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Form 990-PF Department of the Treasury

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

For calendar year 2015 or tax year beginning . and ending Name of foundation A Employer identification number The Fain Foundation 75-6016679 Number and street (or P O box number if mail is not delivered to street address) Room/suite B Telephone number 807 8th Street, 2nd Floor 940-322-4436 City or town, state or province, country, and ZIP or foreign postal code C If exemption application is pending, check here TX_76<u>3</u>01-3381 Wichita Falls, G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return 2. Foreign organizations meeting the 85% test, check here and attach computation Address change Name change Section 501(c)(3) exempt private foundation H Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation under section 507(b)(1)(A), check here 1 Fair market value of all assets at end of year | J | Accounting method; | X | Cash Accrual If the foundation is in a 60-month termination (from Part II, col. (c), line 16) Other (specify) under section 507(b)(1)(B), check here 16, 285, 682.50 (Part I, column (d) must be on cash basis) ▶\$ Part | Analysis of Revenue and Expenses (d) Disbursements (c) Adjusted net (b) Net investment (a) Revenue and (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books income ıncome 131,200.00 N/A 1 Contributions, gifts, grants, etc., received Check If the foundation is not required to attach Sch. B. Interest on savings and temporary cash investments 202.23 202.23 Statement 4 Dividends and interest from securities 482,895.13 482,895.13 Statement 5a Gross rents b Net rental income or (loss) 724,793.38 62 Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all 3, 221, 346.94 724,793.38 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) 1,642.67 1,642.67 11 Other income Statement 340,733.411 ,209,533.41 12 Total. Add lines 1 through 11 81,250.00 40,625.00 40,625.00 13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees 13,750.00REC 27,500.00 13,750.00 Stmt 4 **b** Accounting fees 76,259 76,259.64 Stmt 5 0.00 c Other professional fees 17 Interest 3,867 18 Taxes Stmt 6 14,614.84 0.00 OGDEN, UT 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications Stmt 7 260.26 260.26 0.00 23 Other expenses 24 Total operating and administrative 199,884.74 134,762.03 54,375.00 expenses. Add lines 13 through 23 880,225.49 880,225.49 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. 134,762.03 934,600.49 080,110.23 Add lines 24 and 25 27 Subtract line 26 from line 12: 260,623.18 2 Excess of revenue over expenses and disbursements 1,074,771.38 b Net investment income (if negative, enter -0-) N/A c Adjusted net income (if negative, enter -0-)

75-6016679

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Form 990-PF (2015)

The Fain Foundation

Form 990-PF (2015)

