EXTENDED TO AUGUST 17, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: THE DOROTHY GAINES FOUNDATION

A Employer identification number: 20-1858697

Number and street (or P O box number if mail is not delivered to street address): P. O. BOX 257

Room/suite:

B Telephone number: 254-582-9561

City or town, state or province, country, and ZIP or foreign postal code: HILLSBORO, TX 76645

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,608,720.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| **Revenue** 1 | Contributions, gifts, grants, etc., received | 12,750. | | N/A | |
| 2 | Check ▶ ☐ if the foundation is not required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 2,443. | 2,443. | | STATEMENT 1 |
| 4 | Dividends and interest from securities | 40,076. | 40,054. | | STATEMENT 2 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 67,897. | | | |
| b | Gross sales price for all assets on line 6a 328,440. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 67,897. | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less Cost of goods sold | | | | |
| c | Gross profit or (loss) | | | | |
| 11 | Other income | | | | |
| 12 | **Total.** Add lines 1 through 11 | 123,166. | 110,394. | | |
| **Operating and Administrative Expenses** 13 | Compensation of officers, directors, trustees, etc | 3,500. | 1,750. | | 1,750. |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | | | | |
| 16a | Legal fees STMT 3 | 9,708. | 4,854. | | 4,854. |
| b | Accounting fees STMT 4 | 595. | 298. | | 297. |
| c | Other professional fees STMT 5 | 10,260. | 10,260. | | 0. |
| 17 | Interest | | | | |
| 18 | Taxes STMT 6 | 386. | 386. | | 0. |
| 19 | Depreciation and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | 504. | 252. | | 252. |
| 22 | Printing and publications | | | | |
| 23 | Other expenses STMT 7 | 1,037. | 519. | | 518. |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 25,990. | 18,319. | | 7,671. |
| 25 | Contributions, gifts, grants paid | 70,000. | | | 70,000. |
| 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 95,990. | 18,319. | | 77,671. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | 27,176. | | | |
| b | **Net investment income** (if negative, enter -0-) | | 92,075. | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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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 | 5,605. | 15,144. | 15,144. |
| | 2 | Savings and temporary cash investments | 6,432. | 6,432. | 9,866. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons | | | |
| | 7 | Other notes and loans receivable ▶ | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments - U.S. and state government obligations | | | |
| | b | Investments - corporate stock | | | |
| | c | Investments - corporate bonds | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other STMT 8 | 1,472,769. | 1,485,651. | 1,583,710. |
| | 14 | Land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I) | 1,484,806. | 1,507,227. | 1,608,720. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable | | | |
| | 22 | Other liabilities (describe ▶ STATEMENT 9 ) | 11,069. | 0. | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 11,069. | 0. | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | 0. | 0. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 1,473,737. | 1,507,227. | |
| | 30 | **Total net assets or fund balances** | 1,473,737. | 1,507,227. | |
| | 31 | **Total liabilities and net assets/fund balances** | 1,484,806. | 1,507,227. | |

**Part III** **Analysis of Changes in Net Assets or Fund Balances**

| | | | |
|---|---|---|---|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 1,473,737. |
| 2 | Enter amount from Part I, line 27a | 2 | 27,176. |
| 3 | Other increases not included in line 2 (itemize) ▶ ETHEL CURTIS TESTAMENTARY TRUST | 3 | 6,314. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,507,227. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,507,227. |

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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 | | | | |
| b | SEE ATTACHED STATEMENT | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | 328,440. | | 260,543. | 67,897. |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | 67,897. |

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 67,897.

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)) |
|---|---|---|---|
| 2013 | 68,973. | 1,511,587. | .045630 |
| 2012 | 51,617. | 1,353,432. | .038138 |
| 2011 | 9,691. | 1,112,635. | .008710 |
| 2010 | 2,239. | 52,151. | .042933 |
| 2009 | 569. | 31,831. | .017876 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .153287 |
| 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 | .030657 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 1,584,646. |
| 5 | Multiply line 4 by line 3 | 5 | 48,580. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 921. |
| 7 | Add lines 5 and 6 | 7 | 49,501. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 77,671. |

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.<br>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 | 921. |
| 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 | 921. |
| 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 | 921. |
| 6 Credits/Payments: | | | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 203. | | |
| 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 | 203. |
| 8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | | 8 | 15. |
| 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 10 ▶ | | | 9 | 733. |
| 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 2015 estimated tax** ▶ | | **Refunded** ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | Yes | No |
|---|---|---|---|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? | 1b | | X |
| *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* | | | |
| c Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(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* | 2 | | 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* | 3 | | X |
| 4a Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? | 6 | 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* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶<br>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* | 8b | 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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## Part VII-A Statements Regarding Activities *(continued)*

| | | | | |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ N/A

14 The books are in care of ▶ ROBERT REYNOLDS Telephone no. ▶ 817-820-8117

Located at ▶ 3700 LANDS END STREET, FORT WORTH, TX ZIP+4 ▶ 76109-3231

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2014, 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? | 16 | | X |
| | See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶ | | | |

## 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)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| 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 2014? | 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No<br>If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here.<br>▶ ____, ____, ____, ____ | | | |
| 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 2014 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 2014.)* N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? | 4b | | X |

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

| | | | |
|---|---|---|---|
| 5a During the year did the foundation pay or incur any amount to: | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) | ☐ Yes ☒ No | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ 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 |
|---|---|---|---|---|
| SEE STATEMENT 13 | | 3,500. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |

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

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

**Total** number of other employees paid over $50,000 ▶ 0

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## Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

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

**Total** number of others receiving over $50,000 for professional services ▶ 0

## Part IX-A Summary of Direct Charitable Activities

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

## Part IX-B Summary of Program-Related Investments

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

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 1,573,602. |
| b | Average of monthly cash balances | 1b | 18,573. |
| c | Fair market value of all other assets | 1c | 16,603. |
| d | **Total** (add lines 1a, b, and c) | 1d | 1,608,778. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 1,608,778. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 24,132. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,584,646. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 79,232. |

## 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 | 79,232. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 — 2a: 921. | | |
| b | Income tax for 2014. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 921. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 78,311. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 78,311. |
| 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 | 78,311. |

## 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 | 77,671. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 77,671. |
| 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 | 921. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 76,750. |

**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)<br>Corpus | (b)<br>Years prior to 2013 | (c)<br>2013 | (d)<br>2014 |
|---|---|---|---|---|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 78,311. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | 64,786. | |
| b Total for prior years: ______ , ______ , ______ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | |
| a From 2009 | | | | |
| b From 2010 | | | | |
| c From 2011 | | | | |
| d From 2012 | | | | |
| e From 2013 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 77,671. | | | | |
| a Applied to 2013, but not more than line 2a | | | 64,786. | |
| 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 2014 distributable amount | | | | 12,885. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | 65,426. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2010 | | | | |
| b Excess from 2011 | | | | |
| c Excess from 2012 | | | | |
| d Excess from 2013 | | | | |
| e Excess from 2014 | | | | |

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon:<br>a "Assets" alternative test - enter:<br>(1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter:<br>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>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* | | | | |
| THE HUBBARD COMMUNITY AFFAIRS ASSOCIATION, INC<br>P.O. BOX 183<br>HUBBARD , TX 76648 | NONE | PC | EDUCATION | 1,850. |
| BYNUM ISD<br>P.O. BOX 68<br>BYNUM, TX 76631 | NONE | PC | EDUCATION | 10,000. |
| CASA OF MCLENNAN AND HILL COUNTIES<br>2223 AUSTIN AVE, STE D<br>WACO, TX 76701 | NONE | PC | CONTRIBUTION | 10,000. |
| CITY OF ITASCA<br>126 N. HILL STREET<br>ITASCA, TX 76055 | NONE | PC | CONTRIBUTION | 4,000. |
| CAMP FIRE USA FIRST TEXAS COUNCIL<br>2700 MEACHAM BLVD<br>FORT WORTH, TX 76137 | NONE | PC | CONTRIBUTION | 2,450. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 70,000. |
| *b Approved for future payment*<br>NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

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## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 2,443. | |
| 4 Dividends and interest from securities | | | 14 | 40,076. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 67,897. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 110,416. | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 110,416.

(See worksheet in line 13 instructions to verify calculations.)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| | |

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 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.

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |
| | | | |
| | | | |
| | | | |
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| | | | |

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

b If "Yes," complete the following schedule.

