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Form **990-PF**Department of the Treasury
Internal Revenue Service**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.

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning **NOV 1, 2013**, and ending **OCT 31, 2014**

Name of foundation Effie and Wofford Cain Foundation		A Employer identification number 75-6030774
Number and street (or P O box number if mail is not delivered to street address) 4131 Spicewood Springs Road	Room/suite A-1	B Telephone number 512-346-7490
City or town, state or province, country, and ZIP or foreign postal code Austin, TX 78759		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) \$ 127865293.	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		10000.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1509.	1509.		
4 Dividends and interest from securities		2301202.	2163882.		
5a Gross rents		71339.	71339.		
b Net rental income or (loss) 61296.					
6a Net gain or (loss) from sale of assets not on line 10		4796318.			
b Gross sales price for all assets on line 6a 26264634.					
7 Capital gain net income (from Part IV, line 2)			4886927.		
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 Stmt 1		336033.	336033.		
12 Total. Add lines 1 through 11		7516401.	7459690.		
13 Compensation of officers, directors, trustees, etc		393911.	28937.		364974.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		172334.	10898.		161436.
16a Legal fees Stmt 2		43899.	12212.		31687.
b Accounting fees					
c Other professional fees Stmt 3		408181.	392321.		15860.
17 Interest					
18 Taxes Stmt 4		210044.	53446.		24086.
19 Depreciation and depletion Stmt 5		5113.	416.		
20 Occupancy		31220.	2119.		29100.
21 Travel, conferences, and meetings		79249.	39414.		38101.
22 Printing and publications		2416.	1055.		1361.
23 Other expenses Stmt 6		28483.	9193.		26132.
24 Total operating and administrative expenses. Add lines 13 through 23		1374850.	550011.		692737.
25 Contributions, gifts, grants paid Stmt 7A		4957450.			4957450.
26 Total expenses and disbursements. Add lines 24 and 25		6332300.	550011.		5650187.
27 Subtract line 26 from line 12		1184101.			
a Excess of revenue over expenses and disbursements			6909679.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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2013.04000 Effie and Wofford Cain Foun 353403_2

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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			0.	0.
	2	Savings and temporary cash investments		4673927.	5638542.	5638542.
	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 Stmt 8		1076046.	1096107.	1095707.
	b	Investments - corporate stock Stmt 9		72559411.	75363207.	99954653.
	c	Investments - corporate bonds Stmt 10		20264698.	17662085.	19295259.
	11	Investments - land, buildings, and equipment basis ▶ 391388.				
	Less: accumulated depreciation ▶ Stmt 11		391388.	391388.	375145.	
12	Investments - mortgage loans					
13	Investments - other Stmt 12		327185.	327185.	1176039.	
14	Land, buildings, and equipment basis ▶ 254535.					
	Less: accumulated depreciation Stmt 13 ▶ 178515.		77778.	76020.	329948.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		99370433.	100554534.	127865293.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable Stmt 7B		5679000.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	5679000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		57555853.	57565853.	
	29	Retained earnings, accumulated income, endowment, or other funds		41814580.	37309681.	
	30	Total net assets or fund balances		99370433.	94875534.	
31	Total liabilities and net assets/fund balances		99370433.	100554534.		

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	99370433.
2	Enter amount from Part I, line 27a	2	1184101.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	100554534.
5	Decreases not included in line 2 (itemize) ▶ Increase in grants payable	5	5679000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	94875534.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Stmt. 14	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 26264634.		21377707.	4886927.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			4886927.
b			
c			
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	4886927.
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	5393355.	117267439.	.045992
2011	5472142.	110519663.	.049513
2010	4454695.	111899814.	.039810
2009	5278311.	103679750.	.050910
2008	6554778.	93799707.	.069881

2 Total of line 1, column (d)	2	.256106
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	.051221
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	125711236.
5 Multiply line 4 by line 3	5	6439055.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	69097.
7 Add lines 5 and 6	7	6508152.
8 Enter qualifying distributions from Part XII, line 4	8	5653354.

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	138194.
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	138194.
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	138194.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	203590.	
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	203590.	
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	65396.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 65396. Refunded ☐	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
b 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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ Texas		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► <u>Effie and Wofford Cain Foundation</u> Telephone no ► <u>512-346-7490</u> Located at ► <u>4131 Spicewood Springs Road, #A-1, Austin, TX</u> ZIP+4 ► <u>78759</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?	☐ 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? If "Yes," list the years ►	☐ Yes ☒ 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)	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
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

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d (continued)

7b

Information About Officers, Direct Paid Employees, and Contractors

(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
Stmt. 15				
	[REDACTED]	393911.	172334.	0.
				-

[illegible]

▶ 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	120305661.
b	Average of monthly cash balances	1b	5739756.
c	Fair market value of all other assets	1c	1580203.
d	Total (add lines 1a, b, and c)	1d	127625620.
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	127625620.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1914384.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	125711236.
6	Minimum investment return. Enter 5% of line 5	6	6285562.

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	6285562.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	138194.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	138194.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6147368.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6147368.
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	6147368.

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	5650187.
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	3167.
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	5653354.
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.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5653354.

