



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



Return of Private Foundation

or Section 4947(a)(1) 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 Fain Foundation		A Employer identification number 75-6016679
Number and street (or P.O. box number if mail is not delivered to street address) 807 8th Street, 2nd Floor		B Telephone number 940-322-4436
City or town, state or province, country, and ZIP or foreign postal code Wichita Falls, TX 76301-3381		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,245,115.53	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		153.12	153.12		Statement 1
4 Dividends and interest from securities		491,911.53	491,911.53		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		898,473.58			
b Gross sales price for all assets on line 6a 4,083,541.84			898,473.58		
7 Capital gain net income (from Part IV, line 2)					
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		3,730.48	3,730.48		Statement 3
12 Total. Add lines 1 through 11		1,394,268.71	1,394,268.71		
13 Compensation of officers, directors, trustees, etc		75,000.00	37,500.00		37,500.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		27,500.00	13,750.00		13,750.00
c Other professional fees Stmt 5		78,499.15	78,499.15		0.00
17 Interest					
18 Taxes Stmt 6		16,268.74	3,551.17		0.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		226.23	226.23		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		197,494.12	133,526.55		51,250.00
25 Contributions, gifts, grants paid		829,622.00			829,622.00
26 Total expenses and disbursements. Add lines 24 and 25		1,027,116.12	133,526.55		880,872.00
27 Subtract line 26 from line 12		367,152.59			
a Excess of revenue over expenses and disbursements			1,260,742.16		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

9A 7

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			88,051.76	133,830.02	133,830.02
	2 Savings and temporary cash investments			183,206.69	190,536.16	190,536.16
	3 Accounts receivable					
	Less: allowance for doubtful accounts			1,330.01		
	4 Pledges receivable					
	Less: allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock Stmt 8			5,728,362.70	5,815,128.35	12,359,182.83
	c Investments - corporate bonds Stmt 9			4,487,690.26	4,706,347.98	4,560,741.99
	11 Investments - land, buildings, and equipment basis					
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis						
Less: accumulated depreciation						
15 Other assets (describe: Purchased interest)			194.20	824.53	824.53	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			10,488,835.62	10,846,667.04	17,245,115.53	
Liabilities	17 Accounts payable and accrued expenses			16,038.74	6,717.57	
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe:)					
23 Total liabilities (add lines 17 through 22)			16,038.74	6,717.57		
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			0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			10,565,258.12	10,565,258.12	
	29 Retained earnings, accumulated income, endowment, or other funds			<92,461.24>	274,691.35	
30 Total net assets or fund balances			10,472,796.88	10,839,949.47		
31 Total liabilities and net assets/fund balances			10,488,835.62	10,846,667.04		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,472,796.88
2 Enter amount from Part I, line 27a	2	367,152.59
3 Other increases not included in line 2 (itemize):	3	0.00
4 Add lines 1, 2, and 3	4	10,839,949.47
5 Decreases not included in line 2 (itemize):	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,839,949.47

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Schedule 3	P	Various	Various
b Schedule 3	P	Various	Various
c Capital Gains Dividends			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,174,773.74		1,196,177.81	<21,404.07>
b 2,813,909.43		1,988,890.45	825,018.98
c 94,858.67			94,858.67
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a			<21,404.07>
b			825,018.98
c			94,858.67
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	898,473.58
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	628,000.00	16,131,675.37	.038930
2012	859,760.22	15,190,789.89	.056597
2011	717,363.39	15,186,555.17	.047237
2010	747,833.34	14,339,924.10	.052150
2009	788,000.00	13,275,206.57	.059359

2 Total of line 1, column (d)	2	.254273
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	.050855
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,981,885.16
5 Multiply line 4 by line 3	5	863,613.77
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,607.42
7 Add lines 5 and 6	7	876,221.19
8 Enter qualifying distributions from Part XII, line 4	8	880,872.00

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	12,607.42
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.00
3	Add lines 1 and 2	3	12,607.42
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,607.42
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	6,000.00
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	6,000.00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	110.15
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,717.57
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 <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ 0.00 (2) On foundation managers <input type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of Freemon, Shapard & Story Telephone no 940-322-4436 Located at 807 8th St., 2nd Floor, Wichita Falls, TX ZIP+4 76301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 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? 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	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

423551
11-24-14

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	16,889,036.16
b	Average of monthly cash balances	1b	338,747.57
c	Fair market value of all other assets	1c	12,708.82
d	Total (add lines 1a, b, and c)	1d	17,240,492.55
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	17,240,492.55
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,607.39
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,981,885.16
6	Minimum investment return. Enter 5% of line 5	6	849,094.26

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	849,094.26
2a	Tax on investment income for 2014 from Part VI, line 5	2a	12,607.42
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	12,607.42
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	836,486.84
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	836,486.84
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	836,486.84

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	880,872.00
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	880,872.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	12,607.42
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	868,264.58

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				836,486.84
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			90,471.08	
b Total for prior years:		0.00		
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	0.00			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 880,872.00				
a Applied to 2013, but not more than line 2a			90,471.08	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2014 distributable amount	0.00			790,400.92
e Remaining amount distributed out of corpus	0.00			0.00
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.00			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				46,085.92
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)	0.00			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.00			
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
Schedule 6				829,622.00
Total			3a	829,622.00
b Approved for future payment				
None				
Total			3b	0.00

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
Schedule 1	153.12	153.12	
Total to Part I, line 3	153.12	153.12	

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
Schedule 2	586,770.20	94,858.67	491,911.53	491,911.53	
To Part I, line 4	586,770.20	94,858.67	491,911.53	491,911.53	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	3,730.48	3,730.48	
Total to Form 990-PF, Part I, line 11	3,730.48	3,730.48	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	27,500.00	13,750.00		13,750.00
To Form 990-PF, Pg 1, ln 16b	27,500.00	13,750.00		13,750.00

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	78,499.15	78,499.15		0.00	
To Form 990-PF, Pg 1, ln 16c	78,499.15	78,499.15		0.00	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	16,268.74	3,551.17		0.00	
To Form 990-PF, Pg 1, ln 18	16,268.74	3,551.17		0.00	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	226.23	226.23		0.00	
To Form 990-PF, Pg 1, ln 23	226.23	226.23		0.00	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
Schedule 4	5,815,128.35	12,359,182.83		
Total to Form 990-PF, Part II, line 10b	5,815,128.35	12,359,182.83		

Form 990-PF	Corporate Bonds	Statement	9
Description	Book Value	Fair Market Value	
Schedule 4	4,706,347.98	4,560,741.99	
Total to Form 990-PF, Part II, line 10c	4,706,347.98	4,560,741.99	

Schedule 1

REVENUE AND EXPENSES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2014

REVENUE

Interest on savings & temporary cash investments		\$	153.12
Dividends and interest from securities - Sch. 2			491,911.53
Gain (loss) from sale of assets - Sch. 3	\$	803,614.91	
Capital gain distributions - Sch. 2		<u>94,858.67</u>	898,473.58
Other income			
Gross royalties			<u>3,730.48</u>
Total			\$ 1,394,268.71

EXPENSES

Compensation of officers & directors - Sch. 7	\$	75,000.00	
Accounting - Freemon, Shapard & Story		27,500.00	
Other professional fees - Bank of America		78,499.15	
Interest			
Taxes			
Excise	\$	12,717.57	
Foreign		3,100.21	
Ad valorem tax - Royalties		279.04	
Severance tax - Royalties		<u>171.92</u>	16,268.74
Other			
Miscellaneous			226.23
Grants and contributions paid - Sch. 6		<u>829,622.00</u>	<u>1,027,116.12</u>
Net revenue in excess of expenses	\$		367,152.59
Net worth 12-31-13			<u>10,565,258.12</u>
Net worth 12-31-14			<u>\$10,932,410.71</u>

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2014

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
DIVIDENDS			
Actelion, Ltd.	\$ 432 67	\$ 432 67	\$
Aflac	2,100.00	2,100.00	
AT&T, Inc.	11,040 00	11,040 00	
American Electric Power	2,030.00	2,030 00	
American Water Works	1,830 00	1,830 00	
Apple Computer Inc	8,621 00	8,621 00	
Anheuser Busch Inbev SA/NV	858.48	858.48	
Blackrock, Inc	3,860.00	3,860 00	
Bombardier, Inc.	140.61	140 61	
Brilliance China Automotive		115 93	
CME Group, Inc.	1,303 76	1,303.76	
CVS Caremark Corp.	1,837 00	1,837.00	
Cie Financiere Richemont SA	476 50	476.50	
Citigroup, Inc.	60 00	60 00	
Coca Cola Co.	3,050 00	3,050.00	
Columbia FDS Ser Tr Mid Cap Index	45,473.54	9,731.22	35,742.32
Columbia FDS Ser Tr Small Cap	30,070 41	4,971 87	25,098.54
Columbia FDS Ser Tr I Small Cap	25,059 16	1,408 70	23,650 46
ConocoPhillips	6,532 00	6,532.00	
Corning, Inc.	2,250.00	2,250 00	
Dassault Systemes	231 18	231.18	
Discover Finl. Services	920 00	920.00	
Du Pont (EI) De Nemours & Co.	2,760 00	2,760.00	
EMC Corp	1,035 00	1,035.00	
Ecolab, Inc.	770 00	770.00	
Emerson Electric	5,280 00	5,280 00	
Exxon Mobil	29,780 52	29,780.52	
Fanuc Ltd Japan Sedol	224 92	224 92	
Fast Retailing Co	117 83	117 83	
Gemalto NV	112 58	112 58	
General Electric	14,652.00	14,652.00	
General Motors	450 00	450 00	
Givaudan AG	424 00	424 00	
Hitachi	182 57	182 57	
Industria de Diseno Textil S A	169 45	169 45	
International Business Machines	5,275 00	5,275 00	
International Flavors & Fragrances	208.68	208 68	
Ishares MSCI Emerging Mkts	3,149.53	3,149 53	
Ishares Inc. MSCI Pacific Ex-Japan	5,789 90	5,789 90	
Japan Exchanged Group	77 75	77.75	
Jardine Strategic Holdings	322 40	322.40	

