/31/2013	57.00	4,041.49	2,179.12	1,862.37	.00
LAS VEGAS SANDS CORP	10/14/2010	11/01/2013	22.00	1,558.66	841.06	717.60	.00
LAS VEGAS SANDS CORP	10/14/2010	11/06/2013	44.00	3,067.45	1,682.13	1,385.32	.00

5/05/2014  
11:28:19

FAIN FOUNDATION

(SB-GS)  
PAGE 4

GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MASTERCARD INC	10/14/2010	1/11/2013	1.00	528.69	223.54	305.15	.00
MASTERCARD INC	10/14/2010	2/06/2013	2.00	1,040.23	447.08	593.15	.00
MASTERCARD INC	10/14/2010	4/12/2013	2.00	1,049.27	447.08	602.19	.00
MASTERCARD INC	10/14/2010	5/14/2013	2.00	1,109.34	447.08	662.26	.00
MONSANTO CO	6/04/2012	6/27/2013	8.00	809.80	613.94	195.86	.00
MONSANTO CO	10/14/2010	6/27/2013	10.00	1,012.24	518.85	493.39	.00
MONSANTO CO	10/14/2010	7/01/2013	9.00	910.26	466.97	443.29	.00
MONSANTO CO	10/14/2010	7/05/2013	14.00	1,367.09	726.39	640.70	.00
MONSANTO CO	10/14/2010	7/08/2013	9.00	879.42	466.97	412.45	.00
NOBLE GROUP LTD	10/14/2010	1/14/2013	422.00	424.74	648.40	.00	223.66
NOBLE GROUP LTD	10/15/2010	3/13/2013	736.00	687.95	1,130.85	.00	442.90
NOBLE GROUP LTD	10/15/2010	4/02/2013	937.00	903.96	1,439.69	.00	535.73
NOBLE GROUP LTD	10/15/2010	4/24/2013	997.00	904.03	1,531.88	.00	627.85
NOBLE GROUP LTD	10/15/2010	6/11/2013	2,293.00	1,840.07	3,523.16	.00	1,683.09
NOBLE GROUP LTD	10/15/2010	6/26/2013	2,286.00	1,717.32	3,512.40	.00	1,795.08
NOBLE GROUP LTD	10/15/2010	6/28/2013	1,735.00	1,317.95	2,665.80	.00	1,347.85
NOBLE GROUP LTD	10/15/2010	7/02/2013	1,155.00	889.91	1,774.64	.00	884.73
NOVO-NORDISK A S	10/14/2010	1/11/2013	3.00	519.26	302.13	217.13	.00
OLAM INTL LTD	1/26/2012	9/17/2013	331.00	378.96	767.92	.00	388.96
OLAM INTL LTD	9/27/2011	9/17/2013	1,200.00	1,373.86	2,300.97	.00	927.11
OLAM INTL LTD	8/24/2011	9/17/2013	1,882.00	2,154.65	3,599.27	.00	1,444.62
OLAM INTL LTD	8/24/2011	9/18/2013	528.00	600.70	1,009.78	.00	409.08
OLAM INTL LTD	8/21/2012	9/18/2013	431.00	490.34	712.61	.00	222.27
OLAM INTL LTD	8/15/2012	9/18/2013	352.00	400.47	560.44	.00	159.97



5/05/2014  
11:28:19

FAIN FOUNDATION

(SB-GS)  
PAGE 5

GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
OLAM INTL LTD	6/18/2012	9/18/2013	602.00	684.89	862.35	.00	177.46
OLAM INTL LTD	6/12/2012	9/18/2013	260.00	295.78	345.27	.00	49.49
OLAM INTL LTD	6/12/2012	9/19/2013	368.00	424.95	488.68	.00	63.73
OLAM INTL LTD	6/12/2012	9/20/2013	668.00	768.51	887.07	.00	118.56
ONEX CORP	10/15/2010	1/11/2013	12.00	527.59	350.86	176.73	.00
QUESTCOR PHARMACEUTICALS	7/18/2012	9/16/2013	35.00	2,251.06	1,605.40	645.66	.00
QUESTCOR PHARMACEUTICALS	7/17/2012	9/16/2013	24.00	1,543.57	1,086.60	456.97	.00
QUESTCOR PHARMACEUTICALS	7/17/2012	9/17/2013	21.00	1,341.96	950.77	391.19	.00
QUESTCOR PHARMACEUTICALS	7/27/2012	9/17/2013	25.00	1,597.57	1,116.28	481.29	.00
QUESTCOR PHARMACEUTICALS	7/24/2012	9/17/2013	25.00	1,597.57	1,096.35	501.22	.00
QUESTCOR PHARMACEUTICALS	8/27/2012	9/17/2013	4.00	255.61	169.79	85.82	.00
REGENERON PHARMACEUTICALS	3/11/2011	1/16/2013	3.00	538.14	115.96	422.18	.00
REGENERON PHARMACEUTICALS	3/11/2011	1/16/2013	9.00	1,557.05	347.89	1,209.16	.00
REGENERON PHARMACEUTICALS	3/11/2011	1/24/2013	9.00	1,561.36	347.89	1,213.47	.00
REGENERON PHARMACEUTICALS	3/11/2011	2/06/2013	9.00	1,523.63	347.89	1,175.74	.00
REGENERON PHARMACEUTICALS	3/11/2011	4/19/2013	5.00	1,084.91	193.27	891.64	.00
REGENERON PHARMACEUTICALS	3/11/2011	5/06/2013	4.00	973.03	154.62	818.41	.00
REGENERON PHARMACEUTICALS	3/11/2011	5/10/2013	3.00	784.67	115.96	668.71	.00
REGENERON PHARMACEUTICALS	3/11/2011	11/01/2013	6.00	1,799.47	231.92	1,567.55	.00
REGENERON PHARMACEUTICALS	3/11/2011	11/21/2013	4.00	1,124.31	154.62	969.69	.00
RHJ INTL	1/17/2012	10/30/2013	11.00	58.36	72.79	.00	14.43
RHJ INTL	1/13/2012	10/30/2013	5.00	26.52	37.19	.00	10.67
RHJ INTL	1/13/2012	10/31/2013	9.00	48.20	61.87	.00	13.67
RHJ INTL	11/13/2012	11/01/2013	4.00	21.41	27.49	.00	6.08