The Fain Foundation

(g) Lines and describe the ladies of property sold (e.g., rate estate, 200 shs. MLC Co.) (g) Lines Accepted 16 (g) Lines and (e.g., yr.) (inc., day, yr.)	լբ	Part IV Capital Gains a	ind Losses for Tax on in	vestment	income						
18 Schedule 3 P Various Various Various Schedule 3 P Various Vario		(a) List and descri 2-story brick war	be the kind(s) of property sold (e.g. ehouse; or common stock, 200 shs	, real estate, . MLC Co.)		(b) Ho	ow acquii Purchase Donation	red (c) Date aco (mo., day	quired , yr.)	
Schedule 3 P Various Various	12	Schedule 3							ario	us	Various
(e) Gross sales price (f) Depreciation allowed (gr Clost or other base (h) Claim or (fiss) (a) 1,745,043.99	_						P	V	ario	us	Various
(e) Gross sales price (f) Depreciation allowed (gr Clost or other base (h) Claim or (fiss) (a) 1,745,043.99			Dividends			ĺ					
(e) Gross sales price (f) Deproaction allowed (or allowable) (p) Expenses of sales (s) plus (f) minus (s) s. 1, 745, 043, 9.9 1, 1, 165, 168, 1.8 579, 875, 81 1, 300, 607, 68 1, 331, 385, 38 3, 0.777, 70 2 175, 695, 27 175, 69											
Pubs. species of sale (in plus (f) minus (g)	_е	3			···	<u> </u>					
1,300,607.68		(e) Gross sales price		107				(f) minus	(g)
1,300,607.68 1,331,385.38 30,777.70	a	1,745,043.99		1,:	165,168.	18					579,875.81
175,695.27 175	ь			1,:	331,385.	38					<30,777.70
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69	c										175,695.27
(ii) F.M.V. as of 12/31/69 (iii) Adjusted basis (iv) Excess of cod. (i) over col. (iii), if any col. (iv), but not less than -0-) or Losses (from col. (iii)) as of 12/31/69 (iv) F.M.V. as of 12/31/69 (iv) Excess of cod. (iv) E	d				•						
(i) F.M.V. as of 12/31/69 (i) Adjusted basis as of 12/31/69 (ver col. (i), if any col. (ii) Cosses (from col. (iv)) col. (ii) col. (ii) as of 12/31/69 (iii) Adjusted basis as of 12/31/69 (iii) col.	е										
(i) F.M.V. as of 12/31/69 (i) P.M.V. as of 12/31/69 (ii) P.M.V. as of 12/31/69 (iii) P			g gain in column (h) and owned by t	he foundation	on 12/31/69						
Section 4940(d)(2) applies, leave this part blank. Was the foundation lable for the section 4940(e) to the section 4940(a) tax on net investment income. Section 4940(d)(2) applies, leave this part blank. Was the foundation lable for the section 4942 tax on the distributable amount of any year in the base period? Yes X No Yes Yes Period version and the foundation lable for the section 4940(e). Do not complete this part. Enter the appropriate amount in each column for each every see the instructions before making any entries. Obstruction version of tax year beginning in year of tax year beginning in year year year year year year year year		(i) F.M.V. as of 12/31/69									
Section 4940(d)(2) applies, leave this part blank. Was the foundation lable for the section 4940(e) to the section 4940(a) tax on net investment income. Section 4940(d)(2) applies, leave this part blank. Was the foundation lable for the section 4942 tax on the distributable amount of any year in the base period? Yes X No Yes Yes Period version and the foundation lable for the section 4940(e). Do not complete this part. Enter the appropriate amount in each column for each every see the instructions before making any entries. Obstruction version of tax year beginning in year of tax year beginning in year year year year year year year year											579.875.81
Capital gam net income or (net capital loss) (if gam, also enter in Part I, line 7 1 (foss), enter -0 -in Part I, line 7 2 7.24 , 7.93 . 38	_ <u>-</u>										
d e 2 Capital gain net income or (net capital loss) 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): 11 gain, also enter in Part I, line 7 11 gain, also enter in Part I, line 8, column (c). 11 gain, also enter in Part I, line 8, column (c). 11 gain, also enter in Part I, line 8, column (c). 11 gain, also enter in Part I, line 8, column (c). 11 gain, also enter in Part I, line 8, column (c). 11 gain, also enter in Part I, line 8, column (c). 11 gain, also enter in Part I, line 8, column (c). 11 gain, also enter in Part I, line 8, column (c). 11 gain, also enter in Part I, line 8 12 724, 793.38 N/A Part V [Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income (For ophonal 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? 12 Tenter the appropriate amount in each column for each year; see the instructions before making any entires. 13	_										
e 2 Capital gam net income or (net capital loss)	_										
2 Capital gain net income or (net capital loss)											
2 Capital gain net income or (net capital gain or (loss) as defined in sections 1222(5) and (6): If (loss), enter -0 - in Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income			C.V			\neg					
If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income	2	Capital gain net income or (net cap	oital loss) { If gain, also enter -0-	in Part I, line in Part I, line	7 7	}	2				724,793.38
If (loss), enter -0 - in Part I, line 8 Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income	3			d (6):		51					
Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income		· ·	column (c).			١				/-	
For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.	_			Dadwaad	Tour on Nick	1	3	at Inco		N/A	·
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 X No	_							it inco			
Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No 17 19 19 19 19 19 19 19	(Fo	or optional use by domestic private	foundations subject to the section 4	940(a) tax on	net investment in	come.)				
Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No 17 17 18 18 19 19 19 19 19 19	lf i	section 4040(d)(2) annies leave th	is nart hlank								
First the foundation does not qualify under section 4940(e). Do not complete this part. Enter the appropriate amount in each column for each year; see the instructions before making any entries. Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets Distribution ratio (col. (b) divided by col. (c))		section 4340(u)(2) applies, leave th	is part blank.								
Enter the appropriate amount in each column for each year; see the instructions before making any entries. (a) (b) (b) (calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets (col. (b) divided by col. (c))						rıod?					Yes X No
Base period years Adjusted qualifying distributions Net value of noncharitable-use assets Distribution ratio (col. (b) divided by col. (c))	<u>lf "</u>	'Yes," the foundation does not quali	fy under section 4940(e). Do not co	mplete this pa	rt.						
Calendar year (of tax year beginning in) Adjusted qualifying distributions Net value of noncharitable-use assets (col. (b) divided by col. (c))	1		ach column for each year; see the in	structions bef	ore making any e	ntries.					7.15
2014 868, 264.58 16, 981, 885.16 .051129		(a) Base period years Calendar year (or tax year beginnin	Adjusted auglifung diet	ributions	Net value of no		table-use	assets	(00	Distrit ol. (b) div	oution ratio rided 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 2 Total of line 1, column (d) 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 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.				264.58	16	, 98	1,88	35.16			.051129
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 2 Total of line 1, column (d) 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 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 7 832,344.79 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.	_	2013	628,	000.00							.038930
2011 717,363.39 15,186,555.17 .047237 .0010 .747,833.34 .14,339,924.10 .052150 .052150 .246043	_										
2 Total of line 1, column (d) 2 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 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 Multiply line 4 by line 3 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.	_										
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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 .049209 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 4 .16,696,073.47 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.	_										
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 .049209 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 4 .16,696,073.47 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.	2	Total of line 1 column (d)							2		.246043
the foundation has been in existence if less than 5 years 4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.			wear hase period - divide the total o	n line 2 hy 5	or by the number	of vea	re				
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 5 Multiply line 4 by line 3 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.	J	-		,,, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	or by the number	0, ,00			2		049209
5 821,597.08 6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.		the foundation has been in existen	ice ii iess tiiaii 3 years								.045205
6 Enter 1% of net investment income (1% of Part I, line 27b) 7 Add lines 5 and 6 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.	4	Enter the net value of noncharitable	le-use assets for 2015 from Part X, I	ine 5					4	16,	696,073.47
7 Add lines 5 and 6 7 832,344.79 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.	5	Multiply line 4 by line 3							5		821,597.08
7 Add lines 5 and 6 7 832,344.79 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.											
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.	6	Enter 1% of net investment incom	e (1% of Part I, line 27b)						6		10,747.71
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.	7	Add lines 5 and 6							7		832,344.79
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.	8	Enter qualifying distributions from	Part XII, line 4						8		934,600.49
	•	If line 8 is equal to or greater than		1b, and comp	lete that part usin	ng a 1%	tax rate		I		· · · · · · · · · · · · · · · · · · ·