	Totals	Ordinary	Long Term Capital Gain Distributions
Johnson & Johnson	13,800.00	13,800.00	
JP Morgan Chase & Co	4,680.00	4,680.00	
JP Morgan Alerian MLP	6,983.40	6,983.40	
Kayne Anderson MLP	11,355.55	11,355.55	
Keyence Corp.	94.04	94.04	
Kuka AG	283.04	283.04	
Las Vegas Sands Corp	995.00	995.00	
Leucadia Natl. Corp.	116.06	116.06	
Mastercard, Inc	165.00	165.00	
McDonalds Corp.	14,760.00	14,760.00	
Microsoft	3,435.00	3,435.00	
Monsanto Co.	521.29	521.29	
NIDEC Corp.	314.39	314.39	
Noble Group, Ltd.	794.46	794.46	
Novozymes A/S B Shares	300.38	300.38	
Novo-Nordisk A/S ADR	817.85	817.85	
Onex Corp.	92.53	92.53	
Pepsico	30,955.00	30,955.00	
Pfizer, Inc	18,278.00	18,278.00	
Phillips 66	2,646.00	2,646.00	
Pimco Commodity Real Return Strategy	367.19	367.19	
Praxair	2,080.00	2,080.00	
Proctor & Gamble	3,038.76	3,038.76	
Qualcomm, Inc	4,360.16	4,360.16	
Questcor Pharmaceuticals Inc	109.20	109.20	
Rakuten, Inc Tokyo	98.53	98.53	
Renaissance Holdings Ltd	281.30	281.30	
Roche Hldgs	789.59	789.59	
Roche Hldgs Sponsored ADR	5,766.70	5,766.70	
Rockwell Intl Corp New	662.80	662.80	
Rolls-Royce PLC	189.57	189.57	
Rolls Royce PLC Sponsored ADR	531.90	531.90	
Salvatore Ferragamo Italia	280.01	280.01	
Shinsei Bk Ltd	161.10	161.10	
Ship Finance Intl Limited	2,015.26	2,015.26	
Softbank Corp	142.56	142.56	
Swatch Group AG	176.22	176.22	
TJX Cos Inc	437.50	437.50	
Target Corp.	860.00	860.00	
Texas Instruments	7,700.00	7,700.00	
Toyota Motors Corp	1,263.16	1,263.16	
3M Co.	5,472.00	5,472.00	
Travelers Cos., Inc	4,050.00	4,050.00	
United Technologies	4,720.00	4,720.00	
Unitedhealth Group	1,967.00	1,967.00	
Visa, Inc Cl A	1,512.00	1,512.00	
Wells Fargo Co.	3,375.00	3,375.00	
Wisdomtree Japan Total Dividend	20,204.99	9,837.64	10,367.35
Wyndham Worldwide Corp	700.00	700.00	
Totals - Dividends	\$ 403,657.93	\$ 308,915.19	\$ 94,858.67

	Totals	Ordinary	Long Term Capital Gain Distributions
INTEREST			
Taxable.			
Corporate Bonds:			
Allstate Corp. SR NT	\$ 1,270.83	\$ 1,270.83	\$
Allstate Corp	735.00	735.00	
Anheuser Busch Inbev Worldwide	2,500.00	2,500.00	
AT&T Inc	2,900.00	2,900.00	
Bank New York Inc.	2,725.00	2,725.00	
Berkshire Hathaway Fin Corp	2,125.00	2,125.00	
Blackrock, Inc.	1,687.50	1,687.50	
Boeing Co	2,437.50	2,437.50	
Chevron Corp	2,475.00	2,475.00	
Cisco Sys Inc. SR NT	2,750.00	2,750.00	
Citigroup Inc Global SR NT	904.67	904.67	
Clorox Co.	1,525.00	1,525.00	
Coca Cola Co Notes	2,675.00	2,675.00	
Comcast Corp.	1,562.50	1,562.50	
Conagra Foods, Inc.	1,600.00	1,600.00	
Credit Suisse First Boston USA Inc	2,562.50	2,562.50	
CVS Caremark Corp	2,875.00	2,875.00	
Deere John Cap Corp	2,875.00	2,875.00	
Dow Chem Co	2,125.00	2,125.00	
Du Pont E I de Nemours & Co	2,375.00	2,375.00	
FHLMC Notes	11,361.64	11,361.64	
FHLMC DEB	6,993.75	6,993.75	
FHLM Corp	6,137.75	6,137.75	
FNMA	9,765.00	9,765.00	
FNMA	4,175.02	4,175.02	
FNMA	2,916.88	2,916.88	
FNMA	10,192.34	10,192.34	
FNMA Notes	813.13	813.13	
Fifth Third Bancorp	1,812.50	1,812.50	
General Electric Cap Corp Medium Term	2,325.00	2,325.00	
Goldman Sachs Group Inc	805.56	805.56	
Goldman Sachs Group Inc NT	1,298.61	1,298.61	
Home Depot Inc	2,200.00	2,200.00	
Honeywell Intl Inc SR NT	2,650.00	2,650.00	
Intel Corp	165.00	165.00	
JP Morgan Chase & Co	1,625.00	1,625.00	
Kroger Co	3,075.00	3,075.00	
McDonald's Corp.	402.78	402.78	
Merck & Co Inc NT	2,375.00	2,375.00	
MetLife Inc	3,375.00	3,375.00	
News America, Inc.	1,500.00	1,500.00	
Oracle Corp/ Ozark Hldg Inc	2,625.00	2,625.00	
Procter & Gamble	2,145.00	2,145.00	
Prudential Finl Inc Medium Term	2,550.00	2,550.00	
Prudential Finl Inc	238.19	238.19	
Target Corp	1,937.50	1,937.50	
Time Warner Inc New Notes	2,937.50	2,937.50	
United Technologies Corp NT	2,687.50	2,687.50	

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
Verizon Communications Inc NT	2,637.01	2,637.01	
Walmart Stores Inc.	2,900.00	2,900.00	
Walgreen Co.	1,550.00	1,550.00	
Waste Mgmt Inc.	2,375.00	2,375.00	
Wells Fargo & Co	2,300.00	2,300.00	
Xerox Corp.	2,125.00	2,125.00	
US Government			
FHLB	2,967.71	2,967.71	
US Treasury Notes	<u>32,370.47</u>	<u>32,370.47</u>	
 Total taxable interest	 <u>\$ 182,996.34</u>	 <u>\$ 182,996.34</u>	 <u>\$</u>
 Tax-Exempt:			
None	<u>\$</u>	<u>\$</u>	<u>\$</u>
 Totals - Interest	 <u>\$ 182,996.34</u>	 <u>\$ 182,996.34</u>	 <u>\$</u>
 Totals - Dividends and interest	 <u>\$ 586,654.27</u>	 <u>\$ 491,911.53</u>	 <u>\$ 94,858.67</u>

Schedule 3

3/05/2015
15:48:33

FAIN FOUNDATION

(SB-CS)
PAGE 1

GAIN ON SALES OF ASSETS-SHORT TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
GENERAL MTRS CO	9/24/2013	4/16/2014	1,000.00	32,691.87	37,690.00	.00	4,998.13
GENERAL MTRS CO	3/13/2014	4/16/2014	500.00	16,345.94	18,472.50	.00	2,126.56
*** BANK OF AMERICA SEC 3065208		***	1,500.00	49,037.81	56,162.50	.00	7,124.69
BANK OF AMERICA SEC 1966118							
ALEXION PHARMACEUTICALS I	7/05/2013	3/06/2014	1.00	172.92	95.97	76.95	.00
ALEXION PHARMACEUTICALS I	6/24/2013	3/06/2014	6.00	1,037.52	563.21	474.31	.00
ALEXION PHARMACEUTICALS I	6/24/2013	3/12/2014	6.00	1,009.66	563.20	446.46	.00
ALEXION PHARMACEUTICALS I	7/01/2013	3/12/2014	1.00	168.28	93.11	75.17	.00
BOMBARDIER INC	3/20/2014	5/29/2014	205.00	700.86	825.76	.00	124.90
CME GROUP INC	3/20/2014	10/30/2014	56.00	4,595.87	4,268.91	326.96	.00
COMPAGNIE FINANCIERE RICH	7/17/2013	3/05/2014	13.00	1,299.42	1,233.10	66.32	.00
CONCUR TECHNOLOGIES INC	6/13/2014	11/19/2014	227.00	29,116.74	21,021.64	8,095.10	.00
FAST RETAILING CO LTD	3/24/2014	4/18/2014	14.00	4,506.48	4,996.93	.00	490.45
GEMALTO NV	3/20/2014	10/29/2014	33.00	2,477.23	3,785.09	.00	1,307.86
GOOGLE INC CL C	3/20/2014	12/16/2014	3.00	1,586.22	1,780.51	.00	194.29
INDUSTRIA DE DISENO TEXTI	3/20/2014	8/25/2014	75.00	2,160.62	2,174.02	.00	13.40
INTUITIVE SURGICAL INC	3/20/2014	4/14/2014	24.00	10,836.20	10,667.32	168.88	.00
JAPAN EXCHANGED GROUP INC	7/08/2013	1/21/2014	60.00	1,583.37	1,316.02	267.35	.00
JAPAN EXCHANGED GROUP INC	4/01/2013	1/21/2014	5.00	131.94	93.70	38.24	.00
JAPAN EXCHANGED GROUP INC	4/01/2013	1/23/2014	42.00	1,082.42	787.10	295.32	.00
JAPAN EXCHANGED GROUP INC	4/01/2013	1/28/2014	3.00	80.84	56.22	24.62	.00
JAPAN EXCHANGED GROUP INC	2/26/2013	1/28/2014	38.00	1,023.95	556.26	467.69	.00