5/05/2014  
11:28:19

FAIN FOUNDATION

(SB-GS)  
PAGE 6

GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
RHJ INTL	1/13/2012	11/04/2013	11.00	58.29	75.51	.00	17.22
RHJ INTL	1/13/2012	11/05/2013	11.00	57.18	75.43	.00	18.25
RHJ INTL	1/13/2012	11/06/2013	3.00	15.61	20.57	.00	4.96
RHJ INTL	1/03/2012	11/14/2013	14.00	71.63	95.88	.00	24.25
RHJ INTL	1/13/2012	11/21/2013	5.00	25.51	33.71	.00	8.20
RHJ INTL	1/13/2012	11/27/2013	5.00	24.77	33.70	.00	8.93
RHJ INTL	1/13/2012	11/29/2013	2.00	10.26	13.48	.00	3.22
RHJ INTL	1/13/2012	11/29/2013	11.00	56.80	74.15	.00	17.35
RHJ INTL	1/13/2012	12/02/2013	3.00	15.50	20.20	.00	4.70
RHJ INTL	1/13/2012	12/17/2013	5.00	25.92	33.61	.00	7.69
RHJ INTL	1/13/2012	12/20/2013	6.00	30.52	40.33	.00	9.81
ROCKWELL AUTOMATION INC	2/23/2012	4/01/2013	10.00	844.24	812.32	31.92	.00
ROCKWELL AUTOMATION INC	3/14/2012	4/01/2013	3.00	253.27	242.50	10.77	.00
ROCKWELL AUTOMATION INC	3/14/2012	4/08/2013	11.00	926.61	889.16	37.45	.00
ROCKWELL AUTOMATION INC	3/14/2012	4/23/2013	8.00	661.96	646.67	15.29	.00
ROCKWELL AUTOMATION INC	12/09/2011	4/23/2013	2.00	165.49	154.91	10.58	.00
ROCKWELL AUTOMATION INC	12/09/2011	4/26/2013	11.00	928.94	851.99	76.95	.00
ROCKWELL AUTOMATION INC	12/09/2011	5/06/2013	11.00	915.63	851.99	63.64	.00
ROCKWELL AUTOMATION INC	12/09/2011	5/14/2013	10.00	879.99	774.54	105.45	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	1/16/2013	6.00	428.69	287.28	141.41	.00
SHINSEI BK LTD	3/15/2012	4/18/2013	132.00	355.65	176.42	179.23	.00
SHINSEI BK LTD	3/22/2012	4/18/2013	100.00	269.43	159.76	109.67	.00
SHINSEI BK LTD	3/15/2012	4/22/2013	337.00	890.66	462.82	427.84	.00
SHINSEI BK LTD	3/15/2012	5/15/2013	359.00	951.28	480.96	470.32	.00