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.

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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				6147368.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			5586539.	
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 ▶ \$ 5653354.				
a Applied to 2012, but not more than line 2a			5586539.	
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				66815.
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				6080553.
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				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

1 Information Regarding Foundation Managers:

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

Wofford and Effie Marie Cain (both deceased)

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

None

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

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

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

Stmt 16

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

Stmt 16

- c Any submission deadlines**

Stmt 16

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

Stmt 16

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				
Stmt. 7A				4957450.
Total			3a	4957450.
b Approved for future payment				
Stmt. 7B				5679000.
Total			3b	5679000.

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

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

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, this is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

3.16.15
Date

Executive Director

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

flavor Yes ☐ No ☐

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐
self-employed

PTIN	
------	--

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013**Name of the organization**

Effie and Wofford Cain Foundation

Employer identification number

75-6030774

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
Effie and Wofford Cain Foundation	75-6030774

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Frank W. Denius 3500 Jefferson Street, Suite 315 Austin, TX 78731	\$ 10000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Statement 1

Part I, Line 11 - Other Income:

Description	Column A	Column B
	Balance Per Books	Investment Income
Oil & Gas Royalty Income	334,742	334,742
Shareholders' litigation settlement	1,291	1,291
Total Other Income	336,033	336,033

Statement 2

Payee	Service	Column A	Column B	Column D
		Balance Per Books	Related to Investment Income	Disbursed for Charitable Purpose
Part I, Line 16a - Legal Fees				
Brorby, Crozier & Dobie, PC - fees	Legal and tax advice - Corporate	12,000	0	12,000
Carrington, Coleman, Sloman & Blumenthal	Legal advice - Corporate	12,212	12,212	0
Kuperman, Orr & Albers, PC	Legal advice - Property	19,687	0	19,687
Total Legal		43,899	12,212	31,687

Statement 3

Part I, Line 16c - Other Professional Fees

Smith Asset Management	Investment management	153,794	153,794	0
Clearbrook Investment Consulting	Investment consulting	63,444	63,444	0
Wellington Management	Investment management	47,768	47,768	0
JP Morgan Chase	Custodial/Investment management	44,548	44,548	0
UBS Financial	Investment management	43,018	43,018	0
Westwood Trust	Investment management	36,745	36,745	0
Frost National Bank	Plan sponsor for 401(k)	4,300	0	4,300
American Realty	Property services	3,650	0	3,650
JMD Consulting	Computer consulting	3,588	0	3,588
Star Inspection Services	Property services	2,100	0	2,100
Grantham, Mayo, Van Otterloo & Co, LLC	Investment management	2,038	2,038	0
Carley & McCaw, Inc	Form 5550 filing for 401(k)	1,422	0	1,422
Realty Tax Consultants	Property services	967	967	0
Square House	Property services	700	0	700
Maxwell, Locke & Ritter	Accounting consulting	100	0	100
Total Other Professional Fees		408,181	392,321	15,860

Statement 4

Part 1, line 18 - Taxes:

Description	Column A	Column B	Column D	Other
	Balance Per Books	Related to Investment Income	Disbursed for Charitable Purposes	
Payroll Taxes	25,603	1,742	23,860	
Ad Valorem Property Taxes	28,620	28,620	0	
Oil & Gas Production Tax	14,104	14,104	0	
Personal Property Taxes	240	14	226	
Foreign Dividend Taxes	478	478	0	
Excise Tax	141,000	0	0	141,000
K-1 adjustments	0	8,488	0	
Total	210,044	53,446	24,086	141,000