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

**Sign Here**

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

▶ Stephen V. Smith 6/4/15 ▶ DIRECTOR

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 | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| FRANK D. THOMPSON | Frank D. Thompson | 05/29/15 | | P00083242 |

Firm's name ▶ WEAVER AND TIDWELL, L.L.P.

Firm's EIN ▶ 75-0786316

Firm's address ▶ 2821 W. 7TH STREET, SUITE 700
FORT WORTH 76107

Phone no. 817.332.7905

**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

**2014**

**Name of the organization**

THE DOROTHY GAINES FOUNDATION

**Employer identification number**

20-1858697

**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 foundation |

Check 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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II See instructions for determining a contributor's total contributions.

**Special Rules**

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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) (2014)**

423451
11-05-14

| Name of organization | Employer identification number |
|---|---|
| THE DOROTHY GAINES FOUNDATION | 20-1858697 |

**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 | ESTATE OF DOROTHY GAINES<br>3704 LANDS END<br>HILLSBORO, TX 76109 | $ 12,750. | Person ☒<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions ) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |
| | | $ | Person ☐<br>Payroll ☐<br>Noncash ☐<br>(Complete Part II for noncash contributions.) |

**Name of organization**

THE DOROTHY GAINES FOUNDATION

**Employer identification number**

20-1858697

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| | | $ | |

Name of organization

THE DOROTHY GAINES FOUNDATION

Employer identification number

20-1858697

**Part III** *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $__________

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

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

| SOURCE | (A) REVENUE PER BOOKS | (B) NET INVESTMENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| BANK INTEREST | 2. | 2. | |
| NOTE RECEIVABLE #3 NET OF TRUST ALLOCATION | 2,435. | 2,435. | |
| SANFORD C. BERNSTEIN & CO LLC | 6. | 6. | |
| TOTAL TO PART I, LINE 3 | 2,443. | 2,443. | |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|---|---|
| SANFORD C. BERNSTEIN & CO LLC | 62,343. | 22,267. | 40,076. | 40,054. | |
| TO PART I, LINE 4 | 62,343. | 22,267. | 40,076. | 40,054. | |

## FORM 990-PF LEGAL FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | 9,708. | 4,854. | | 4,854. |
| TO FM 990-PF, PG 1, LN 16A | 9,708. | 4,854. | | 4,854. |

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| ACCOUNTING | 595. | 298. | | 297. |
| TO FORM 990-PF, PG 1, LN 16B | 595. | 298. | | 297. |

## FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INVESTMENT MANAGEMENT FEES | 10,260. | 10,260. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 10,260. | 10,260. | | 0. |

## FORM 990-PF TAXES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| FOREIGN TAXES | 386. | 386. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 386. | 386. | | 0. |

## FORM 990-PF OTHER EXPENSES STATEMENT 7

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| INSURANCE | 898. | 449. | | 449. |
| BANK SERVICE CHARGES | 30. | 15. | | 15. |
| POST OFFICE BOX RENTAL | 109. | 55. | | 54. |
| TO FORM 990-PF, PG 1, LN 23 | 1,037. | 519. | | 518. |

## FORM 990-PF OTHER INVESTMENTS STATEMENT 8

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| NOTE RECEIVABLE | COST | 0. | 0. |
| INVESTMENTS - SANFORD BERNSTEIN | COST | 1,485,651. | 1,583,710. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 1,485,651. | 1,583,710. |

## FORM 990-PF OTHER LIABILITIES STATEMENT 9

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|---|---|
| ETHEL CURTIS TRUST BENEFICIAL INTEREST IN BUXKEMPER NOTE | 11,069. | 0. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 11,069. | 0. |

## FORM 990-PF INTEREST AND PENALTIES STATEMENT 10

| | |
|---|---|
| TAX DUE FROM FORM 990-PF, PART VI | 718. |
| UNDERPAYMENT PENALTY | 15. |
| LATE PAYMENT INTEREST | 2. |
| LATE PAYMENT PENALTY | 4. |
| TOTAL AMOUNT DUE | 739. |

## FORM 990-PF LATE PAYMENT PENALTY STATEMENT 11

| DESCRIPTION | DATE | AMOUNT | BALANCE | MONTHS | PENALTY |
|---|---|---|---|---|---|
| TAX DUE | 05/15/15 | 718. | 718. | 1 | 4. |
| DATE FILED | 06/15/15 | | 718. | | |
| TOTAL LATE PAYMENT PENALTY | | | | | 4. |

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 12

| DESCRIPTION | DATE | AMOUNT | BALANCE | RATE | DAYS | INTEREST |
|---|---|---|---|---|---|---|
| TAX DUE | 05/15/15 | 718. | 718. | .0300 | 31 | 2. |
| DATE FILED | 06/15/15 | | 720. | | | |
| TOTAL LATE PAYMENT INTEREST | | | | | | 2. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| STEPHEN N. SMITH<br>62 WEST ELM STREET<br>HILLSBORO, TX 76645 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| MICHELLE CURTIS WADE<br>402 CHO STREET<br>HILLSBORO, TX 76645 | DIRECTOR<br>1.00 | 900. | 0. | 0. |
| ROBERT M. REYNOLDS<br>3700 LANDS END<br>FORT WORTH, TX 76109 | DIRECTOR<br>1.00 | 900. | 0. | 0. |
| JIMMY H. CURTIS, JR.<br>405 CHO STREET<br>HILLSBORO, TX 76645 | DIRECTOR<br>1.00 | 900. | 0. | 0. |
| MARCIA CURTIS-HORNSBY<br>9420 NORTHCLIFF DR.<br>DALLAS, TX 75218 | DIRECTOR<br>1.00 | 800. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 3,500. | 0. | 0. |

# Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746) January 1, 2014 - December 31, 201