5/05/2014  
11:28:19

FAIN FOUNDATION

(SB-GS)  
PAGE 7

GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SHINSEI BK LTD	3/15/2012	9/18/2013	574.00	1,252.05	793.75	458.30	.00
SHINSEI BK LTD	8/20/2012	9/18/2013	149.00	325.01	172.57	152.44	.00
VALEANT PHARMACEUTICALS I	3/14/2012	5/14/2013	17.00	1,251.93	956.91	295.02	.00
VALEANT PHARMACEUTICALS I	3/14/2012	6/10/2013	11.00	926.99	612.74	314.25	.00
VALEANT PHARMACEUTICALS I	5/14/2012	6/10/2013	11.00	926.99	582.18	344.81	.00
VALEANT PHARMACEUTICALS I	5/14/2012	6/25/2013	16.00	1,350.65	846.81	503.84	.00
VALEANT PHARMACEUTICALS I	5/14/2012	6/27/2013	8.00	670.82	423.41	247.41	.00
VALEANT PHARMACEUTICALS I	8/17/2012	8/23/2013	14.00	1,423.42	713.09	710.33	.00
VALEANT PHARMACEUTICALS I	8/17/2012	8/27/2013	3.00	297.85	152.81	145.04	.00
VALEANT PHARMACEUTICALS I	1/13/2012	8/27/2013	11.00	1,092.10	559.39	532.71	.00
VALEANT PHARMACEUTICALS I	1/13/2012	11/01/2013	19.00	2,113.46	966.22	1,147.24	.00
VALEANT PHARMACEUTICALS I	1/13/2012	11/04/2013	9.00	978.93	457.69	521.24	.00
*** BANK OF AMERICA SEC 1966118		***	20,589.00	155,749.55	108,836.23	46,913.32	.00
BANK OF AMERICA SEC 2251296							
AMERICAN EXPRESS CO NT	2/22/2012	3/04/2013	.00	50,790.00	52,644.50	.00	1,854.50
CATERPILLAR FINL SVCS COR	2/22/2012	9/10/2013	.00	51,261.50	55,357.50	.00	4,096.00
CITIGROUP INC GLOBAL SR N	2/22/2012	11/21/2013	.00	51,054.50	53,144.00	.00	2,089.50
FHLMC 4.50% D/7-15-13	2/17/2012	4/08/2013	.00	177,065.00	185,355.45	.00	8,290.45
FNMA 4.00% D/2-1-27	2/22/2012	3/14/2013	.00	.00	2,319.33	.00	2,319.33
FNMA 4.00% D/2-1-27	2/22/2012	3/25/2013	.00	733.15	770.32	.00	37.17
FNMA 4.00% D/2-1-27	2/22/2012	4/25/2013	.00	703.08	738.72	.00	35.64
FNMA 4.00% D/2-1-27	2/22/2012	5/28/2013	.00	704.31	740.02	.00	35.71
FNMA 4.00% D/2-1-27	2/22/2012	6/25/2013	.00	731.45	768.53	.00	37.08

5/05/2014  
11:28:19

FAIN FOUNDATION

(SB-GS)  
PAGE 8

GAIN ON SALES OF ASSETS-LONG TERM 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 4.00% D/2-1-27	2/22/2012	7/25/2013	.00	756.44	794.79	.00	38.35
FNMA 4.00% D/2-1-27	2/22/2012	8/26/2013	.00	725.91	762.71	.00	36.80
FNMA 4.00% D/2-1-27	2/22/2012	9/25/2013	.00	717.51	753.88	.00	36.37
FNMA 4.00% D/2-1-27	2/22/2012	10/25/2013	.00	746.32	784.16	.00	37.84
FNMA 4.00% D/2-1-27	2/22/2012	11/25/2013	.00	720.80	757.34	.00	36.54
FNMA 4.00% D/2-1-27	2/22/2012	12/26/2013	.00	731.51	768.59	.00	37.08
FNMA 3.50% D/2-1-27	2/22/2012	3/14/2013	.00	.00	1,642.46	.00	1,642.46
FNMA 3.50% D/2-1-27	2/22/2012	3/25/2013	.00	658.49	684.97	.00	26.48
FNMA 3.50% D/2-1-27	2/22/2012	4/25/2013	.00	1,061.60	1,104.30	.00	42.70
FNMA 3.50% D/2-1-27	2/22/2012	5/28/2013	.00	3,451.64	3,590.46	.00	138.82
FNMA 3.50% D/2-1-27	2/22/2012	6/25/2013	.00	3,707.23	3,856.33	.00	149.10
FNMA 3.50% D/2-1-27	2/22/2012	7/25/2013	.00	3,860.19	4,015.44	.00	155.25
FNMA 3.50% D/2-1-27	2/22/2012	8/26/2013	.00	2,179.45	2,267.10	.00	87.65
FNMA 3.50% D/2-1-27	2/22/2012	9/25/2013	.00	571.98	594.98	.00	23.00
FNMA 3.50% D/2-1-27	2/22/2012	10/25/2013	.00	919.21	956.18	.00	36.97
FNMA 3.50% D/2-1-27	2/22/2012	11/25/2013	.00	638.53	664.21	.00	25.68
FNMA 3.50% D/2-1-27	2/22/2012	12/26/2013	.00	2,215.75	2,304.86	.00	89.11
GENERAL MILLS INC SR UNSE	2/22/2012	5/14/2013	.00	50,610.00	53,406.00	.00	2,796.00
US TSY NT 4.25% D/11-15-1	2/29/2012	11/19/2013	.00	10,404.69	11,040.23	.00	635.54
US TSY NT 4.25% D/11-15-1	3/30/2012	11/19/2013	.00	15,607.03	16,475.39	.00	868.36
US TSY NT 4.25% D/11-15-1	5/03/2012	11/19/2013	.00	10,404.69	10,980.47	.00	575.78
US TSY NT 4.25% D/8-15-15	2/29/2012	11/19/2013	.00	26,738.28	28,237.29	.00	1,499.01
US TSY NT 3.625% D/2-15-2	4/08/2013	4/08/2013	.00	29,187.50	29,187.50	.00	.00
US TSY NT 3.625% D/2-15-2	6/27/2012	9/10/2013	.00	21,503.12	23,587.48	.00	2,084.36
*** BANK OF AMERICA SEC 2251296	***		.00	521,160.86	551,055.49	.00	29,894.63
***GRAND TOTALS***			65,827.05	2,198,468.34	1,434,133.01	764,335.33	.00