3/05/2015
15:48:33

FAIN FOUNDATION

(SB-GS)
PAGE 2

GAIN ON SALES OF ASSETS-SHORT TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
JAPAN EXCHANGED GROUP INC	2/26/2013	2/28/2014	52.00	1,256.87	761.19	495.68	.00
JAPAN EXCHANGED GROUP INC	7/08/2013	4/10/2014	45.00	1,079.74	1,038.98	40.76	.00
LEUCADIA NATL CORP	3/20/2014	10/08/2014	11.00	262.95	293.39	.00	30.44
LEUCADIA NATL CORP	3/20/2014	10/08/2014	88.00	2,097.20	2,347.12	.00	249.92
NIDEC CORP	3/24/2014	10/09/2014	12.00	784.83	723.03	61.80	.00
NIDEC CORP	3/24/2014	10/10/2014	8.00	525.98	482.02	43.96	.00
NOVO-NORDISK A S	3/20/2014	10/08/2014	16.00	761.28	738.16	23.12	.00
NOVOZYMES A/S	3/20/2014	10/08/2014	18.00	761.67	780.32	.00	18.65
QUALCOMM INC	4/15/2014	11/19/2014	1.00	70.79	79.55	.00	8.76
QUALCOMM INC	4/17/2014	11/19/2014	278.00	19,677.62	21,930.20	.00	2,252.58
QUALCOMM INC	4/17/2014	11/20/2014	120.00	8,447.62	9,466.27	.00	1,018.65
QUESTCOR PHARMACEUTICALS	3/20/2014	4/17/2014	36.00	2,834.97	2,260.55	574.42	.00
RAKUTEN INC	3/24/2014	8/26/2014	374.00	4,885.89	4,886.03	.00	.14
RAKUTEN INC	3/24/2014	8/27/2014	81.00	1,046.50	1,058.20	.00	11.70
RENAISSANCERE HOLDINGS LT	3/20/2014	10/08/2014	7.00	706.64	683.96	22.68	.00
ROLLS-ROYCE GROUP PLC	5/06/2014	7/08/2014	.00	127.45	125.69	1.76	.00
ROLLS-ROYCE GROUP PLC	4/16/2014	11/19/2014	381.00	5,044.05	6,585.72	.00	1,541.67
ROLLS-ROYCE GROUP PLC	3/20/2014	11/19/2014	2.00	132.66	175.01	.00	42.35
ROLLS-ROYCE GROUP PLC	3/21/2014	11/19/2014	44.00	2,918.69	3,872.30	.00	953.61
ROLLS-ROYCE GROUP PLC	4/16/2014	11/20/2014	154.00	2,030.95	2,661.94	.00	630.99
ROLLS-ROYCE GROUP PLC	4/16/2014	11/21/2014	21.00	276.45	362.99	.00	86.54
SHINSEI BK LTD	3/24/2014	6/19/2014	1,535.00	3,294.70	2,960.22	334.48	.00
SHINSEI BK LTD	3/24/2014	6/20/2014	965.00	2,024.07	1,860.99	163.08	.00
SHIP FIN INTL LTD	1/07/2014	12/11/2014	16.00	243.92	278.07	.00	34.15

3/05/2015
15:48:33

FAIN FOUNDATION

(SB-GS)
PAGE 3

GAIN ON SALES OF ASSETS-SHORT TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SHIP FIN INTL LTD	1/23/2014	12/11/2014	43.00	655.52	755.54	.00	100.02
SHIP FIN INTL LTD	2/26/2014	12/11/2014	61.00	929.93	1,083.86	.00	153.93
SHIP FIN INTL LTD	3/20/2014	12/11/2014	212.00	3,231.89	3,766.80	.00	534.91
SWATCH GROUP AG	3/20/2014	6/05/2014	10.00	5,902.80	6,367.85	.00	465.05

*** BANK OF AMERICA SEC 1966118		***	5,403.00	135,584.17	133,264.02	2,320.15	.00
BANK OF AMERICA SEC 2251296							
FHLMC 4.375% D/7-17-15	8/20/2014	12/04/2014	.00	15,390.90	15,570.90	.00	180.00
FNMA 3.00% D/2-1-27	4/16/2013	1/27/2014	.00	454.06	479.39	.00	25.33
FNMA 3.00% D/2-1-27	4/16/2013	2/25/2014	.00	303.38	320.30	.00	16.92
FNMA 3.00% D/2-1-27	4/16/2013	3/25/2014	.00	211.11	222.89	.00	11.78
FNMA 3.00% D/2-1-27	4/16/2013	4/25/2014	.00	280.82	296.48	.00	15.66
US TSY NT 4.25% D/8-15-15	4/08/2013	2/12/2014	.00	26,506.83	27,321.28	.00	814.45
US TSY NT 4.25% D/8-15-15	8/20/2014	12/04/2014	.00	102,878.91	104,062.50	.00	1,183.59
US TSY NT 3.625% D/2-15-2	3/04/2013	2/12/2014	.00	37,808.19	40,755.85	.00	2,947.66
US TSY NT 4.00% D/2-15-15	2/12/2014	4/08/2014	.00	15,499.22	15,578.91	.00	79.69
US TSY NT 4.00% D/2-15-15	2/12/2014	6/27/2014	.00	107,604.50	109,052.35	.00	1,447.85
US TSY NT 4.00% D/2-15-15	2/12/2014	8/20/2014	.00	254,755.86	259,648.46	.00	4,892.60
US TSY NT 4.75% D/08-15-1	2/13/2014	9/23/2014	.00	27,637.69	28,245.12	.00	607.43
US TSY NT 3.125% D/5-15-2	8/21/2014	9/23/2014	.00	26,484.34	26,785.15	.00	300.81
US TSY NT 4.75% D/5-15-14	11/19/2013	2/12/2014	.00	374,335.95	378,411.71	.00	4,075.76

*** BANK OF AMERICA SEC 2251296		***	.00	990,151.76	1,006,751.29	.00	16,599.53

GRAND TOTALS			6,903.00	1,174,773.74	1,196,177.81	.00	21,404.07

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 1

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
APPLE INC	2/13/2008	8/07/2014	900.00	86,100.55	15,739.14	70,361.41	.00
CORNING INC	1/23/2013	5/28/2014	2,500.00	53,225.57	30,605.25	22,620.32	.00
COLUMBIA MID CAP INDEX FU	4/25/2013	8/08/2014	6,600.66	100,000.00	87,392.74	12,607.26	.00
EXXON MOBIL CORP	10/11/1972	3/13/2014	1,000.00	94,723.35	2,587.79	92,135.56	.00
EXXON MOBIL CORP	10/11/1972	8/07/2014	1,000.00	98,876.81	2,587.79	96,289.02	.00
GENERAL ELECTRIC	12/22/1999	6/11/2014	1,800.00	48,472.92	67,230.18	.00	18,757.26
GENERAL ELECTRIC	12/22/1999	8/07/2014	1,000.00	25,588.93	37,350.10	.00	11,761.17
INTERNAT'L BUSINESS MACHS	12/31/2006	5/28/2014	500.00	92,997.34	42,199.65	50,797.69	.00
ISHARES MSCI	8/31/2011	3/13/2014	2,000.00	93,936.76	84,339.00	9,597.76	.00
MICROSOFT CORP	12/31/2006	5/28/2014	1,000.00	40,135.51	26,082.58	14,052.93	.00
PEPSICO	6/01/1977	3/13/2014	1,000.00	81,447.58	540.11	80,907.47	.00
PEPSICO	6/01/1977	6/11/2014	2,000.00	175,331.12	1,080.21	174,250.91	.00
PEPSICO	6/01/1977	8/07/2014	1,000.00	90,226.70	540.11	89,686.59	.00
PIMCO COMMODITY REALRETUR	8/29/2011	3/11/2014	11,086.47	66,186.23	100,000.00	.00	33,813.77
PIMCO COMMODITY REALRETUR	8/16/2011	3/11/2014	5,663.94	33,813.77	50,748.94	.00	16,935.17
PIMCO COMMODITY REALRETUR	8/16/2011	6/09/2014	8,286.95	49,473.09	74,251.06	.00	24,777.97
PIMCO COMMODITY REALRETUR	4/25/2013	6/09/2014	88.26	526.91	551.63	.00	24.72
PFIZER INC	1/16/1974	3/13/2014	1,300.00	42,107.82	470.27	41,637.55	.00
PFIZER INC	1/16/1974	6/11/2014	1,000.00	29,653.84	361.74	29,292.10	.00
PFIZER INC	1/16/1974	8/07/2014	1,000.00	28,222.87	361.74	27,861.13	.00
TARGET CORP	8/31/2011	5/28/2014	1,000.00	55,894.26	50,413.00	5,481.26	.00
TEXAS INSTRS INC	9/08/1982	5/28/2014	2,500.00	115,510.44	4,159.51	111,350.93	.00
*** BANK OF AMERICA SEC 3065208	***		54,226.28	1,502,452.37	679,592.54	822,859.83	.00

BANK OF AMERICA SEC 1966118

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 2

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BOMBARDIER INC	10/14/2010	2/26/2014	475.00	1,488.58	2,488.34	.00	999.76
BOMBARDIER INC	10/14/2010	2/26/2014	475.00CR	1,488.58CR	2,488.34CR	999.76	.00
BOMBARDIER INC	10/14/2010	2/27/2014	120.00	379.96	628.63	.00	248.67
BOMBARDIER INC	10/14/2010	2/27/2014	85.00	270.76	445.28	.00	174.52
BOMBARDIER INC	10/14/2010	2/27/2014	120.00CR	379.96CR	628.63CR	248.67	.00
BOMBARDIER INC	10/14/2010	2/27/2014	85.00CR	270.76CR	445.28CR	174.52	.00
BOMBARDIER INC	12/27/2012	5/29/2014	7,009.00	23,962.36	32,369.57	.00	8,407.21
CME GROUP INC	6/25/2013	10/29/2014	66.00	5,424.86	5,195.75	229.11	.00
CME GROUP INC	6/25/2013	10/30/2014	56.00	4,595.87	4,408.52	187.35	.00
CME GROUP INC	6/24/2013	10/31/2014	18.00	1,465.64	1,367.37	98.27	.00
CME GROUP INC	6/27/2013	10/31/2014	58.00	4,722.59	4,415.76	306.83	.00
CME GROUP INC	6/24/2013	10/31/2014	50.00	4,054.49	3,798.24	256.25	.00
CME GROUP INC	6/24/2013	11/03/2014	52.00	4,229.12	3,950.17	278.95	.00
CME GROUP INC	7/29/2013	11/03/2014	12.00	975.94	891.76	84.18	.00
FAST RETAILING CO LTD	11/22/2010	1/21/2014	4.00	1,499.96	622.21	877.75	.00
FAST RETAILING CO LTD	5/31/2011	1/21/2014	2.00	749.97	288.17	461.80	.00
FAST RETAILING CO LTD	5/31/2011	1/23/2014	3.00	1,097.53	432.26	665.27	.00
FAST RETAILING CO LTD	4/14/2011	3/05/2014	3.00	1,039.85	426.32	613.53	.00
FAST RETAILING CO LTD	4/08/2011	4/18/2014	9.00	2,897.03	1,209.45	1,687.58	.00
FAST RETAILING CO LTD	4/14/2011	4/18/2014	17.00	5,472.15	2,415.79	3,056.36	.00
FAST RETAILING CO LTD	3/24/2011	7/25/2014	40.00	12,718.36	5,070.90	7,647.46	.00
FAST RETAILING CO LTD	4/08/2011	7/25/2014	11.00	3,497.55	1,478.21	2,019.34	.00
GEMALTO NV	9/25/2012	10/29/2014	17.00	1,276.15	1,526.85	.00	250.70
GEMALTO NV	10/10/2012	10/29/2014	18.00	1,351.22	1,624.03	.00	272.81