Taxes on office property are listed on Part I, Line 20

Statement 5

Part I, Line 19 - Depreciation and Depletion

-----Current Expense-----									
Column A					Column B		Accum		
Date Acquired	Cost	Recovery Period	Method Used	Rate	Balance Per Books	Related to Inv Income	Other	Disposed	Accum as of 10/31/14
Depreciation									
Office Furn & Fixtures	467	5 Yrs	SL	0%	0	0	0	0	467
Office Furn & Fixtures	259	5 Yrs	SL	0%	0	0	0	0	259
Office Furn & Fixtures	1,180	5 Yrs	SL	0%	0	0	0	0	1,180
Office Furn & Fixtures	1,655	5 Yrs	SL	0%	0	0	0	0	1,655
Office Furn & Fixtures	1,169	5 Yrs	SL	0%	0	0	0	0	1,169
Office Furn & Fixtures	48	7 Yrs	SL	0%	0	0	0	0	48
Office Furn & Fixtures	250	7 Yrs	SL	0%	0	0	0	0	250
Office Furn & Fixtures	260	7 Yrs	SL	0%	0	0	0	0	260
Office Furn & Fixtures	5,793	7 Yrs	SL	0%	0	0	0	0	5,793
Office Furn & Fixtures	10,931	7 Yrs	SL	0%	0	0	0	0	10,931
Office Furn & Fixtures	3,941	7 Yrs	SL	0%	0	0	0	0	3,941
Office Furn & Fixtures	792	7 Yrs	SL	0%	0	0	0	0	792
Office Furn & Fixtures	399	7 Yrs	SL	0%	0	0	0	0	399
Office Furn & Fixtures	3,485	7 Yrs	SL	0%	0	0	0	0	3,485
Office Furn & Fixtures	3,955	7 Yrs	SL	0%	0	0	0	0	3,955
Office Furn & Fixtures	1,821	7 Yrs	SL	0%	0	0	0	0	1,821
Office Furn & Fixtures	3,915	7 Yrs	SL	0%	0	0	0	0	3,915
Office Furn & Fixtures	750	7 Yrs	SL	14%	107	4	103	0	695
Office Equipment	450	5 Yrs	SL	0%	0	0	0	0	450
Office Equipment	80	5 Yrs	SL	0%	0	0	0	0	80
Office Equipment	90	5 Yrs	SL	0%	0	0	0	0	90
Office Equipment	628	5 Yrs	SL	0%	0	0	0	0	628
Office Equipment	0	5 Yrs	SL	0%	0	0	0	0	0
Office Equipment	1,595	5 Yrs	SL	0%	0	0	0	0	1,595
Office Equipment	800	5 Yrs	SL	0%	0	0	0	0	800
Office Equipment	2,713	5 Yrs	SL	0%	0	0	0	0	2,713
Office Equipment	935	5 Yrs	SL	0%	0	0	0	0	935
Office Equipment	889	5 Yrs	SL	20%	178	8	169	0	800
Data Processing Equipment	1,188	5 Yrs	SL	0%	0	0	0	1,188	0
Data Processing Equipment	200	5 Yrs	SL	0%	0	0	0	200	0
Data Processing Equipment	11,019	5 Yrs	SL	0%	0	0	0	10,120	899
Data Processing Equipment	2,698	5 Yrs	SL	20%	540	43	497	0	2,428
Data Processing Equipment	1,499	5 Yrs	SL	20%	300	8	292	0	750
Data Processing Equipment	3,356	5 Yrs	SL	10%	336	21	314	0	336
Office Condo - Building	115,091	31.5 Yrs	SL	3%*	3,653	331	3,322	0	82,661
Office Refurbishment	38,085	7 Yrs	SL	0%	0	0	0	0	38,085
Office Refurbishment	4,251	7 Yrs	SL	0%	0	0	0	0	4,251
Total Depreciation	226,636				5,113	416	4,697	11,508	178,515

Statement 5

Part 1, Line 19 - Depreciation and Depletion

	Date Acquired	Cost	Recovery Period	Method Used	Rate	Accum as of 10/31/13	-----Current Expense-----			Accum as of 10/31/14
							Column A	Column B	Other	
							Balance Per Books	Related to Inv Income	Disposed	
Depletion										
Oil & Gas Properties	1980	17,418	Life of Reserve	Cost	0	12,043	0	0	0	12,043
Total Depletion						12,043	0	0	0	12,043
Total Depreciation and Depletion						196,953	5,113	416	11,508	190,558

* Annual rate of 3.1746%

F = First year 1/2 annual rate L = Last year 1/2 annual rate

Statement 6

Part 1, Line 23 - Other Expenses:

Description	Column A	Column B	Column D
	Balance Per Books	Related to Investment Income	Disbursed for Charitable Purposes
Office Supplies	1,128	65	1,063
Pantry Supplies	588	34	554
Data Processing Supplies	7,371	426	6,945
Property Repairs	0	0	0
Property & Liability Insurance	12,508	506	12,002
Investment Property & Liability Insurance	934	934	0
Membership Dues	2,699	16	2,682
Direct Charitable	162	0	162
Miscellaneous	3,093	369	2,724
Other Deductions (K-1s)	0	6,842	0
Total	28,483	9,193	26,132

Statement 7 Page 1 of 8

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Human Needs and Services			
Athens Samaritans	Public	General support	15,000
PO Box 350, Athens, TX 75751			
Building Homes for Heroes	Public	General support	150,000
65 Roosevelt Avenue, Ste. 105, Valley Stream, NY 11581			
Caritas of Austin	Public	General support	17,500
PO Box 1947, Austin, TX 78767			
CASA of Trinity Valley	Public	General support	10,000
PO Box 2259, Athens, TX 75751			
Center for Child Protection	Public	General support	12,500
8509 FM 969, Building 2, Austin, TX 78724			
Colleagues, The	Public	General support	2,500
3312 Pico Blvd., Santa Monica, CA 90405			
Comfort Crew for Military Kids	Public	General support	12,000
9020 N. Capital of Texas Hwy., Bldg. 1, Ste. 200, Austin, TX 78759			
Henderson County Community Partners	Public	General support	1,700
115 S. Murchison, Athens, TX 75751			
Henderson County Food Pantry	Public	General support	25,000
715 E. Corsicana, Athens, TX 75751			
Henderson County United Way	Public	General support	7,500
PO Box 1435, Athens, TX 75751			
Hill Country Community Foundation	Public	General support	1,000
301 Junction Hwy. 345, Kerrville, TX 78028			
La Pasadita	Public	General support	1,000
8800 Business Park Drive, #200, Austin, TX 78759			
Lubbock Area Foundation	Public	General support	2,500
2509 80th Street, Lubbock, TX 79423			