	1990-PF (2015) The Fain Foundation	4040(5) 4040(5) 554	75-61	<u> 1166/9</u>	- 47 -	Page 4
	int VI Excise Tax Based on Investment Income (Section 4940(a),		948 - S	ee instri	oito	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here land enter *N					
	Date of ruling or determination letter: (attach copy of letter if necessar	ry-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here	and enter 1%	1	10,	747	.71
	of Part I, line 27b					
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Pa	art I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others 6	enter -0-)	2		0	.00
	Add lines 1 and 2		3	10,	747	.71
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others	enter -0-)	4			.00
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	ŕ	5	10,	747	
	Credits/Payments:					
	2015 estimated tax payments and 2014 overpayment credited to 2015	12,640.00				
	Exempt foreign organizations - tax withheld at source 6b					
	Tax paid with application for extension of time to file (Form 8868) 6c					
	Backup withholding erroneously withheld 6d					
	Total credits and payments. Add lines 6a through 6d		7	12	640	.00
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached		8	<u> </u>	0 = 0	• 00
						
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		000	.29
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	, 892.29 Refunded	10	<u> </u>		
		, 694.49 Herunded	11		U	.00
	rt VII-A Statements Regarding Activities				Voc	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation	or did it participate or intervene	ın	<u> </u>	Yes	
	any political campaign?		_	<u>1a</u>	ļ	X
þ	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see	·		<u>1b</u>		<u>X</u>
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and cop	oies of any materials publishe	d or			
	distributed by the foundation in connection with the activities.					1
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:					
	(1) On the foundation. \blacktriangleright \$ 0.00 (2) On foundation managers. \blacktriangleright \$	\$0.00				
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure to	ax imposed on foundation				
	managers. ► \$0 . 0 0			ļ		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		X
	If "Yes," attach a detailed description of the activities.					
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrur	ment, articles of incorporation, o	r	1		
	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/I	A 4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			5		X
	If "Yes," attach the statement required by General Instruction T.					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:					1
•	By language in the governing instrument, or					
	By state legislation that effectively amends the governing instrument so that no mandatory directions are supported by the state of the state o	ctions that conflict with the state	law			
	remain in the governing instrument?		-	6	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete	e Part II, col. (c), and Part XV		7	Х	<u> </u>
•	bit the foundation have at least \$6,000 in about at any time during the year. It is too, confined	o / art 11, 00/ (0), a//0 / a////				
g a	Enter the states to which the foundation reports or with which it is registered (see instructions)	•				
υd	TX			-	ľ	1
	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorne	w General (or decignate)		-		
U	of each state as required by General Instruction G? If "No," attach explanation	y denoral (or designate)		0.	х	
		4042(1)(2) or 4042(1)(5) for colo	ndar	_8b	<u> </u>	
9	is the foundation claiming status as a private operating foundation within the meaning of section 4		iudi			v
10	year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete year particular of the tax year?			9	-	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing	ng their names and addresses		10 Form 99 0)_PF	
				アリカカ マラい	3-F F	(CU13)