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 3

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
GEMALTO NV	10/30/2012	10/29/2014	35.00	2,627.37	3,141.24	.00	513.87
GEMALTO NV	2/01/2013	10/29/2014	13.00	975.88	1,210.23	.00	234.35
GEMALTO NV	9/19/2012	10/29/2014	45.00	3,337.43	4,024.08	.00	686.65
GEMALTO NV	10/22/2012	10/29/2014	21.00	1,557.47	1,802.66	.00	245.19
GEMALTO NV	10/29/2012	10/29/2014	12.00	889.98	1,028.01	.00	138.03
GEMALTO NV	10/19/2012	10/29/2014	13.00	964.15	1,149.41	.00	185.26
GEMALTO NV	10/29/2012	10/30/2014	11.00	810.52	942.34	.00	131.82
GOOGLE INC CL C	10/03/2011	12/16/2014	16.00	8,459.83	4,297.79	4,162.04	.00
INDUSTRIA DE DISENO TEXTI	9/19/2012	8/25/2014	169.00	4,868.61	3,979.39	889.22	.00
INDUSTRIA DE DISENO TEXTI	9/25/2012	8/25/2014	65.00	1,872.54	1,604.27	268.27	.00
INDUSTRIA DE DISENO TEXTI	9/26/2012	8/25/2014	65.00	1,872.54	1,686.67	185.87	.00
INDUSTRIA DE DISENO TEXTI	10/10/2012	8/25/2014	60.00	1,728.50	1,573.74	154.76	.00
INDUSTRIA DE DISENO TEXTI	10/30/2012	8/25/2014	45.00	1,296.38	1,139.01	157.37	.00
INDUSTRIA DE DISENO TEXTI	11/20/2012	8/25/2014	25.00	720.21	641.72	78.49	.00
INDUSTRIA DE DISENO TEXTI	9/19/2012	8/25/2014	1.00	28.81	23.55	5.26	.00
INTUITIVE SURGICAL INC	1/23/2013	4/14/2014	30.00	13,545.29	15,664.57	.00	2,119.28
JAPAN EXCHANGED GROUP INC	2/19/2013	2/28/2014	36.00	870.14	493.12	377.02	.00
JAPAN EXCHANGED GROUP INC	2/19/2013	3/04/2014	69.00	1,626.58	945.14	681.44	.00
JAPAN EXCHANGED GROUP INC	2/19/2013	3/05/2014	113.00	2,639.18	1,547.84	1,091.34	.00
JAPAN EXCHANGED GROUP INC	2/19/2013	3/07/2014	50.00	1,160.07	684.88	475.19	.00
JAPAN EXCHANGED GROUP INC	2/19/2013	3/18/2014	113.00	2,624.33	1,547.83	1,076.50	.00
JAPAN EXCHANGED GROUP INC	2/19/2013	4/10/2014	205.00	4,918.80	2,808.02	2,110.78	.00
JAPAN EXCHANGED GROUP INC	2/19/2013	4/11/2014	44.00	1,019.45	602.70	416.75	.00
LAS VEGAS SANDS CORP	10/14/2010	1/21/2014	34.00	2,748.47	1,299.83	1,448.64	.00

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 4

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
LAS VEGAS SANDS CORP	10/14/2010	1/23/2014	13.00	1,061.51	496.99	564.52	.00
LAS VEGAS SANDS CORP	10/14/2010	1/27/2014	13.00	1,044.60	496.99	547.61	.00
LAS VEGAS SANDS CORP	10/14/2010	2/26/2014	27.00	2,191.26	1,032.22	1,159.04	.00
LAS VEGAS SANDS CORP	10/14/2010	3/04/2014	14.00	1,191.29	535.22	656.07	.00
LEUCADIA NATL CORP	2/06/2013	10/08/2014	17.00	405.14	426.39	.00	21.25
LEUCADIA NATL CORP	2/06/2013	10/09/2014	36.00	847.63	902.93	.00	55.30
LEUCADIA NATL CORP	12/24/2012	10/09/2014	14.00	329.64	328.29	1.35	.00
LEUCADIA NATL CORP	12/24/2012	10/10/2014	67.00	1,527.87	1,571.10	.00	43.23
LEUCADIA NATL CORP	12/17/2012	10/10/2014	155.00	3,534.62	3,597.52	.00	62.90
LEUCADIA NATL CORP	12/17/2012	10/10/2014	12.00	277.38	278.52	.00	1.14
LEUCADIA NATL CORP	12/17/2012	10/10/2014	6.00	138.68	138.70	.00	.02
LEUCADIA NATL CORP	12/17/2012	10/14/2014	47.00	1,067.12	1,086.48	.00	19.36
LEUCADIA NATL CORP	12/18/2012	10/14/2014	70.00	1,589.33	1,601.76	.00	12.43
LEUCADIA NATL CORP	12/20/2012	10/14/2014	85.00	1,929.88	1,949.76	.00	19.88
LEUCADIA NATL CORP	12/18/2012	10/15/2014	44.00	996.58	1,006.82	.00	10.24
MASTERCARD INC	10/14/2010	2/26/2014	24.00	1,818.45	536.49	1,281.96	.00
MASTERCARD INC	10/14/2010	3/04/2014	14.00	1,087.33	312.95	774.38	.00
MONSANTO CO	10/14/2010	2/27/2014	21.00	2,298.31	1,089.59	1,208.72	.00
MONSANTO CO	10/14/2010	2/28/2014	11.00	1,200.69	570.74	629.95	.00
QUESTCOR PHARMACEUTICALS	8/27/2012	2/26/2014	14.00	1,073.62	594.28	479.34	.00
QUESTCOR PHARMACEUTICALS	7/30/2012	2/26/2014	23.00	1,763.81	919.74	844.07	.00
QUESTCOR PHARMACEUTICALS	8/14/2012	2/26/2014	8.00	613.49	314.47	299.02	.00
QUESTCOR PHARMACEUTICALS	8/14/2012	2/27/2014	11.00	869.73	432.40	437.33	.00
QUESTCOR PHARMACEUTICALS	8/07/2012	2/27/2014	10.00	790.65	390.98	399.67	.00

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 5

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
QUESTCOR PHARMACEUTICALS	8/17/2012	2/28/2014	8.00	630.46	312.79	317.67	.00
QUESTCOR PHARMACEUTICALS	8/21/2012	2/28/2014	2.00	157.61	77.99	79.62	.00
QUESTCOR PHARMACEUTICALS	8/21/2012	2/28/2014	4.00	315.83	155.99	159.84	.00
QUESTCOR PHARMACEUTICALS	8/21/2012	3/06/2014	13.00	822.45	506.95	315.50	.00
QUESTCOR PHARMACEUTICALS	8/10/2012	3/06/2014	6.00	379.59	230.08	149.51	.00
QUESTCOR PHARMACEUTICALS	8/10/2012	4/17/2014	21.00	1,653.73	805.29	848.44	.00
QUESTCOR PHARMACEUTICALS	11/15/2012	4/17/2014	21.00	1,653.73	527.54	1,126.19	.00
QUESTCOR PHARMACEUTICALS	11/27/2012	4/17/2014	29.00	2,283.73	750.35	1,533.38	.00
QUESTCOR PHARMACEUTICALS	11/29/2012	4/17/2014	42.00	3,307.46	1,124.10	2,183.36	.00
QUESTCOR PHARMACEUTICALS	2/15/2013	4/17/2014	28.00	2,204.96	801.62	1,403.34	.00
QUESTCOR PHARMACEUTICALS	11/15/2012	4/21/2014	34.00	2,647.99	854.12	1,793.87	.00
QUESTCOR PHARMACEUTICALS	11/20/2012	4/21/2014	28.00	2,180.69	696.37	1,484.32	.00
RAKUTEN INC	5/30/2013	8/27/2014	145.00	1,873.36	1,696.17	177.19	.00
RAKUTEN INC	4/22/2013	8/27/2014	85.00	1,098.18	905.20	192.98	.00
RAKUTEN INC	4/18/2013	8/27/2014	87.00	1,124.02	929.29	194.73	.00
RAKUTEN INC	3/25/2013	8/27/2014	156.00	2,015.48	1,641.31	374.17	.00
RAKUTEN INC	4/15/2013	8/27/2014	3.00	38.76	31.46	7.30	.00
RAKUTEN INC	4/15/2013	8/28/2014	118.00	1,528.73	1,237.34	291.39	.00
RAKUTEN INC	4/01/2013	8/28/2014	55.00	712.55	553.86	158.69	.00
RAKUTEN INC	3/21/2013	8/28/2014	174.00	2,254.23	1,788.24	465.99	.00
RAKUTEN INC	3/19/2013	8/28/2014	1.00	12.96	10.01	2.95	.00
RAKUTEN INC	3/18/2013	8/28/2014	217.00	2,811.31	2,154.48	656.83	.00
RAKUTEN INC	3/18/2013	8/29/2014	19.00	244.00	188.64	55.36	.00
RAKUTEN INC	2/08/2013	8/29/2014	236.00	3,030.76	2,185.89	844.87	.00

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 6

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
RAKUTEN INC	2/04/2013	8/29/2014	173.00	2,221.70	1,592.71	628.99	.00
RAKUTEN INC	2/04/2013	9/01/2014	12.00	151.68	110.48	41.20	.00
RAKUTEN INC	3/11/2013	9/01/2014	155.00	1,959.26	1,419.37	539.89	.00
RAKUTEN INC	3/13/2013	9/01/2014	129.00	1,630.61	1,178.66	451.95	.00
RAKUTEN INC	1/31/2013	9/01/2014	194.00	2,452.24	1,756.01	696.23	.00
RAKUTEN INC	1/15/2013	9/01/2014	214.00	2,705.05	1,922.79	782.26	.00
RAKUTEN INC	8/16/2013	9/02/2014	116.00	1,498.69	1,393.92	104.77	.00
RAKUTEN INC	1/15/2013	9/03/2014	246.00	3,193.73	2,210.31	983.42	.00
REGENERON PHARMACEUTICALS	3/11/2011	3/06/2014	3.00	1,014.92	115.96	898.96	.00
REGENERON PHARMACEUTICALS	3/11/2011	3/12/2014	4.00	1,281.71	154.62	1,127.09	.00
RHJ INTL	1/13/2012	1/07/2014	1.00	5.07	6.69	.00	1.62
RHJ INTL	1/13/2012	1/08/2014	5.00	25.09	33.43	.00	8.34
RHJ INTL	1/13/2012	1/10/2014	7.00	35.42	46.80	.00	11.38
RHJ INTL	1/13/2012	1/15/2014	3.00	15.28	20.06	.00	4.78
RHJ INTL	1/13/2012	1/16/2014	14.00	69.88	93.59	.00	23.71
RHJ INTL	1/13/2012	1/17/2014	36.00	179.98	222.00	.00	42.02
RHJ INTL	1/18/2012	1/17/2014	96.00	479.93	630.38	.00	150.45
ROLLS-ROYCE GROUP PLC	10/14/2010	2/27/2014	1.00	82.35	47.88	34.47	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	2/28/2014	19.00	1,558.62	909.72	648.90	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	3/03/2014	7.00	560.12	335.16	224.96	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	11/19/2014	155.00	10,281.73	7,421.40	2,860.33	.00
ROLLS-ROYCE GROUP PLC	10/14/2010	11/21/2014	80.00	5,281.49	3,830.40	1,451.09	.00
ROLLS-ROYCE GROUP PLC	11/24/2010	11/21/2014	8.00	528.15	378.04	150.11	.00
ROLLS-ROYCE GROUP PLC	11/24/2010	11/21/2014	12.00	792.34	567.07	225.27	.00

