EXTENDED TO NOVEMBER 15, 2017

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation

THE DOROTHY GAINES FOUNDATION

A Employer identification number

20-1858697

Number and street (or P O box number if mail is not delivered to street address) Room/suite

P. O. BOX 257

B Telephone number

254-582-9561

City or town, state or province, country, and ZIP or foreign postal code

HILLSBORO, TX 76645

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 1,501,088.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10.	10.		STATEMENT 1
	4 Dividends and interest from securities	28,156.	28,088.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,889.			
	b Gross sales price for all assets on line 6a 264,026.				
	7 Capital gain net income (from Part IV, line 2)		22,889.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	51,055.	50,987.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	5,250.	2,625.		2,625.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	6,530.	3,265.		3,265.
	b Accounting fees STMT 4	945.	473.		472.
	c Other professional fees STMT 5	9,455.	9,455.		0.
	17 Interest				
	18 Taxes STMT 6	1,163.	451.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	862.	431.		431.
	22 Printing and publications				
	23 Other expenses STMT 7	1,098.	549.		549.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,303.	17,249.		7,342.
	25 Contributions, gifts, grants paid	67,400.			67,400.
	26 **Total expenses and disbursements.** Add lines 24 and 25	92,703.	17,249.		74,742.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-41,648.			
	b **Net investment income** (if negative, enter -0-)		33,738.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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SCANNED MAY 16 2017

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	15,560.	15,000.	15,000.
	2 Savings and temporary cash investments	2,602.	274.	274.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	1,494,382.	1,455,423.	1,485,814.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,512,544.	1,470,697.	1,501,088.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,512,544.	1,470,697.	
	30 **Total net assets or fund balances**	1,512,544.	1,470,697.	
	31 **Total liabilities and net assets/fund balances**	1,512,544.	1,470,697.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,512,544.
2	Enter amount from Part I, line 27a	2	-41,648.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,470,896.
5	Decreases not included in line 2 (itemize) ▶ OTHER DECREASES	5	199.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,470,697.

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	SEE ATTACHED - BERNSTEIN	P	VARIOUS	VARIOUS
b	SEE ATTACHED - BERNSTEIN	P	VARIOUS	VARIOUS
c	SEE ATTACHED - BERNSTEIN	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
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	62,936.		63,217.	-281.
b	199,542.		177,920.	21,622.
c	3.			3.
d	1,545.			1,545.
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				-281.
b				21,622.
c				3.
d				1,545.
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	22,889.
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))
2015	73,265.	1,488,804.	.049211
2014	76,750.	1,584,646.	.048434
2013	68,973.	1,511,587.	.045630
2012	51,617.	1,353,432.	.038138
2011	9,691.	1,112,635.	.008710

2 **Total** of line 1, column (d)	2	.190123
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	.038025
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	1,465,162.
5 Multiply line 4 by line 3	5	55,713.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	337.
7 Add lines 5 and 6	7	56,050.
8 Enter qualifying distributions from Part XII, line 4	8	74,742.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	337.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	337.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	337.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	840.		
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	840.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	503.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		503. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROBERT REYNOLDS Telephone no. ▶817-820-8117
Located at ▶3700 LANDS END STREET, FORT WORTH, TX ZIP+4 ▶76109-3231

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		5,250.	0.	0.

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,470,756.
b	Average of monthly cash balances		1b	16,718.
c	Fair market value of all other assets		1c	0.
d	**Total** (add lines 1a, b, and c)		1d	1,487,474.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,487,474.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	22,312.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,465,162.
6	**Minimum investment return.** Enter 5% of line 5		6	73,258.

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	73,258.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 337.		
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	337.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	72,921.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	72,921.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	72,921.

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	74,742.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	74,742.
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	337.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	74,405.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				72,921.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			64,977.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 74,742.				
a Applied to 2015, but not more than line 2a			64,977.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				9,765.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				63,156.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOYS & GIRLS CLUB OF HILL COUNTY P.O. BOX 554 HILLSBORO, TX 76645	NONE	PC	PROJECT: DIY STEM	1,300.
BYNUM EX-STUDENT ASSOCIATION P.O. BOX 1470 WACO, TX 76703	NONE	PC	PROJECT: BYNUM SCHOOL DIGITAL SIGN	10,000.
CITY OF BYNUM P.O. BOX 8 BYNUM, TX 76631	NONE	PC	PROJECT: WARNING SYSTEM	6,600.
HILLSBORO CHURCH WELFARE ASSOCIATION, INC. P.O. BOX 793 HILLSBORO, TX 76645	NONE	PC	PROJECT: LED LIGHTING	1,500.
TARRANT COUNTY SAMARITAN HOUSING, INC. 929 HEMPHILL STREET FORT WORTH, TX 76104	NONE	PC	PROJECT: SAM'S KIDS	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	67,400.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10.	
4 Dividends and interest from securities			14	28,156.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	22,889.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		51,055.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 51,055.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Stephen W. Smith 15/12/17 DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JUSTIN W. REEVES		05/10/17		P01248048
Firm's name ▶ WEAVER AND TIDWELL, L.L.P.			Firm's EIN ▶ 75-0786316	
Firm's address ▶ 2821 W. 7TH STREET, SUITE 700 FORT WORTH			Phone no. 817.332.7905	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEXAS RAMP PROJECT P.O. BOX 832065 RICHARDSON, TX 75083	NONE	PC	PROJECT: HILL COUNTY RAMP PROJECT	5,000.
HILLSBORO FOUNDATION, INC. P.O. BOX 916 HILLSBORO, TX 76645	NONE	PC	PROJECT: CHILDREN IN THE MIDDLE	2,000.
HILL COUNTY 4-H COUNCIL P.O. BOX 318 HILLSBORO, TX 76645	NONE	PC	PROJECT: HILL COUNTY FAIR CREATIVE ARTS DIVISION FIXTURE UPDATE	5,000.
CHURCH ON THE HILL, HILLSBORO FOUR SQUARE P.O. BOX 275 HILLSBORO, TX 76645	NONE	PC	PROJECT: HILL COUNTY KIDS	10,000.
COMMUNITY PARTNERS OF TARRANT COUNTY, INC. 2700 BEN AVENUE FORT WORTH, TX 76103	NONE	PC	PROJECT: RAINBOW ROOM	8,000.
SOCIETY OF ST. VINCENT DE PAUL 3829 HELMSFORD DRIVE ARLINGTON, TX 76016	NONE	PC	PROJECT: MINI-LOAN CONVERSION PROGRAM	8,000.
Total from continuation sheets				38,000.