Part VII-a Statements Regarding Activities (continued) Allay time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes, statish statement (see instructions) 20 th the toundation make a distribution to a doner advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes, attach statement (see instructions) 11		990-PF (2015) The Fain Foundation 75-601	<u>6679</u>		Page 5
11 A any time during the year, and the boundation, drecitly or indirectly, own a controlled entity within the meaning of section 512(0) (13)? If I'Yes, attack schedule (see instructions) 12 Old the foundation make a distribution to a doing advised fund over which the foundation or a disqualified person had advisory privileges? 13 If Yes, a trach statement (see instructions) 14 Old the foundation comply with the public inspection requirements for its annual returns and exemption application? 15 Old the foundation comply with the public inspection requirements for its annual returns and exemption application? 16 Verbiete address ► N/A 17 Telephone no. ► 94.0 - 32.2 - 44.36 18 Located at ► 80.7 8th. St., 2nd. Floor, Wichita Falls, TX 19 Elephone no. ► 94.0 - 32.2 - 44.36 19 Located at ► 80.7 8th. St., 2nd. Floor, Wichita Falls, TX 21P-4 ► 76.30.1 22P-4 ► 76.30.1 22P-4 ► 76.30.1 23 A ray time during cleindary year 2015, and the foundation have an interest in or a significance or other authority over a bank, security or other financial account in a foreign country? 25 See the instructions for exceptions and filing requirements for FinoCEN Form 114. If Yes, enter the name of the foreign country ► 26 If Yes I No. 18 In Juniary 19 In Ju	Pa	irt vii-A Statements Regarding Activities (continued)	-1	N	NI -
section 512(b) (13)? If Yes, "attach schedule (see instructions) 10 did the foundation make a distribution to a dionor advised fund over which the foundation or a disqualified person had advisory privileges? If Yes, "attach statement (see instructions) 13 do the foundation comply with the public inspection requirements for its annual raturns and examption application? Website address > N/X a 14 The books are in care of Image of the property of the books are in care of Image of the Cocates of a Head and the amount of tax-exemptin interest received or accrued during the year 15 Section 4947(a)(1) nonexempt charatable trusts filing form 990PF in lieu of Form 1041 - Check here and eater the amount of tax-exemptin interest received or accrued during he year 16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other instancial account in a loregin country? 16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other instancial account in a loregin country? 16 Sea the instructions for exceptions and filing requirements for FinCEN Form 114. If Yes, "enter the name of the foregon country." 17 Sea the instructions for exceptions and filing requirements for FinCEN Form 114. If Yes, "enter the name of the foregon country." 18 The form 4720 if any item is checked in the "Yes" column, unless an exception applies. 19 Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 19 Sea the instructions for exceptions diether directly or indirectly. 19 Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 10 Forgon the sale or exchange, or lessing of property with a disqualified person? 10 Forgon the sale or exchange, or leasing of property with a disqualified person? 10 Forgon the sale or exchange, or leasing of property or indirectly. 11 Forgon the sale or exchange of property or indi				res	NO
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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 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 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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 c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.					
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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 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? 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.) C If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. D 10 Yes X No b If "Yes," did it have excess business holdings in 2015 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,	þ	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
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before the first day of the tax year beginning in 2015? 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years \		organizations raying on a carrying and a carrying allocation accordance on the carrying and a ca			
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defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years Yes X No If "Yes," list the years Yes X No If "Yes," list the years Yes X No If "Yes," list the year's undistributed income? (If 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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. If "Yes," did it have excess business holdings in 2015 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,	2		16		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ▶	2				
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If "Yes," list the years \[\begin{align*} \], \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\					
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statement - see instructions.) c if the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	b		1		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? b If "Yes," did it have excess business holdings in 2015 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,		statement - see instructions.) N/A	2b		
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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,		• •			
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,	b				
Form 4720, to determine it the roundation had excess business holdings in 2013 j			25		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	An	•			
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that			44		
had not been removed from jeopardy before the first day of the tax year beginning in 2015? 4b X	U		4h		x
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Part VII-B Statements Regarding Activities for Which I	Form 4720 May Re	Required (contro	12-00100	79 Page 6
5a During the year did the foundation pay or incur any amount to:	oin neo may be	rioquirou (contini	1	
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n /Q/5(p\\?		es X No	
(2) Influence the outcome of any specific public election (see section 4955); o			3 22 110	
any voter registration drive?	in to carry on, an early or mar		es X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?		s X No	
(4) Provide a grant to an organization other than a charitable, etc., organization			.0 (22)	
4945(d)(4)(A)? (see instructions)	11 dogs 110 dogs 111	☐ Ye	es X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or			1 1
the prevention of cruelty to children or animals?	or concurrence purposes, or		es X No	1 1
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described			
section 53.4945 or in a current notice regarding disaster assistance (see instru			N/A	5 b
Organizations relying on a current notice regarding disaster assistance check h			▶□ □	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		ained		
expenditure responsibility for the grant?		N/A Ye	es No	
If "Yes," attach the statement required by Regulations section 53.4945		, ==		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to				
a personal benefit contract?	F, F	[Ye	s X No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			Sb 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 s	helter transaction?	Ye	s X No	
b If "Yes," did the foundation receive any proceeds or have any net income attribu				'b
Part VIII Information About Officers, Directors, Trusto		anagers, Highly		
Paid Employees, and Contractors	·			
1 List all officers, directors, trustees, foundation managers and their	compensation.			
() News and address	(b) Title, and average hours per week devoted	(c) Compensation ((d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	to position	enter -0-)	and deterred compensation	allowances
Schedule 7				
	0.00	81,250.00	0.00	0.00
<u> </u>				
		ļ		
				<u></u>
		1	ļ	
	<u> </u>	<u> </u>	Ll	
2 Compensation of five highest-paid employees (other than those inc		, enter "NONE."	(d) Contributions to	/=\ Evnance
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	employee benefit plans and deferred	(e) Expense account, other
	devoted to position		compensation	allowances
NONE				
				