## Schedule 4

## BALANCE SHEET

THE FAIN FOUNDATION - TIN 75-6016679

Year 2013

	Cost		Market
	12-31-12	12-31-13	Value
ASSETS			
Cash			
Checking	\$ 115,434.87	\$ 88,051.76	\$ 88,051.76
Certificates and daily cash funds	260,329.76	183,206.69	183,206.69
Accounts receivable		1,330.01	1,330.01
Investments:			
Corporate stocks - Sch. 5	5,058,595.11	5,728,362.70	12,624,378.40
Bonds - Sch. 5	4,511,743.74	4,487,690.26	4,291,320.95
Other assets:			
Prepaid excise tax			
Purchased interest	2,678.18	194.20	194.20
Total assets	\$ 9,948,781.66	\$ 10,488,835.62	\$ 17,188,482.01
LIABILITIES AND EQUITY			
Liabilities.			
Excise tax payable	\$ 4,323.11	\$ 16,038.74	
Total liabilities	\$ 4,323.11	\$ 16,038.74	
Equity			
Principal fund	\$ 10,565,258.12	\$ 10,565,258.12	
Income fund	(620,799.57)	(92,461.24)	
Total equity	\$ 9,944,458.55	\$ 10,472,796.88	
Total liabilities and equity	\$ 9,948,781.66	\$ 10,488,835.62	

## Schedule 5

## INVESTMENTS - SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2013

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-12	12-31-13	
Corporate stock:						
BOA Account #3065208:						
Aflac			1,400.00	\$ 61,261.21	\$ 61,261.21	\$ 93,520.00
AT&T			6,000.00	145,462.26	145,462.26	210,960.00
American Electric Power, Inc.			1,000.00		44,905.00	46,740.00
American Water Works Co.			1,000.00		40,909.50	42,260.00
Apple, Inc			700.00	85,690.85	85,690.85	392,714.00
Bank New York Mellon Corp.			2,000.00	66,166.09		
Blackrock, Inc			500.00	78,970.25	78,970.25	158,235.00
Centurylink, Inc			998.00	28,248.29		
Cisco Systems			4,000.00	67,159.71		
Coca Cola			2,500.00		92,954.50	103,275.00
Columbia Dividend Income Fund			5,021.98	52,500.00		
Columbia Mid Cap Growth Fund			4,191.83	77,500.00		
Columbia Mid Cap Index Fund			51,389.52	337,338.88	457,338.88	772,898.49
Columbia Select Large Cap Growth Fund			4,191.24	37,500.00		
Columbia Small Cap Core Fund			15,662.66	172,289.27	172,289.27	318,578.52
Columbia Small Cap Index Fund			15,745.24	193,194.09	193,194.09	370,485.50
ConocoPhillips			2,300.00	100,755.54	100,755.54	162,495.00
Corning, Inc.			7,500.00		91,815.75	133,650.00
CVS Caremark			1,670.00	37,196.97	37,196.97	119,521.90
Discover Finl Services			1,000.00		52,874.90	55,950.00
Du Pont, E I De Nemours			1,500.00	73,350.00	73,350.00	97,455.00
Ecolab, Inc.			700.00		63,569.52	72,989.00
Emerson Electric Co			3,000.00		170,178.60	210,540.00
Exelon			2,000.00	98,049.28		
ExxonMobil			12,000.00	31,053.47	31,053.47	1,214,400.00
General Electric			17,800.00	263,774.49	263,774.49	498,934.00
General Motors			1,000.00		37,690.00	40,870.00
IBM			1,500.00	126,598.94	126,598.94	281,355.00
IShares MSCI			5,000.00	210,847.50	210,847.50	233,650.00
IShares MSCI Emerging Mkts.			1,800.00		105,188.04	104,868.00
Johnson & Johnson			5,000.00	198,533.77	198,533.77	457,950.00
JP Morgan Chase			3,000.00	105,242.70	105,242.70	175,440.00
JP Morgan Alerian MLP			3,000.00	118,494.90	118,494.90	139,050.00
Kayne Anderson MLP Invt. Co			5,000.00	123,671.06	119,933.31	199,250.00
McDonalds			4,500.00	135,483.97	135,483.97	436,635.00
Microsoft			3,500.00	91,289.03	91,289.03	130,935.00
Pepsico			14,000.00	7,561.48	7,561.48	1,161,160.00
Phillips 66			1,400.00	31,832.64	31,832.64	107,982.00
Pfizer			19,300.00	6,981.63	6,981.63	591,159.00
Pimco Commodity Real Return			41,748.16	225,000.00	325,000.00	229,197.45
Potash Corp.			900.00	40,971.24		
Praxair			800.00	40,284.47	40,284.47	104,024.00
Procter & Gamble			1,200.00	73,284.00	73,284.00	97,692.00