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BANK INTEREST	1.	1.	
SANFORD C. BERNSTEIN & CO LLC	9.	9.	
TOTAL TO PART I, LINE 3	10.	10.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SANFORD C. BERNSTEIN & CO LLC	29,701.	1,545.	28,156.	28,088.	
TO PART I, LINE 4	29,701.	1,545.	28,156.	28,088.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,530.	3,265.		3,265.
TO FM 990-PF, PG 1, LN 16A	6,530.	3,265.		3,265.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	945.	473.		472.
TO FORM 990-PF, PG 1, LN 16B	945.	473.		472.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	9,455.	9,455.		0.
TO FORM 990-PF, PG 1, LN 16C	9,455.	9,455.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	451.	451.		0.
INCOME TAXES	712.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,163.	451.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	958.	479.		479.
BANK SERVICE CHARGES	30.	15.		15.
POST OFFICE BOX RENTAL	110.	55.		55.
TO FORM 990-PF, PG 1, LN 23	1,098.	549.		549.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - SANFORD BERNSTEIN	COST	1,455,423.	1,485,814.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,455,423.	1,485,814.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN N. SMITH 62 WEST ELM STREET HILLSBORO, TX 76645	DIRECTOR 1.00	0.	0.	0.
MICHELLE CURTIS WADE 402 CHO STREET HILLSBORO, TX 76645	DIRECTOR 1.00	1,400.	0.	0.
ROBERT M. REYNOLDS 3700 LANDS END ST. FORT WORTH, TX 76109	DIRECTOR 1.00	1,400.	0.	0.
JIMMY H. CURTIS, JR. 405 CHO STREET HILLSBORO, TX 76645	DIRECTOR 1.00	1,050.	0.	0.
MARCIA CURTIS-HORNSBY 9420 NORTHCLIFF DR. DALLAS, TX 75218	DIRECTOR 1.00	1,400.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		5,250.	0.	0.

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746) January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SHORT-TERM								
08/31/2015	01/20/2016	17	VOYA FINANCIAL INC	29 60	42.97	503.27	730.45	(227.18)
09/04/2015	01/20/2016	17	VOYA FINANCIAL INC	29.60	41 37	503.27	703.26	(199 99)
09/11/2015	01/20/2016	26	VOYA FINANCIAL INC	29.60	42.38	769 71	1,101.97	(332.26)
09/16/2015	01/20/2016	28	VOYA FINANCIAL INC	29 60	42 96	828 91	1,202 77	(373.86)
02/10/2015	01/27/2016	30	***MOBILEYE NV	27 10	36.70	813.12	1,101.12	(288.00)
03/12/2015	01/27/2016	13	***MOBILEYE NV	27.10	39.93	352 35	519 13	(166 78)
06/26/2015	02/01/2016	4	EDISON INTERNATIONAL	61 81	56.09	247.23	224.34	22 89
06/26/2015	02/01/2016	10	EDISON INTERNATIONAL	61.81	56.09	618.08	560.85	57 23
05/28/2015	02/05/2016	7	NORTHROP GRUMMAN CORP	185 98	159.42	1,301.84	1,115.97	185.87
10/12/2015	02/17/2016	28	MURPHY OIL CORP	18.13	29.27	507.63	819.66	(312.03)
12/16/2015	02/17/2016	43	MURPHY OIL CORP	18 13	22.30	779.57	958.74	(179 17)
06/08/2015	02/24/2016	44	APPLIED MATERIALS INC	18.23	20.07	802.30	882 87	(80.57)
03/25/2015	02/24/2016	9	L BRANDS INC	82 46	94.55	742.13	850.98	(108 85)
04/10/2015	02/25/2016	16	ROSS STORES INC	55.96	51 88	895.33	830.13	65 20
06/08/2015	04/14/2016	57	APPLIED MATERIALS INC	20.92	20.07	1,192 69	1,143.71	48.98
04/15/2015	04/14/2016	1	ROSS STORES INC	56 74	51.99	56.74	51.99	4.75
08/14/2015	04/15/2016	3	ALTRIA GROUP INC	61.29	55.66	183.87	166.99	16.88
01/22/2016	04/19/2016	26	COMPUTER SCIENCES CORP	33.52	30.09	871.59	782.39	89 20
02/03/2016	04/19/2016	32	COMPUTER SCIENCES CORP	33 52	31.11	1,072.73	995.61	77.12
07/13/2015	05/10/2016	16	ROCKWELL COLLINS INC	91 64	92.93	1,466.18	1,486.94	(20 76)
06/08/2015	05/12/2016	30	APPLIED MATERIALS INC	19.85	20.07	595.50	601.96	(6 46)
07/14/2015	05/13/2016	46	JETBLUE AIRWAYS	18.34	22.28	843.53	1,024 89	(181.36)
07/16/2015	05/13/2016	52	JETBLUE AIRWAYS	18.34	22.58	953.56	1,174.10	(220 54)
05/28/2015	05/13/2016	4	NORTHROP GRUMMAN CORP	215.25	159 42	861 01	637.69	223.32
06/03/2015	05/13/2016	5	NORTHROP GRUMMAN CORP	215.25	160.62	1,076.26	803 09	273.17
10/13/2015	06/02/2016	2	***LYONDELLBASELL INDU-CL A	80.37	93.67	160.75	187.35	(26 60)
08/13/2015	06/02/2016	5	UNITEDHEALTH GROUP INC	135.56	120.79	677.80	603.94	73.86
09/03/2015	06/02/2016	5	UNITEDHEALTH GROUP INC	135 56	114.70	677.80	573 48	104.32
10/13/2015	06/03/2016	8	***LYONDELLBASELL INDU-CL A	79.44	93.67	635.48	749.40	(113.92)
06/08/2015	06/08/2016	2	APPLIED MATERIALS INC	24 20	20.07	48 40	40.13	8 27
06/09/2015	06/08/2016	41	APPLIED MATERIALS INC	24.20	19 93	992.27	817.26	175.01
06/24/2015	06/08/2016	19	SEALED AIR CORP	45 84	51.66	870.96	981 62	(110 66)