		1		
				
		ļ. —.		
Total number of other employees paid over \$50,000				0

Form 990-PF (2015) The Fain Foundation	<u>75-6016</u>	<u>679 Page 7</u>
Part VIII Information About Officers, Directors, Trustees, Foundation No. Paid Employees, and Contractors (continued)	lanagers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter "NONI	.0	~~
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Bank of America		<u> </u>
	estment Fees	76,259.64
		
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 infor	mation such as the	Expenses
number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	•	
1N/A		
2	····	
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 are	d 2.	Amount
1N/A		
1		
2		
All other program-related investments. See instructions.		
3	}	
Total. Add lines 1 through 3	>	0.00
	Forr	n 990-PF (2015)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 16,503,757.67 a Average monthly fair market value of securities 1a 437,808.43 1b Average of monthly cash balances 8,762.30 1c c Fair market value of all other assets 16,950,328.40 1d d Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and 0.00 1e_ 1c (attach detailed explanation) 0.00 Acquisition indebtedness applicable to line 1 assets 16,950,328.40 3 Subtract line 2 from line 1d 254,254.93 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 16,696,073.47 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 5 834,803.67 Minimum investment return Enter 5% of line 5 6 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.) 834,803.67 1 Minimum investment return from Part X, line 6 10,747.71 2a Tax on investment income for 2015 from Part VI, line 5 2a Income tax for 2015. (This does not include the tax from Part VI.) 2b 2с 10,747.71 Add lines 2a and 2b 3 824,055.96 Distributable amount before adjustments. Subtract line 2c from line 1 0.00 4 Recoveries of amounts treated as qualifying distributions 824,055.96 Add lines 3 and 4 5 Deduction from distributable amount (see instructions) 6 0.00 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 7 055.96 Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 934,600.49 Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a 1b Program-related investments - total from Part IX-B 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) 3a Cash distribution test (attach the required schedule) 3b 934,600.49 Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment 10,747.71 income. Enter 1% of Part I, line 27b 923,852.78 6 Adjusted qualifying distributions Subtract line 5 from line 4 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