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-12	12-31-13	
Qualcomm			2,500.00	99,064.41	99,064.41	185,625.00
Roche Hldg. Ltd.			2,600.00	126,516.00	126,516.00	182,132.60
Sempra Energy			400.00	20,104.84		
Target Corp			1,000.00	50,413.00	50,413.00	63,270.00
Teva Pharmaceutical			4,600.00	174,248.25		
Texas Instruments			7,500.00	35,913.50	12,478.52	329,325.00
3M Co			1,600.00	31,197.21	10,578.71	224,400.00
Travelers Cos.			1,500.00		124,933.50	135,810.00
United Technologies			2,000.00	120,756.99	120,756.99	227,600.00
Unitedhealth Group			1,400.00	79,280.40	79,280.40	105,420.00
Vanguard Int'l. Equity Index Funds			1,435.00	59,064.60		
Visa, Inc			900.00		142,997.49	200,412.00
Wells Fargo & Co.			2,500.00	60,687.50	60,687.50	113,500.00
Windstream Corp			800.00	8,981.51		
Wisdomtree Japan Hedged Equity			3,500.00		168,986.90	177,940.00
Wyndham Worldwide Corp			500.00		31,834.50	36,845.00
Total				\$ 4,409,766.19	\$ 5,020,319.35	\$ 11,549,098.46
BOA Account #1966118						
Actelion, Ltd			272.00	\$	\$ 19,961.72	\$ 23,045.14
Alexion Pharmaceuticals, Inc.			238.00	6,685.88	10,303.66	31,626.39
Anheuser Busch Inbev. SA/NV			150.00	14,335.40	8,961.65	15,969.00
Berkshire Hathaway, Inc.			215.00	17,818.82	17,486.74	25,490.40
Bombardier, Inc			6,796.00	31,888.56	31,252.70	29,562.60
Borg Warner, Inc			172.00	9,044.03		
China High Precision Automation			16,877.00	13,193.86	13,193.86	2,655.43
CME Group, Inc			312.00		24,027.57	24,479.52
Coloplast A/S - B			355.00	9,469.38		
Cie Financiere Richemont SA			284.00	16,041.35	20,222.50	28,356.89
Dassault Systemes Eur1			165.00		20,928.57	20,514.84
Enstar Group, Ltd.			145.00	11,222.10	11,222.10	20,141.95
Exxon Mobil Corp			257.00	14,176.96	17,946.34	26,008.40
Fanuc			89.00	19,005.73	12,169.48	16,398.66
Fast Retailing Co Ltd			89.00	21,743.04	11,943.31	36,971.52
Geely Automobile Holdings Ltd			19,498.00	9,254.57		
Gemalto NV			185.00	15,238.62	16,448.85	20,396.20
Givaudan AG			7.00		8,484.61	10,027.55
Google, Inc			16.00	10,223.61	8,609.36	17,931.36
Hannover Rueckversicheru			109.00	7,897.52		
Harry Winston Diamond Corp			1,118.00	15,427.28		
Icici Bk Ltd.			368.00	11,160.56		
International Flavors & Fragrance			112.00		8,171.89	9,629.76
Industria De Diseno Textil			86.00	10,648.35	10,648.35	14,196.74
Intuitive Surgical, Inc			40.00	15,090.22	20,382.03	15,363.20
Jardine Strategic Holdings, Ltd			882.00	26,324.60	24,662.46	28,224.00
Japan Exchanged Group, Inc			830.00		12,200.02	23,746.06
Keyence Corp			73.00	17,181.47	20,350.93	31,442.93
Kuka AG			568.00	14,352.23	18,985.44	26,650.09
Las Vegas Sands Corp			482.00	29,042.38	17,937.57	38,015.34
Leucadia Nat'l Corp			553.00	11,899.25	12,888.27	15,672.02
Mastercard, Inc			36.00	9,580.06	8,015.28	30,076.56