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746) January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
10/01/2015	06/30/2016	1	PPL CORPORATION	37.59	32.46	37.59	32.46	5.13
10/01/2015	06/30/2016	26	PPL CORPORATION	37 59	32.46	977 42	844 01	133 41
10/05/2015	06/30/2016	5	PPL CORPORATION	37.59	33 42	187 96	167.08	20.88
03/07/2016	07/18/2016	30	CITIZENS FINANCIAL GROUP	20 94	21.70	628 24	650 91	(22.67)
09/02/2015	07/18/2016	11	MCDONALD'S CORP	123.60	95.85	1,359 59	1,054.30	305 29
09/10/2015	07/18/2016	25	MCDONALD'S CORP	123.60	95.39	3,089.99	2,384 66	705 33
03/07/2016	07/20/2016	37	CITIZENS FINANCIAL GROUP	21.19	21 70	783.92	802 79	(18.87)
03/07/2016	07/21/2016	37	CITIZENS FINANCIAL GROUP	21.79	21.70	806.09	802.79	3 30
05/13/2016	07/22/2016	8	AMPHENOL CORP-CL A	58 98	55.30	471.87	442.43	29 44
03/07/2016	07/22/2016	21	CITIZENS FINANCIAL GROUP	21.81	21.70	457.91	455 64	2.27
03/14/2016	07/22/2016	23	CITIZENS FINANCIAL GROUP	21.81	22.01	501 53	506.22	(4.69)
08/04/2015	08/03/2016	8	FORTIVE CORP	48 53	44.55	388.25	356.36	31.89
09/08/2015	08/19/2016	4	ANTHEM INC	129 15	144.66	516.58	578 63	(62.05)
05/16/2016	08/22/2016	6	UNITED PARCEL SERVICE-CL B	109.93	101.75	659.55	610.49	49.06
10/14/2015	09/12/2016	17	CF INDUSTRIES HOLDINGS INC	25.30	52.11	430.14	885.80	(455.66)
05/16/2016	09/12/2016	11	UNITED PARCEL SERVICE-CL B	108.18	101.75	1,189.94	1,119.23	70 71
10/14/2015	09/14/2016	9	CF INDUSTRIES HOLDINGS INC	23.81	52.11	214.32	468.95	(254 63)
11/18/2015	09/14/2016	13	CF INDUSTRIES HOLDINGS INC	23 81	49 79	309 58	647 24	(337.66)
05/16/2016	09/14/2016	8	UNITED PARCEL SERVICE-CL B	106.94	101.75	855.51	813.98	41.53
11/18/2015	09/15/2016	3	CF INDUSTRIES HOLDINGS INC	23.90	49.79	71.72	149 36	(77 64)
11/19/2015	09/15/2016	19	CF INDUSTRIES HOLDINGS INC	23.90	48 31	454 19	917 85	(463 66)
05/16/2016	09/15/2016	3	UNITED PARCEL SERVICE-CL B	106.94	101.75	320.81	305.24	15.57
06/10/2016	09/15/2016	7	UNITED PARCEL SERVICE-CL B	106.94	104 39	748.56	730.75	17.81
06/17/2016	09/15/2016	5	UNITED PARCEL SERVICE-CL B	106.94	104.39	534.68	521.97	12.71
10/01/2015	09/19/2016	4	PUBLIC STORAGE	215.76	212.61	863.05	850.45	12 60
10/14/2015	09/19/2016	2	PUBLIC STORAGE	215.76	217.30	431 52	434.60	(3.08)
10/14/2015	09/20/2016	3	PUBLIC STORAGE	215.37	217.30	646.11	651.91	(5.80)
06/20/2016	09/20/2016	2	PUBLIC STORAGE	215 37	243.10	430.74	486.20	(55.46)
01/28/2016	09/20/2016	16	XILINX INC	53.20	48.01	851.21	768.21	83.00
05/02/2016	10/04/2016	1	ADVANSIX INC - W/I	15.09	19.55	15.09	19.55	(4.46)
10/13/2015	10/13/2016	40	PPL CORPORATION	32.74	33.42	1,309.60	1,336.70	(27.10)
10/16/2015	10/13/2016	26	PPL CORPORATION	32.74	34.44	851.24	895.44	(44.20)
05/20/2016	10/14/2016	11	GENERAL MILLS INC	61.94	62.50	681 32	687 45	(6.13)

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account: 888-61746) January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
05/20/2016	10/17/2016	6	GENERAL MILLS INC	61.80	62.50	370 79	374 98	(4.19)
05/23/2016	10/17/2016	8	GENERAL MILLS INC	61.80	62.75	494 38	502 03	(7.65)
12/14/2015	10/17/2016	14	VERIZON COMMUNICATIONS INC	50 33	45.18	704.60	632.50	72 10
05/23/2016	10/18/2016	5	GENERAL MILLS INC	61.77	62.75	308.87	313.77	(4.90)
05/24/2016	10/18/2016	37	GENERAL MILLS INC	61.77	62.36	2,285.61	2,307.42	(21.81)
06/10/2016	10/18/2016	8	GENERAL MILLS INC	61.77	65.13	494.19	521.03	(26.84)
08/02/2016	10/18/2016	9	GENERAL MILLS INC	61 77	71.04	555.96	639 39	(83.43)
11/13/2015	11/04/2016	36	APPLIED MATERIALS INC	28.31	17 27	1,019.07	621.59	397.48
04/20/2016	11/04/2016	1	HELMERICH & PAYNE	62.36	63.88	62 36	63 88	(1.52)
04/20/2016	11/04/2016	10	HELMERICH & PAYNE	62.36	63.88	623.57	638.82	(15.25)
07/20/2016	11/04/2016	21	PROGRESSIVE CORP	31.17	32 90	654.58	690 80	(36.22)
07/21/2016	11/04/2016	17	PROGRESSIVE CORP	31.17	32.73	529.90	556.33	(26 43)
07/28/2016	11/04/2016	10	PROGRESSIVE CORP	31 17	32.67	311 70	326 66	(14.96)
11/13/2015	11/07/2016	18	APPLIED MATERIALS INC	29.02	17.27	522.32	310 80	211.52
03/07/2016	11/11/2016	96 330	AB SMALL CAP CORE PORTFOLIO ADV CL	10 90	9 48	1,050 00	913 21	136.79
03/07/2016	12/06/2016	18 649	AB SMALL CAP CORE PORTFOLIO ADV CL	11.72	9.48	218.57	176.79	41 78
03/21/2016	12/06/2016	110 465	AB SMALL CAP CORE PORTFOLIO ADV CL	11 72	9 46	1,294.64	1,045 00	249.64
04/28/2016	12/06/2016	64.999	AB SMALL CAP CORE PORTFOLIO ADV CL	11.72	9.69	761.79	629 84	131.95
05/11/2016	12/06/2016	5	EXXON MOBIL CORP	87 70	89 09	438 49	445.44	(6 95)
02/17/2016	12/06/2016	13	INTEL CORP	34.67	29.16	450.73	379.04	71 69
07/28/2016	12/06/2016	13	PROGRESSIVE CORP	33.49	32.67	435 42	424 66	10.76
12/14/2015	12/06/2016	14	VERIZON COMMUNICATIONS INC	50 42	45.18	705.91	632.50	73.41
01/28/2016	12/06/2016	10	XILINX INC	54.55	48 01	545 53	480 14	65.39
10/24/2016	12/13/2016	1	ESTEE LAUDER COMPANIES-CL A	78.85	86.59	78.85	86.59	(7.74)
10/24/2016	12/14/2016	10	ESTEE LAUDER COMPANIES-CL A	78 56	86 59	785 59	865 95	(80.36)
09/02/2016	12/20/2016	16	OSHKOSH CORP	66.25	54.67	1,059.97	874.72	185.25
04/20/2016	12/21/2016	15	HELMERICH & PAYNE	79 67	63.88	1,195.01	958.24	236 77
	SUBTOTAL FOR SHORT-TERM					62,936.08	63,216.55	(280 47)