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 7

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SENOYX INC	10/14/2010	3/14/2014	270.00	3,076.25	1,191.54	1,884.71	.00
SENOYX INC	10/14/2010	3/17/2014	200.00	2,202.30	882.62	1,319.68	.00
SENOYX INC	10/14/2010	4/09/2014	9.00	99.61	39.72	59.89	.00
SENOYX INC	10/14/2010	4/10/2014	40.00	432.77	176.52	256.25	.00
SENOYX INC	10/14/2010	4/11/2014	31.00	318.87	136.81	182.06	.00
SENOYX INC	10/14/2010	4/14/2014	182.00	2,029.24	803.18	1,226.06	.00
SENOYX INC	10/14/2010	4/15/2014	2.00	21.07	8.83	12.24	.00
SENOYX INC	10/14/2010	4/16/2014	9.00	86.30	39.72	46.58	.00
SENOYX INC	10/14/2010	4/17/2014	19.00	170.01	83.85	86.16	.00
SENOYX INC	10/14/2010	4/21/2014	21.00	168.84	92.67	76.17	.00
SENOYX INC	10/14/2010	4/22/2014	53.00	466.67	233.89	232.78	.00
SENOYX INC	10/14/2010	4/24/2014	17.00	157.33	75.02	82.31	.00
SENOYX INC	10/14/2010	4/25/2014	11.00	102.17	48.54	53.63	.00
SENOYX INC	10/14/2010	4/28/2014	5.00	46.13	22.07	24.06	.00
SENOYX INC	10/14/2010	4/29/2014	5.00	46.82	22.07	24.75	.00
SENOYX INC	10/14/2010	5/02/2014	7.00	60.09	30.89	29.20	.00
SENOYX INC	10/14/2010	5/09/2014	4.00	27.53	17.65	9.88	.00
SENOYX INC	10/14/2010	5/12/2014	14.00	91.76	61.78	29.98	.00
SENOYX INC	10/14/2010	5/13/2014	11.00	72.95	48.54	24.41	.00
SENOYX INC	10/14/2010	5/14/2014	16.00	105.12	70.61	34.51	.00
SENOYX INC	10/14/2010	5/15/2014	7.00	48.47	30.89	17.58	.00
SENOYX INC	10/14/2010	5/16/2014	6.00	41.80	26.48	15.32	.00
SENOYX INC	10/14/2010	5/19/2014	5.00	34.40	22.07	12.33	.00
SENOYX INC	10/14/2010	5/20/2014	6.00	40.18	26.48	13.70	.00

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 8

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SENOYX INC	10/14/2010	5/21/2014	7.00	45.30	30.89	14.41	.00
SENOYX INC	10/14/2010	5/22/2014	60.00	435.19	264.79	170.40	.00
SENOYX INC	10/14/2010	5/23/2014	4.00	27.30	17.65	9.65	.00
SENOYX INC	10/14/2010	5/27/2014	7.00	47.48	30.89	16.59	.00
SENOYX INC	10/14/2010	5/28/2014	8.00	53.42	35.30	18.12	.00
SENOYX INC	10/14/2010	5/29/2014	4.00	27.19	17.65	9.54	.00
SENOYX INC	10/14/2010	5/30/2014	20.00	142.93	88.26	54.67	.00
SENOYX INC	10/14/2010	6/02/2014	3.00	21.06	13.24	7.82	.00
SENOYX INC	10/14/2010	6/03/2014	4.00	27.39	17.65	9.74	.00
SENOYX INC	10/14/2010	6/04/2014	10.00	67.85	44.13	23.72	.00
SENOYX INC	10/14/2010	6/05/2014	48.00	351.77	211.83	139.94	.00
SENOYX INC	10/14/2010	6/06/2014	30.00	225.04	132.39	92.65	.00
SENOYX INC	10/14/2010	6/09/2014	27.00	209.70	119.15	90.55	.00
SENOYX INC	10/14/2010	6/10/2014	38.00	315.14	167.70	147.44	.00
SENOYX INC	10/14/2010	6/11/2014	23.00	190.39	101.50	88.89	.00
SENOYX INC	10/14/2010	6/12/2014	16.00	129.59	70.61	58.98	.00
SENOYX INC	10/14/2010	6/13/2014	16.00	130.24	70.61	59.63	.00
SENOYX INC	10/14/2010	6/16/2014	16.00	132.84	70.61	62.23	.00
SENOYX INC	10/14/2010	6/17/2014	9.00	77.67	39.72	37.95	.00
SENOYX INC	10/14/2010	6/20/2014	5.00	41.66	22.07	19.59	.00
SENOYX INC	10/14/2010	6/23/2014	6.00	50.28	26.48	23.80	.00
SENOYX INC	10/14/2010	6/24/2014	117.00	1,103.87	516.34	587.53	.00
SENOYX INC	10/14/2010	6/25/2014	20.00	188.05	88.26	99.79	.00
SENOYX INC	10/14/2010	6/26/2014	17.00	157.52	75.02	82.50	.00

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 9

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SENOAMYX INC	10/14/2010	6/30/2014	8.00	70.58	35.31	35.27	.00
SHINSEI BK LTD	9/02/2011	6/20/2014	382.00	801.24	455.13	346.11	.00
SHINSEI BK LTD	8/20/2012	6/20/2014	586.00	1,229.12	755.37	473.75	.00
SHINSEI BK LTD	9/02/2011	6/23/2014	1,781.00	3,724.04	2,121.96	1,602.08	.00
SHINSEI BK LTD	9/02/2011	6/24/2014	622.00	1,316.99	741.08	575.91	.00
SHINSEI BK LTD	10/14/2011	6/24/2014	1,548.00	3,277.63	1,826.20	1,451.43	.00
SHINSEI BK LTD	10/06/2011	6/25/2014	459.00	963.53	519.38	444.15	.00
SHINSEI BK LTD	10/14/2011	6/25/2014	107.00	224.62	126.23	98.39	.00
SHINSEI BK LTD	11/01/2011	6/25/2014	1,665.00	3,495.11	1,899.48	1,595.63	.00
SHINSEI BK LTD	10/06/2011	6/26/2014	2,275.00	4,725.18	2,574.24	2,150.94	.00
SHINSEI BK LTD	10/06/2011	6/27/2014	2,250.00	4,666.22	2,545.96	2,120.26	.00
SHINSEI BK LTD	10/02/2011	6/30/2014	21.00	44.16	23.76	20.40	.00
SHINSEI BK LTD	9/26/2011	6/30/2014	2,230.00	4,689.27	2,475.44	2,213.83	.00
SHIP FIN INTL LTD	9/19/2012	12/11/2014	42.00	640.28	739.46	.00	99.18
SHIP FIN INTL LTD	12/05/2012	12/11/2014	30.00	457.34	485.17	.00	27.83
SHIP FIN INTL LTD	12/05/2012	12/15/2014	17.00	232.34	274.93	.00	42.59
SHIP FIN INTL LTD	7/30/2013	12/15/2014	25.00	341.67	400.51	.00	58.84
SHIP FIN INTL LTD	9/12/2013	12/15/2014	37.00	505.67	593.47	.00	87.80
SHIP FIN INTL LTD	5/31/2012	12/15/2014	144.00	1,923.94	2,289.43	.00	365.49
SHIP FIN INTL LTD	11/09/2012	12/15/2014	48.00	641.31	765.81	.00	124.50
SHIP FIN INTL LTD	7/29/2013	12/15/2014	6.00	80.16	95.45	.00	15.29
SHIP FIN INTL LTD	7/30/2013	12/15/2014	22.00	293.94	352.45	.00	58.51
SHIP FIN INTL LTD	5/31/2012	12/16/2014	32.00	426.34	508.76	.00	82.42
SHIP FIN INTL LTD	10/30/2012	12/16/2014	73.00	972.59	1,138.09	.00	165.50

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 10

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SHIP FIN INTL LTD	7/26/2013	12/16/2014	24.00	319.76	378.43	.00	58.67
SHIP FIN INTL LTD	7/29/2013	12/16/2014	14.00	186.52	222.23	.00	35.71
SHIP FIN INTL LTD	9/13/2013	12/16/2014	1.00	13.33	15.56	.00	2.23
SHIP FIN INTL LTD	9/13/2013	12/17/2014	47.00	628.54	731.46	.00	102.92
SHIP FIN INTL LTD	8/14/2012	12/18/2014	18.00	249.21	277.27	.00	28.06
SHIP FIN INTL LTD	10/26/2012	12/18/2014	35.00	484.58	537.43	.00	52.85
SHIP FIN INTL LTD	9/13/2013	12/18/2014	5.00	69.23	77.82	.00	8.59
SHIP FIN INTL LTD	10/26/2012	12/19/2014	13.00	180.96	199.62	.00	18.66
SHIP FIN INTL LTD	10/10/2012	12/19/2014	23.00	320.17	352.10	.00	31.93
SHIP FIN INTL LTD	10/10/2012	12/22/2014	29.00	416.70	443.95	.00	27.25
SHIP FIN INTL LTD	10/10/2012	12/23/2014	22.00	326.02	336.78	.00	10.76
SHIP FIN INTL LTD	5/30/2012	12/23/2014	49.00	724.70	731.89	.00	7.19
SHIP FIN INTL LTD	8/15/2012	12/23/2014	28.00	414.11	426.24	.00	12.13
SHIP FIN INTL LTD	10/10/2012	12/23/2014	28.00	414.11	428.45	.00	14.34
SHIP FIN INTL LTD	7/08/2013	12/23/2014	36.00	532.43	540.17	.00	7.74
SHIP FIN INTL LTD	5/30/2012	12/24/2014	6.00	90.68	89.62	1.06	.00
SHIP FIN INTL LTD	5/30/2012	12/26/2014	2.00	29.85	29.87	.00	.02
SHIP FIN INTL LTD	5/30/2012	12/26/2014	16.00	234.71	238.98	.00	4.27
SHIP FIN INTL LTD	7/05/2013	12/26/2014	12.00	176.04	179.16	.00	3.12
SHIP FIN INTL LTD	11/27/2012	12/26/2014	25.00	366.74	372.22	.00	5.48
SHIP FIN INTL LTD	11/27/2012	12/29/2014	25.00	360.37	372.22	.00	11.85
SHIP FIN INTL LTD	11/23/2012	12/29/2014	13.00	187.39	191.99	.00	4.60
SHIP FIN INTL LTD	11/23/2012	12/30/2014	2.00	29.03	29.54	.00	.51
SHIP FIN INTL LTD	11/23/2012	12/31/2014	6.00	87.39	88.61	.00	1.22