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4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

•	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI,				
line 7				824,055.96
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			46,085.92	
b Total for prior years:				
_ , , ,		0.00		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2015 from				
Part XII, line 4: ►\$ 934,600.49				
a Applied to 2014, but not more than line 2a			46,085.92	
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 2015 distributable amount				824,055.96
e Remaining amount distributed out of corpus	64,458.61			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,458.61			
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		1	ľ	
assessed		0.00		
d Subtract line 6c from line 6b. Taxable				
amount - see instructions		0.00		
e Undistributed income for 2014. Subtract line			1	
4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2015. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2016				0.00
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 2010				
not applied on line 5 or line 7	0.00			····
9 Excess distributions carryover to 2016				
Subtract lines 7 and 8 from line 6a	64,458.61			.
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015 64, 458.61				

	<u>n Foundatio</u>				016679 Page 10
Part XIV Private Operating F		····	II-A, question 9)	N/A	····
1 a If the foundation has received a ruling of					
foundation, and the ruling is effective for			▶ L		
b Check box to indicate whether the found		ng foundation described		4942(j)(3) or 4	1942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year	0.0044	Prior 3 years	1110040	4.5.7
income from Part I or the minimum	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
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	1				
used directly for active conduct of	1				-
exempt activities					
e Qualifying distributions made directly	ſ				
for active conduct of exempt activities.	į				
Subtract line 2d from line 2c 3 Complete 3a, b, or c for the					
alternative test relied upon:	1	-			
a "Assets" alternative test - enter:	1		+		
(1) Value of all assets			 		
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	<u> </u>				
b "Endowment" alternative test - enter 2/3 of minimum investment return			1		
shown in Part X, line 6 for each year	1				
listed					
c "Support" alternative test - enter:	1				
(1) Total support other than gross investment income (interest,	1				-
dividends, rents, payments on		}			
securities loans (section					
512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt	1				
organizations as provided in section 4942(j)(3)(B)(iii)	1				
(3) Largest amount of support from					
an exempt organization	1				
(4) Gross investment income					
Part XV Supplementary Info	rmation (Comple	te this part only	if the foundati	on had \$5,000 or m	ore in assets
at any time during t	he year-see instr	ructions.)			
1 Information Regarding Foundatio	n Managers:			· ===	
a List any managers of the foundation who			tributions received by	the foundation before the cl	ose of any tax
year (but only if they have contributed m	ore than \$5,000). (See s	section 507(d)(2).)			
Schedule 7					
b List any managers of the foundation who			(or an equally large po	ortion of the ownership of a	partnership or
other entity) of which the foundation has	a 10% or greater interes	SI.			
None					
2 Information Regarding Contributi					
Check here X if the foundation of the foundation makes gifts, grants, etc. (
					10 U.
a The name, address, and telephone numb	per or e-mail address or (the person to whom app	lications should be aut	nesseu.	
b The form in which applications should b	e submitted and informa	tion and materials they s	should include:		
			- 	·	
c Any submission deadlines:					
d Any restrictions or limitations on awards	, such as by geographic	al areas, charitable fields	, kinds of institutions,	or other factors:	