Statement 7 Page 2 of 8

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Make-A-Wish Foundation - Central & South Texas 2224 Walsh Tarlton Lane, Suite 200, Austin, TX 78746	Public	General support	6,000
Make-A-Wish Foundation - North Texas Northeast Regional Office, 102 N. College, Tyler, TX 75702	Public	General support	6,000
March of Dimes Foundation 11044 Research Blvd., #A-210, Austin, TX 78759	Public	General support	7,500
Meals on Wheels Ministries PO Box 5475, Tyler, TX 75712	Public	General support	15,000
People's Community Clinic 2909 N. IH-35, Austin, TX 78722	Public	General support	5,000
Ronald McDonald House Charities 403 E. 15th Street, Austin, TX 78701	Public	General support	2,500
Salvation Army-Austin 501 E. 8th Street, Austin, TX 78701	Public	General support	50,000
St. Vincent Citizens Nutrition Program 2131 West Third Street, Los Angeles, CA 90057-0992	Public	General support	62,500
TPFC Foundation 805 Morningside Drive, San Antonio, TX 78209-5525	Public	General support	5,000
West Austin Care Givers 2601 Exposition Blvd., Austin, TX 78703	Public	General support	5,000
Total Human Needs and Services			422,700
Public and Community Benefit			
Austin Community Foundation PO Box 5159, Austin, TX 78763	Public	General support	28,000
Cain Center, Inc. 915 S. Palestine, Athens, TX 75751	Public	General support	30,000

Statement 7 Page 3 of 8

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Children's Crisis Prevention Network PO Box 2464, Athens, TX 75751	Public	General support	2,500
City of Athens, Texas 508 E. Tyler Street, Athens, TX 75751	Public	General support	10,000
Congressional Medal of Honor Foundation 5600 Tennyson Parkway, #190, Plano, TX 75024	Public	General support	10,000
East Texas Arboretum & Botanical Society 1601 Patterson Road, Athens, TX 75751	Public	Henderson County Veterans Memorial	11,000
Henderson County Historical Society 217 N. Prairieville, Athens, TX 75751	Public	General support	2,000
KIDFISH Foundation 413 S. Carroll Street, Athens, TX 75751	Public	General support	3,000
Public Library Fund 121 S. Prairieville, Athens, TX 75751	Public	General support	35,000
Van Cliburn Foundation 201 Main Street, Ste. 100, Fort Worth, TX 76102	Public	General support	15,000
Total Public and Community Benefit			146,500
Cultural Institutions			
Program Presentation and Support			
ASCAP Foundation One Lincoln Plaza, New York, NY 10023-7142	Public	General support	25,000
Athens Historical Preservation PO Box 350, Athens, TX 75751	Public	General support	13000
Austin Film Festival 1801 Salina Street, Austin, TX 78702	Public	General support	10,000

Statement 7 Page 4 of 8

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
East Texas Arboretum & Botanical Society 1601 Patterson Road, Athens, TX 75751 Total Cultural Institutions	Public	General support	21,000 69,000
Scientific and Medical Institutions Research and Treatment			
American Heart Association 10900-B Stone Lake Blvd., Ste. 320, Austin, TX 78759 Children's Burn Foundation 4929 Van Nuys Blvd., Sherman Oaks, CA 91403 Children's Cancer Fund of Dallas 2900 Live Oak, Dallas, TX 75204 Cure Duchenne 3800 N. Lamar Blvd., Ste. 138, Austin, TX 78756 Daughters of Charity of St. Vincent de Paul (Seton) 1201 West 38th Street, Austin, TX 78705 Disciples Clinic PO Box 1757, Athens, TX 75751 East Texas Medical Center 2000 S. Palestine, Athens, TX 75751 Hospice Austin 4107 Spicewood Springs Road, Suite 100, Austin, TX 78759 Leukemia & Lymphoma Society 8001 Centre Park, #150, Austin, TX 78754 Texas Scottish Rite Hospital 2222 Welborn Street, Dallas, TX 75219	Public Public Public Public Public Public Public Public Public Public Public Public Public	General support General support General support General support General support General support General support General support General support General support General support General support General support	4,000 5,000 15,000 2,500 28,000 5,000 3,000 5,500 2,500 30,000

Statement 7 Page 5 of 8

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
University of Texas System	Public	Endowment enhancement	2,821,000
601 Colorado Street, Austin, TX 78701-2982			
Zale Lipshy University Hospital	Public	General support	15,000
5151 Harry Hines Blvd., Dallas, TX 75235			
Total Research and Treatment			2,936,500