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 11

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SWATCH GROUP AG	2/14/2013	6/05/2014	7.00	4,131.96	4,000.93	131.03	.00
SWATCH GROUP AG	5/29/2013	6/05/2014	4.00	2,361.12	2,397.86	.00	36.74
VALEANT PHARMACEUTICALS I	1/13/2012	3/06/2014	9.00	1,285.76	451.77	833.99	.00
VALEANT PHARMACEUTICALS I	1/13/2012	3/12/2014	8.00	1,112.53	400.93	711.60	.00
*** BANK OF AMERICA SEC 1966118		***	29,095.00	312,452.15	237,254.58	75,197.57	.00
BANK OF AMERICA SEC 2251296							
ALLSTATE CORP SR NT	2/22/2012	2/12/2014	.00	51,111.00	54,835.00	.00	3,724.00
FHLB 5.25% D/6-18-14	5/03/2012	4/08/2014	.00	186,859.25	205,784.03	.00	18,924.78
FHLMC 4.375% D/7-17-15	2/17/2012	12/04/2014	.00	189,821.10	208,272.30	.00	18,451.20
FNMA 4.00% D/2-1-27	2/22/2012	1/27/2014	.00	4,015.00	4,218.54	.00	203.54
FNMA 4.00% D/2-1-27	2/22/2012	2/25/2014	.00	740.11	777.63	.00	37.52
FNMA 4.00% D/2-1-27	2/22/2012	3/25/2014	.00	747.35	785.24	.00	37.89
FNMA 4.00% D/2-1-27	2/22/2012	4/25/2014	.00	15,301.03	16,076.73	.00	775.70
FNMA 4.00% D/2-1-27	2/22/2012	5/27/2014	.00	653.71	686.85	.00	33.14
FNMA 4.00% D/2-1-27	2/22/2012	6/25/2014	.00	680.88	715.40	.00	34.52
FNMA 4.00% D/2-1-27	2/22/2012	7/25/2014	.00	667.95	701.81	.00	33.86
FNMA 4.00% D/2-1-27	2/22/2012	8/25/2014	.00	741.35	778.93	.00	37.58
FNMA 4.00% D/2-1-27	2/22/2012	9/25/2014	.00	677.81	712.17	.00	34.36
FNMA 4.00% D/2-1-27	2/22/2012	10/27/2014	.00	675.36	709.60	.00	34.24
FNMA 4.00% D/2-1-27	2/22/2012	11/25/2014	.00	682.35	716.94	.00	34.59
FNMA 4.00% D/2-1-27	2/22/2012	12/26/2014	.00	681.45	716.00	.00	34.55
FNMA 3.50% D/2-1-27	2/22/2012	1/27/2014	.00	2,924.52	3,042.14	.00	117.62
FNMA 3.50% D/2-1-27	2/22/2012	2/25/2014	.00	1,416.19	1,473.15	.00	56.96

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 12

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.50% D/2-1-27	2/22/2012	3/25/2014	.00	631.01	656.39	.00	25.38
FNMA 3.50% D/2-1-27	2/22/2012	4/25/2014	.00	928.12	965.45	.00	37.33
FNMA 3.50% D/2-1-27	2/22/2012	5/27/2014	.00	2,063.57	2,146.56	.00	82.99
FNMA 3.50% D/2-1-27	2/22/2012	6/25/2014	.00	1,699.26	1,767.60	.00	68.34
FNMA 3.50% D/2-1-27	2/22/2012	7/25/2014	.00	1,997.15	2,077.47	.00	80.32
FNMA 3.50% D/2-1-27	2/22/2012	8/25/2014	.00	2,398.40	2,494.86	.00	96.46
FNMA 3.50% D/2-1-27	2/22/2012	9/25/2014	.00	941.34	979.20	.00	37.86
FNMA 3.50% D/2-1-27	2/22/2012	10/27/2014	.00	1,593.42	1,657.50	.00	64.08
FNMA 3.50% D/2-1-27	2/22/2012	11/25/2014	.00	1,472.46	1,531.68	.00	59.22
FNMA 3.50% D/2-1-27	2/22/2012	12/26/2014	.00	1,519.72	1,580.84	.00	61.12
FNMA 3.00% D/2-1-27	4/16/2013	5/27/2014	.00	188.90	199.44	.00	10.54
FNMA 3.00% D/2-1-27	4/16/2013	6/25/2014	.00	276.48	291.90	.00	15.42
FNMA 3.00% D/2-1-27	4/16/2003	7/25/2014	.00	449.80	474.89	.00	25.09
FNMA 3.00% D/2-1-27	4/16/2013	8/25/2014	.00	532.97	562.70	.00	29.73
FNMA 3.00% D/2-1-27	4/16/2013	9/25/2014	.00	429.80	453.77	.00	23.97
FNMA 3.00% D/2-1-27	4/16/2013	10/27/2014	.00	343.54	362.70	.00	19.16
FNMA 3.00% D/2-1-27	4/16/2013	11/25/2014	.00	532.91	562.64	.00	29.73
FNMA 3.00% D/2-1-27	4/16/2013	12/26/2014	.00	247.99	261.82	.00	13.83
GOLDMAN SACHS GROUP INC N	2/22/2012	4/08/2014	.00	51,101.00	53,055.50	.00	1,954.50
PROCTER & GAMBLE CO	9/08/2008	6/27/2014	.00	50,311.50	52,247.50	.00	1,936.00
PRUDENTIAL FINL INC	2/22/2012	9/20/2014	.00	50,000.00	54,342.00	.00	4,342.00
US TSY NT 4.25% D/8-15-15	2/29/2012	2/12/2014	.00	26,506.84	28,360.35	.00	1,853.51
US TSY NT 4.25% D/8-15-15	3/30/2012	2/12/2014	.00	26,506.84	28,034.18	.00	1,527.34
US TSY NT 4.25% D/8-15-15	6/27/2012	2/12/2014	.00	26,506.84	27,941.40	.00	1,434.56

3/05/2015
16:00:58

FAIN FOUNDATION

(SB-GS)
PAGE 13

GAIN ON SALES OF ASSETS-LONG TERM 2014

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
US TSY NT 4.25% D/11-15-1	2/29/2012	2/12/2014	.00	55,792.97	58,786.13	.00	2,993.16
US TSY NT 3.625% D/2-15-2	2/29/2012	2/12/2014	.00	180,988.67	191,412.90	.00	10,424.23
VERIZON COMMUNICATIONS IN	2/24/2012	3/14/2014	.00	54,647.00	57,833.50	.00	3,186.50
*** BANK OF AMERICA SEC 2251296	***		.00	999,004.91	1,072,043.33	.00	73,038.42
GRAND TOTALS			83,321.28	2,813,909.43	1,988,890.45	825,018.98	.00

Schedule 4

BALANCE SHEET

THE FAIN FOUNDATION - TIN 75-6016679

Year 2014

	Cost		Market
	12-31-13	12-31-14	Value
ASSETS			
Cash			
Checking	\$ 88,051 76	\$ 133,830.02	\$ 133,830.02
Certificates and daily cash funds	183,206 69	190,536 16	190,536.16
Accounts receivable	1,330 01		
Investments			
Corporate stocks - Sch. 5	5,728,362 70	5,815,128.35	12,359,182.83
Bonds - Sch 5	4,487,690 26	4,706,347.98	4,560,741 99
Other assets			
Prepaid excise tax			
Purchased interest	194 20	824 53	824.53
Total assets	\$ 10,488,835.62	\$ 10,846,667.04	\$ 17,245,115.53
LIABILITIES AND EQUITY			
Liabilities			
Excise tax payable	\$ 16,038 74	\$ 6,717 57	
Total liabilities	\$ 16,038 74	\$ 6,717.57	
Equity			
Principal fund	\$ 10,565,258 12	\$ 10,565,258.12	
Income fund	(92,461.24)	274,691 35	
Total equity	\$ 10,472,796 88	\$ 10,839,949 47	
Total liabilities and equity	\$ 10,488,835 62	\$ 10,846,667.04	

Schedule 5

INVESTMENTS - SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2014

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-13	12-31-14	
Corporate stock						
BOA Account #3065208						
Aflac			1,400.00	\$ 61,261.21	\$ 61,261.21	\$ 85,526.00
AT&T			6,000.00	145,462.26	145,462.26	201,540.00
American Electric Power, Inc.			1,000.00	44,905.00	44,905.00	60,720.00
American Water Works Co.			2,000.00	40,909.50	88,519.50	106,600.00
Apple, Inc			4,000.00	85,690.85	69,951.71	441,520.00
Blackrock, Inc.			500.00	78,970.25	78,970.25	178,780.00
Citigroup, Inc.			2,500.00		120,106.15	135,275.00
Coca Cola			2,500.00	92,954.50	92,954.50	105,550.00
Columbia Mid Cap Index Fund			44,788.87	457,338.88	369,946.14	693,331.66
Columbia Small Cap Core Fund			15,662.66	172,289.27	172,289.27	292,265.25
Columbia Small Cap Index Fund			15,745.24	193,194.09	193,194.09	359,936.19
ConocoPhillips			2,300.00	100,755.54	100,755.54	158,838.00
Corning, Inc			5,000.00	91,815.75	61,210.50	114,650.00
CVS Caremark			1,670.00	37,196.97	37,196.97	160,837.70
Discover Finl. Services			1,000.00	52,874.90	52,874.90	65,490.00
Du Pont, E I De Nemours			1,500.00	73,350.00	73,350.00	110,910.00
Ebay, Inc.			600.00		34,963.50	33,672.00
Ecolab, Inc.			700.00	63,569.52	63,569.52	73,164.00
Emerson Electric Co			3,000.00	170,178.60	170,178.60	185,190.00
EMC Corp.			4,500.00		119,451.60	133,830.00
ExxonMobil			10,000.00	31,053.47	25,877.89	924,500.00
General Electric			15,000.00	263,774.49	159,194.21	379,050.00
General Motors			1,000.00	37,690.00		
IBM			1,000.00	126,598.94	84,399.29	160,440.00
IShares MSCI			3,000.00	210,847.50	126,508.50	131,850.00
IShares MSCI Emerging Mkts			1,800.00	105,188.04	105,188.04	101,934.00
Johnson & Johnson			5,000.00	198,533.77	198,533.77	522,850.00
JP Morgan Chase			3,000.00	105,242.70	105,242.70	187,740.00
JP Morgan Alerian MLP			3,000.00	118,494.90	118,494.90	137,850.00
Kayne Anderson MLP Invt Co			5,000.00	119,933.31	118,663.86	190,900.00
McDonalds			4,500.00	135,483.97	135,483.97	421,650.00
Microsoft			2,500.00	91,289.03	65,206.45	116,125.00
Pepsico			10,000.00	7,561.48	5,401.05	945,600.00
Phillips 66			1,400.00	31,832.64	31,832.64	100,380.00
Pfizer			16,000.00	6,981.63	5,787.88	498,400.00
Pimco Commodity Real Return			16,622.54	325,000.00	99,448.37	74,468.98
Praxair			800.00	40,284.47	40,284.47	100,380.00
Procter & Gamble			1,200.00	73,284.00	73,284.00	109,308.00
Qualcomm			2,500.00	99,064.41	99,064.41	185,825.00
Roche Hldg Ltd			5,200.00	126,516.00	126,516.00	176,555.60
T JX Cos , Inc			1,000.00		58,746.65	68,580.00
Target Corp			1,000.00	50,413.00		
Texas Instruments			5,000.00	12,478.52	8,319.01	267,325.00