Total

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1 Program service revenue: Business code	Enter gross amounts unless otherwise indicated.	Unrelate	d business income	Exclu	ded by section 512, 513, or 514	(e)
a b c c c c c c c c c c c c c c c c c c	-	(a) Business		(c) Exclu- sion		Related or exempt
b c d d d d d d d d d d d d d d d d d d	-					
d d e f g Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest nor savings and temporary cash investments 4 Dividends and interest from securities 5 Net rental income or (loss) from real estate: a Debt-Innanced property b Not debt-Innanced property 6 Net ental income or (loss) from personal property 7 Other investment income 8 Gain or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory 1 Other revenue: 4 b c c d d e 2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) 5 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		1 1		 		
g Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5 Net rental income or (loss) from real estate: a Debt-financed property 6 Net rental income or (loss) from personal property 6 Net rental income or (loss) from sales of assets other than inventory 9 Net income or (loss) from sales of inventory 1 Other investment income 8 Gain or (loss) from sales of inventory 1 Other revenue: a b C C Subtotal Add columns (b), (d), and (e) 2 Subtotal Add columns (b), (d), and (e) 3 Total, Add line 12, columns (b), (d), and (e) 3 Total, Add line 12, columns (b), (d), and (e) 5 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		1 1		_		
g Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5 Net rental income or (loss) from real estate: a Debt-Innanced property b Not debt-Innanced property 6 Net rental income or (loss) from personal property 7 Other investment income 8 Cain or (loss) from sales of assets other than inventory 9 Net income or (loss) from special events 0 Gross profit or (loss) from sales of inventory 1 Other revenue: a b		i I		 		
g Fees and contracts from government agencies 2 Membership dues and assessments 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5 Net rental income or (loss) from real estate: a Debt-financed property b Not 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 1 Net income or (loss) from sales of inventory 1 Other revenue: a b c d d e e 2 Subtotal. Add columns (b), (d), and (e) 13		1 1		 		
2 Membership dues and assessments 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 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 1 st in inventory 9 Net income or (loss) from special events 0 Gross profit or (loss) from sales of inventory 1 Other revenue: a b c d d e 2 Subtotat. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) 5 See worksheet in line 13 instructions to verify calculations.) Explain below how each activity for which income is reported in column (e) of Part XVI-B Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of	f			†		
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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 9 Net income or (loss) from sales of inventory 10 Other revenue: a b c d d e e 2 Subtotal. Add columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) 3 Total. Add line 12, columns (b), (d), and (e) 8 Subtotal. Add columns (b), (d), and (e) 13 Total. Add 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					482.895.13	
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b c d d d d d d d d d d d d d d d d d d	11 Other revenue:					
b c d d d d d d d d d d d d d d d d d d	a					
c d e lationship 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	_	l l				
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Case 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	12 Subtotal. Add columns (b), (d), and (e)		0.00		1,209,533.41	
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	13 Total. Add line 12, columns (b), (d), and (e)				13	<u>1,209,533.41</u>
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	(See worksheet in line 13 instructions to verify calculation	пѕ.)				
	Part XVI-B Relationship of Activit	ies to the Acco	mplishment of Ex	emp	t Purposes	
	Line No Explain below how each activity for which	h income is reported in	n column (e) of Part XVI-A	contrib	outed importantly to the accomp	olishment of
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			-			
		-				
		-	,			
						·

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? Transfers from the reporting foundation to a noncharitable exempt organization of:		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:	4-74		
	1-(1)		
	4-/41		
(1) Cash	<u>1a(1)</u>		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 va	alue of the goods, other as:	sets,	

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. (c) Name of noncharitable exempt organization (b) Amount involved (d) Description of transfers, transactions, and sharing arrangements (a) Line no N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described X No Yes in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (b) Type of organization (c) Description of relationship (a) Name of organization N/A Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this return with the preparer Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge Sign Here X Yes Signature of officer or trustee Title Date Check Print/Type preparer's name Preparer's signature Date ıf PTIN self- employed 5/11/16 Paid P00123468 Mac Cannedy Preparer Shapard & Story Firm's EIN $\triangleright 75 - 0706311$ Firm's name ▶ Freemon, **Use Only** Firm's address ▶ 807 8th Street, 2nd Floor

Wichita Falls, TX 76301-3381

(940)322-4436

Phone no.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

Name of the organization Employer identification number The Fain Foundation 75-6016679 Organization type (check one) Filers of: Section: Form 990 or 990-EZ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization Form 990-PF X 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 J 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) (2015)

Name of organization

Employer identification number

The Fain Foundation

75-6016679

Part I	Contributors (see instructions). Use duplicate copies of Part I if addition	nal space is needed	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Minnie Rhea Wood Estate 807 8th Street, 2nd Floor Wichita Falls, TX 76301	\$ 131,200.00	Person X Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- - \$	Person Payroll Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- \$ - \$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- \$	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		- \$ 	Person Payroll Noncash (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II for noncash contributions)

Name of organization

Employer identification number

The Fain Foundation

75-6016679

Part II	Noncash Property (see instructions). Use duplicate copies of F	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. rom	(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. rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	15		l ————————————————————————————————————