LONG-TERM

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/03/2014	01/21/2016	6	F5 NETWORKS INC	90 17	110.18	541 04	661.07	(120 03)
04/24/2014	01/21/2016	5	F5 NETWORKS INC	90 17	107.74	450.86	538.69	(87.83)

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account 888-61746) January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/28/2013	01/22/2016	8	UNION PACIFIC CORP	70.88	69.06	567.03	552 44	14.59
11/01/2013	01/26/2016	14	HESS CORP	35.28	80 69	493 98	1,129.72	(635 74)
01/16/2014	01/26/2016	10	HESS CORP	35.28	77.70	352.84	777.05	(424.21)
02/21/2014	01/26/2016	1	HESS CORP	35 28	81.58	35.28	81.58	(46.30)
03/14/2011	01/27/2016	28.312	BERNSTEIN INTERMEDIATE	13 09	13 80	370.61	390.71	(20.10)
03/14/2011	01/27/2016	25 822	OVERLAY A PORTFOLIO	10.91	11.61	281.72	299.79	(18 07)
04/30/2014	01/29/2016	7	AMERICAN ELECTRIC POWER	60 69	53.95	424.84	377.64	47 20
02/28/2013	02/02/2016	3	UNION PACIFIC CORP	72.39	69.05	217.17	207.16	10.01
05/20/2013	02/02/2016	9	UNION PACIFIC CORP	72 39	79.81	651.52	718 25	(66.73)
02/28/2013	02/03/2016	5	ALTRIA GROUP INC	59.66	33.80	298.33	169.00	129.33
08/18/2014	02/03/2016	15	ALTRIA GROUP INC	59 66	42.37	894.97	635.58	259.39
05/20/2013	02/03/2016	1	UNION PACIFIC CORP	71.45	79.80	71 45	79.80	(8.35)
01/08/2014	02/03/2016	10	UNION PACIFIC CORP	71 45	83.71	714 47	837.10	(122.63)
10/01/2014	02/05/2016	14	ALTRIA GROUP INC	59.24	45.95	829 33	643.35	185.98
01/08/2015	02/17/2016	30	ALLSTATE CORP	65 09	70.80	1,952.74	2,123.93	(171.19)
03/19/2012	02/17/2016	10	DANAHER CORP	87.04	54 94	870.42	549.41	321.01
04/24/2012	02/17/2016	3	DANAHER CORP	87.04	53.13	261.13	159 39	101.74
06/12/2013	02/17/2016	12	GILEAD SCIENCES INC	89.13	51.79	1,069.59	621.47	448.12
03/27/2014	02/17/2016	1	INTUITIVE SURGICAL INC	537.11	428.67	537.11	428 67	108.44
07/17/2014	02/17/2016	29	MURPHY OIL CORP	18.13	66.67	525 75	1,933.43	(1,407.68)
01/09/2015	02/17/2016	11	MURPHY OIL CORP	18 13	48.24	199 42	530.65	(331 23)
02/04/2014	02/25/2016	10	BALL CORP	66.48	51.16	664.82	511.61	153.21
03/27/2014	02/26/2016	1	INTUITIVE SURGICAL INC	567.29	428.67	567.29	428 67	138.62
03/15/2011	03/01/2016	1	ALPHABET INC-CL A	736 05	281.99	736.05	281.99	454.06
04/07/2014	03/01/2016	7	FACEBOOK INC-A	109 37	56.91	765.58	398 34	367.24
03/31/2011	03/07/2016	2	ALPHABET INC-CL A	719.99	293.81	1,439.98	587.63	852.35
03/14/2011	03/07/2016	1	ALPHABET INC-CL C	703 36	284.50	703 36	284.50	418 86
02/04/2014	03/09/2016	4	BALL CORP	67.49	51.16	269.98	204.64	65.34
02/14/2014	03/09/2016	11	BALL CORP	67.49	54.61	742.43	600.71	141.72
02/28/2013	03/09/2016	3	SHERWIN-WILLIAMS CO/THE	275 94	162.62	827.83	487.87	339.96
01/17/2014	03/11/2016	21	GAMESTOP CORP-CLASS A	30.84	37.59	647.60	789.40	(141.80)
02/03/2014	03/11/2016	30	GAMESTOP CORP-CLASS A	30.84	33.82	925.14	1,014 58	(89.44)
02/14/2014	03/21/2016	11	BALL CORP	69 84	54.61	768.21	600 71	167.50