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| SHORT-TERM | | | | | | | | |
| 03/19/2013 | 01/16/2014 | 10 | MARATHON PETROLEUM CORP | 85 40 | 88.14 | 854 00 | 881 37 | (27 37) |
| 03/20/2013 | 01/16/2014 | 25 | MARATHON PETROLEUM CORP | 85.40 | 90.61 | 2,135 01 | 2,265 36 | (130 35) |
| 05/06/2013 | 01/16/2014 | 15 | MARATHON PETROLEUM CORP | 85.40 | 79.53 | 1,281.01 | 1,192.95 | 88.06 |
| 02/28/2013 | 01/23/2014 | 30 | PATTERSON COS INC | 40.78 | 36.41 | 1,223.37 | 1,092.38 | 130.99 |
| 05/20/2013 | 01/23/2014 | 25 | PATTERSON COS INC | 40.78 | 38.84 | 1,019.47 | 970.99 | 48.48 |
| 04/05/2013 | 01/27/2014 | 20 | EBAY INC | 53.27 | 55.03 | 1,065.31 | 1,100.55 | (35 24) |
| 03/18/2013 | 01/31/2014 | 50 | ILLINOIS TOOL WORKS | 79.11 | 62.08 | 3,955.49 | 3,104 11 | 851.38 |
| 05/07/2013 | 01/31/2014 | 20 | ILLINOIS TOOL WORKS | 79.11 | 66.49 | 1,582.19 | 1,329 76 | 252.43 |
| 03/28/2013 | 02/03/2014 | 17 | CELGENE CORP | 151.54 | 114.49 | 2,576.24 | 1,946.39 | 629.85 |
| 11/22/2013 | 02/03/2014 | 5 | CELGENE CORP | 151.54 | 162 46 | 757 72 | 812.32 | (54 60) |
| 02/28/2013 | 02/03/2014 | 9 | INTL BUSINESS MACHINES CORP | 174 41 | 201 43 | 1,569 70 | 1,812 90 | (243 20) |
| 03/27/2013 | 02/03/2014 | 8 | INTL BUSINESS MACHINES CORP | 174.41 | 211 37 | 1,395.28 | 1,690 93 | (295.65) |
| 04/04/2013 | 02/07/2014 | 4 | WW GRAINGER INC | 234.08 | 222 94 | 936.33 | 891.77 | 44 56 |
| 02/19/2013 | 02/10/2014 | 3 | ***EVEREST RE GROUP LTD | 139.58 | 122 05 | 418.73 | 366.16 | 52 57 |
| 03/05/2013 | 02/10/2014 | 6 | ***EVEREST RE GROUP LTD | 139 58 | 127 30 | 837 46 | 763.80 | 73 66 |
| 02/28/2013 | 02/14/2014 | 35 | ***AMDOCS LTD | 44.05 | 36 51 | 1,541.67 | 1,277.97 | 263.70 |
| 05/21/2013 | 02/14/2014 | 15 | ***AMDOCS LTD | 44.05 | 36 41 | 660.71 | 546.15 | 114.56 |
| 05/01/2013 | 02/14/2014 | 10 | ALLERGAN INC | 124.62 | 99 54 | 1,246.19 | 995.41 | 250.78 |
| 03/27/2013 | 02/14/2014 | 10 | CHUBB CORP | 85.79 | 86 66 | 857 94 | 866 59 | (8 65) |
| 02/28/2013 | 02/20/2014 | 18 | CHEVRON CORP | 114 58 | 117.71 | 2,062 49 | 2,118.72 | (56.23) |
| 02/28/2013 | 02/20/2014 | 10 | KINDER MORGAN INC | 33.13 | 37.39 | 331 27 | 373.93 | (42.66) |
| 05/20/2013 | 02/20/2014 | 35 | KINDER MORGAN INC | 33.13 | 40.81 | 1,159.44 | 1,428.35 | (268 91) |
| 07/15/2013 | 02/20/2014 | 20 | KINDER MORGAN INC | 33.13 | 40.22 | 662.54 | 804.40 | (141.86) |
| 02/28/2013 | 02/20/2014 | 25 | WAL-MART STORES INC | 73.35 | 71.74 | 1,833.73 | 1,793.58 | 40 15 |
| 04/08/2013 | 02/20/2014 | 4 | WW GRAINGER INC | 248.56 | 223 81 | 994.24 | 895 25 | 98 99 |
| 02/28/2013 | 02/24/2014 | 145 | CONAGRA FOODS INC | 28 46 | 34.29 | 4,126.13 | 4,972 43 | (846 30) |
| 04/08/2013 | 02/25/2014 | 3 | WW GRAINGER INC | 251 30 | 223.81 | 753.89 | 671.43 | 82.46 |
| 08/26/2013 | 02/25/2014 | 5 | WW GRAINGER INC | 251.30 | 253 87 | 1,256 49 | 1,269.35 | (12.86) |
| 12/03/2013 | 02/27/2014 | 70 | GENERAL MOTORS CO | 36.40 | 37.90 | 2,547.99 | 2,652.76 | (104.77) |
| 07/22/2013 | 03/07/2014 | 50 | PULTE GROUP INC | 20.30 | 19.05 | 1,014 98 | 952.73 | 62 25 |
| 09/25/2013 | 03/27/2014 | 10 | PARKER HANNIFIN CORP | 118.03 | 109.09 | 1,180.34 | 1,090 89 | 89 45 |
| 07/19/2013 | 03/28/2014 | 15 | SCHLUMBERGER LTD | 98 14 | 82.99 | 1,472.11 | 1,244 81 | 227 30 |

# Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746) January 1, 2014 - December 31, 2014

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 09/25/2013 | 04/07/2014 | 7 | PARKER HANNIFIN CORP | 119.12 | 109.09 | 833.84 | 763 62 | 70 22 |
| 10/04/2013 | 04/09/2014 | 35 | VERISK ANALYTICS INC-CL A | 58.98 | 64.95 | 2,064.37 | 2,273.36 | (208.99) |
| 06/20/2013 | 04/10/2014 | 25 | CBS CORP-CLASS B NON VOTING | 61 45 | 47 36 | 1,536 28 | 1,184 04 | 352.24 |
| 05/30/2013 | 04/23/2014 | 1 | COSTCO WHOLESALE CORP | 114.44 | 113.08 | 114.44 | 113 08 | 1.36 |
| 05/30/2013 | 04/23/2014 | 10 | COSTCO WHOLESALE CORP | 114.44 | 113.08 | 1,144 41 | 1,130 77 | 13.64 |
| 06/04/2013 | 04/23/2014 | 4 | COSTCO WHOLESALE CORP | 114 44 | 110 67 | 457.77 | 442.69 | 15 08 |
| 10/23/2013 | 04/23/2014 | 16 | HASBRO INC | 54.94 | 50 19 | 879.05 | 803.11 | 75 94 |
| 05/24/2013 | 04/24/2014 | 20 | ELECTRONIC ARTS INC | 28.10 | 22.74 | 562.01 | 454 81 | 107 20 |
| 01/27/2014 | 04/28/2014 | 50 | FISERV INC | 56.38 | 56.19 | 2,818.80 | 2,809 46 | 9.34 |
| 07/10/2013 | 04/28/2014 | 95 | REGAL ENTERTAINMENT GROUP-A | 18 89 | 19.10 | 1,794.15 | 1,814 50 | (20.35) |
| 05/01/2013 | 04/29/2014 | 10 | ALLERGAN INC | 166.14 | 99 54 | 1,661 36 | 995.41 | 665.95 |
| 06/20/2013 | 05/01/2014 | 55 | CBS CORP-CLASS B NON VOTING | 57.77 | 47.36 | 3,177 32 | 2,604.88 | 572.44 |
| 07/16/2013 | 05/01/2014 | 15 | CBS CORP-CLASS B NON VOTING | 57 77 | 52.91 | 866.54 | 793 60 | 72 94 |
| 04/16/2014 | 05/20/2014 | 95 | NAVIENT CORP | 16.00 | 16.25 | 1,520.06 | 1,543.66 | (23.60) |
| 06/04/2013 | 05/30/2014 | 5 | COSTCO WHOLESALE CORP | 115.59 | 110.67 | 577.97 | 553 36 | 24 61 |
| 06/28/2013 | 05/30/2014 | 55 | GENWORTH FINANCIAL INC-CL A | 16.99 | 11.35 | 934 63 | 623.99 | 310.64 |
| 11/18/2013 | 06/05/2014 | 13 | FEDEX CORP | 143.09 | 137.38 | 1,860.16 | 1,785 94 | 74.22 |
| 11/21/2013 | 06/05/2014 | 6 | FEDEX CORP | 143 09 | 137.81 | 858 53 | 826.86 | 31.67 |
| 05/22/2014 | 06/10/2014 | 2 | TIME INC | 23.00 | 21.67 | 46 00 | 43.34 | 2.66 |
| 08/26/2013 | 06/12/2014 | 2 | COSTCO WHOLESALE CORP | 115.34 | 112 45 | 230.68 | 224 91 | 5.77 |
| 12/03/2013 | 06/12/2014 | 10 | NIKE INC -CL B | 74 91 | 78.98 | 749.10 | 789.80 | (40.70) |
| 02/27/2014 | 06/19/2014 | 15 | EBAY INC | 49.60 | 58.72 | 743 97 | 880 77 | (136 80) |
| 03/03/2014 | 06/25/2014 | 8 | F5 NETWORKS INC | 108.86 | 110.18 | 870.86 | 881 43 | (10.57) |
| 05/02/2014 | 06/26/2014 | 11 | VERTEX PHARMACEUTICALS INC | 91.85 | 67.86 | 1,010.35 | 746 48 | 263.87 |
| 10/15/2013 | 06/30/2014 | 110 | GANNETT CO | 31.12 | 26.31 | 3,423.39 | 2,893 75 | 529.64 |
| 11/25/2013 | 07/01/2014 | 10 | MEAD JOHNSON NUTRITION CO | 92.42 | 84 02 | 924.21 | 840 21 | 84.00 |
| 02/03/2014 | 07/14/2014 | 15 | HERSHEY CO/THE | 95.09 | 98.31 | 1,426.29 | 1,474 66 | (48.37) |
| 09/25/2013 | 07/14/2014 | 5 | PARKER HANNIFIN CORP | 123.21 | 109.09 | 616.04 | 545.45 | 70.59 |
| 03/03/2014 | 07/15/2014 | 5 | F5 NETWORKS INC | 110.52 | 110.18 | 552.62 | 550 90 | 1.72 |
| 10/23/2013 | 07/15/2014 | 24 | HASBRO INC | 53.83 | 50.19 | 1,291.80 | 1,204.67 | 87.13 |
| 02/27/2014 | 07/24/2014 | 40 | EBAY INC | 53.29 | 58.72 | 2,131.65 | 2,348.73 | (217 08) |
| 04/10/2014 | 07/24/2014 | 5 | EBAY INC | 53.29 | 54 95 | 266.46 | 274 73 | (8.27) |
| 09/25/2013 | 07/29/2014 | 18 | PARKER HANNIFIN CORP | 119.05 | 109.09 | 2,142.93 | 1,963.60 | 179.33 |

# Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746) *January 1, 2014 - December 31, 2014*

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 04/29/2014 | 08/04/2014 | 45 | MONDELEZ INTERNATIONAL-W/I | 36.38 | 35.66 | 1,636.89 | 1,604 62 | 32 27 |
| 10/18/2013 | 08/07/2014 | 15 | HESS CORP | 97 89 | 83.66 | 1,468.28 | 1,254 83 | 213.45 |
| 11/25/2013 | 08/27/2014 | 10 | MEAD JOHNSON NUTRITION CO | 94 98 | 84 02 | 949 79 | 840.21 | 109 58 |
| 10/24/2013 | 09/05/2014 | 10 | LINCOLN NATIONAL CORP | 54.39 | 44.41 | 543 86 | 444.15 | 99 71 |
| 04/11/2014 | 09/05/2014 | 14 | UNITED TECHNOLOGIES CORP | 108.74 | 114.84 | 1,522.30 | 1,607.73 | (85 43) |
| 06/20/2014 | 09/05/2014 | 9 | UNITED TECHNOLOGIES CORP | 108.74 | 118.09 | 978.62 | 1,062.82 | (84.20) |
| 02/03/2014 | 09/08/2014 | 8 | HERSHEY CO/THE | 91.98 | 98.31 | 735.85 | 786 49 | (50.64) |
| 02/18/2014 | 09/08/2014 | 22 | HERSHEY CO/THE | 91.98 | 105.58 | 2,023.59 | 2,322.87 | (299 28) |
| 02/03/2014 | 10/01/2014 | 35 | LORILLARD INC | 59 47 | 48 40 | 2,081.61 | 1,694 00 | 387 61 |
| 06/12/2014 | 10/03/2014 | 6 | ***COPA HOLDINGS SA-CLASS A | 109 22 | 139 32 | 655 32 | 835.93 | (180.61) |
| 06/27/2014 | 10/03/2014 | 7 | ***COPA HOLDINGS SA-CLASS A | 109.22 | 142.18 | 764.53 | 995.29 | (230 76) |
| 07/18/2014 | 10/03/2014 | 4 | ***COPA HOLDINGS SA-CLASS A | 109.22 | 153.59 | 436 88 | 614.38 | (177 50) |
| 09/08/2014 | 10/03/2014 | 25 | CBS CORP-CLASS B NON VOTING | 52.74 | 59 04 | 1,318 60 | 1,475 92 | (157.32) |
| 08/11/2014 | 10/13/2014 | 55 | DISCOVERY COMMUNICATION-A | 34.30 | 42.50 | 1,886.51 | 2,337.70 | (451 19) |
| 08/26/2014 | 10/13/2014 | 15 | DISCOVERY COMMUNICATION-A | 34.30 | 44 26 | 514 50 | 663 95 | (149.45) |
| 03/25/2014 | 10/15/2014 | 35 | LINEAR TECHNOLOGY CORP | 38.45 | 48.69 | 1,345 81 | 1,704 13 | (358.32) |
| 04/25/2014 | 10/15/2014 | 35 | LINEAR TECHNOLOGY CORP | 38.45 | 45 17 | 1,345 80 | 1,580 90 | (235 10) |
| 05/02/2014 | 10/15/2014 | 15 | LINEAR TECHNOLOGY CORP | 38 45 | 45.02 | 576.77 | 675 29 | (98 52) |
| 05/20/2014 | 10/15/2014 | 35 | LINEAR TECHNOLOGY CORP | 38.45 | 44 78 | 1,345.81 | 1,567.28 | (221 47) |
| 06/13/2014 | 10/17/2014 | 15 | HALLIBURTON CO | 52 69 | 66.90 | 790.37 | 1,003 52 | (213 15) |
| 03/06/2014 | 10/20/2014 | 75 | TWENTY-FIRST CENTURY FOX-A | 32.67 | 34 21 | 2,450.03 | 2,565.98 | (115.95) |
| 08/19/2014 | 10/20/2014 | 25 | TWENTY-FIRST CENTURY FOX-A | 32.67 | 35 75 | 816 68 | 893 66 | (76 98) |
| 06/05/2014 | 10/22/2014 | 18 | EOG RESOURCES INC | 94.00 | 107.50 | 1,691 97 | 1,935.05 | (243.08) |
| 06/20/2014 | 10/22/2014 | 7 | EOG RESOURCES INC | 94.00 | 117.17 | 657.99 | 820 16 | (162.17) |
| 02/11/2014 | 11/10/2014 | 5 | MONSTER BEVERAGE CORP | 106 90 | 72.71 | 534.52 | 363.54 | 170.98 |
| 12/04/2013 | 11/12/2014 | 15 | ASSURANT INC | 68.21 | 64 62 | 1,023 22 | 969.26 | 53 96 |
| 12/04/2013 | 11/24/2014 | 10 | ASSURANT INC | 68.28 | 64.62 | 682.78 | 646.17 | 36 61 |
| 02/05/2014 | 11/24/2014 | 12 | ASSURANT INC | 68.28 | 64.69 | 819.34 | 776.28 | 43 06 |
| 02/05/2014 | 12/04/2014 | 8 | ASSURANT INC | 68.97 | 64 69 | 551.73 | 517 52 | 34 21 |
| 02/04/2014 | 12/04/2014 | 7 | DTE ENERGY COMPANY | 82.50 | 67.37 | 577.47 | 471.62 | 105.85 |
| 03/27/2014 | 12/04/2014 | 2 | INTUITIVE SURGICAL INC | 510.72 | 428.67 | 1,021 43 | 857.34 | 164 09 |
| 01/31/2014 | 12/04/2014 | 25 | LINCOLN NATIONAL CORP | 56.12 | 48.02 | 1,402.89 | 1,200 41 | 202.48 |
| 02/11/2014 | 12/04/2014 | 7 | MONSTER BEVERAGE CORP | 106.39 | 72.71 | 744 75 | 508.96 | 235 79 |