Educational Institutions

Scholarships and Awards

Athens Independent School District	Public	Scholarships	1,500
104 Hawn Street, Athens, TX 75751			
Grammy Foundation	Public	Scholarships	7,500
3402 Pico Blvd., Santa Monica, CA 90405			
Kappa Alpha Order Educational Foundation	Public	Scholarships	3,000
PO Box 1865, Lexington, VA 24450			
National Football Foundation	Public	Scholarships	12,000
21st at San Jacinto, Bellmont Hall, Austin, TX 78705			
North American Folk Music & Dance Alliance	Public	Scholarships	10,000
509 Delaware #101, Kansas City, MO 64105			
Southern Methodist University	Public	Scholarships	250,000
6425 Boaz Lane, Dallas, TX 75205			
Texas A&M Foundation	Public	Endowed scholarships	50,000
1501 Texas Avenue, South, College Station, TX 77840			
Trinity Valley Community College	Public	Scholarships	8,000
100 Cardinal Drive, Athens, TX 75751			
University of Texas at Austin	Public	Endowed scholarships	5,000
2400 Inner Campus Drive, Austin, TX 78712			

Statement 7 Page 6 of 8

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Visitation Academy of St. Louis County 3020 N. Ballas Road, St. Louis, MO 63131 Total Scholarships and Awards	Public	Scholarships	10,000 357,000
Educational Institutions			
Educational Programs			
Athens High School 708 E. College Street, Athens, TX 75751 Austin Community Foundation 4315 Guadalupe Street, #300, Austin, TX 78751 Tagai Mentorship Program 3322 RR 620 South, Austin, TX 78738 University of Texas System 601 Colorado Street, Austin, TX 78701-2982 University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712 Total Educational Programs	Public Public Public Public Public	General support General support General support General support General support	20,000 60,000 750 14,000 3,000 97,750
Educational Institutions			
Special Programs			
Ex-Students' Association 2110 San Jacinto, Austin, TX 78712 Fisher High Alumni Association PO Box 430, DeSoto, TX 75123-0430	Public Public	General support General support	5,000 40,000

Statement 7 Page 7 of 8

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Heroes & Heritage 1141 N. Loop 1604 E, Ste. 105-157, San Antonio, TX 78232-1339	Public	General support	2,500
Kappa Kappa Gamma Foundation 2001 University Avenue, Austin, TX 78705	Public	General support	25,000
Rise School of Austin 5206 Balcones Drive, Austin, TX 78731	Public	General support	6,000
St. Andrew's Episcopal School 1112 West 35th Street, Austin, TX 78705	Public	General support	1,000
University of Texas System 601 Colorado Street, Austin, TX 78701-2982	Public	General support	5,000
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	Special programs	600,000
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	Special programs	43,000
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	General support	1,000
Total Special Programs			728,500
Educational Institutions Facilities and Equipment			
St. Andrew's Episcopal School 1112 West 35th Street, Austin, TX 78705	Public	Facility enhancements	4,000
Texas A&M University-Commerce Foundation 2600 S. Neal, Commerce, TX 75428	Public	Facility enhancements	100,000
Total Facilities and Equipment			104,000

Statement 7 Page 8 of 8

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Religious Institutions			
Religious Programs and Projects			
Fellowship of Christian Athletes 1011 E. 53 1/2 Street, Suite 200, Austin, TX 78751	Public	General support	5,000
First Presbyterian Church 306 East Tyler Street, Athens, TX 75751	Public	General support	20,000
Good Shepherd Episcopal Church 2206 Exposition Blvd., Austin, TX 78703	Public	General support	20,000
Ministry of Challenge 1500 East 12th Street, Austin, TX 78702	Public	General support	3,500
Ministry of Healing PO Box 7261, Tyler, TX 75711-7261	Public	General support	10,000
Mt. Dearborn Methodist Church PO Box 236, Great Falls, SC 29055	Public	General support	5,000
University Presbyterian Church 300 Bushnell Avenue, San Antonio, TX 78212	Public	General support	2,500
Westminster Presbyterian Church 3208 Exposition Blvd., Austin, TX 78763	Public	General support	20,000
Westminster Presbyterian Church 3208 Exposition Blvd., Austin, TX 78763	Public	General support	1,500
Young Life - Athens PO Box 520, Colorado Springs, CO 80901-0520	Public	General support	8,000
Total Religious Programs and Projects			95,500
Total Contributions			4,957,450

Statement 7B

Part XV, Line 3b - Grants and Contributions Approved for Future Payment

Recipient/Address	Status	Purpose	Amount
University of Texas System 601 Colorado Street, Austin, TX 78701-2982	Public	Endowment enhancement	5,679,000
Total future payments			5,679,000

Statement 8

Part II, Line 10a - Investments - US & State Government Obligations:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	Face Value	Column B Book Value	Column C Fair Market Value
GS TIPS	1,076,046	NA	1,096,107	1,095,707
Total US & State Government Obligations	1,076,046	0	1,096,107	1,095,707