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/03/2014	03/23/2016	30	GAMESTOP CORP-CLASS A	30.27	33 82	908.07	1,014.57	(106.50)
11/18/2013	04/14/2016	12	CVS HEALTH CORP	101.19	65.49	1,214 23	785.83	428.40
04/10/2015	04/14/2016	12	ROSS STORES INC	56.74	51.88	680.87	622.60	58.27
10/01/2014	04/15/2016	16	ALTRIA GROUP INC	61 29	45.95	980.66	735 26	245 40
03/25/2015	04/15/2016	2	L BRANDS INC	81.65	94.56	163.30	189.11	(25.81)
03/31/2015	04/15/2016	11	L BRANDS INC	81 65	94.76	898.18	1,042.36	(144.18)
03/14/2011	04/20/2016	28.306	BERNSTEIN INTERMEDIATE	13 33	13 80	377.32	390 62	(13 30)
03/14/2011	04/20/2016	24.283	OVERLAY A PORTFOLIO	11.50	11.61	279 25	281.93	(2.68)
03/07/2014	04/21/2016	1	MONSTER BEVERAGE CORP	125 04	73.22	125.04	73.22	51.82
03/07/2014	04/21/2016	7	MONSTER BEVERAGE CORP	125.04	73.22	875.29	512.51	362.78
05/07/2014	04/21/2016	4	MONSTER BEVERAGE CORP	125 04	66.22	500 16	264.90	235 26
08/15/2013	04/28/2016	11	PEPSICO INC	102 66	81.45	1,129.23	895.93	233.30
02/14/2014	04/29/2016	13	BALL CORP	71 29	54.61	926.81	709.94	216.87
11/26/2014	04/29/2016	21	BALL CORP	71.29	65 85	1,497 16	1,382 85	114.31
05/01/2012	05/02/2016	7	***LYONDELLBASELL INDU-CL A	83.63	43.06	585 38	301 42	283.96
10/05/2012	05/02/2016	3	***LYONDELLBASELL INDU-CL A	83 63	53 01	250.87	159 04	91.83
10/05/2012	05/10/2016	12	***LYONDELLBASELL INDU-CL A	81.91	53.01	982 91	636.15	346.76
10/04/2013	05/10/2016	10	***LYONDELLBASELL INDU-CL A	81.91	75.01	819.10	750 11	68.99
07/28/2014	05/10/2016	13	DOLLAR GENERAL CORP	84.39	56.52	1,097.12	734.77	362.35
01/29/2015	05/11/2016	6	***MEDTRONIC PLC	81.24	71 38	487 42	428 29	59.13
04/14/2015	05/11/2016	36	CF INDUSTRIES HOLDINGS INC	29.70	56.15	1,069.05	2,021.40	(952.35)
04/17/2015	05/11/2016	13	CF INDUSTRIES HOLDINGS INC	29.70	58.83	386.04	764.83	(378.79)
04/15/2015	05/12/2016	16	ROSS STORES INC	54.35	51.99	869 61	831 79	37.82
04/24/2012	05/13/2016	7	DANAHER CORP	97.83	53.13	684.78	371 90	312.88
07/15/2013	05/13/2016	6	DANAHER CORP	97.83	68.41	586.95	410.47	176 48
02/19/2015	05/18/2016	16	***LYONDELLBASELL INDU-CL A	82.06	90.19	1,312.98	1,443.11	(130.13)
11/18/2013	05/18/2016	7	CVS HEALTH CORP	101.34	65.49	709 40	458.40	251.00
12/03/2013	05/18/2016	2	CVS HEALTH CORP	101.34	66 66	202.69	133 31	69 38
05/07/2014	05/18/2016	3	MONSTER BEVERAGE CORP	148.84	66 23	446.51	198.68	247.83
05/07/2014	05/19/2016	3	MONSTER BEVERAGE CORP	148.52	66.23	445.57	198 68	246.89
10/22/2013	05/20/2016	16	***AMDOCS LTD	56.79	37.99	908.64	607.91	300.73
01/13/2014	05/20/2016	10	***AMDOCS LTD	56.79	41 07	567.90	410.70	157.20
04/10/2014	05/23/2016	9	MICROSOFT CORP	50 44	40.43	454 00	363 84	90.16

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
08/05/2014	05/23/2016	10	MICROSOFT CORP	50 44	43 05	504 44	430.53	73.91
08/04/2011	05/23/2016	9	VISA INC - CLASS A SHRS	77 54	21.42	697.88	192 78	505.10
03/27/2014	05/27/2016	1	INTUITIVE SURGICAL INC	636 56	428.67	636.56	428 67	207.89
05/29/2014	05/31/2016	9	ESTEE LAUDER COMPANIES-CL A	91 82	76.36	826.39	687.22	139.17
06/23/2014	05/31/2016	3	ESTEE LAUDER COMPANIES-CL A	91.82	74.78	275.46	224.35	51 11
03/27/2014	05/31/2016	1	INTUITIVE SURGICAL INC	633 63	428.66	633 63	428.66	204 97
06/23/2014	06/01/2016	7	ESTEE LAUDER COMPANIES-CL A	92.22	74.78	645 52	523 49	122.03
06/27/2014	06/01/2016	3	ESTEE LAUDER COMPANIES-CL A	92.22	74.77	276.65	224.32	52 33
04/25/2014	06/01/2016	1	INTUITIVE SURGICAL INC	629 02	366.06	629 02	366.06	262.96
02/19/2015	06/02/2016	8	***LYONDELLBASELL INDU-CL A	80.37	90.19	642.99	721.55	(78.56)
01/20/2015	06/02/2016	8	UNITEDHEALTH GROUP INC	135.56	105.57	1,084.48	844.54	239 94
02/18/2015	06/02/2016	5	UNITEDHEALTH GROUP INC	135.56	109.45	677 80	547.24	130 56
02/27/2015	06/02/2016	5	UNITEDHEALTH GROUP INC	135.56	113 93	677 80	569.64	108.16
07/02/2014	06/07/2016	20	DR PEPPER SNAPPLE GROUP INC	91 94	58.95	1,838 88	1,178.98	659.90
04/17/2015	06/08/2016	30	CF INDUSTRIES HOLDINGS INC	31 64	58.83	949 27	1,764.98	(815 71)
08/05/2014	06/09/2016	5	MICROSOFT CORP	51.69	43.05	258.45	215.27	43 18
09/30/2014	06/09/2016	9	MICROSOFT CORP	51 69	46.21	465.22	415.90	49.32
04/25/2014	06/16/2016	1	SERVICENOW INC	73 48	47.50	73.48	47.50	25 98
05/07/2014	06/16/2016	20	SERVICENOW INC	73 48	47.25	1,469 54	945.03	524.51
08/30/2013	07/18/2016	3	ANSYS INC	91.25	83 74	273.75	251.23	22.52
11/19/2013	07/18/2016	10	ANSYS INC	91.25	83.90	912.50	839 03	73.47
09/26/2014	07/18/2016	15	ANSYS INC	91.25	75.54	1,368.75	1,133.10	235.65
10/21/2014	07/18/2016	15	ANSYS INC	91.25	75.89	1,368.75	1,138 40	230 35
10/23/2013	07/18/2016	1	COSTCO WHOLESALE CORP	167.10	117.27	167.10	117.27	49.83
11/22/2013	07/18/2016	8	COSTCO WHOLESALE CORP	167 10	124 89	1,336 82	999.14	337.68
02/28/2013	07/22/2016	58.853	AB DISCOVERY VALUE FUND- ADV	20.05	18.94	1,180.00	1,114.68	65.32
11/13/2013	07/22/2016	60	AMPHENOL CORP-CL A	58 98	40 48	3,539 04	2,428 80	1,110 24
03/14/2011	07/26/2016	28 713	BERNSTEIN INTERMEDIATE	13.63	13.80	391 36	396.24	(4.88)
03/14/2011	07/26/2016	24.125	OVERLAY A PORTFOLIO	11.56	11.61	278 89	280.09	(1.20)
08/05/2014	08/01/2016	13	ANTHEM INC	129.29	110.62	1,680.72	1,438 06	242 66
09/08/2014	08/01/2016	2	ANTHEM INC	129 29	118.14	258.57	236.29	22.28
07/15/2013	08/03/2016	10	FORTIVE CORP	48.53	31.47	485.30	314 67	170.63
07/16/2013	08/03/2016	2	FORTIVE CORP	48.53	41.24	97.06	82.49	14 57