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 07/17/2014 | 12/04/2014 | 11 | MURPHY OIL CORP | 49.28 | 66.67 | 542.06 | 733 37 | (191.31) |
| 02/04/2014 | 12/04/2014 | 84 | OFFICE DEPOT INC | 6 29 | 4.88 | 528 58 | 409.75 | 118.83 |
| 04/25/2014 | 12/04/2014 | 9 | SERVICENOW INC | 62.11 | 47.50 | 559 03 | 427 54 | 131.49 |
| 06/30/2014 | 12/05/2014 | 8 | CALIFORNIA RESOURCES CORP | 6.66 | 10 36 | 53.27 | 82 90 | (29 63) |
| 08/06/2014 | 12/05/2014 | 2 | CALIFORNIA RESOURCES CORP | 6.66 | 10 05 | 13 32 | 20.11 | (6.79) |
| 08/25/2014 | 12/05/2014 | 2 | CALIFORNIA RESOURCES CORP | 6 66 | 10 40 | 13 32 | 20.81 | (7.49) |
| 04/30/2014 | 12/12/2014 | 35 | DOVER CORP | 68 51 | 85.91 | 2,397.76 | 3,006.89 | (609 13) |
| 06/12/2014 | 12/12/2014 | 20 | DOVER CORP | 68.51 | 88 72 | 1,370.14 | 1,774.31 | (404.17) |
| 10/03/2014 | 12/12/2014 | 15 | DOVER CORP | 68.51 | 80 10 | 1,027.61 | 1,201.56 | (173.95) |
| 11/25/2014 | 12/12/2014 | 15 | DOVER CORP | 68.51 | 82.81 | 1,027.61 | 1,242.14 | (214 53) |
| | | SUBTOTAL FOR SHORT-TERM | | | | 128,826.69 | 127,874 40 | 952 29 |
| LONG-TERM | | | | | | | | |
| 08/24/2012 | 01/10/2014 | 15 | EBAY INC | 51.19 | 47.21 | 767 86 | 708 21 | 59.65 |
| 03/14/2011 | 01/10/2014 | 15 | NOBLE ENERGY INC | 64.76 | 44.81 | 971 41 | 672.11 | 299.30 |
| 03/14/2011 | 01/10/2014 | 10 | SCHLUMBERGER LTD | 87 04 | 84 11 | 870.40 | 841 15 | 29 25 |
| 01/30/2012 | 01/21/2014 | 25 | AT&T INC | 33.39 | 29.19 | 834.84 | 729.75 | 105.09 |
| 12/17/2012 | 01/21/2014 | 30 | AT&T INC | 33.39 | 34 04 | 1,001 81 | 1,021.10 | (19 29) |
| 07/20/2012 | 01/23/2014 | 2 | CHIPOTLE MEXICAN GRILL-CL A | 503 05 | 318.24 | 1,006 09 | 636 49 | 369.60 |
| 07/31/2012 | 01/23/2014 | 3 | CHIPOTLE MEXICAN GRILL-CL A | 503 05 | 292 11 | 1,509 14 | 876.34 | 632.80 |
| 03/14/2011 | 01/24/2014 | 27.623 | BERNSTEIN INTERMEDIATE | 13 51 | 13.80 | 373 18 | 381.20 | (8 02) |
| 03/14/2011 | 01/24/2014 | 25 561 | OVERLAY A PORTFOLIO | 12 09 | 11.61 | 309.03 | 296 76 | 12.27 |
| 11/08/2012 | 01/27/2014 | 15 | EBAY INC | 53.27 | 47 97 | 798.98 | 719.60 | 79.38 |
| 01/23/2013 | 01/27/2014 | 15 | EBAY INC | 53.27 | 53.48 | 798.99 | 802.26 | (3 27) |
| 03/14/2011 | 01/30/2014 | 25 | PFIZER INC | 30.79 | 19.78 | 769.72 | 494.41 | 275 31 |
| 05/13/2011 | 01/31/2014 | 5 | CITIGROUP INC | 47.70 | 42.07 | 238.49 | 210.33 | 28.16 |
| 05/19/2011 | 01/31/2014 | 25 | CITIGROUP INC | 47 70 | 41.37 | 1,192 43 | 1,034 32 | 158 11 |
| 07/25/2012 | 02/03/2014 | 10 | PHILIP MORRIS INTERNATIONAL | 76 37 | 87.19 | 763.72 | 871.88 | (108.16) |
| 05/19/2011 | 02/05/2014 | 5 | CITIGROUP INC | 47 00 | 41 37 | 235.01 | 206 86 | 28 15 |
| 06/13/2011 | 02/05/2014 | 10 | CITIGROUP INC | 47.00 | 38 49 | 470.02 | 384.88 | 85 14 |
| 04/24/2012 | 02/07/2014 | 5 | COGNIZANT TECH SOLUTIONS-A | 96.98 | 72.21 | 484.89 | 361 06 | 123.83 |
| 05/10/2012 | 02/07/2014 | 5 | COGNIZANT TECH SOLUTIONS-A | 96.98 | 60 46 | 484.89 | 302.32 | 182.57 |
| 06/28/2012 | 02/10/2014 | 10 | ANSYS INC | 80.50 | 61.85 | 804.99 | 618.50 | 186.49 |
| 03/14/2011 | 02/11/2014 | 10 | DANAHER CORP | 75.38 | 50 79 | 753 84 | 507.92 | 245.92 |

# Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746) January 1, 2014 - December 31, 2014

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 09/30/2011 | 02/11/2014 | 10 | SCHLUMBERGER LTD | 89 97 | 60.38 | 899.70 | 603.81 | 295.89 |
| 01/10/2012 | 02/11/2014 | 5 | SCHLUMBERGER LTD | 89 97 | 70.86 | 449.85 | 354.29 | 95.56 |
| 11/06/2012 | 02/12/2014 | 2 | LINKEDIN CORP - A | 192.91 | 104.11 | 385.82 | 208.22 | 177 60 |
| 11/07/2012 | 02/12/2014 | 7 | LINKEDIN CORP - A | 192 91 | 101.24 | 1,350 38 | 708 65 | 641 73 |
| 03/14/2011 | 02/12/2014 | 15 | NOBLE ENERGY INC | 66.44 | 44.81 | 996.62 | 672 10 | 324 52 |
| 05/11/2011 | 02/12/2014 | 5 | NOBLE ENERGY INC | 66 44 | 43 65 | 332.20 | 218.25 | 113 95 |
| 09/21/2012 | 02/14/2014 | 1 | PRECISION CASTPARTS CORP | 260.21 | 163.85 | 260 21 | 163.85 | 96 36 |
| 01/17/2013 | 02/14/2014 | 2 | PRECISION CASTPARTS CORP | 260.21 | 182 56 | 520.43 | 365 12 | 155 31 |
| 05/11/2011 | 02/19/2014 | 15 | NOBLE ENERGY INC | 66 58 | 43.65 | 998.71 | 654 75 | 343.96 |
| 12/28/2011 | 02/19/2014 | 10 | NOBLE ENERGY INC | 66.58 | 47.12 | 665 81 | 471.18 | 194 63 |
| 08/20/2012 | 02/27/2014 | 80 | PULTE GROUP INC | 21 13 | 13 00 | 1,690 71 | 1,039.63 | 651.08 |
| 09/11/2012 | 02/27/2014 | 10 | PULTE GROUP INC | 21.13 | 14 64 | 211 34 | 146.44 | 64 90 |
| 02/28/2013 | 03/04/2014 | 20 | REYNOLDS AMERICAN INC | 55 00 | 43.91 | 1,100.00 | 878 20 | 221 80 |
| 01/10/2013 | 03/06/2014 | 3 | BIOGEN IDEC INC | 338.55 | 142 21 | 1,015.66 | 426 64 | 589 02 |
| 09/11/2012 | 03/07/2014 | 40 | PULTE GROUP INC | 20.30 | 14.64 | 811.98 | 585.78 | 226 20 |
| 08/30/2012 | 03/13/2014 | 5 | INTERCONTINENTAL EXCHANGE IN | 206 23 | 135.52 | 1,031.16 | 677.58 | 353 58 |
| 08/30/2012 | 03/24/2014 | 4 | INTERCONTINENTAL EXCHANGE IN | 204.03 | 135.51 | 816 11 | 542.06 | 274.05 |
| 02/28/2013 | 03/24/2014 | 19 | LIBERTY MEDIA CORP | 133.60 | 107 85 | 2,538.40 | 2,049.24 | 489.16 |
| 01/10/2012 | 03/26/2014 | 5 | SCHLUMBERGER LTD | 95.67 | 70.86 | 478.35 | 354.28 | 124.07 |
| 09/20/2012 | 03/26/2014 | 5 | SCHLUMBERGER LTD | 95.67 | 74.58 | 478.34 | 372.89 | 105.45 |
| 05/10/2012 | 03/28/2014 | 20 | COGNIZANT TECH SOLUTIONS-A | 49.92 | 30.23 | 998 36 | 604.63 | 393 73 |
| 01/12/2012 | 04/15/2014 | 5 | CIT GROUP INC | 46 64 | 37.12 | 233.18 | 185.59 | 47.59 |
| 01/30/2012 | 04/15/2014 | 20 | CIT GROUP INC | 46.64 | 38 00 | 932 72 | 759.91 | 172 81 |
| 02/01/2012 | 04/15/2014 | 25 | CIT GROUP INC | 46.64 | 39.02 | 1,165 89 | 975 41 | 190.48 |
| 04/30/2012 | 04/15/2014 | 20 | CIT GROUP INC | 46 64 | 37.77 | 932 72 | 755.34 | 177 38 |
| 03/01/2013 | 04/23/2014 | 45 | ***EATON CORP PLC | 74.58 | 61.74 | 3,355 98 | 2,778.38 | 577.60 |
| 03/14/2011 | 04/23/2014 | 27.896 | BERNSTEIN INTERMEDIATE | 13.61 | 13 80 | 379 66 | 384.96 | (5.30) |
| 02/28/2013 | 04/23/2014 | 25 | FIDELITY NATIONAL INFORMATION | 53 10 | 37 64 | 1,327 41 | 940.98 | 386.43 |
| 03/14/2011 | 04/23/2014 | 24 651 | OVERLAY A PORTFOLIO | 12.52 | 11 61 | 308.63 | 286.20 | 22.43 |
| 01/17/2013 | 04/24/2014 | 2 | PRECISION CASTPARTS CORP | 256.26 | 182 56 | 512.51 | 365.12 | 147.39 |
| 02/28/2013 | 04/24/2014 | 30 | REYNOLDS AMERICAN INC | 53 84 | 43 91 | 1,615.31 | 1,317 29 | 298.02 |
| 07/19/2011 | 04/24/2014 | 10 | STARBUCKS CORP | 70.47 | 39 99 | 704.66 | 399.95 | 304 71 |
| 11/14/2012 | 04/25/2014 | 1 | AMAZON.COM INC | 305 71 | 224.39 | 305.72 | 224.39 | 81.33 |