Statement 9

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
Accenture PLC Class A	0	1,936	155,327	157,048
Activis	500,798	2,300	331,200	558,302
Agco Corporation	0	135	7,435	5,982
Agilent Technologies	0	90	5,188	4,975
Airgas	0	63	6,847	7,027
Alaska Air Group	294,654	10,000	186,866	532,300
Align Technology	0	8,900	500,004	468,318
Amdocs LTD	0	10,400	481,673	494,416
American Express Company	230,621	5,300	191,086	476,735
American Water Works Company	0	89	4,394	4,750
Ametek	307,101	9,250	258,340	482,388
Anadarko Petroleum Corporation	0	25	2,263	2,295
Analog Devices	56,372	0	0	0
Ansys	0	6,500	498,215	510,640
AOL	460,500	0	0	0
Apache Corporation	0	35	3,363	2,702
Apple	471,271	5,400	403,946	583,200
Aqua America	0	170	4,465	4,454
Aspen Technology	0	12,900	483,894	476,397
Automatic Data Processing	59,030	2,026	112,903	165,686
Avery Dennison Corporation	440,577	0	0	0
Axiall Corporation	0	125	5,493	5,038
Baker Hughes	0	63	4,389	3,336
Baxter International	78,658	2,452	156,933	171,983
BB&T Corporation	0	3,667	130,731	138,906
Blackrock	64,819	0	0	0
Boeing Company	386,846	3,700	386,846	462,167

Statement 9

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
Borg-Warner	446,101	0	0	0
C R Bard	0	3,300	484,748	541,101
Cameron International Corporation	0	50	3,284	2,978
Carbo Ceramics	0	93	10,593	4,805
Caterpillar	81,744	1,752	163,307	177,670
Centerpoint Energy	0	388	9,838	9,525
Chart Industries	0	81	6,147	3,771
Chevron Corporation	484,010	3,900	403,339	467,805
Chicago Bridge & Iron Company	0	110	7,465	6,010
Chubb Corporation	444,502	5,200	436,115	516,672
Cimarex Energy Company	0	20	2,211	2,273
Cisco Systems	0	19,800	483,532	484,506
Clean Harbors	0	188	12,194	9,330
Coca Cola Enterprises	500,226	1,500	57,153	62,820
Colgate Palmolive Company	62,195	2,806	159,832	187,665
Comerica	0	9,800	484,409	467,852
ConocoPhillips	73,876	2,356	158,174	169,985
Consol Energy	0	128	5,108	4,710
Cooper Companies	256,406	0	0	0
Corelogic	449,208	0	0	0
Corning	26,852	2,000	31,819	40,860
Costco Wholesale Corporation	0	3,600	471,554	480,132
Covance	0	5,700	486,743	455,430
CSX Corporation	4,485	1,200	33,071	42,756
Cullen Frost Bankers	1,378,063	100,136	1,378,063	8,091,990
Danaher Corporation	0	88	6,999	7,075
Darling Ingredients	0	336	7,020	5,914
Devon Energy Corporation	0	52	3,893	3,120

Statement 9

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
Discover Financial Services	460,860	8,100	388,850	516,618
DST Systems	0	5,400	475,394	520,290
DTE Energy Company	0	40	3,092	3,286
DXP Enterprises	0	58	4,467	3,845
Ecolab	0	48	5,310	5,339
Emerson Electric Company	0	100	6,671	6,406
Energen Corporation	0	94	7,228	6,364
EOG Resources	0	99	11,336	9,410
EQT Corporation	0	39	3,969	3,668
ExxonMobil Corporation	188,876	4,800	175,044	464,208
F5 Networks	0	4,100	472,520	504,218
Facebook-A	0	7,400	452,316	554,926
Fifth Third Bancorp	0	6,385	136,473	127,636
Flowsolve Corporation	0	248	18,458	16,862
Fluor Corporation	0	73	5,573	4,843
Ford Motor Company	16,380	2,500	41,106	35,225
Freeport-McMoran Cooper & Gold	32,488	1,000	32,488	28,500
Generac Holdings	0	83	3,745	3,763
General Mills	67,996	3,004	140,025	156,088
General Motors Company	0	1,000	34,805	31,400
Gentex Corporation	378,235	15,500	378,235	507,470
Gilead Sciences	0	6,000	491,763	672,000
Halliburton Company	0	76	5,151	4,191
Helmerich & Payne	273,557	4,350	190,396	377,667
Hess Corporation	0	28	2,687	2,375
Hewlett-Packard Company	463,756	14,800	379,204	531,024
Home Depot	205,340	7,862	334,070	766,702

Statement 9

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
Honeywell International	0	66	6,234	6,344
Ilex Corporation	0	125	10,213	9,364
Illinois Tool Works	51,320	1,865	123,540	169,808
Intel Corporation	0	1,000	23,874	34,010
Jacobs Engineering Group	0	98	5,245	4,650
Johnson & Johnson	422,421	6,497	465,060	700,247
JP Morgan Chase & Company	561,551	15,480	584,845	936,230
Kimberly-Clark Corporation	400,940	4,400	383,486	502,788
Kinder Morgan Management LLC	0	46	3,721	4,376
Kirby Company	0	39	4,594	4,313
Kroger Company	305,375	10,200	247,512	568,242
Lincoln Electric Holdings	0	80	5,644	5,798
Marathon Oil Corporation	0	115	4,455	4,071
Mastec	0	157	4,498	4,496
McDonalds Corporation	127,287	2,123	198,345	198,989
McKesson Corporation	177,207	2,675	144,742	544,122
MRC Global	0	160	4,320	3,365
Murphy USA	0	84	4,167	4,813
Nabors Industries	0	183	4,969	3,267
National-Oilwell Varco	459,097	5,800	366,284	421,312
Nestle A Sponsored ADR	0	1,000	74,657	73,330
NetApp	391,479	0	0	0
Newfield Exploration Company	0	318	13,451	10,370
Nextera Energy	60,269	1,850	138,325	185,407
Nisource	0	111	4,363	4,669
Noble Energy	0	59	4,262	3,400
Nucor Corporation	0	85	4,201	4,595