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
01/26/2015	08/03/2016	4	FORTIVE CORP	48.53	40.62	194 12	162 48	31 64
10/20/2014	08/04/2016	4	VALERO ENERGY CORP	53 78	46 04	215.13	184 16	30.97
11/25/2014	08/04/2016	21	VALERO ENERGY CORP	53.78	51.13	1,129.42	1,073.74	55.68
10/18/2013	08/05/2016	2	SHERWIN-WILLIAMS CO/THE	299.64	184.06	599 27	368 12	231.15
11/25/2014	08/05/2016	5	VALERO ENERGY CORP	53.60	51.13	268.02	255 65	12.37
12/03/2014	08/05/2016	19	VALERO ENERGY CORP	53.60	51.68	1,018.47	981.85	36.62
10/18/2013	08/09/2016	2	SHERWIN-WILLIAMS CO/THE	296.43	184.06	592 86	368 12	224.74
10/18/2013	08/10/2016	3	SHERWIN-WILLIAMS CO/THE	296 11	184.06	888.34	552.18	336.16
10/16/2014	08/12/2016	3	SHERWIN-WILLIAMS CO/THE	294.98	210.88	884.93	632.63	252.30
09/08/2014	08/18/2016	3	ANTHEM INC	129.87	118.14	389.62	354.43	35 19
10/01/2014	08/18/2016	10	ANTHEM INC	129 87	118.11	1,298.75	1,181.12	117 63
10/01/2014	08/19/2016	5	ANTHEM INC	129.15	118.11	645.73	590.56	55.17
04/20/2015	08/19/2016	13	DISCOVER FINANCIAL SERVICES	57.78	59 43	751.14	772.61	(21.47)
06/09/2015	08/30/2016	41	APPLIED MATERIALS INC	29 85	19 93	1,224.05	817 27	406.78
04/17/2015	09/12/2016	7	CF INDUSTRIES HOLDINGS INC	25.30	58 83	177 11	411.83	(234 72)
07/15/2013	09/13/2016	14	DANAHER CORP	77 18	51 85	1,080 52	725 91	354.61
07/15/2013	09/14/2016	5	DANAHER CORP	76 49	51.85	382.48	259.25	123.23
07/16/2013	09/14/2016	5	DANAHER CORP	76.49	51 66	382.47	258.28	124.19
01/26/2015	09/14/2016	6	DANAHER CORP	76 49	63.59	458.97	381.53	77.44
01/08/2015	09/15/2016	1	ALLSTATE CORP	67.68	70.80	67 68	70 80	(3.12)
01/08/2015	09/15/2016	14	ALLSTATE CORP	67.68	70 80	947.53	991 17	(43.64)
01/26/2015	09/15/2016	2	DANAHER CORP	76.80	63.59	153.60	127.18	26.42
08/04/2015	09/15/2016	16	DANAHER CORP	76.80	69.73	1,228.77	1,115 68	113.09
01/13/2014	09/22/2016	10	***AMDOCS LTD	59.04	41.07	590.41	410.70	179.71
01/13/2014	09/27/2016	10	***AMDOCS LTD	58.14	41.07	581.36	410.69	170.67
08/18/2014	09/27/2016	15	***AMDOCS LTD	58.14	45.85	872.04	687.69	184.35
06/09/2015	10/10/2016	25	APPLIED MATERIALS INC	29.60	19.93	740.00	498.33	241.67
06/09/2015	10/11/2016	9	APPLIED MATERIALS INC	28.68	19.93	258 12	179 40	78.72
10/07/2015	10/11/2016	34	APPLIED MATERIALS INC	28.68	15 40	975 13	523.66	451.47
08/15/2013	10/12/2016	7	PEPSICO INC	105 95	81.45	741.64	570.13	171 51
10/05/2015	10/13/2016	20	PPL CORPORATION	32 74	33.42	654.80	668 31	(13.51)
10/06/2015	10/13/2016	28	PPL CORPORATION	32 74	33.10	916.72	926 91	(10.19)
07/02/2014	10/14/2016	1	DR PEPPER SNAPPLE GROUP INC	87 29	58.95	87.29	58.95	28 34