# Capital Gains Report

THE DOROTHY GAINES FOUNDATION *(Account: 888-61746)* January 1, 2014 - December 31, 2014

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 11/20/2012 | 04/25/2014 | 3 | AMAZON COM INC | 305 71 | 232.54 | 917.14 | 697 63 | 219 51 |
| 05/10/2012 | 04/29/2014 | 10 | COGNIZANT TECH SOLUTIONS-A | 47 96 | 30.23 | 479 63 | 302 32 | 177.31 |
| 08/30/2012 | 05/02/2014 | 4 | INTERCONTINENTAL EXCHANGE IN | 203.73 | 135 51 | 814.93 | 542 06 | 272 87 |
| 02/28/2013 | 05/05/2014 | 40 | VERIZON COMMUNICATIONS INC | 47.17 | 46.70 | 1,886 75 | 1,867.86 | 18.89 |
| 06/07/2012 | 05/06/2014 | 55 | MACY'S INC | 55.66 | 36.66 | 3,061 26 | 2,016.54 | 1,044 72 |
| 05/01/2012 | 05/09/2014 | 5 | ***LYONDELLBASELL INDU-CL A | 95 07 | 43 06 | 475 34 | 215.30 | 260.04 |
| 06/13/2011 | 05/12/2014 | 5 | CITIGROUP INC | 47.38 | 38 49 | 236 88 | 192.44 | 44 44 |
| 07/22/2011 | 05/12/2014 | 10 | CITIGROUP INC | 47.38 | 40.18 | 473.76 | 401.79 | 71 97 |
| 03/14/2011 | 05/14/2014 | 5 | VIACOM INC-CLASS B | 83 11 | 43 90 | 415.54 | 219 50 | 196.04 |
| 06/02/2011 | 05/14/2014 | 20 | VIACOM INC-CLASS B | 83 11 | 50 46 | 1,662 16 | 1,009 28 | 652 88 |
| 11/20/2012 | 05/21/2014 | 2 | AMAZON.COM INC | 304 66 | 232.54 | 609.32 | 465.09 | 144.23 |
| 01/31/2013 | 05/21/2014 | 3 | AMAZON COM INC | 304 66 | 265 61 | 913.99 | 796 84 | 117.15 |
| 02/27/2013 | 05/21/2014 | 2 | AMAZON.COM INC | 304.66 | 262 89 | 609.32 | 525 78 | 83 54 |
| 06/28/2012 | 05/23/2014 | 15 | ANSYS INC | 74 59 | 61.85 | 1,118.81 | 927.75 | 191 06 |
| 05/18/2011 | 05/30/2014 | 40 | HEALTH NET INC | 40.01 | 32.18 | 1,600.55 | 1,287.22 | 313 33 |
| 01/05/2012 | 05/30/2014 | 15 | HEALTH NET INC | 40 01 | 31.15 | 600.20 | 467 22 | 132.98 |
| 08/30/2012 | 06/02/2014 | 3 | INTERCONTINENTAL EXCHANGE IN | 197 00 | 135 51 | 591 00 | 406 54 | 184.46 |
| 11/15/2011 | 06/09/2014 | 10 | WALT DISNEY CO/THE | 85 47 | 36.30 | 854.65 | 362 96 | 491 69 |
| 02/28/2013 | 06/10/2014 | 7 | TIME INC | 23.00 | 18.93 | 161 00 | 132.51 | 28.49 |
| 02/28/2013 | 06/10/2014 | 5 | UNION PACIFIC CORP | 101.87 | 69.05 | 509 36 | 345.27 | 164 09 |
| 02/03/2012 | 06/11/2014 | 45 | KROGER CO | 47.85 | 24.04 | 2,153 39 | 1,081 80 | 1,071.59 |
| 06/04/2013 | 06/12/2014 | 3 | COSTCO WHOLESALE CORP | 115.34 | 110.67 | 346 03 | 332.02 | 14 01 |
| 02/28/2013 | 06/19/2014 | 5 | WAL-MART STORES INC | 76.06 | 71.74 | 380.31 | 358.72 | 21.59 |
| 04/02/2013 | 06/19/2014 | 10 | WAL-MART STORES INC | 76.06 | 76.00 | 760.62 | 759.96 | 0 66 |
| 05/20/2013 | 06/19/2014 | 15 | WAL-MART STORES INC | 76.06 | 77 69 | 1,140.93 | 1,165.39 | (24.46) |
| 09/14/2012 | 06/24/2014 | 20 | TJX COMPANIES INC | 54 11 | 46.37 | 1,082.21 | 927.44 | 154.77 |
| 11/05/2012 | 06/26/2014 | 13 | VERTEX PHARMACEUTICALS INC | 91.85 | 46.07 | 1,194.04 | 598.95 | 595.09 |
| 03/14/2011 | 06/27/2014 | 21 | APPLE INC | 91.52 | 50.31 | 1,921.99 | 1,056.43 | 865.56 |
| 01/17/2013 | 07/01/2014 | 25 | VALERO ENERGY CORP | 50.36 | 33 76 | 1,258 93 | 844.05 | 414.88 |
| 01/18/2013 | 07/01/2014 | 20 | VALERO ENERGY CORP | 50 36 | 33.52 | 1,007.14 | 670 48 | 336.66 |
| 01/24/2013 | 07/01/2014 | 5 | VALERO ENERGY CORP | 50 36 | 34.77 | 251.79 | 173.85 | 77.94 |
| 08/28/2012 | 07/09/2014 | 10 | COGNIZANT TECH SOLUTIONS-A | 50.56 | 32 24 | 505.64 | 322.40 | 183.24 |
| 02/28/2013 | 07/16/2014 | 20 | TIME WARNER INC | 83 49 | 51.27 | 1,669.74 | 1,025 50 | 644 24 |

# Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)