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-13	12-31-14	
3M Co			1,600.00	10,578.71	10,578.71	262,912.00
Toyota Motor Corp			1,000.00		108,377.20	125,480.00
Travelers Cos.			2,000.00	124,933.50	171,456.95	211,700.00
United Technologies			2,000.00	120,756.99	120,756.99	230,000.00
Unitedhealth Group			1,400.00	79,280.40	79,280.40	141,526.00
Visa, Inc.			900.00	142,997.49	142,997.49	235,980.00
Wells Fargo & Co.			2,500.00	60,687.50	60,687.50	137,050.00
Wisdomtree Japan Hedged Equity			3,500.00	168,986.90	168,986.90	172,305.00
Wyndham Worldwide Corp			500.00	31,834.50	31,834.50	42,880.00
Total				\$ 5,020,319.35	\$ 4,837,545.91	\$ 11,059,170.38
BOA Account #1966118.						
Actelion, Ltd.			321.00	\$ 19,961.72	\$ 24,985.76	\$ 37,247.82
Alexion Pharmaceuticals, Inc.			264.00	10,303.66	16,127.85	48,847.92
Anheuser Busch Inbev SA/NV			265.00	8,961.65	21,189.47	29,764.80
Berkshire Hathaway, Inc			254.00	17,486.74	22,306.93	38,138.10
Bombardier, Inc.			6,796.00	31,252.70		
Brilliance China Automotive			11,176.00		18,179.91	17,956.81
China High Precision Automation			16,877.00	13,193.86	13,193.86	2,698.46
Chipotle Mexican Grill			54.00		29,609.60	36,963.54
CME Group, Inc.			312.00	24,027.57		
Cie Financiere Richemont SA			468.00	20,222.50	36,397.57	41,593.75
Core Laboratories			184.00		20,947.39	22,142.56
Dassault Systemes Eur1			410.00	20,928.57	25,640.98	25,073.93
Enstar Group, Ltd			171.00	11,222.10	14,810.46	26,144.19
Exxon Mobil Corp			323.00	17,946.34	24,189.22	29,861.35
Facebook, Inc.			462.00		29,121.40	36,045.24
Fanuc			105.00	12,169.48	14,799.07	17,467.16
FMC Technologies			623.00		33,281.58	29,181.32
Fast Retailing Co Ltd			89.00	11,943.31		
Gilead Sciences, Inc			377.00		25,050.90	35,536.02
Gemalto NV			185.00	16,448.85		
Givaudan AG			8.00	8,484.61	10,072.67	14,435.67
Google, Inc			38.00	8,609.36	16,567.74	20,165.08
Hexcel Corp			936.00		38,613.95	38,834.64
Hitachi			5,342.00		40,534.32	40,131.24
International Flavors & Fragrance			132.00	8,171.89	10,046.84	13,379.52
Industria De Diseno Textil			86.00	10,648.35		
Intuitive Surgical, Inc			40.00	20,382.03		
Jardine Strategic Holdings, Ltd			1,240.00	24,662.46	37,064.37	42,408.00
JD com, Inc.			1,360.00		34,654.25	31,470.40
Japan Exchanged Group, Inc			830.00	12,200.02		
Keyence Corp			86.00	20,350.93	25,493.56	38,498.07
Kuka AG			694.00	18,985.44	25,337.36	49,529.92
Las Vegas Sands Corp			643.00	17,937.57	31,972.39	37,396.88
Leucadia Nat'l Corp.			553.00	12,888.27		
Mastercard, Inc.			380.00	8,015.28	11,652.12	32,740.80
Monsanto Co			296.00	14,683.54	18,180.74	35,363.12
Nidec Corp			582.00	15,980.78	20,318.98	38,110.69
Noble Group Ltd.			21,036.00	20,901.46	23,596.92	18,097.48
Novo-Nordisk A/S			969.00	17,425.13	23,607.24	41,008.08

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-13	12-31-14	
Novozymes A/S			751.00	16,278.63	20,570.41	31,705.83
NXP Semiconductors NV			365 00		27,226.05	27,886.00
Onex Corp			605 00	14,999.19	20,106 87	35,305 92
Questcor Pharmaceuticals, Inc			302 00	9,495.06		
Rakuten, Inc			2,535.00	24,906 14		
Regeneron Pharmaceuticals			113.00	3,981.37	9,386 22	46,358.25
Renaissancere Holdings, Ltd.			247 00	16,967.47	20,094.15	24,013 34
RHJ Int'l.			162.00	1,052.95		
Rockwell Automation, Inc.			288 00	19,156.22	24,537.94	32,025.60
Rolls-Royce Group PLC			282 00	13,489.67		
Rolls-Royce Holdings PLC					63.88	77 56
Roche Hldgs AG			105.00	16,511.45	21,230 91	28,520.61
Salvatore Ferragamo Italia			514 00	10,688.15	12,958 97	12,694.32
Senomyx, Inc.			1,473.00	6,500.49		
Shinsei Bk Ltd.			13,926.00	16,064.23		
Ship Fin Intl Ltd.			103.00	16,418.27	1,483.13	1,454.36
Softbank Corp.			572 00	22,357.46	39,880 45	34,309.05
Swatch Group AG			18.00	10,851.46		
Valeant Pharmaceuticals Intl.			268.00	11,928.97	16,903 14	38,353.48
Wynn Macau, Ltd.			7,480.00		25,594.92	21,075.57
Total				\$ 708,043 35	\$ 977,582.44	\$ 1,300,012.45
Total corporate stock				\$ 5,728,362.70	\$ 5,815,128.35	\$ 12,359,182.83

Bonds:

BOA Account #2251296:

Allstate Corp	5.000% 08/15/14	50,000.00	\$ 54,835.00	\$		\$
Allstate Corp	3 150% 06/15/23	50,000 00			50,081 00	50,243 50
Anheuser Busch Inbev Worldwide	5.000% 04/15/20	50,000 00	58,405 00	58,405 00		55,903.50
AT&T Inc.	5.800% 02/15/19	50,000 00	60,505 00	60,505 00		56,792 00
Bank New York Inc	5 450% 05/15/19	50,000.00	57,942.50	57,942 50		56,685 00
Berkshire Hathaway Fin Corp.	4 250% 01/15/21	50,000 00	55,085.50	55,085 50		54,972.00
Blackrock, Inc.	3 375% 06/01/22	50,000 00	50,428 50	50,428.50		51,558.00
Boeing Co	4 875% 02/15/20	50,000 00	59,623 50	59,623 50		56,364.00
Chevron Corp	4 950% 03/03/19	50,000 00	60,057.00	60,057 00		55,907 00
Cisco Sys Inc.	5 500% 02/22/16	50,000.00	58,514.50	58,514 50		52,751 00
Citigroup Inc.	3.375% 03/01/23	50,000.00		48,090.00		50,447 00
Clorox Co.	3.050% 06/15/22	50,000 00	50,480.50	50,480.50		49,579 00
Coca-Cola Co.	5 350% 11/15/17	50,000 00	60,334 50	60,334.50		55,445.50
Comcast Corp	3 125% 07/15/22	50,000 00	51,978 50	51,978 50		50,810.00
Conagra Foods, Inc	3 200% 10/25/22	50,000.00	50,792 00	50,792 00		48,976 00
Credit Suisse First Boston USA	5 125% 08/15/15	50,000 00	54,562 00	54,562 00		51,325 50
CVS Caremark Corp	5.750% 06/01/17	50,000.00	59,531.16	59,531 16		55,182.50
Deere John Cap Corp	5.750% 09/10/18	50,000 00	61,631 50	61,631 50		56,789 00
Dow Chem Co	4 250% 08/15/20	50,000 00	52,420 50	52,420 50		53,456 50
Du Pont E I De Nemours & Co.	4 750% 03/15/15	50,000 00	55,794.50	55,794.50		50,415 50
Federal Home Loan Bank	5 250% 06/18/14	185,000 00	205,784 03			
Federal Home Loan Mortgage Corp.	4 375% 07/17/15	185,000 00	208,272 30			
Federal Home Loan Mortgage Corp.	3 750% 03/27/19	185,000 00	211,096 43	227,502 08		217,670 00
Federal Home Loan Mortgage Corp.	4.875% 06/13/18	185,000 00		210,267 30		206,805 95
Federal National Mortgage Association	5 250% 09/15/16	185,000 00	220,310 80	236,737 45		215,542 00