Capital Gains Report

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
07/18/2014	10/14/2016	20	DR PEPPER SNAPPLE GROUP INC	87.29	59.36	1,745.85	1,187 28	558 57
10/01/2014	10/14/2016	3	DR PEPPER SNAPPLE GROUP INC	87.29	63.84	261.88	191.51	70.37
11/23/2011	10/17/2016	44	HEWLETT PACKARD ENTERPRIS	21.38	14.16	940.78	622.84	317.94
02/28/2012	10/17/2016	5	HEWLETT PACKARD ENTERPRIS	21 38	14.28	106.91	71 41	35 50
07/21/2014	10/19/2016	46	ITT INC	34.49	47.59	1,586.38	2,189.02	(602 64)
09/10/2014	10/19/2016	20	ITT INC	34.49	48.55	689.73	971.09	(281.36)
01/08/2015	10/19/2016	46	ITT INC	34 49	38.17	1,586.37	1,755.74	(169 37)
04/15/2015	10/19/2016	16	ROSS STORES INC	63 27	51.99	1,012 26	831.78	180.48
01/11/2013	10/21/2016	4	BIOGEN INC	293 81	143.13	1,175.25	572.50	602 75
11/13/2014	10/21/2016	16	L-3 COMMUNICATIONS HOLDINGS	146.19	119 68	2,339.05	1,914 91	424.14
03/15/2012	10/21/2016	7	WALT DISNEY CO/THE	91.12	43.33	637.85	303.29	334.56
03/14/2011	10/26/2016	29 841	BERNSTEIN INTERMEDIATE	13 55	13.80	404.35	411.81	(7.46)
03/14/2011	10/26/2016	25.506	OVERLAY A PORTFOLIO	11.42	11.61	291.28	296.12	(4.84)
01/08/2015	10/28/2016	17	ALLSTATE CORP	67.69	70.80	1,150.71	1,203.55	(52.84)
01/08/2015	10/31/2016	8	ALLSTATE CORP	67.85	70.80	542 77	566.38	(23 61)
08/14/2015	10/31/2016	8	ALTRIA GROUP INC	66.13	55 66	529.04	445.31	83 73
02/17/2015	10/31/2016	5	KIMBERLY-CLARK CORP	114.43	111.31	572.13	556.57	15.56
04/15/2015	10/31/2016	1	ROSS STORES INC	62 26	51 99	62.26	51 99	10 27
10/05/2015	10/31/2016	16	ROSS STORES INC	62.26	48.58	996.08	777.28	218.80
01/08/2015	11/01/2016	1	ALLSTATE CORP	67.34	70.80	67.34	70.80	(3.46)
02/19/2015	11/01/2016	9	ALLSTATE CORP	67 34	71.04	606 04	639.39	(33.35)
10/07/2015	11/04/2016	26	APPLIED MATERIALS INC	28.31	15.40	735.99	400 44	335.55
02/03/2014	11/04/2016	76	XEROX CORP	9.26	10.69	703 59	812.66	(109 07)
02/21/2014	11/08/2016	14	HESS CORP	47.33	81.58	662.56	1,142.11	(479.55)
03/05/2014	11/08/2016	2	HESS CORP	47.33	80.37	94.65	160.74	(66.09)
12/12/2012	11/10/2016	38	BANK OF AMERICA CORP	18 41	10.62	699.45	403.38	296.07
04/09/2013	11/10/2016	10	CAPITAL ONE FINANCIAL CORP	79.22	55.86	792.15	558 63	233.52
01/29/2015	11/11/2016	10	***MEDTRONIC PLC	81 88	71.38	818.79	713.81	104.98
02/28/2013	11/11/2016	149 351	AB DISCOVERY GRWTH FUND- ADV	9.24	8.09	1,380.00	1,208 25	171.75
02/28/2013	11/11/2016	85 052	AB DISCOVERY VALUE FUND- ADV	21.34	18.94	1,815 00	1,610.88	204.12
03/14/2011	11/11/2016	5	APPLE INC	108.23	50.31	541.13	251.53	289.60
12/12/2012	11/11/2016	29	BANK OF AMERICA CORP	18 91	10 62	548 44	307.84	240.60
04/20/2015	11/11/2016	8	DISCOVER FINANCIAL SERVICES	64.10	59.43	512 81	475.45	37.36

Capital Gains Report

THE DOROTHY GAINES FOUNDATION (Account 888-61746) January 1, 2016 - December 31, 2016

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/04/2014	11/11/2016	4	MCKESSON CORP	142.78	212.47	571 13	849 89	(278.76)
09/30/2014	11/11/2016	6	MICROSOFT CORP	58 76	46.21	352.54	277 27	75.27
10/27/2014	11/11/2016	3	MICROSOFT CORP	58.76	45.88	176.27	137.63	38.64
06/03/2015	11/11/2016	2	NORTHROP GRUMMAN CORP	247.31	160 62	494.62	321 24	173 38
08/15/2013	11/11/2016	1	PEPSICO INC	103.22	81.45	103.23	81.45	21.78
09/09/2014	11/11/2016	5	PEPSICO INC	103.22	91.63	516.12	458 16	57 96
05/22/2013	11/11/2016	1	PRICELINE GROUP INC/THE	1,533.02	800 73	1,533.02	800 73	732.29
03/15/2012	11/11/2016	1	WALT DISNEY CO/THE	97.74	43.33	97.74	43.33	54.41
02/21/2014	11/11/2016	4	WALT DISNEY CO/THE	97.74	80.20	390 94	320.81	70.13
07/28/2014	11/30/2016	1	DOLLAR GENERAL CORP	77.95	56.52	77.95	56.52	21.43
07/28/2014	11/30/2016	6	DOLLAR GENERAL CORP	77 95	56.52	467 72	339.12	128.60
07/30/2014	11/30/2016	10	DOLLAR GENERAL CORP	77.95	56.38	779.54	563.77	215.77
08/19/2014	11/30/2016	10	DOLLAR GENERAL CORP	77.95	63.84	779.54	638.37	141 17
09/08/2014	11/30/2016	1	DOLLAR GENERAL CORP	77.95	63.10	77 95	63.10	14.85
07/19/2013	12/06/2016	6	***SCHLUMBERGER LTD	84.06	82.99	504 39	497.93	6.46
02/28/2013	12/06/2016	133.052	AB DISCOVERY GRWTH FUND- ADV	9.47	8 09	1,260.00	1,076.39	183.61
02/28/2013	12/06/2016	97.313	AB DISCOVERY VALUE FUND- ADV	23.07	18.94	2,245.00	1,843.11	401.89
05/29/2015	12/06/2016	1,592.814	AB GLOBAL BOND FUND- ADV	8.35	8 43	13,300.00	13,427.42	(127 42)
02/28/2013	12/06/2016	770.511	ALLIANCEBERNSTEIN ALL MARKET R CLASS 1	8.41	11.13	6,480.00	8,575.79	(2,095.79)
02/19/2015	12/06/2016	9	ALLSTATE CORP	70.66	71 04	635 91	639.39	(3 48)
03/14/2011	12/06/2016	1	ALPHABET INC-CL C	759 91	284.50	759.91	284.50	475.41
08/14/2015	12/06/2016	5	ALTRIA GROUP INC	64.00	55.66	320.00	278.32	41.68
08/25/2015	12/06/2016	5	ALTRIA GROUP INC	64.00	52.76	319 99	263 80	56.19
03/14/2011	12/06/2016	8	APPLE INC	109 76	50.31	878 09	402 45	475 64
12/12/2012	12/06/2016	28	BANK OF AMERICA CORP	22.11	10.62	619.05	297.22	321.83
01/29/2013	12/06/2016	11	BANK OF AMERICA CORP	22 11	11.50	243.20	126.54	116.66
03/14/2011	12/06/2016	747.909	BERNSTEIN INTERMEDIATE	13.15	13.80	9,835.00	10,321 14	(486.14)
03/14/2011	12/06/2016	105.245	BERNSTEIN INTERNATIONAL	14.87	15 48	1,565.00	1,629.19	(64.19)
01/17/2013	12/06/2016	2	BIOGEN INC	291.93	143 71	583.86	287 41	296.45
04/09/2013	12/06/2016	8	CAPITAL ONE FINANCIAL CORP	87.46	55.86	699.66	446.91	252.75
10/24/2011	12/06/2016	9	COMCAST CORP-CLASS A	68.50	24.66	616.47	221 98	394.49
10/02/2012	12/06/2016	1	COMCAST CORP-CLASS A	68 50	35.84	68.50	35.84	32.66
11/22/2013	12/06/2016	2	COSTCO WHOLESALE CORP	150.71	124.89	301.43	249.78	51.65