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-12	12-31-13	
Monsanto Co.			283 00	17,476 66	14,683.54	32,983.65
Nidec Corp			255 00	3,893 27	15,980 78	24,989.30
Noble Group Ltd.			17,834 00	32,961.74	20,901 46	15,113.42
Novo-Nordisk A/S			167 00	16,214 24	17,425 13	30,854.92
Novozymes A/S			652 00	16,278.63	16,278.63	27,565.58
Olam Int'l. Ltd.			6,622 00	11,534.36		
Onex Corp.			513 00	15,350.05	14,999.19	27,676.81
Questcor Pharmaceuticals, Inc.			302.00	15,528.63	9,495.06	16,443.90
Rakuten, Inc.			2,535 00		24,906 14	37,949.15
Regeneron Pharmaceuticals			103 00	5,991.39	3,981.37	28,349 72
Renaissancere Holdings, Ltd.			215.00	16,967.47	16,967.47	20,928.10
RHJ Int'l			162.00	1,768.86	1,052 95	823.71
Rockwell Automation, Inc			244.00	17,912 80	19,156.22	28,831 04
Rolls-Royce Group PLC			282 00	13,776 95	13,489 67	29,775 53
Roche Hldgs AG			89.00	13,909 20	16,511 45	24,938 21
Salvatore Ferragamo Italia			436.00	4,646 64	10,688 15	16,611 73
Senomyx, Inc			1,473.00	6,500 49	6,500.49	7,453 38
Shinsei Bk Ltd			13,926 00	18,732 45	16,064 23	34,256.71
Ship Fin Intl. Ltd.			1,058 00	12,831 56	16,418.27	17,330.04
Softbank Corp.			332 00		22,357.46	29,235 70
Swatch Group AG			18.00		10,851.46	11,931.19
Valeant Pharmaceuticals Intl.			244.00	18,607.70	11,928 97	28,645.60
Total				\$ 648,828.92	\$ 708,043.35	\$ 1,075,279.94
Total corporate stock				\$ 5,058,595 11	\$ 5,728,362.70	\$ 12,624,378 40
Bonds.						
BOA Account #2251296:						
Allstate Corp	5 000%	08/15/14	50,000 00	\$ 54,835 00	\$ 54,835 00	\$ 51,383 00
American Express Co	4 875%	07/15/13	50,000.00	52,644.50		
Anheuser Busch Inbev Worldwide	5 000%	04/15/20	50,000 00	58,405.00	58,405.00	56,585.50
AT&T Inc.	5 800%	02/15/19	50,000 00	60,505.00	60,505.00	57,318.00
Bank New York Inc	5.450%	05/15/19	50,000 00	57,942 50	57,942 50	56,808.50
Berkshire Hathaway Fin Corp	4.250%	01/15/21	50,000 00	55,085 50	55,085.50	53,134.50
Blackrock, Inc	3.375%	06/01/22	50,000 00		50,428.50	49,454 50
Boeing Co	4.875%	02/15/20	50,000 00	59,623 50	59,623.50	55,747.00
Catepillar Finl Svcs Corp.	6.125%	02/17/14	50,000 00	55,357.50		
Chevron Corp	4.950%	03/03/19	50,000.00	60,057 00	60,057.00	56,715.50
Cisco Sys Inc	5 500%	02/22/16	50,000.00	58,514 50	58,514.50	55,006.50
Citigroup Inc	5.125%	05/05/14	50,000.00	53,144 00		
Clorox Co	3 050%	06/15/22	50,000.00		50,480.50	46,868 00
Coca-Cola Co	5 350%	11/15/17	50,000.00	60,334.50	60,334 50	56,929.50
Comcast Corp	3.125%	07/15/22	50,000.00	51,978 50	51,978.50	47,715 00
Conagra Foods, Inc.	3.200%	10/25/22	50,000.00		50,792.00	46,421.50
Credit Suisse First Boston USA	5.125%	08/15/15	50,000.00	54,562 00	54,562.00	53,580 50
CVS Caremark Corp	5 750%	06/01/17	50,000.00	29,727 00	59,531 16	56,705 50
Deere John Cap Corp	5 750%	09/10/18	50,000 00	61,631 50	61,631 50	58,063 50
Dow Chem Co	4.250%	08/15/20	50,000 00	52,420 50	52,420 50	53,257 00
Du Pont E I De Nemours & Co	4 750%	03/15/15	50,000 00	55,794 50	55,794 50	52,437 50
Federal Home Loan Bank	5 250%	06/18/14	185,000 00	205,784 03	205,784 03	189,354 90
Federal Home Loan Mortgage Corp	4 500%	07/15/13	185,000 00	195,863 30		



Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-12	12-31-13	
Federal Home Loan Mortgage Corp.	4.375%	07/17/15	185,000.00	208,272.30	208,272.30	196,640.20
Federal Home Loan Mortgage Corp.	3.750%	03/27/19	185,000.00	211,096.43	211,096.43	201,644.45
Federal National Mortgage Association	5.250%	09/15/16	185,000.00	220,310.80	220,310.80	207,555.20
Federal National Mortgage Association	4.000%	02/01/27	137,766.34	151,674.87	140,129.08	141,441.94
Federal National Mortgage Association	3.500%	02/01/27	112,495.17	135,727.58	106,216.69	106,829.59
Federal National Mortgage Association	5.375%	06/12/17	185,000.00	224,680.92	224,680.92	211,549.35
Federal National Mortgage Association	3.000%	02/01/27	35,110.40		33,763.79	32,671.32
Fifth Third Bancor	3.625%	01/25/16	50,000.00	52,755.50	52,755.50	52,529.50
General Elec Cap Corp.	4.650%	10/17/21	50,000.00	52,982.00	52,982.00	54,472.50
General Mills Inc.	5.250%	08/15/13	50,000.00	53,406.00		
Goldman Sachs Group Inc.	5.000%	10/01/14	50,000.00	53,055.50	53,055.50	51,589.50
Home Depot Inc	4.400%	01/21/21	50,000.00	57,097.50	57,097.50	53,998.50
Honeywell Intl Inc	5.300%	03/01/18	50,000.00	60,115.00	60,115.00	56,520.50
JP Morgan Chase & Co.	3.250%	09/23/22	50,000.00	51,352.50	51,352.50	47,916.00
Kroger Co	6.150%	01/15/20	50,000.00	61,720.50	61,720.50	56,987.00
Merck & Co Inc.	4.750%	03/01/15	50,000.00	55,849.50	55,849.50	52,478.50
MetLife Inc.	6.750%	06/01/16	50,000.00	59,454.50	59,454.50	56,851.50
News America, Inc	3.000%	09/15/22	50,000.00		45,167.50	47,002.50
Oracle Corp.	5.250%	01/15/16	50,000.00	58,050.00	58,050.00	54,580.00
Proctor & Gamble Co	4.950%	08/15/14	50,000.00	52,247.50	52,247.50	51,420.50
Prudential Financial Inc	5.100%	09/20/14	50,000.00	54,342.00	54,342.00	51,597.00
Target Corp.	3.875%	07/15/12	50,000.00	55,373.00	55,373.00	52,712.00
Time Warner Inc. New	5.875%	11/15/16	50,000.00	59,183.00	59,183.00	56,408.50
United Technologies Corp.	5.375%	12/15/17	50,000.00	60,039.00	60,039.00	56,978.00
US Treasury Note	4.250%	11/15/14	35,000.00	38,496.09		
US Treasury Note	4.250%	08/15/15	100,000.00	112,573.22	111,657.21	106,387.00
US Treasury Note	4.250%	11/15/17	50,000.00	58,786.13	58,786.13	55,672.00
US Treasury Note	4.000%	08/15/18	100,000.00	117,759.76	117,759.76	110,914.00
US Treasury Note	3.625%	02/15/21	280,000.00	279,733.19	232,168.75	215,828.00
US Treasury Note	4.750%	05/15/14	370,000.00		378,411.71	376,271.50
US Treasury Note	4.250%	11/15/13	120,000.00	124,453.12		
Verizon Communications Inc.	5.550%	02/15/16	50,000.00	57,833.50	57,833.50	54,681.00
Walgreen Co.	3.100%	09/15/22	50,000.00	50,659.00	50,659.00	46,874.50
Walmart Stores Inc	5.800%	02/15/18	50,000.00	61,579.50	61,579.50	57,779.50
Waste Management Inc.	4.750%	06/30/20	50,000.00	56,206.50	56,206.50	54,370.50
Wells Fargo & Co	4.600%	04/01/21	50,000.00	57,456.50	57,456.50	54,811.50
Xerox Corp.	4.250%	02/15/15	50,000.00	53,211.50	53,211.50	51,871.50
Total bonds				<u>\$ 4,511,743.74</u>	<u>\$ 4,487,690.26</u>	<u>\$ 4,291,320.95</u>
Total investments				<u>\$ 9,570,338.85</u>	<u>\$ 10,216,052.96</u>	<u>\$ 16,915,699.35</u>