Statement 9

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
Occidental Petroleum Corporation	33,048	2,170	205,414	192,978
Omnicare	307,075	0	0	0
PDC Energy	0	32	1,837	1,399
Pentair LTD	0	60	4,343	4,023
Pepsico	67,148	1,838	137,540	176,760
Perkinelmer	0	72	3,398	3,126
Phillips 66	0	62	4,969	4,867
Pioneer Natural Resources Company	0	13	2,843	2,458
PNC Financial Services Group	0	1,609	135,155	139,002
Praxair	0	39	5,170	4,914
Priceline.com	346,632	0	0	0
Procter & Gamble Company	66,719	2,817	209,387	245,840
QEP Resources	0	113	3,625	2,833
Quanta Services	0	226	7,774	7,702
Questar Corporation	0	293	7,262	7,064
Resmed	305,996	0	0	0
Rock-Tenn Company, Class A	366,940	0	0	0
Rockwell Automation	440,930	4,000	392,240	449,400
Roper Industries	0	37	5,421	5,857
Royal Dutch Shell PLC	0	47	3,750	3,374
Sandisk Corporation	457,031	0	0	0
Schlumberger LTD	0	45	5,096	4,440
SEM Group Corporation	0	58	4,612	4,452
Sempra Energy	0	45	4,686	4,950
Siemens ADR	27,722	700	82,504	78,918
SKF AB	0	219	5,562	4,398
Southwestern Energy Company	0	229	9,437	7,445

Statement 9

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
SPDR S&P Homebuilders ETF	29,171	1,500	44,819	46,695
Staples	71,995	0	0	0
Starbucks Corporation	439,682	6,200	439,682	468,472
Superior Energy Services	0	89	3,054	2,238
Target Corporation	77,617	2,865	173,084	177,114
The Priceline Group	0	400	277,306	482,484
Timken Company	0	136	6,569	5,847
Tortoise MLP & Pipeline-INS	0	0	44,100	42,089
Travelers Companies	418,954	5,300	342,819	534,240
Trinity Industries	0	171	7,415	6,106
Unilever PLC ADR	0	700	27,684	28,161
Union Pacific Corporation	0	5,000	446,220	582,250
United Parcel Service, Class B	76,280	1,691	162,517	177,403
US Bancorp Del	370,867	0	0	0
Valero Energy Corporation	430,792	8,700	331,672	435,783
Veolia Environnement ADR	0	171	3,310	2,782
VMWare, Class A	447,422	0	0	0
Wabtec Corporation	329,071	6,100	244,482	526,430
Western Digital Corporation	432,951	0	0	0
Whirlpool Corporation	434,203	0	0	0
Williams Companies	0	64	3,684	3,553
Wyndham Worldwide Corporation	0	6,600	497,104	512,622
Xilinx Corporation	56,175	0	0	0
Xylem Incorporation	0	66	2,479	2,400
Chase Multi-Strategy Hedge Fund (Class C-A Series)	4,250,000	5,977	5,250,000	8,139,038
Vanguard Institutional Index Fund	8,880,873	58,537	6,400,467	10,841,575
Vanguard Small-Cap Index Fund	4,681,459	104,929	3,256,657	5,815,140

Statement 9

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year	
	Column A Book Value	Column B Book Value	Column C Fair Market Value
Vanguard Total Index Fund	3,416,102	3,537,827	3,720,523
Vanguard FTSE European ETF	0	1,003,200	893,805
Harbor International	6,500,000	7,401,864	7,816,512
Pimco All Asset Fund	9,213,458	6,936,661	7,084,389
SPDR Gold Trust	345,995	345,995	416,842
Ishares Gold Trust	48,285	48,191	34,050
Wellington Inflation Hedges	4,386,358	4,441,287	4,992,189
Westwood	7,204,613	8,590,757	9,391,572
GMO Benchmark-Free Fund	4,994,500	7,186,483	7,173,650
Total Corporate Stock	72,559,411	75,363,207	99,954,653

Statement 10

Part II, Line 10c - Investments - Corporate Bonds:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	Par/Face Value	Column B Book Value	Column C Fair Market Value
Baird FDS	2,911,750	NA	2,965,698	2,974,739
Pimco Global Bond Fund	3,062,245	NA	0	0
UBS Financial	9,836,635	NA	9,524,738	9,589,092
GS Corporate Credit Investment Fund	4,454,068	NA	5,171,648	6,731,428
Total Corporate Bonds	20,264,698	0	17,662,085	19,295,259

Statement 11

Part II, Line 11 - Investments - Land, Buildings and Equipment:

Description	Basis	Beginning of Tax Yr	End of Tax Year		
			Column A Book Value	Column B Accum. Depletion	Column C Book Value
Real Estate - Block 124, Dallas, Texas	391,388	391,388		0	391,388
Total	391,388	391,388		0	391,388

Statement 12

Part II, Line 13 - Investments - Other:

Description	Basis	Beginning of Tax Yr	End of Tax Year		
			Column A Book Value	Column B Accum. Depletion	Column C Book Value
Oil & Gas Royalty Interests (Producing)	323,099	323,099		12,043	323,099
Oil & Gas Royalty Interests (Non-producing)	4,086	4,086		0	4,086
Total	327,185	327,185		12,043	327,185

See Statement 5 for analysis of Accumulated Depletion.