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01/17/2014	12/06/2016	2	COSTCO WHOLESALE CORP	150.71	115.83	301 43	231.65	69.78
12/03/2013	12/06/2016	7	CVS HEALTH CORP	79.31	66 66	555.16	466 59	88 57
10/20/2014	12/06/2016	12	DELTA AIR LINES INC	49.18	35.51	590.21	426.09	164.12
04/10/2014	12/06/2016	10	EBAY INC	28.24	23.13	282.43	231 26	51.17
05/05/2014	12/06/2016	8	EBAY INC	28 24	21.92	225.94	175.34	50.60
10/07/2015	12/06/2016	5	EOG RESOURCES INC	104 97	83.64	524 87	418.21	106 66
04/07/2014	12/06/2016	3	FACEBOOK INC-A	117.12	56.90	351.36	170 71	180.65
04/30/2014	12/06/2016	4	FACEBOOK INC-A	117.12	58.46	468.47	233.85	234 62
09/05/2014	12/06/2016	6	FISERV INC	103.31	65.52	619 87	393 12	226.75
06/12/2013	12/06/2016	6	GILEAD SCIENCES INC	72.30	51.79	433.79	310.74	123.05
03/05/2014	12/06/2016	12	HESS CORP	59.84	80 37	718.12	964.43	(246.31)
02/28/2012	12/06/2016	20	HEWLETT PACKARD ENTERPRIS	24.01	14.28	480.19	285.65	194.54
03/15/2012	12/06/2016	5	HEWLETT PACKARD ENTERPRIS	24.01	13.36	120.05	66.81	53.24
02/28/2013	12/06/2016	6	HOME DEPOT INC	129.04	68.34	774.22	410.02	364 20
11/13/2014	12/06/2016	3	L-3 COMMUNICATIONS HOLDINGS	158.32	119.68	474.96	359.04	115.92
10/27/2014	12/06/2016	11	MICROSOFT CORP	60.04	45.88	660.47	504.64	155.83
12/03/2013	12/06/2016	10	NIKE INC -CL B	50.51	39.49	505.09	394.90	110 19
07/02/2014	12/06/2016	12	ORACLE CORP	39 35	41 11	472.20	493.34	(21 14)
03/14/2011	12/06/2016	626.293	OVERLAY A PORTFOLIO	11.60	11.61	7,265.00	7,271.26	(6.26)
03/14/2011	12/06/2016	530.057	OVERLAY B PORTFOLIO	10.48	10.68	5,555.00	5,661.01	(106 01)
03/14/2011	12/06/2016	14	PFIZER INC	31.50	19.78	441.01	276 87	164 14
09/03/2015	12/06/2016	3	UNITEDHEALTH GROUP INC	157.49	114.70	472.47	344.09	128.38
02/21/2014	12/06/2016	14	US BANCORP	50 61	40.42	708.58	565.84	142.74
08/04/2011	12/06/2016	9	VISA INC - CLASS A SHARES	77.13	21.42	694.18	192 77	501.41
03/20/2012	12/06/2016	9	WELLS FARGO & COMPANY	55 13	34.11	496 21	306 99	189.22
02/03/2014	12/06/2016	53	XEROX CORP	9.24	10 69	489.73	566.72	(76.99)
01/29/2015	12/08/2016	23	***MEDTRONIC PLC	71 82	70.27	1,651.81	1,616.29	35.52
02/18/2015	12/08/2016	8	***MEDTRONIC PLC	71 82	78.14	574 54	625.13	(50.59)
06/02/2014	12/08/2016	8	AETNA INC	128.19	77.96	1,025.52	623.70	401 82
06/27/2014	12/12/2016	7	ESTEE LAUDER COMPANIES-CL A	78.64	74.77	550.46	523 40	27.06
07/15/2014	12/12/2016	5	ESTEE LAUDER COMPANIES-CL A	78.64	76.02	393 18	380.08	13.10
02/17/2015	12/12/2016	8	KIMBERLY-CLARK CORP	114.88	111.31	919 06	890 52	28.54
07/15/2014	12/13/2016	10	ESTEE LAUDER COMPANIES-CL A	78 85	76.02	788 51	760.16	28.35

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/17/2015	12/13/2016	2	KIMBERLY-CLARK CORP	115.10	111.31	230 20	222 63	7.57
03/06/2015	12/13/2016	7	KIMBERLY-CLARK CORP	115 10	107.21	805.70	750.48	55.22
10/27/2014	12/20/2016	9	MICROSOFT CORP	63 21	45.88	568.85	412 89	155.96
			SUBTOTAL FOR LONG-TERM			199,542 40	177,920.49	21,621.91
CIL[1]								
	10/27/2016		ADVANSIX INC			3.26	0.00	3 26
			SUBTOTAL FOR CIL			3 26	0.00	3.26
TOTAL						$262,481.74	$241,137 04	$21,344 70

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L	$21,344 70
SHORT-TERM	($280.47)
LONG-TERM	$21,621.91
CIL	$3.26

[1] CIL represents cash in lieu of fractional shares