## Schedule 6

## CONTRIBUTIONS PAID

THE FAIN FOUNDATION - TIN 75-6016679

Year 2013

<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	\$ 15,000.00
Arts Council, Wichita Falls Area The Kemp at The Forum 2120 Speedway Ave Wichita Falls, Texas 76308	Mystery Art Fest	5,000 00
Arts Council, Wichita Falls Area Kemp Center for the Arts 1300 Lamar St Wichita Falls, Texas 76301	Kemp Karnival	10,000 00
ARC of Wichita County 3115 Buchanan Street Wichita Falls, Texas 76308	Operating Budget	2,000 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 Burkburnett P O Box 2 Burkburnett, Texas 76354	Operating Budget	15,000.00
Boys & Girls Clubs of Wichita Falls, Inc. 1318 Sixth Street Wichita Falls, Texas 76301	Camp Operating Budget	10,000 00 1,000 00
Camp Fire Council of North Texas 2414 Ninth Street Wichita Falls, Texas 76309	Operating Budget	20,000 00
Child Advocates 808 Austin Street Wichita Falls, Texas 76301	Salary Assistance - Development Director	15,000 00
Child Care, Inc 1000 Lamar, Suite 432 Wichita Falls, TX 76301	Operating Budget	15,000 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Community Partners of North Texas/Rainbow House 1411 Tenth Street, Suite A Wichita Falls, Texas 76301	Operating Budget	5,000 00
Christian Women's Job Corps 2301 Ninth Street Wichita Falls, Texas 76301	5th Annual Tea	1,000.00
Christmas in Action 1006 Martin Luther King Junior Blvd. Wichita Falls, Texas 76301	Operating Budget Repairs	2,000.00 5,000.00
Community Healthcare Center 300 3rd Street Wichita Falls, Texas 76301	Operating Budget Endowment Fund	5,000.00 5,000.00
Girl Scouts of Texas Oklahoma Plains 2106 Kemp Blvd Wichita Falls, Texas 76309	Computers	7,000.00
Hands to Hands Community Fund P O Box 4641 Wichita Falls, Texas 76308	Operating Budget	15,000.00
Hospice of Wichita Falls, Inc. 4909 Johnson Road Wichita Falls, Texas 76310	Golf Tournament Outdoor Patio	5,000.00 2,500.00
Inheritance Adoptions 1007 Eleventh Street Wichita Falls, Texas 76301	Operating Budget	5,000.00
Interfaith Ministries 1006 11th St Wichita Falls, Texas 76301	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
Kemp at the Forum 2120 Speedway Wichita Falls, Texas 76308	Capital Campaign	50,000 00
Midwestern State University 3410 Taft Blvd Wichita Falls, Texas 76308	Women's Athletics Fantasy of Lights	10,000 00 2,500 00
Museum of North Texas History Wichita Falls, Texas	Operating Budget	5,000.00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
National Alliance on Mental Health Wichita Falls 1508 Tenth St. Wichita Falls, Texas 76301	Operating Budget	10,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Blvd , Ste. 218 Wichita Falls, Texas 76308	Operating Budget Emergency Grant	10,000 00 15,000 00
Northwest Texas Council Boy Scouts of America 3604 Maplewood Wichita Falls, Texas 76308	Operating Budget	1,500.00
Patsy's House 1411 10th Street Wichita Falls, Texas 76301	Operating Budget	5,000.00
Rathgeber Hospitality House 1615 Twelfth St. Wichita Falls, Texas 76301	Operating Budget Air Conditioner	5,000.00 5,000.00
River Bend Nature Center 2200 3rd Street Wichita Falls, Texas 76301	Operating Budget	30,000 00
Southside Youth Center 1205 Montgomery Wichita Falls, Texas 76302	Operating Budget	5,000.00
Straight Street 807 Austin St. Wichita Falls, Texas 76301	Capital Campaign	150,000 00
The Kitchen 1000 Burnett St. Wichita Falls, Texas 76301	Meals on Wheels	5,000 00
United Way, North Texas Area P O. Box 660 Wichita Falls, Texas 76307	Fashion Night	2,500.00
Whispers of Hope Horse Farm 3545 Parkhills Rd. Wichita Falls, Texas 76310	Hay	1,000.00
Wichita Adult Literacy Council 4309 Jacksboro Highway, Suite 105 Wichita Falls, Texas 76302	Operating Budget	10,000 00
Wichita Falls Area Community Foundation 807 8th Street, Suite 750 Wichita Falls, Texas 76301	Pride in the Falls Fund Extra Mile Fuel Fund	15,000 00 5,000.00

-4 Sch. 6 - Cont'd. - The Fain Foundation - Year 2013

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Wichita Falls Area Food Bank P. O. Box 623 Wichita Falls, Texas 76307	BackPack Program	7,500 00
Wichita Falls Ballet Theatre 1501 Midwestern Parkway, Suite 116 Wichita Falls, Texas 76302	Nutcracker sets, costumes Operating Budget	25,000 00 10,000 00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, Texas 76301	Guest Artist Sponsorship	3,000.00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Wichita Falls, Texas 76301	Operating Budget	1,000 00
YMCA 1010 Ninth Street Wichita Falls, Texas 76309	Operating Budget	2,000 00
Total contributions		<u>\$ 580,500 00</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 2013

<u>Officers and Directors - Part VIII</u>	<u>Title, and Average Hours Per Week Devoted to Position</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account, Other Allowances</u>	<u>Compensation</u>
Martha Fain Wichita Falls, Texas	Pres , Treas. & Director (1)	\$	\$	\$ 15,000.00
Mac W Cannedy, Jr. Wichita Falls, Texas	Vice-Pres , Sec., & Director (1)			15,000.00
Dennis D Cannedy Wichita Falls, Texas	Director (1)			15,000.00
Ann K Kouri Wichita Falls, Texas	Director (1)			15,000.00
John M. Kelly Wichita Falls, Texas	Director (1)			15,000 00
		<u>\$</u>	<u>\$</u>	<u>\$ 75,000 00</u>

Foundation Managers - Part XV

Martha Fain  
Wichita Falls, Texas

Minnie Rhea Wood - Date of Death 01/25/2003

(1) Time devoted to position - Nominal