Statement 13

Part II, Line 14 - Land, Buildings and Equipment:

Description	Basis at 10/31/14	Beginning of Tax Yr		End of Tax Year	
		Column A Book Value	Accum. Depret'n	Column B Book Value	Column Fair Market Value
Depreciable Assets					
Office Equipment	8,179	267	8,090	89	868
Furniture & Fixtures	41,070	162	41,016	55	5,620
Data Processing Equipment	8,452	1,859	4,412	4,040	3,554
Office Refurbishment	42,336	0	42,336	0	42,336
Office Condo - Building	115,091	36,084	82,661	32,430	173,333
Subtotal	215,129	38,371	178,515	36,613	225,711
Non-depreciable Assets					
Furniture & Fixtures	10,195	10,195	0	10,195	10,195
Office Condo - Land	29,212	29,212	0	29,212	94,042
Subtotal	39,407	39,407	0	39,407	104,237
Total	254,535	77,778	178,515	76,020	329,948

See Statement 5 for analysis of Accumulated Depreciation, additions and disposals.

Statement 14

Part IV, Line 1 & 2 - Capital Gains and Losses for Tax on Investment Income

# of Shares	Description	*How Acquired	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
Publicly Traded Securities							
0	GMO Benchmark-free Allocation Fund gain distributions	P	Various	Various	25,195,386	21,255,249	3,940,136
823	Wellington Inflation Hedge	P	Various	Various	135,010	0	135,010
818	Wellington Inflation Hedge	P	Various	01-Nov-13	11,961	10,113	1,848
770	Wellington Inflation Hedge	P	Various	01-Feb-14	11,625	10,056	1,569
813	Wellington Inflation Hedge	P	Various	01-May-14	11,754	9,479	2,275
0	Wellington Inflation Hedge (K-1 adjustments)	x	Various	01-Aug-14	12,427	10,028	2,399
0	Westwood Common Fund Equity gain distribution	P	Various	31-Oct-11	0	80,494	(80,494)
0	Westwood Income Opportunity Fund gain distributions	P	Various	Various	711,344	2,286	709,057
0	Westwood Funds (K-1 adjustments)	x	Various	31-Oct-11	4,024	0	4,024
					171,103	0	171,103
Total Fixed Income					1,069,249	122,458	946,791
Total Publicly Traded Securities & Fixed Income					26,264,634	21,377,707	4,886,927

Statement 15

Part VIII, Line 1 - Officers, Directors, Trustees, Managers and Their Compensation:

(A) Name and Address	(B) Title and Average Hours per Week Devoted to Position	(C) Compensation	(D) Benefit and Retirement Plans	(E) Expense Account
Franklin W. Denius 3500 Jefferson Street, Suite 315 Austin, Texas 78731	Director, President 35.00 Hours per week	27,786	24,823	0
John C. Cain 102 W. Tyler Athens, Texas 75751	Director of Real Estate Vice President 34.00 Hours per week	27,786	25,630	0
Charmaine D. McGill 4131 Spicewood Springs, #A-1 Austin, TX 78759	Director, Vice President, Grants Administrator 32.00 Hours per week	72,711	22,394	0
F. Wofford Denius 4551 Glencoe Avenue, Suite 300 Marina del Rey, CA 90292-7925	Director of Legal Vice President 33.00 Hours per week	27,786	23,733	0
Lynn Fowler 4131 Spicewood Springs, #A-1 Austin, Texas 78759	Executive Director, Secretary & Treasurer 43.85 Hours per week	179,905	47,642	0
Mary Bratz 4131 Spicewood Springs, #A-1 Austin, Texas 78759	Business Manager, Assistant Secretary 40.15 Hours per week	57,937	28,112	0
		393,911	172,334	0

Statement 16

Part XV, Supplementary Information

Line 2a - Name and Address of the Person to Whom Applications Should be Addressed:

Mrs Lynn Fowler, Executive Director
The Cain Foundation
4131 Spicewood Springs Road, Suite A-1
Austin, Texas 78759
Telephone (512) 346-7490
FAX (512) 346-7491
Email. info@cainfoundation.org

Line 2b - Application Form

The Foundation does not accept unsolicited grant applications and no grants are made to or for the benefit of individuals

Line 2c - Submission Deadlines:

There are no submission deadlines

Line 2d - Restrictions or Limitations on Awards

The Foundation does not accept unsolicited grant applications and no grants are made to or for the benefit of individuals.