Employer identification number

t III	the year from any one contributor. Complete	columns (a) through (e) and the follow	75-6016679 in section 501(c)(7), (8), or (10) that total more than \$1,000 wing line entry. For organizations
	completing Part III, enter the total of exclusively religion Use duplicate copies of Part III if addition	us, charitable, etc., contributions of \$1,000 or	less for the year (Enterthis into once)
lo. n t l	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_ _			
		(e) Transfer of gif	t
	Transferee's name, address, a	and ZIP + 4	Relationship of transferor to transferee
lo. n	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		(e) Transfer of gif	t
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee
o. 1	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		(e) Transfer of gif	t
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee
D. 1	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
- -			
		(e) Transfer of gif	t
	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee

Form 990-PF Intere	st on Savin	gs and T	empor	ary Cash	Inv	restments	Statemen	t 1
Source					Inv	b) restment come	(c) Adjusted Net Income	
Schedule 1					202.23			
Total to Part I, line 3					202.23			
Form 990-PF	Dividends	and Int	erest	from Sec	curi	ties	Statemen	t 2
Source	Gross Amount	Capit Gain Divide	s	(a) Revenue Per Bool		(b) Net Inves ment Incom	-	sted
Schedule 2	658,590.40	175,69	5.27	482,895	.13	482,895.	13	
To Part I, line 4	658,590.40	175,69	5.27	482,895	.13	482,895.	13	
Form 990-PF		Other	Incor	ne			Statemen	t 3
Description			Re	(a) Jenue Books		(b) t Invest- nt Income	_	
Schedule 1				1,642.6	 7	1,642.6	7	
Total to Form 990-P	F, Part I,	line 11		1,642.6	- — 7 = —	1,642.6	7	
Form 990-PF		Accoun	ting 1	rees			Statemen	t 4
Form 990-PF Description		Accoun (a) Expenses Per Book	Net	Tees (b) Investa		(c) Adjusted Net Incom	(d Chari) table
		(a) Expenses	Net	(b)	e 	Adjusted	(d Chari e Purp) table

Form 990-PF C	ther Profes	sional Fees	Statement 5		
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Incom		
Schedule 1	76,259.64	76,259.64		0.00	
To Form 990-PF, Pg 1, ln 16c =	76,259.64	76,259.64		0.00	
Form 990-PF	Tax	es	Statement 6		
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Incom		
Schedule 1	14,614.84	3,867.13		0.00	
Donedare 1					
To Form 990-PF, Pg 1, ln 18 =	14,614.84	3,867.13		0.00	
_	14,614.84 Other E			0.00 Statement 7	
To Form 990-PF, Pg 1, ln 18 =		xpenses (b) Net Invest-	(c) Adjusted Net Incom	Statement 7 (d) Charitable	
To Form 990-PF, Pg 1, ln 18 =	Other Expenses	xpenses (b) Net Invest-	Adjusted	Statement 7 (d) Charitable	
To Form 990-PF, Pg 1, ln 18 = Form 990-PF Description	Other E: (a) Expenses Per Books	(b) Net Invest- ment Income	Adjusted	Statement 7 (d) Charitable Purposes	
To Form 990-PF, Pg 1, ln 18 Form 990-PF Description Schedule 1	Other E: (a) Expenses Per Books 260.26	(b) Net Invest- ment Income 260.26 260.26	Adjusted	Statement 7 (d) Charitable Purposes 0.00	
To Form 990-PF, Pg 1, ln 18 Form 990-PF Description Schedule 1 To Form 990-PF, Pg 1, ln 23	Other E: (a) Expenses Per Books 260.26	(b) Net Invest- ment Income 260.26 260.26 e Stock	Adjusted	Statement 7 (d) Charitable Purposes 0.00	
To Form 990-PF, Pg 1, ln 18 Form 990-PF Description Schedule 1 To Form 990-PF, Pg 1, ln 23 Form 990-PF	Other E: (a) Expenses Per Books 260.26	(b) Net Invest- ment Income 260.26 260.26 e Stock	Adjusted Net Incom	Statement 7 (d) Charitable Purposes 0.00 0.00 Statement 8 Fair Market	

Form 990-PF	Corporate Bonds		Statement 9	
Description		Book Value	Fair Market Value	
Schedule 4		4,636,821.92	4,437,567.45	
Total to Form 990-PF, Part II, li	ne 10c	4,636,821.92	4,437,567.4	
Form 990-PF	Other Assets		Statement 10	
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value	
Prepaid excise tax Purchased interest	0.00 824.53	1,892.29 258.86	1,892.29	
To Form 990-PF, Part II, line 15	824.53	2,151.15	2,151.15	