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-13	12-31-14	
Federal National Mortgage Association	4.000%	02/01/27	137,766.34	140,129.08	112,533.24	114,784.96
Federal National Mortgage Association	3.500%	02/01/27	112,495.17	106,216.69	85,843.85	87,312.17
Federal National Mortgage Association	5.375%	06/12/17	185,000.00	224,680.92	241,512.72	221,114.00
Federal National Mortgage Association	3.000%	02/01/27	35,110.40	33,763.79	29,274.87	28,896.34
Federal National Mortgage Association	3.000%	10/01/29	113,094.58		117,477.00	117,688.48
Federal National Mortgage Association	3.000%	11/01/29	113,081.76		117,499.02	117,675.14
Fifth Third Bancor	3.625%	01/25/16	50,000.00	52,755.50	52,755.50	51,233.00
General Elec Cap Corp.	4.650%	10/17/21	50,000.00	52,982.00	52,982.00	56,356.50
Goldman Sachs Group Inc.	5.000%	10/01/14	50,000.00	53,055.50		
Goldman Sachs Group Inc.	4.000%	03/03/24	50,000.00		49,784.00	51,907.50
Home Depot Inc.	4.400%	01/21/21	50,000.00	57,097.50	57,097.50	55,624.00
Honeywell Intl Inc.	5.300%	03/01/18	50,000.00	60,115.00	60,115.00	55,464.00
Intel Corp	3.300%	10/01/21	50,000.00		52,096.50	52,431.50
JP Morgan Chase & Co	3.250%	09/23/22	50,000.00	51,352.50	51,352.50	50,291.50
Kroger Co	6.150%	01/15/20	50,000.00	61,720.50	61,720.50	57,788.50
McDonalds Corp	5.800%	10/15/17	50,000.00		56,987.00	55,878.00
Merck & Co Inc.	4.750%	03/01/15	50,000.00	55,849.50	55,849.50	50,336.00
MetLife Inc.	6.750%	06/01/16	50,000.00	59,454.50	59,454.50	53,905.00
News America, Inc.	3.000%	09/15/22	50,000.00	45,167.50	45,167.50	49,662.50
Oracle Corp.	5.250%	01/15/16	50,000.00	58,050.00	58,050.00	52,395.50
Proctor & Gamble Co.	4.950%	08/15/14	50,000.00	52,247.50		
Proctor & Gamble Co.	3.100%	08/15/23	50,000.00		51,158.50	51,472.50
Prudential Financial Inc.	5.100%	09/20/14	50,000.00	54,342.00		
Prudential Financial Inc.	3.500%	05/15/24	50,000.00		49,784.00	50,823.00
Target Corp.	3.875%	07/15/12	50,000.00	55,373.00	55,373.00	53,860.50
Time Warner Inc. New	5.875%	11/15/16	50,000.00	59,183.00	59,183.00	54,197.50
United Technologies Corp.	5.375%	12/15/17	50,000.00	60,039.00	60,039.00	55,584.00
US Treasury Note	4.250%	08/15/15	200,000.00	111,657.21	207,867.97	205,008.00
US Treasury Note	4.250%	11/15/17	50,000.00	58,786.13		
US Treasury Note	4.000%	08/15/18	155,000.00	117,759.76	178,383.80	169,979.20
US Treasury Note	3.625%	02/15/21	280,000.00	232,168.75		
US Treasury Note	4.750%	05/15/14	370,000.00	378,411.71		
US Treasury Note	4.750%	08/15/17	150,000.00		168,875.58	164,719.50
US Treasury Note	3.125%	05/15/21	375,000.00		398,151.94	402,423.75
Verizon Communications Inc	5.550%	02/15/16	50,000.00	57,833.50		
Verizon Communications Inc	4.150%	03/15/24	50,000.00		50,101.00	51,761.50
Walgreen Co.	3.100%	09/15/22	50,000.00	50,659.00	50,659.00	49,395.00
Walmart Stores Inc	5.800%	02/15/18	50,000.00	61,579.50	61,579.50	56,516.50
Waste Management Inc.	4.750%	06/30/20	50,000.00	56,206.50	56,206.50	54,805.50
Wells Fargo & Co.	4.600%	04/01/21	50,000.00	57,456.50	57,456.50	55,633.00
Xerox Corp	4.250%	02/15/15	50,000.00	53,211.50	53,211.50	50,197.50
Total bonds				\$ 4,487,690.26	\$ 4,706,347.98	\$ 4,560,741.99
Total investments				\$ 10,216,052.96	\$ 10,521,476.33	\$ 16,919,924.82

Schedule 6

CONTRIBUTIONS PAID

THE FAIN FOUNDATION - TIN 75-6016679

Year 2014

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Alzheimer's Association 901 Indiana Ave , Suite 350 Wichita Falls, TX 76301	Operating Budget	\$ 2,500.00
American Cancer Society 2304 Midwestern Pkwy, Ste 206 Wichita Falls, Texas 76308	Operating Budget	\$ 1,000 00
Arts Council, Wichita Falls Area The Kemp at The Forum 2120 Speedway Ave Wichita Falls, Texas 76308	Mystery Art Fest	5,000 00
Arts Council, Wichita Falls Area Kemp Center for the Arts 1300 Lamar St Wichita Falls, Texas 76301	Kemp Karnival Operating Budget	10,000.00 20,000.00
ARC of Wichita County 3115 Buchanan Street Wichita Falls, Texas 76308	Operating Budget	2,000 00
Backdoor Theatre 501 Indiana Wichita Falls, Texas 76301	Operating Budget	5,000 00
Big Brothers Big Sisters 450 E John Carpenter Fwy Irving, Texas 75062	Bowl for Kids' Sake Operating Budget	1,000 00 10,000 00
Boys & Girls Clubs of Burkburnett P O Box 2 Burkburnett, Texas 76354	Operating Budget	10,000 00
Boys & Girls Clubs of Wichita Falls, Inc 1318 Sixth Street Wichita Falls, Texas 76301	Roof Repairs Operating Budget	22,288.00 1,000 00
Camp Fire Council of North Texas 2414 Ninth Street Wichita Falls, Texas 76309	Operating Budget	2,500 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Child Advocates 808 Austin Street Wichita Falls, Texas 76301	Building Renovation	15,000.00
Child Welfare Board 2801 Blanco St Wichita Falls, Texas 76308	Operating Budget	2,500.00
Disaster Helping Hands P. O. Box 1891 Wichita Falls, Texas 76301	Operating Budget	30,000.00
Friendly Door Senior Center of Iowa Park 810 North Third Street Iowa Park, Texas 76367	Operating Budget	1,500.00
Habitat for Humanity 1206 Lamar St Wichita Falls, Texas 76301	Operating Budget	1,000.00
Hands to Hands Community Fund P. O. Box 4641 Wichita Falls, Texas 76308	Operating Budget	15,000.00
Hospice of Wichita Falls, Inc. 4909 Johnson Road Wichita Falls, Texas 76310	Golf Tournament	7,500.00
Humane Society of Wichita County P. O. Box 3648 Wichita Falls, Texas 76301	Operating Budget	5,000.00
Inheritance Adoptions 1007 Eleventh Street Wichita Falls, Texas 76301	Operating Budget	5,000.00
Junior League of Wichita Falls 2302 Midwestern Parkway Wichita Falls, Texas 76308	Falls Fest Christmas Magic	6,000.00 5,000.00
The Kitchen 1000 Burnett St Wichita Falls, Texas 76301	Meals on Wheels	5,000.00
Midwestern State University 3410 Taft Blvd Wichita Falls, Texas 76308	Women's Athletics	10,000.00
Museum of North Texas History Wichita Falls, Texas	Operating Budget	5,000.00
National Alliance on Mental Health Wichita Falls 1508 Tenth St Wichita Falls, Texas 76301	Operating Budget	5,000.00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
New Horizons 294 Medical Drive Abilene, Texas 79601	Operating Budget	5,000 00
Nonprofit Management Center of Wichita Falls 2301 Kell Blvd , Ste 218 Wichita Falls, Texas 76308	Operating Budget	15,000.00
North Texas Rehabilitation Center, Inc. 1005 Midwestern Parkway East Wichita Falls, Texas 76302	Rehab Auction	5,000 00
Northwest Texas Council Boy Scouts of America 3604 Maplewood Wichita Falls, Texas 76308	Operating Budget	4,000 00
Patsy's House 1411 10th Street Wichita Falls, Texas 76301	Paint & Building Repair	5,000.00
Peyton's Project P. O. Box 906 Wichita Falls, Texas 76307	Operating Budget	30,000.00
Project Back to School P O Box 9700 Wichita Falls, Texas 76308	Operating Budget	1,000.00
Rathgeber Hospitality House 1615 Twelfth St. Wichita Falls, Texas 76301	Operating Budget	10,000 00
River Bend Nature Center 2200 3rd Street Wichita Falls, Texas 76301	Operating Budget Endowment Annual Campaign	25,000.00 333,334.00 30,000 00
Sheppard Military Affairs Committee 900 8th Street, Suite 218 Wichita Falls, Texas 76307	Operating Budget	15,000 00
Southside Youth Center 1205 Montgomery Wichita Falls, Texas 76302	Operating Budget Outdoor Activities Center	5,000 00 2,500 00
United Way, North Texas Area P O Box 660 Wichita Falls, Texas 76307	Fashion Night	2,500.00
Whispers of Hope Horse Farm 3545 Parkhills Rd Wichita Falls, Texas 76310	Stall Barn/Medicine Room Operating Budget	6,500 00 1,000.00
Wichita Adult Literacy Council 4309 Jacksboro Highway, Suite 105 Wichita Falls, Texas 76302	Operating Budget	10,000 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Wichita Falls Area Community Foundation	Pride in the Falls Fund	15,000.00
807 8th Street, Suite 750	Rotary Club of WF	5,000.00
Wichita Falls, Texas 76301	Friends of Riverside	1,000.00
Wichita Falls Area Food Bank	BackPack Program	7,500.00
P O Box 623		
Wichita Falls, Texas 76307		
Wichita Falls Ballet Theatre	Operating Budget	5,000.00
1501 Midwestern Parkway, Suite 116		
Wichita Falls, Texas 76302		
Wichita Falls Faith Mission	Operating Budget	1,000.00
1300 Travis Street		
Wichita Falls, Texas 76301		
Wichita Falls Museum and Art Center at MSU	Museum Renovation -	50,000.00
#2 Eureka Circle	Terrace	
Wichita Falls, Texas 76308		
Wichita Falls Symphony Orchestra	Operating Budget	16,000.00
1300 Lamar	Guest Artist	8,000.00
Wichita Falls, Texas 76301		
Wichita Falls Youth Symphony Orchestra	Operating Budget	2,500.00
1300 Lamar		
Wichita Falls, Texas 76301		
YMCA	Operating Budget	2,000.00
1010 Ninth Street		
Wichita Falls, Texas 76309		
Total contributions		<u>\$ 829,622.00</u>

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

Schedule 7

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

THE FAIN FOUNDATION - TIN 75-6016679

Year 2014

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

Foundation Managers - Part XV

Martha Fain
Wichita Falls, Texas

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

(1) Time devoted to position - Nominal