January 1, 2014 - December 31, 2014

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 02/28/2013 | 07/16/2014 | 10 | VERIZON COMMUNICATIONS INC | 50.98 | 46 70 | 509.79 | 466.97 | 42.82 |
| 09/14/2012 | 07/17/2014 | 25 | TJX COMPANIES INC | 52.38 | 46.37 | 1,309.62 | 1,159 31 | 150.31 |
| 09/25/2012 | 07/17/2014 | 10 | TJX COMPANIES INC | 52.38 | 44 15 | 523.85 | 441.53 | 82.32 |
| 01/24/2013 | 07/18/2014 | 10 | VALERO ENERGY CORP | 48.94 | 34.77 | 489.40 | 347.71 | 141.69 |
| 02/21/2013 | 07/18/2014 | 15 | VALERO ENERGY CORP | 48.94 | 41.14 | 734.10 | 617.05 | 117.05 |
| 03/01/2013 | 07/18/2014 | 35 | VALERO ENERGY CORP | 48.94 | 41.70 | 1,712.90 | 1,459.38 | 253.52 |
| 03/14/2011 | 07/23/2014 | 28 576 | BERNSTEIN INTERMEDIATE | 13.77 | 13 80 | 393 49 | 394 35 | (0 86) |
| 03/14/2011 | 07/23/2014 | 24 530 | OVERLAY A PORTFOLIO | 13.16 | 11 61 | 322.82 | 284.79 | 38 03 |
| 02/28/2013 | 07/24/2014 | 4 | BERKSHIRE HATHAWAY INC-CL B | 128.33 | 102 04 | 513 30 | 408 17 | 105.13 |
| 09/25/2012 | 07/28/2014 | 5 | TJX COMPANIES INC | 52 68 | 44.15 | 263.42 | 220 76 | 42.66 |
| 10/01/2012 | 07/28/2014 | 25 | TJX COMPANIES INC | 52 68 | 45 36 | 1,317.09 | 1,134.02 | 183 07 |
| 04/10/2013 | 07/28/2014 | 15 | TJX COMPANIES INC | 52.68 | 47.59 | 790 25 | 713.87 | 76 38 |
| 03/14/2011 | 07/29/2014 | 10 | DANAHER CORP | 74 23 | 50.79 | 742 27 | 507 91 | 234 36 |
| 04/06/2011 | 07/29/2014 | 5 | DANAHER CORP | 74.23 | 52.20 | 371.14 | 261.00 | 110.14 |
| 06/28/2013 | 08/04/2014 | 125 | GENWORTH FINANCIAL INC-CL A | 13.04 | 11 35 | 1,630.31 | 1,418.15 | 212.16 |
| 05/02/2013 | 08/15/2014 | 13 | BOEING CO/THE | 123.38 | 92.03 | 1,603.88 | 1,196.41 | 407 47 |
| 08/28/2012 | 08/15/2014 | 8 | COGNIZANT TECH SOLUTIONS-A | 44.85 | 32.24 | 358.82 | 257 92 | 100.90 |
| 11/08/2012 | 08/15/2014 | 22 | COGNIZANT TECH SOLUTIONS-A | 44.85 | 33.09 | 986.75 | 728.09 | 258.66 |
| 05/14/2013 | 08/15/2014 | 30 | COGNIZANT TECH SOLUTIONS-A | 44 85 | 31.51 | 1,345.56 | 945.16 | 400.40 |
| 01/17/2013 | 08/15/2014 | 3 | PRECISION CASTPARTS CORP | 240 62 | 182 56 | 721.86 | 547.68 | 174 18 |
| 03/05/2013 | 09/03/2014 | 4 | ***EVEREST RE GROUP LTD | 164 75 | 127.30 | 659 01 | 509.20 | 149.81 |
| 10/08/2012 | 09/03/2014 | 10 | MEDTRONIC INC | 64.32 | 44 27 | 643.17 | 442 66 | 200.51 |
| 12/20/2012 | 09/03/2014 | 15 | MEDTRONIC INC | 64.32 | 42 37 | 964.76 | 635 62 | 329.14 |
| 02/28/2013 | 09/05/2014 | 17 | BERKSHIRE HATHAWAY INC-CL B | 138.10 | 102 04 | 2,347.63 | 1,734.73 | 612.90 |
| 08/23/2013 | 09/05/2014 | 35 | LINCOLN NATIONAL CORP | 54.39 | 44.18 | 1,903.50 | 1,546.33 | 357.17 |
| 02/28/2013 | 09/08/2014 | 20 | TIME WARNER INC | 76 67 | 51 28 | 1,533 41 | 1,025.51 | 507 90 |
| 02/28/2013 | 09/08/2014 | 15 | UNION PACIFIC CORP | 107.78 | 69.05 | 1,616.65 | 1,035.82 | 580.83 |
| 03/14/2011 | 09/26/2014 | 15 | APPLE INC | 99.55 | 50.31 | 1,493 31 | 754.60 | 738 71 |
| 06/12/2013 | 09/26/2014 | 5 | GILEAD SCIENCES INC | 107 20 | 51.79 | 536.00 | 258.95 | 277.05 |
| 06/13/2011 | 09/26/2014 | 20 | VIACOM INC-CLASS B | 77 08 | 47.48 | 1,541.62 | 949.63 | 591.99 |
| 08/12/2013 | 09/26/2014 | 10 | VIACOM INC-CLASS B | 77.08 | 79 83 | 770 81 | 798.30 | (27.49) |
| 02/28/2013 | 09/30/2014 | 17 | MCDONALD'S CORP | 95 00 | 96 08 | 1,615 00 | 1,633 41 | (18.41) |
| 03/14/2011 | 09/30/2014 | 50 | PFIZER INC | 29.60 | 19 78 | 1,480 23 | 988 83 | 491.40 |

# Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746) *January 1, 2014 - December 31, 2014*

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 07/22/2011 | 10/01/2014 | 15 | CITIGROUP INC | 51.30 | 40.18 | 769.44 | 602 69 | 166.75 |
| 07/27/2011 | 10/01/2014 | 25 | CITIGROUP INC | 51.30 | 38.95 | 1,282 39 | 973.83 | 308.56 |
| 10/26/2011 | 10/01/2014 | 25 | CITIGROUP INC | 51.30 | 30.99 | 1,282.40 | 774.78 | 507.62 |
| 04/30/2012 | 10/01/2014 | 25 | CITIGROUP INC | 51.30 | 32 97 | 1,282.39 | 824.26 | 458 13 |
| 02/28/2013 | 10/06/2014 | 17 | BECTON DICKINSON & CO | 123.53 | 88 39 | 2,100 02 | 1,502.64 | 597.38 |
| 05/01/2013 | 10/08/2014 | 5 | ALLERGAN INC | 188.10 | 99.54 | 940 50 | 497.71 | 442.79 |
| 05/16/2013 | 10/08/2014 | 5 | ALLERGAN INC | 188.10 | 100.95 | 940.49 | 504.75 | 435 74 |
| 08/23/2013 | 10/17/2014 | 55 | HALLIBURTON CO | 52 69 | 48.56 | 2,898 04 | 2,670 67 | 227.37 |
| 02/28/2013 | 10/17/2014 | 10 | MEDTRONIC INC | 61.83 | 45.11 | 618.34 | 451.09 | 167 25 |
| 03/14/2011 | 10/27/2014 | 27 349 | BERNSTEIN INTERMEDIATE | 13.84 | 13 80 | 378.51 | 377.42 | 1 09 |
| 03/14/2011 | 10/27/2014 | 25 533 | OVERLAY A PORTFOLIO | 12.47 | 11.61 | 318.40 | 296 44 | 21 96 |
| 04/11/2013 | 11/03/2014 | 1 | PRICELINE GROUP INC/THE | 1,210.90 | 729 42 | 1,210.90 | 729.42 | 481.48 |
| 02/28/2013 | 11/12/2014 | 15 | UNION PACIFIC CORP | 120 66 | 69 05 | 1,809.84 | 1,035 82 | 774 02 |
| 10/24/2013 | 11/14/2014 | 20 | LINCOLN NATIONAL CORP | 56.21 | 44.42 | 1,124.26 | 888.31 | 235.95 |
| 11/06/2013 | 11/14/2014 | 5 | LINCOLN NATIONAL CORP | 56.21 | 46.90 | 281.06 | 234 51 | 46 55 |
| 05/21/2013 | 11/24/2014 | 13 | ***AMDOCS LTD | 48 38 | 36.41 | 628.94 | 473 33 | 155 61 |
| 02/03/2012 | 11/25/2014 | 10 | KROGER CO | 58.57 | 24 04 | 585.69 | 240.40 | 345.29 |
| 02/28/2013 | 11/25/2014 | 20 | MEDTRONIC INC | 72.94 | 45.11 | 1,458 80 | 902 18 | 556 62 |
| 08/19/2013 | 11/25/2014 | 35 | MEDTRONIC INC | 72.94 | 54 12 | 2,552 91 | 1,894.32 | 658.59 |
| 05/14/2013 | 12/03/2014 | 10 | AMERICAN EXPRESS CO | 91.34 | 71.11 | 913.41 | 711 10 | 202.31 |
| 03/14/2011 | 12/03/2014 | 29 | PFIZER INC | 31.43 | 19.78 | 911.36 | 573.52 | 337 84 |
| 03/05/2013 | 12/04/2014 | 4 | ***EVEREST RE GROUP LTD | 174 82 | 127.30 | 699.28 | 509 20 | 190 08 |
| 05/01/2012 | 12/04/2014 | 7 | ***LYONDELLBASELL INDU-CL A | 80.51 | 43.06 | 563.57 | 301.42 | 262 15 |
| 02/28/2013 | 12/04/2014 | 54.618 | AB DISCOVERY GROWTH FND CL ADV | 10 07 | 8.09 | 550 00 | 441.86 | 108 14 |
| 02/28/2013 | 12/04/2014 | 30.133 | AB DISCOVERY VALUE FUND CL ADV | 23.23 | 18.94 | 700.00 | 570 72 | 129.28 |
| 02/28/2013 | 12/04/2014 | 10 | ALTRIA GROUP INC | 50.84 | 33.80 | 508.45 | 338.00 | 170.45 |
| 05/14/2013 | 12/04/2014 | 10 | AMERICAN EXPRESS CO | 91.69 | 71 11 | 916.92 | 711 10 | 205.82 |
| 04/24/2013 | 12/04/2014 | 10 | AMERICAN INTERNATIONAL GROUP | 55.13 | 41.65 | 551.33 | 416 50 | 134 83 |
| 03/14/2011 | 12/04/2014 | 8 | APPLE INC | 115 86 | 50 31 | 926.86 | 402.45 | 524 41 |
| 11/29/2012 | 12/04/2014 | 30 | BANK OF AMERICA CORP | 17.21 | 9.83 | 516.28 | 295 01 | 221.27 |
| 02/28/2013 | 12/04/2014 | 4 | BECTON DICKINSON & CO | 140.78 | 88.39 | 563.11 | 353.56 | 209 55 |
| 05/02/2013 | 12/04/2014 | 4 | BOEING CO/THE | 131.32 | 92.03 | 525 29 | 368 12 | 157.17 |
| 03/31/2011 | 12/04/2014 | 2 | COMCAST CORP-CLASS A | 56.37 | 24.73 | 112.75 | 49.45 | 63.30 |

# Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746)  January 1, 2014 - December 31, 2014

| Open Date | Close Date | Quantity | Description | Sale Price | Unit Cost | Total Proceeds | Total Cost | Gain or Loss |
|---|---|---|---|---|---|---|---|---|
| 04/18/2011 | 12/04/2014 | 12 | COMCAST CORP-CLASS A | 56 37 | 23 98 | 676 49 | 287.81 | 388 68 |
| 04/06/2011 | 12/04/2014 | 5 | DANAHER CORP | 84.46 | 52.20 | 422 30 | 260 99 | 161.31 |
| 01/13/2012 | 12/04/2014 | 5 | DANAHER CORP | 84 46 | 50 26 | 422.30 | 251.30 | 171.00 |
| 05/24/2013 | 12/04/2014 | 11 | ELECTRONIC ARTS INC | 46.77 | 22 74 | 514.47 | 250.15 | 264 32 |
| 06/12/2013 | 12/04/2014 | 7 | GILEAD SCIENCES INC | 101.58 | 51.79 | 711 07 | 362.53 | 348 54 |
| 03/14/2011 | 12/04/2014 | 1 | GOOGLE INC-CL A | 541.51 | 285 05 | 541 51 | 285 05 | 256 46 |
| 10/18/2013 | 12/04/2014 | 7 | HESS CORP | 76 18 | 83.66 | 533.24 | 585 59 | (52.35) |
| 08/22/2011 | 12/04/2014 | 13 | HEWLETT-PACKARD CO | 39 18 | 24 64 | 509 35 | 320 31 | 189 04 |
| 02/28/2013 | 12/04/2014 | 6 | JOHNSON & JOHNSON | 107.77 | 76 38 | 646.63 | 458.26 | 188.37 |
| 02/03/2012 | 12/04/2014 | 12 | KROGER CO | 60.76 | 24 04 | 729 16 | 288.48 | 440 68 |
| 11/06/2013 | 12/04/2014 | 15 | LINCOLN NATIONAL CORP | 56.12 | 46.90 | 841.74 | 703 53 | 138.21 |
| 11/26/2013 | 12/04/2014 | 20 | LINCOLN NATIONAL CORP | 56.12 | 50 99 | 1,122.32 | 1,019.82 | 102 50 |
| 11/25/2013 | 12/04/2014 | 5 | MEAD JOHNSON NUTRITION CO | 101.93 | 84.02 | 509 66 | 420.11 | 89.55 |
| 02/28/2013 | 12/04/2014 | 11 | MICROSOFT CORP | 48.91 | 27.92 | 538.06 | 307.07 | 230.99 |
| 09/13/2013 | 12/04/2014 | 7 | OCCIDENTAL PETROLEUM CORP | 82.72 | 87.36 | 579 06 | 611.49 | (32 43) |
| 03/14/2011 | 12/04/2014 | 798.399 | OVERLAY A PORTFOLIO | 13.12 | 11 61 | 10,475 00 | 9,269.41 | 1,205 59 |
| 03/14/2011 | 12/04/2014 | 22 | PFIZER INC | 31.62 | 19.78 | 695.71 | 435.08 | 260 63 |
| 07/19/2013 | 12/04/2014 | 6 | SCHLUMBERGER LTD | 87 66 | 82 99 | 525 95 | 497.92 | 28 03 |
| 02/28/2013 | 12/04/2014 | 8 | UNION PACIFIC CORP | 119.79 | 69 06 | 958 34 | 552.44 | 405 90 |
| 02/28/2013 | 12/04/2014 | 11 | VERIZON COMMUNICATIONS INC | 48 69 | 46 70 | 535.60 | 513.66 | 21.94 |
| 02/10/2012 | 12/04/2014 | 10 | WELLS FARGO & COMPANY | 54.43 | 30 23 | 544.34 | 302 27 | 242.07 |
| 09/13/2013 | 12/05/2014 | 24 | CALIFORNIA RESOURCES CORP | 6.66 | 9 19 | 159.82 | 220 47 | (60 65) |
| 03/14/2011 | 12/12/2014 | 663.164 | OVERLAY A PORTFOLIO | 12.67 | 11.61 | 8,402 29 | 7,699 33 | 702.96 |
| 11/16/2012 | 12/23/2014 | 9 | ***PARTNERRE LTD | 114.71 | 77.58 | 1,032.39 | 698.25 | 334.14 |
| 02/28/2013 | 12/23/2014 | 19 | BECTON DICKINSON & CO | 138 62 | 88 39 | 2,633.77 | 1,679 43 | 954 34 |
| | | | SUBTOTAL FOR LONG-TERM | | | 177,336 83 | 132,668.60 | 44,668 23 |
| CIL - COVERED¹ | | | | | | | | |
| | 07/02/2014 | | TIME INC | | | 8 55 | 0.00 | 8.55 |
| | | | SUBTOTAL FOR CIL - COVERED | | | 8.55 | 0.00 | 8 55 |
| TOTAL | | | | | | $306,172 07 | $260,543.00 | $45,629 07 |

**Part IV** Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | SHORT TERM SECURITY SALES (SEE ATTACHED DETAIL) | P | | |
| b | LONG TERM SECURITY SALES (SEE ATTACHED DETAIL) | P | | |
| c | CASH IN LIEU (SEE ATTACHED) | P | | |
| d | CAPITAL GAINS DIVIDENDS | | | |
| e | | | | |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 128,827. | | 127,874. | 953. |
| b | 177,337. | | 132,669. | 44,668. |
| c | 9. | | | 9. |
| d | 22,267. | | | 22,267. |
| e | | | | |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|---|---|---|---|
| | (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 | |
| a | | | | 953. |
| b | | | | 44,668. |
| c | | | | 9. |
| d | | | | 22,267. |
| e | | | | |
| f | | | | |
| g | | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } | 2 | 67,897. |
| 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 |

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05-01-14

## Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>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 |
|---|---|---|---|---|
| HILLSBORO CHURCH WEFARE ASSOCIATION, INC.,<br>P.O. BOX 793<br>HILLSBORO, TX 76645 | NONE | PC | CONTRIBUTION | 3,700. |
| LAKE WHITNEY MINISTERIAL ALLIANCE<br>207 PR 1500A<br>MORGAN, TX 76671 | NONE | PC | CONTRIBUTION | 10,000. |
| TARRANT COUNTY SAMARITAN HOUSING, INC.<br>929 HEMPHILL STREET<br>FORT WORTH, TX 76104 | NONE | PC | CONTRIBUTION | 10,000. |
| ALL CHILDREN EXCELLING<br>21002 WOODLAWN CT<br>WHITNEY, TX 76692 | NONE | PC | CONTRIBUTION | 1,500. |
| HABITAT FOR HUMANITY OF HILL COUNTY, TEXAS, INC<br>227 E. FRANKLIN STREET<br>HILLSBORO, TX 76645 | NONE | PC | CONTRIBUTION | 10,000. |
| ISAIAH'S PLACE, INC<br>231 HCR 1207<br>WHITNEY, TX 76692 | NONE | PC | CONTRIBUTION | 4,000. |
| PRESBYTERIAN CHILDREN'S HOMES & SERVICES<br>4407 BEE CAVE RD, STE 520<br>AUSTIN, TX 78746 | NONE | PC | WELFARE | 2,500. |
| | | | | |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | 41,700. |

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05-01-14